

Ngai Hing Hong Company Limited

毅興行有限公司*

(the “Company”)

(Incorporated in Bermuda with limited liability)

(Stock Code: 1047)

WHISTLE BLOWING POLICY

(the “Policy”)

1. Constitution

The Policy was adopted by the board (the “Board”) of directors (the “Director(s)”) of the Company and became effective on 1 July 2022.

2. Objectives

- (a) The Company and its subsidiaries (collectively, the “Group”) is committed to achieving and maintaining the highest standards of openness, probity and accountability. The purpose of the Policy is to deter wrongdoing and to promote standards of good corporate practices.
- (b) The Policy is established to encourage and enable employees and related third parties (e.g. customers, suppliers, etc., who deal with the Group) (the “Third Parties”) to report violations or suspected violations and to raise serious concerns, in confidence and anonymity, about misconducts, malpractices or irregularities in any matters related to the Group.

3. Applicable

This Policy is applicable to all Directors, officers and employees of the Group and Third Parties.

4. Whistleblowing

It is the responsibility of all Directors, officers and employees of the Group to comply with the Policy and to report violations or suspected violations in accordance with the Policy. The followings are included for further clarity:

- (a) a failure to comply with any legal obligations or regulatory requirements;
- (b) criminal offences, breach of civil law and miscarriage of justice;
- (c) malpractice, impropriety or fraud relating to internal controls, accounting, auditing and financial matters;
- (d) danger to the health and safety of any individual;
- (e) damage to the environment;
- (f) violation of rules of conduct applicable within the Group;
- (g) improper conduct or unethical behaviour likely to prejudice the reputation or standing of the Group;
- (h) bribery or corruption; and/or
- (i) deliberate concealment of any of the above.

5. Reporting Procedures

- (a) Any employee shall report promptly to the Chairman of the audit committee of the Company (the “Audit Committee”) of any unethical or improper practices regarding any item within the scope of the Policy.
- (b) All such questions, concerns, suggestions or complaints shall be sent in writing to the Chairman of the Audit Committee as follows:

By Post

Mr. Ho Wai Chi, Paul

Unit 3, 6th Floor

Hopeful Factory Centre

10 Wo Shing Street

Fo Tan, Shatin

New Territories

Hong Kong

The envelope should be clearly labeled:

To be opened by The Chairman of the Audit Committee of Ngai Hing Hong Company Limited only.

By Email

Email address: auditcommittee@nhh.com.hk

Attention: The Chairman of the Audit Committee of Ngai Hing Hong Company Limited

6. Investigation Procedures

- (a) The Chairman of the Audit Committee shall promptly initiate an investigation of the complaint and with the advice and the assistance of the Chairman, Chief Executive Officer, the Audit Committee and / or such other officers as appropriate to oversee such investigation. Such investigation shall ensure as far as possible that the privacy of the parties involved is maintained during the investigation.
- (b) Following the investigation of the complaint, the Chairman of the Audit Committee or such other appropriate officer shall promptly provide detailed information about the investigation to the Audit Committee and the Board.
- (c) Appropriate and corrective action will be taken if warranted by the investigation.
- (d) Independent investigation may be conducted or professional advisors may be enlisted at the Group's expense, to assist in conducting any investigation.
- (e) The Chairman of the Audit Committee shall at his discretion advise the Chairman, Chief Executive Officer and / or the Audit Committee to take the corrective and disciplinary action if applicable.
- (f) A summary of all the complaints of such violations shall be reported to the Audit Committee during the meeting.

7. Anonymous Reports

As the Group takes reporting of misconducts, malpractices, and irregularities 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 or Third Parties may not feel comfortable reporting potential violations directly to the Chairman of the Audit Committee. In these cases, anonymous reports may be submitted to the Chairman of the Audit Committee.

8. Confidentiality

The Group will make every effort, within its capacity to do so, to keep a whistleblower's identity confidential. The Group will endeavour to advise a whistleblower in advance if his or her identity may become apparent or need to be disclosed. Should an investigation lead to a criminal prosecution, it may become necessary for a whistleblower to provide evidence or be interviewed by the relevant authorities. For his or her part, in order not to jeopardise the investigation, the whistleblower is also required to keep confidential the fact that he or she has filed a report as well as the nature of concerns and the identities of those involved.

9. Non-Retaliation

- (a) No adverse action will be taken against any Director, officer, employee or other individual for making a complaint or disclosing information in good faith under the Policy. Where a complaint or disclosure has been made, the Company will take all reasonable steps to ensure that no other person victimizes the whistleblower. The Group reserves the right to take appropriate actions against anyone (employees or Third Parties) who initiates or threatens to initiate retaliation against the whistleblowers. In particular, employees who initiate or threaten retaliation will be subject to disciplinary actions, which may include summary dismissal.
- (b) A disclosure should only be made where the employee reasonably believes the information to be true. Any malicious complaints or complaints known to be false will be viewed as a disciplinary offense and may result in disciplinary action being taken against the complainant or termination of employment.

10. Documentation and Retention

- (a) The Company shall maintain documentation of all complaints made under the Policy for a period of five (5) years from the date of receipt of the complaint.
- (b) Confidentiality will be maintained to the fullest extent practicable depending on the requirements of the investigation.

11. Disclosure of the Policy

The Company shall disclose the Policy on the website of the Company.

12. Review and Revision

The Board shall review the implementation and effectiveness of the Policy and its effectiveness annually.

Any revisions to the Policy shall be considered and approved by the Board.