



**New Sparkle Roll International Group Limited**  
**新耀萊國際集團有限公司**

*(formerly known as Sparkle Roll Group Limited 耀萊集團有限公司\*)*  
*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 970)**

**(the “Company”)**

**WHISTLEBLOWING POLICY**  
**(THE “POLICY”)**

**CHAPTER I GENERAL**

**Article 1 Objective**

This Policy is implemented with the purpose of preventing operational and management risks, inspiring our employees to be actively involved in the management of the Company and its subsidiaries (collectively, the “**Group**”), and encouraging, with proper guidance, our employees and stakeholders (suppliers, customers, etc.) to make confidential disclosure of internal operational defects, suspected misconducts or violations within the Group, so as to ensure its due compliance with laws and sound operation.

**Article 2 Basic Principles**

- (1) Extensive participation by the employees;
- (2) Instantaneous supervision and reporting;
- (3) Timely and effective handling of cases;
- (4) Pursuit of responsibility;
- (5) Confidentiality for Whistleblowers.

\* *for identification purpose only*

### **Article 3 To Whom the Policy May Apply**

This Policy applies to all employees of the Group (including full-time, part-time and seconded employees), officers, directors and third parties dealing with the Group (e.g. customers, suppliers, consultants and agents) (collectively, the “**Whistleblower(s)**”).

## **CHAPTER II GOVERNING BODY**

### **Article 4 Establishment of an Independent Leading Group for Internal Whistleblowing Management**

The Company has established an independent Leading Group for Internal Whistleblowing Management (“**LGIWM**”) made up of the Chairman of the Audit Committee, an Independent Non-executive Director and the Chief Executive Officer of the Company, with the Chairman of the Audit Committee as the Head of the LGIWM.

### **Article 5 Responsibilities of the LGIWM**

- (1) Formulating, revising and implementing this Policy;
- (2) Receiving allegations of operational defects or violations, and organising investigations and analysis and identifying the nature of the cases;
- (3) Discussing the remedial and corrective measures for such operational defects or violations and reporting the same to the Company; and
- (4) Providing suggestions on dealing with the people responsible for the operational defects or violations in accordance with the applicable rules and regulations of the Company, and reporting the same to the Company.

### **CHAPTER III SCOPE OF WHISTLEBLOWING**

#### **Article 6 Operational defects, management loopholes or irregularities in all divisions and segments of the Group all are within the scope of whistleblowing**

- (1) Violations of the Group's regulatory systems, policies, and the applicable laws and regulations in relation to its business management;
- (2) Violations of the applicable laws and regulations and improper or fraudulent conduct in relation to the implementation of the Group's internal control and financial policies;
- (3) Under-the-table transactions that violate the principles of transparency and fairness in the recruitment of employees and appointment of officials, as well as the improper, fraudulent, or negligent conduct;
- (4) Violations of the policy of the Group in relation to the procurement of goods, business expenses, and reception of visitors;
- (5) Loopholes and hidden dangers existing in the security work;
- (6) Conduct that endangers the health and safety of other individuals;
- (7) Corruption or criminal activities;
- (8) Breach of contract;
- (9) Misappropriation of the Group's property;
- (10) Sexual harassment and workplace bullying;
- (11) Other acts that will bring economic and reputational damage to the Group; and
- (12) Deliberate concealment of any of the above.

## CHAPTER IV WHISTLEBLOWING PROCEDURES

### Article 7 Whistleblowing

Whistleblowers may report the case to the LGIWM by email or letter. Please refer to Appendix 1 – Whistleblower’s Reporting Form for details.

Whistleblowers may raise their concerns with the LGIWM without fear of persecution, discrimination or undesirable treatment. The contact details of the LGIWM are as follows:

Leading Group for Internal Whistleblowing Management  
New Sparkle Roll International Group Limited  
23/F, China Huarong Tower, 60 Gloucester Road, Wanchai, Hong Kong  
Email: whistleblowing@hk970.com

Whistleblowers may report the case by email or letter, and if it is sent by post, the Whistleblower should include his or her name and contact details and place the letter in a pre-paid envelope, seal it and clearly indicate “**Private and confidential – for the recipient only**” on the cover, so as to ensure confidentiality.

### Article 8 Acceptance of Report

The Head of the LGIWM shall accept and keep records of the reports.

### Article 9 Meeting of the LGIWM

After an initial review, the case should be further discussed and analysed by the LGIWM (including the Head) to determine its nature, together with accountability plan(s) and remedial measures and then be reported to the Group. Where further investigation is required, the relevant departments should be designated to be specifically responsible to investigate the case within a deadline, and upon any findings be submitted to the LGIWM for a review.

The Head of the LGIWM shall keep the minutes of each meeting, which should be signed by the persons attending the meeting and archived. The findings of the LGIWM, together with a remedial plan, should be documented and submitted to the Audit Committee and, where appropriate, to the senior management of the Company. As for complaints investigated by the Human Resources and Administration Department, any important matters should also be reported to the Audit Committee.

#### **Article 10 Investigation Process**

As the form of the investigation and the time required therefor may vary according to the nature and specific conditions of the complaint, in addition to instructing the relevant departments to be specifically responsible and submitting to the LGIWM for further discussion, the complaint may be handled in the following manners:

- (a) having it referred to the relevant public or regulatory authorities;
- (b) having it referred to an external counsel; and/or
- (c) having it referred to an external auditor.

#### **Article 11 Handling of Reported Misconduct**

Based on the suggestions of the LGIWM, the Group may impose appropriate penalties on the persons responsible for the disclosed misconduct and implement remedial measures, and will notify the Whistleblowers of the results of the investigation when appropriate.

If there is evidence of criminal activity, embezzlement or breach of laws, regulations and supervisory requirements, the LGIWM should notify the relevant public or regulatory authorities, such as the Police, the Independent Commission Against Corruption, the Hong Kong Stock Exchange and the Securities and Futures Commission, as appropriate.

#### **Article 12 Confidentiality**

It is the obligation of the LGIWM to keep the Whistleblower's identity completely confidential. In order to ensure that the investigation is going smoothly, the reported facts, the nature of the issues, or the identity of the persons involved shall be kept confidential.

However, if the report leads to an investigation by a supervisory authority or governmental agency, the Whistleblower may be required to provide evidence or be interviewed by the relevant authorities. The LGIWM will notify the Whistleblower in advance that his or her identity may or need to be disclosed. Any person posing disadvantages on a Whistleblower who has made an honest report under this Policy will constitute a violation thereof. The Group reserves the right to take appropriate action against the person who initiates or threatens retaliation against the Whistleblower.

### **Article 13 Protection for Whistleblowers**

If a Whistleblower who is an employee of the Group raises genuine and appropriate concerns under this Policy, even if the concerns are ultimately unsubstantiated, the Group shall ensure that the Whistleblowers will be treated fairly, including the fact that he or she will not be unfairly dismissed, harmed or receive any undue disciplinary action.

### **Article 14 Archiving of Records**

The LGIWM is required to keep records of the reported misconduct. If the reported misconduct is investigated, all the relevant information, including details of corrective actions, must be archived for a period deemed necessary by the Audit Committee of the Company (or such other period as may be required by any relevant regulation).

## **CHAPTER V RESIGNATION ON ACCEPTANCE OF RESPONSIBILITY**

**Article 15 In any of the following circumstances, the person(s) in charge of the divisions or segments mainly responsible for the misconduct must first resign and then accounted for according to the outcome of the investigation:**

- (1) Where the misconduct or violations are discovered by any means other than self-inspection, such as reports by Whistleblowers, inquiries by superior leaders or inspections by higher-level regulatory agencies, or the suspects try to escape or hide from the investigation;
- (2) Intentional concealment of or failure to report the material cases or violations of the law, or cheating when reporting to superior leaders or regulatory authorities;
- (3) Failure to take effective efforts in investigation and rectification.

**Article 16 The person in charge of a department must resign when a total of three material cases have occurred in his or her department within his or her term of office (other than serving on a changing or rotating post).**

## **CHAPTER VI REVIEW OF THE POLICY**

**Article 17 This Policy will be reviewed and updated by the Board of Directors from time to time to ensure its relevance and effectiveness. The latest version of this Policy will be posted on the Company's website.**

Where any discrepancy arises between the English translation and the original Chinese versions, the Chinese version shall prevail.

## New Sparkle Roll International Group Limited

### Whistleblower's Reporting Form (Highly Confidential)

If you wish to make an allegation, please fill out the form below. All the information therein will be kept completely confidential.

Whistleblower's Information:

Name and Title: \_\_\_\_\_

Department and Company: \_\_\_\_\_

Phone: \_\_\_\_\_ Email: \_\_\_\_\_

Please provide all the details you are concerned about, i.e. the name, date, place, reason and other information of the person involved, as well as any other supporting evidence. (If necessary, please continue on a new page)

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Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Note: Please submit the form in accordance with Chapter IV of the Whistleblowing Policy in the following manner:

Mail to: Leading Group for Internal Whistleblowing Management  
New Sparkle Roll International Group Limited  
23/F, China Huarong Tower, 60 Gloucester Road, Wanchai,  
Hong Kong; or

Email to: [whistleblowing@hk970.com](mailto:whistleblowing@hk970.com)