



GLOBAL BIO-CHEM TECHNOLOGY GROUP COMPANY LIMITED

大成生化科技集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 00809)

WHISTLEBLOWING POLICY

1. INTRODUCTION

Global Bio-chem Technology Group Company Limited (the “Company”) and its subsidiaries (collectively, the “Group”) are committed to achieving and maintaining the highest standards of openness, probity and accountability. Employees at all levels are expected to conduct themselves with integrity, impartiality and honesty. It is every employee’s responsibility and in all interest of the Group to ensure that any inappropriate behaviour that compromise the interest of the shareholders, investors, customers and the wider public does not occur. It is also critical to maintain a good corporate image and raise the standard of corporate governance of the Group. To this end, the Company has devised the “Global Bio-chem Technology Group Company Limited-GBT-IC-003 Whistleblowing Policy” (the “Policy”).

2. PURPOSE AND APPLICABLE AREA

The purpose of formulating the Policy is to increase the awareness of maintaining internal corporate justice and regard this as a kind of internal control mechanism. It provides the employees with reporting channels and guidance on whistleblowing. The term “whistleblowing” refers to a situation where an employee decides to report serious concerns about any malpractice which he/she has become aware or genuinely suspects that the Group has been or may become involved in. This policy is designed to encourage employees to raise serious concerns internally, in a responsible and effective manner rather than overlooking a problem or blowing the whistle outside. The content of this Policy is applicable to all employees of the Company and its subsidiaries in Hong Kong or outside Hong Kong.

3. POLICY

This policy is intended to assist individual employees (permanent or temporary employees) to disclose internally and at a high level, information which the individual believes shows malpractice or impropriety. It is not designed to further any personal disputes or question financial or business decisions taken by the Group. Whistleblowing matters may include but are not confined to:

- Breach of legal or regulatory requirements
- Criminal offences, breach of civil law and miscarriage of justice

- Malpractice, impropriety or fraud relating to internal controls, accounting, auditing and financial matters
- Endangerment of the health and safety of an individual
- Damage caused to the environment
- Violation of rules of conducts applicable within the Group (include but are not confined to “員工工作守則和有關規章制度”)
- Improper conduct or unethical behaviour likely to prejudice the standing of the Group
- Deliberate concealment of any of the above

3.1 Protection and Confidentiality

It is the Group’s policy to make every effort treating all disclosures in a confidential and sensitive manner after employees report concern about any of the above matters. The identity of the individual employee making the allegation will not be divulged without the employee’s consent. However, there may be circumstances in which the Group may be required or legally obliged to reveal the employee’s identity, for example, where an investigation leads to legal proceedings being initiated. If this is the case, the Group will take all reasonable steps to ensure that the employee suffers no detriment. Harassment or victimization of a genuine whistle blower will be treated as gross misconduct, which if proven, may result in dismissal.

3.2 Untrue Allegations

In making a disclosure, individual employee should exercise due care to ensure the accuracy of the information. If the employee is mistaken, he/she will not be at risk of losing his/her job or suffering any form of retribution as a result provided that he/she is acting in good faith. On the other hand, disciplinary action will be taken against employee deliberately raising false and malicious allegations. In an extreme case vexatious or wild allegations could give rise to legal action on the part of the persons complained about.

3.3 Acknowledgement and Recognition

The Group places great value upon creating an environment where employees would maintain the highest standard of ethics, honesty, openness and accountability. The Group recognizes that it requires courage and personal quality such as righteousness, loyalty and impeccable integrity for an employee to step out and blow the whistle. These personal qualities and positive behaviours demonstrated by the whistleblowers are well acknowledged by the Group and will be taken into consideration, among others, for the employee’s career opportunities and advancement.

4. PROCEDURE

4.1 Reporting Channel¹

4.1.1 Reporting Channel for the Company

Employee who has a legitimate malpractice concern can inform the respective Head of Division/Department of the concern. The Head of Division/Department should then raise the matter with the Chairman of the Audit Committee. If the concern involves the Head of Division/Department, or for any reason the employee would prefer the Head of Division/Department not to be told, the employee may raise the matter direct with the Chairman of the Audit Committee. The Chairman of the Audit Committee may designate an appropriate person or set up an inquiry to investigate the matter.

The Chairman of the Audit Committee should report the matter to the Board of Directors at appropriate time.

4.1.2 Reporting Channel for the Subsidiaries of the Company

Employee of the subsidiaries who has a legitimate malpractice concern can inform the respective General Manager of the subsidiary concerned. The General Manager of the subsidiary concerned should then raise the matter with the Internal Audit Department of the Company. If the concern involves the General Manager of the subsidiary concerned, or for any reason the employee would prefer the General Manager of the subsidiary concerned not to be told, the employee may raise the matter direct with the Internal Audit Department of the Company or the Chairman of the Audit Committee. If the employee raises the matter with the Internal Audit Department, the Internal Audit Department should then report the matter to the Chairman of the Audit Committee. The Internal Audit Department or the Chairman of the Audit Committee will review the complaint and decide how the investigation should proceed. The Chairman of the Audit Committee should report the matter to the Board of Directors at appropriate time in the above circumstance.

4.1.3 Reporting Format

Disclosures can be made in person or in writing using the standard form (Whistleblower Report Form) attached as Annex 1 of the Policy. If the disclosure is made in writing, it should be sent to the respective Head of Division/Department or the respective General Manager of the subsidiary concerned at his/her office or the Chairman of the Audit Committee or the Internal Audit Department (applicable to subsidiaries) as appropriate at Suite 1002, 10/F, Tower A, Cheung Kei Center,

¹ Reporting channel flowchart for the Company and its subsidiaries is attached as annex II

18 Hung Luen Road, Hung Hom, Kowloon, Hong Kong, in a sealed envelope clearly marked “Strictly Private and Confidential – To be Opened by Addressee” to ensure the confidentiality, or through sending email to the following address internalaudit@globalbiochem.com. Employees should ensure all the attachments to the email shall have password in order to ensure the confidentiality. The Group will hold it a serious disciplinary offence for any person to seek to prevent a communication of malpractice concern reaching to the Chairman of the Audit Committee or the Internal Audit Department (applicable to subsidiaries), or to impede any investigation which he/she or anyone on his/her behalf may make.

Where an employee decides to report serious concerns about any malpractice which he/she has become aware or genuinely suspects that the Group has been or may become involved in, he/she can directly report to the relevant local law enforcement agencies, such as the Hong Kong Police Force, the Independent Commission Against Corruption or the Security and Futures Commission or relevant regulatory body in Mainland China as appropriate. If there is evidence of criminal activity, activity on solicitation and acceptance of advantages or breach of legal and regulatory requirements of the Group, the party responsible for the internal investigation may legally be obliged to inform the relevant public or regulatory bodies.

4.2 Investigation Procedure

The format and the length of an investigation will vary depending upon the nature and particular circumstances of each complaint made. The matters raised may

- be investigated internally;
- be referred to the Hong Kong Police Force or relevant regulatory body in Mainland China;
- be referred to the External Auditor; and/or
- form the subject of an independent inquiry.

The Chairman of the Audit Committee, the person designated to investigate the complaint or the Internal Audit Department (applicable to subsidiaries) will write to the complainant wherever reasonably practicable of the concern being received:

- acknowledging that the concern has been received;
- advising whether or not the matter is to be investigated further and if so what the nature of the investigation will be;
- giving an estimate of how long the investigation will take to provide a final response; telling the complainant whether any initial enquiries have been made, and whether further investigations will take place, and if not, why not.

5. ANONYMOUS REPORTS

As the Group takes reporting of malpractices or impropriety seriously and wants to conduct warranted investigations of both potential and actual violations, it is preferred that these reports are not made anonymously. However, it is recognised that for any number of reasons, employees may not feel comfortable reporting potential violations directly. In these cases, anonymous reports may be submitted to the relevant person or department described in sections 4.1.1 and 4.1.2 above.

6. RECORD RETENTION

Records shall be kept for all reported misconducts, malpractices, and irregularities by the relevant parties in the Group under Section 3 above. In the event a reported irregularity leads to an investigation, the party responsible for leading/conducting the investigation shall ensure that all relevant information relating to the case is retained, including details of corrective action taken for a period not exceeding six years (or whatever other period may be specified by any relevant legislation).

7. RESPONSIBILITY FOR IMPLEMENTATION AND REVIEW OF POLICY

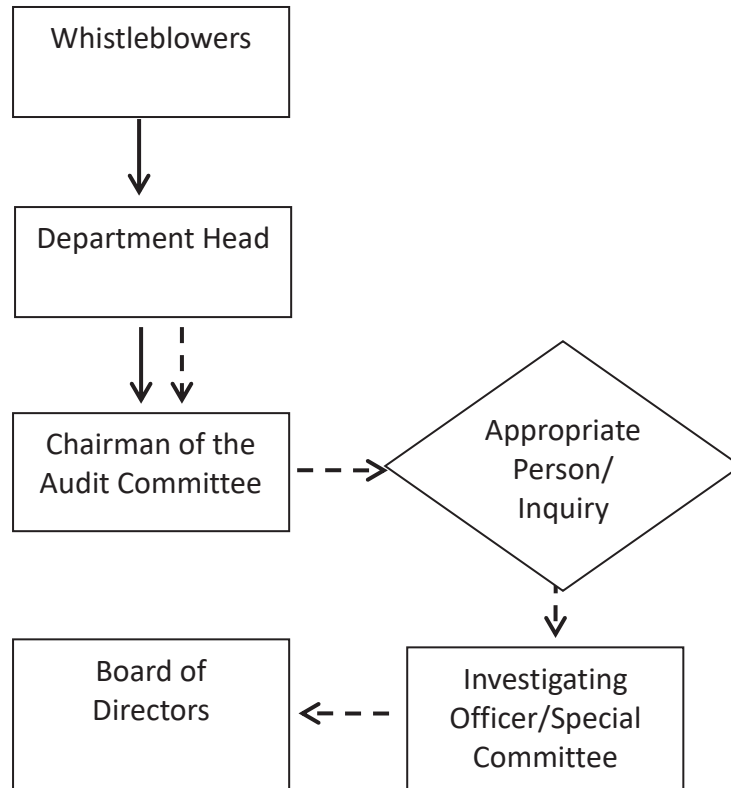
This policy has been approved and adopted by the Board of the Company. The Audit Committee has overall responsibility for implementation, monitoring and periodic review of this policy. In addition, the Audit Committee has delegated the day-to-day responsibility for administration of the policy to the Internal Audit Department.

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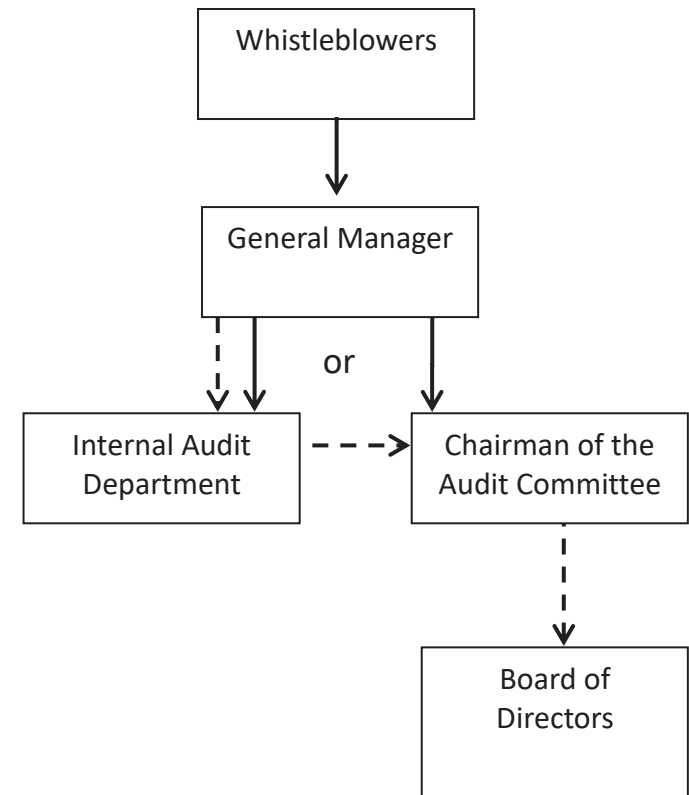
* *for identification purposes only*

**ANNEX II
REPORTING CHANNEL**

Reporting Channel for the Company



Reporting Channel for the Subsidiaries of the Company



→ Reporting Channel for whistleblowers

- - -> Reporting Channel for Person/Department being informed

**ANNEX III
INVESTIGATION PROCEDURES**

