



# **TIANDE CHEMICAL HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*  
**(the “Company”)**

## **WHISTLEBLOWING POLICY**

*(Adopted by the Company on 15 December 2012)*

*(Amended and adopted by the Company on 19 December 2014)*

*(Amended and adopted by the Company on 25 March 2022)*

*(Amended and reviewed by the board of directors of the Company on 24 June 2022)*

## CONTENTS

CHAPTER 1	PURPOSE	3
CHAPTER 2	GENERAL PRINCIPLES	3
CHAPTER 3	WHISTLEBLOWING RESPONSIBILITIES	3
CHAPTER 4	PROTECTION TO WHISTLEBLOWERS	4
CHAPTER 5	CONFIDENTIALITY	4
CHAPTER 6	VARIOUS KINDS OF MISCONDUCT, MALPRACTICE OR IRREGULARITY	4
CHAPTER 7	WHISTLEBLOWING AND INVESTIGATIONS	5
CHAPTER 8	FALSE WHISTLEBLOWING	6
CHAPTER 9	ANONYMOUS ALLEGATIONS	6
CHAPTER 10	RECORDS ARCHIVE	7
CHAPTER 11	RESPONSIBILITY FOR IMPLEMENTATION AND REVIEW	7
APPENDIX I	WHISTLEBLOWING FORM	8

## **CHAPTER 1 PURPOSE**

The purpose of this policy is to encourage employees of the Company and its subsidiaries (collectively the “**Group**”) and other stakeholders (e.g. customers, suppliers, etc. who have dealings with the Group), in a confidential manner, to express concerns about any matter in relation to misconduct, malpractice or irregularity which may affect the business operation of the Group and its reputation. The Group is committed to maintaining good corporate governance standard, emphasising probity, transparency and accountability. The Group requires its business units and departments to maintain proper standards of business conduct and comply with all applicable laws and regulations.

## **CHAPTER 2 GENERAL PRINCIPLES**

“Whistleblowing” means a situation where an employee of the Group or other stakeholder decides to report serious concerns about any suspected misconduct, malpractice or irregularity who might be the victim of misconduct in the Group.

This policy is designed to provide a reporting channel and to protect employees of the Group and other stakeholders who report activities believed to be misconduct and malpractices (the “**Whistleblower(s)**”) without fear of victimisation, subsequent discrimination or unfair treatment.

## **CHAPTER 3 WHISTLEBLOWING RESPONSIBILITIES**

Employees of the Group are required to immediately notify their superiors or senior management whenever conscious of business activities or affairs that may cause damage to the Group or others, such as emergencies, crimes, accidents, violations or other unforeseen incidents, thereby facilitating to take appropriate actions by the Group and avoid constituting damage or devastation. Employees of the Group may also infringe this policy if they assist or authorise others to engage in activities that violate this policy, or if they conceal or fail to report any known or suspected misconduct. Employees of the Group and other stakeholders may also have obligation to report corruption to the relevant statutory authorities according to local laws and regulations. (In Hong Kong, according to certain provisions of the “Prevention of Bribery Ordinance”, it is an offence to prevent an offender from being prosecuted or convicted by failing to disclose potentially critical information.)

## **CHAPTER 4 PROTECTION TO WHISTLEBLOWERS**

This policy ensures that all Whistleblowers who make truthful and appropriate complaints will be treated fairly and without fear of retaliation. In addition, the Group will ensure that whistleblowers are not unfairly dismissed, harmed or improperly disciplined, even if the concerns raised cannot ultimately be substantiated. The Group reserves the right to take appropriate action against a person (an employee or other stakeholder) if who retaliates or threatens to a person who makes a report under this policy. Any employee who retaliates or threatens the Whistleblowers will be subject to disciplinary action, including summary dismissal if possible.

## **CHAPTER 5 CONFIDENTIALITY**

The Group will protect and support anyone raising genuine matters of concern. The Group will not disclose the Whistleblower's identity without his/her consent. However, in serious circumstances, when the incident results in legal or criminal proceedings, the relevant authorities may require disclosure of the Whistleblower's identity by law where the Group may require to comply.

In the event that the identity of the Whistleblower may be exposed or needs to be disclosed, the Group will endeavour to notify the Whistleblower in advance that his/her identity may be disclosed. If a criminal proceeding is established after investigation, the Whistleblower may be required to provide evidence or be investigated by the relevant statutory authorities.

## **CHAPTER 6 VARIOUS KINDS OF MISCONDUCT, MALPRACTICE OR IRREGULARITY**

It is impossible for this policy to enumerate all activities that constitute misconduct, malpractice or irregularity. Behaviour that is not in line with the principles of ethics could constitute a misconduct, malpractice or irregularity that should be reported. Below are non-exhaustive examples of the types of matters that the Group would like its employees or other stakeholders to report:

- Criminal offences, such as fraudulent activity;
- Failures to comply with legal or regulatory obligations;
- Malpractices relating to internal controls, accounting, auditing and financial matters;
- Health and safety of any individual is being threatened;
- Racial discrimination or sexual harassment;
- Violations of the code of conduct set out in Employee Handbook of the Group (the "**Code of Conduct**"); and
- Deliberate concealment of any of the above.

## **CHAPTER 7 WHISTLEBLOWING AND INVESTIGATIONS**

### **A. REPORTING PROCEDURES**

Generally speaking, employees of the Group can choose to make report to their immediate supervisor or the representative of the Group's human resources department initially. While the head of department or human resources of the Group should report to the board of directors of the Company shortly if any potential or actual misconduct, malpractice or irregularities were found. If an employee of the Group feels anxious regarding report (for example, the immediate supervisor refuses to handle his/her report or the immediate supervisor is the object of his/her report), the employee should directly contact the legal department of the Group or the chairman of the board of directors (the “**Chairman**”) or general manager or independent non-executive director of the Company. The Group also encourages its business partners, suppliers and other stakeholders, who have dealings with the Group, to make a report whenever misconduct, malpractice or irregularities were found.

If any business unit of the Group receives a written or oral report on any of the above types of misconduct, malpractice or irregularities, it should submit the relevant matter or refer the Whistleblower to the legal department of the Group or Chairman or general manager or independent non-executive director of the Company. Before considering taking legal action or referring the incident to law enforcement agencies, the Whistleblower should consult the legal department of the Group or local legal advisors.

If any of the employees of the Group or other stakeholders has any questions relating to the application of this policy, they may approach or raise it to the legal department of the Group.

### **B. REPORTING CHANNELS**

In general, the Whistleblower should make his/her reports, by using the form in Appendix I of this policy, to the head of legal department of the Group in writing by post in a sealed envelope clearly marked “To be opened by addressee only” at: -

Tiande Chemical Holdings Limited  
Room 2204A, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong  
Attn: Head of Legal Department

Or email to: [whistleblowing@tdchem.com](mailto:whistleblowing@tdchem.com)

## **C. INVESTIGATIONS**

Once an employee of the Group or other stakeholder has raised a concern, the head of legal department of the Group or the Chairman will review the matter to assess what action should be taken. This may involve an internal inquiry or a more formal investigation. The head of legal department or the Chairman will inform the Whistleblower whether the Group needs further assistance from him/her.

During the investigation, other technical staff will be invited to assist in the handling of the investigation or external advisory and assistance will be sought. Before that, the Whistleblower will be informed the identity of the staff for assisting the investigation to ensure the impartiality and that there is no conflict of interest. The assisting staff may also enlist the help of external professional in the process of investigation. The assisting staff will prepare a detailed investigation report without disclosing the identity of the Whistleblower.

If there is sufficient evidence indicating that the reported incident may involve criminal offence or corruption, the incident will be reported to the relevant statutory authorities accordingly. Once an incident has been reported to the relevant statutory authorities, the Group thereby will not be able to take further action on the incident.

In the event of violation of the Code of Conduct is confirmed, according to normal procedures, the responsible line manager and with the assistance of the representative of the human resources department of the Group to determine an appropriate disciplinary action and reviewed by the Chairman to form the final decision.

## **CHAPTER 8 FALSE WHISTLEBLOWING**

Employees of the Group should be aware that if they make a false complaint maliciously or with other ulterior motive, without any reasonable or justifiable ground or for personal gain, this will be considered by the Group as a waste of its valuable resources and they may face disciplinary action, including the possibility of dismissal. The Group reserves the right to take appropriate action against any person (employee or other stakeholder) to recover any loss or damage caused by the false whistleblowing.

## **CHAPTER 9 ANONYMOUS ALLEGATIONS**

As the Group will earnestly handle all whistleblowing in relation to misconduct, malpractice or irregularities, and authorise the commissioning of independent investigation for potential and actual violations, thus, anonymous allegations are discouraged.

Anonymous allegations will make difficulty for the investigation and may not be able to obtain all relevant required information. The Whistleblower providing information should, as far as possible, give his/her name and contact details so that clarification of the alleged matters or further appropriate information can be obtained, when required. The Group will treat all allegations in a sensitive and confidential manner. Without the Whistleblower's consent, his/her identity will not be divulged.

## **CHAPTER 10 RECORDS ARCHIVE**

All reports in relation to misconduct, malpractice or irregularities, are required to be documented by the legal department of the Group. Regarding the whistleblowing that has been investigated, the person who responsible for the investigation shall ensure that all relevant information and details of corrective actions are fully documented and kept safe of place. The archival period should not be less than seven years or other time frame specified by applicable rules and regulations.

## **CHAPTER 11 RESPONSIBILITY FOR IMPLEMENTATION AND REVIEW**

This policy has been amended and approved by the board of directors of the Company. The audit committee of the Company has overall responsibility for implementing, monitoring and regularly reviewing this policy. In addition, the executive directors of the Company are responsible for daily operations of this policy.

If you have any questions about the contents or application of this policy, please contact the legal department of the Group.

*This policy is written in English and Chinese. In case of any inconsistency, the English version shall prevail.*

**APPENDIX I**

**WHISTLEBLOWING FORM (CONFIDENTIALITY)**

TO; TIANDE CHEMICAL HOLDINGS LIMITED	
Name/contact number and email of the whistleblower (It is encourages whistleblower to fill in his/her name in this form. If report in form of anonymous, the persuasiveness of this report will be much lower than that of a real-name, but we will try our best to handle as much as possible.)	Name:
	Contact number:
	Email:
	Date:
Name of person involved (if known):	
Report details: Please provide details of the name, date and location of the person concerned, reason of concern (please fill in a separate sheet if necessary), together with any evidence/supporting documents.	



