

Styland Holdings Limited

大凌集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock code: 211)

Whistleblowing Policy

**For identification purpose only*

1. INTRODUCTION

- (i) Styland Holding Limited (the “**Company**”) is committed to high standard of openness, probity and accountability. Whistleblowing refers to a situation where an employee or a third party (the “**Whistleblower**”) decides to report a serious concern about any suspected fraud, malpractice, misconduct or irregularity (the “**Matter**”);
- (ii) This Whistleblowing Policy (the “**WB Policy**”) forms an important part of effective risk management and internal control systems. This WB Policy applies to the Company and its subsidiaries (the “**Group**”); and
- (iii) Whistleblowing serves as a useful way to uncover fraud, malpractice, misconduct or significant risk within the Group.

2. PURPOSES

- (i) To encourage and assist any employee(s) of the Group (the “**Employee(s)**”) or third parties (e.g. clients, business partners, etc.) to raise the Matter and disclose related information confidentially;
- (ii) To provide reporting channels and guidance on whistleblowing to Employees or third parties to raise the Matter rather than neglecting it; and
- (iii) To reveal suspected fraud, malpractice or misconduct before these activities cause disruption or loss to the Group.

3. RESPONSIBILITY

- (i) The Audit Committee of the Company (the “**Audit Committee**”) is responsible for monitoring and reviewing the effectiveness of this WB Policy and the actions resulting from the investigation; and
- (ii) This WB Policy has been approved by the Audit Committee. Any changes to this WB Policy will be subject to the Audit Committee’s approval.

4. REPORTABLE MATTERS

- (i) Activities that constitute malpractice or misconduct may include, but not limited to the following:
 - (a) Non-compliance with laws and regulations;
 - (b) Impropriety or fraud relating to accounting, financial reporting, internal controls and auditing matters;
 - (c) Misuse or misappropriation of the Group’s assets or resources;
 - (d) Any action which endangers the health and safety of Employees or other stakeholders;
 - (e) Violation of the policies or guidelines of the Group;
 - (f) Improper use or leakage of confidential or commercially sensitive information; and
 - (g) Deliberate concealment of any of the above.
- (ii) Whistleblower must report the Matter in good faith, but is not required to make absolute proof of the Matter reported even it turn out not to be confirmed by an investigation.

5. PROTECTION FOR WHISTLEBLOWER

- (i) Persons reporting the Matter in good faith are assured of fair treatment. The Group will make every effort to protect the Employee against unfair dismissal, victimization or unwarranted disciplinary action, even if the Matter turn out to be unsubstantiated. Good faith means that the reporting person has held a reasonable belief that the Matter made is true and honest but not made for personal interest or any ulterior motive;
- (ii) Management must ensure that the Whistleblowers feel easeful to raise Matter without fear of reprisals. Any kinds of retaliation against the Whistleblower will be considered as misdemeanors; and
- (iii) However, if the Whistleblower makes a false report maliciously, with an ulterior motive or for personal advantage, the Group reserves the right to take appropriate actions against him/her to recover any loss or damage as a result of the false report.

6. CONFIDENTIALITY

- (i) The Group will make every effort to keep the Whistleblower's identity and the reported Matter strictly confidential;
- (ii) Likewise, the Whistleblower should keep strictly confidential about the details of a reported Matter;
- (iii) Under certain circumstances where the Whistleblower's identity has to be revealed according to laws and regulations, the Group will endeavour to take reasonable steps to protect the Whistleblower from detriment;
- (iv) It is understood that the Whistleblower may wish to report anonymously. However, it is not encouraged as an anonymous allegation will hinder investigation and follow-up actions due to limited information; and
- (v) Whistleblowers are encouraged to come forward and report as much specific information as possible for assessment and investigation.

7. REPORTING CHANNELS AND FORM

- (i) Any Employee or third party who wish to report a Matter should inform the Audit Committee by sending the Whistleblowing Report Form (the “**Form**”) as attached in Appendix 1, with supplementary information (if any) via the following ways:
 - (a) **Email:** whistleblower@styland.com
(This email can only be accessed by Chairman of Audit Committee)

or

 - (b) **Mail:**
To: Chairman of Audit Committee
Room 1111, 11/F, Wing On Centre
111 Connaught Road Central, Sheung Wan
Hong Kong
- (ii) To ensure confidentiality in the mailing process, the Form should be sent in a sealed envelope marked “Strictly Private and Confidential – To be Opened by Addressee Only”.

8. INVESTIGATION PROCESS

- (i) Audit Committee will record all Matters raised. All reported Matters with valid contacts will be followed up. Chairman of the Audit Committee will evaluate the validity and relevance of the Matters received, and to decide the categorization of whistleblowing cases for reporting to appropriate parties. The Matters raised should be:
 - (a) referred to the board of director (“**Board**”) of the Company if the person or matter concerned does not relate to any members of the Board;
 - (b) referred to executive Directors of the Company if the person or matter concerned relates to any members of the Audit Committee; or
 - (c) followed up by the Audit Committee itself if the person or matter concerned relates to any executive Directors of the Company.

- (ii) Regarding the Matter reported, the Board, the Audit committee or the executive Directors (as the case may be), will assess each reported Matter and decide if an investigation is required and determine the courses of actions accordingly;
- (iii) If deemed necessary, the Board, the Audit Committee or the executive Directors, (as the case may be), may appoint an appropriate investigating officer to conduct or assist in the investigations; and
- (iv) Should the Board, the Audit Committee or the executive Directors (as the case may be) considers appropriate, the Matter may be referred to the relevant regulatory authority(ies), such as the Hong Kong Police Force, the Independent Commission Against Corruption, the Securities and Futures Commission, etc.

Date: 5 January 2023

STYLAND HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock code: 211)

**WHISTLEBLOWING REPORT FORM
(STRICTLY CONFIDENTIAL)**

If you wish to report a whistleblowing matter, please fill in this form. All information will be kept in a strictly confidential manner.

Whistleblower's Information:

Name and Title: _____

Department or Company Name: _____

Tel No.: _____ Email: _____

Details of Matter:

Please provide full details of the reported matter: names of the persons involved, dates, places, reasons, etc. and any other supporting evidence. (Continue on separate sheet if necessary)

Signature: _____

Date: _____

(Please see the note overleaf)

Note: Please deliver your form via the following ways according to section 7 of the Whistleblowing Policy:

(a) **Email:** whistleblower@styland.com

(This email can only be accessed by Chairman of Audit Committee)

or

(b) **Mail:**

To: Chairman of Audit Committee

Room 1111, 11/F, Wing On Centre

111 Connaught Road Central, Sheung Wan

Hong Kong