



Edvantage Group Holdings Limited

中匯集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 0382)

WHISTLEBLOWING POLICY

(this "Policy")

Purpose

Edvantage Group Holdings Limited (the "Company") is committed to high probity standard, and encourages reporting of concerns and actual or suspected misconduct or malpractice by any employees and/or external parties in any matter related to the Company. For such purpose, whistleblowing is an important part of an effective internal control and risk management system. It is a useful means of uncovering possible improprieties such as fraud, misconduct or significant risks within the Company and its subsidiaries (collectively be referred to as "Edvantage Group").

"Whistleblowing" refers to a situation where whistleblower conveys a concern, allegation or any information that possible improprieties such as fraud, corruption or any other misconduct is occurring or has occurred in Edvantage Group, with good faith that the concern, allegation or information is true. The purpose of this Policy is to provide whistleblowers with guidance and reporting channels on whistleblowing.

Objectives and Scope of the Policy

- 1) This Policy is intended to set out the procedures by which any person (including the employees of Edvantage Group and third-parties who deal with Edvantage Group (e.g. customers and suppliers)) (the "Whistleblowers") to voice concerns, in confidence and anonymity about possible improprieties in matters related to the Group, without the fear of personal repercussions or the risk of reprisals, and to provide a comprehensive mechanism to ensure that proper arrangements are in place for fair and independent investigation of such concerns and for appropriate follow-up actions.
- 2) This Policy is not designed for complaints or grievances relating to the goods and

services of Edvantage Group. Comments related to Edvantage Group's goods and services or personal work-related grievances are not normally be reported according to this Policy unless they involve improprieties such as those set out below.

- 3) Possible improprieties include but are not confined to:
- (a) Fraud, malpractice and other possible improprieties relating to financial reporting, internal controls, accounting and auditing matters;
 - (b) Misuse of company resources or any other conduct that may cause financial loss to Edvantage Group;
 - (c) Breach or non-compliance of code of conduct and relevant internal control policy and procedures;
 - (d) Breach of legal and regulatory requirements;
 - (e) Bribery or corruption internally or by external parties;
 - (f) Endangerment of the health and safety of an individual;
 - (g) Improper use of commercially sensitive information; and
 - (h) Miscarriage of justice; and
 - (i) Attempts to conceal any of the above-mentioned improprieties.

Responsibility for the Implementation of this Policy

The Audit Committee of the Company has overall responsibility for this Policy but has delegated day-to-day responsibility for overseeing and implementing it to the Head of Human Resources Department and Internal Control Director (collectively be referred to as "designated senior officers"). Responsibility for monitoring and reviewing the implementation and effectiveness of this Policy and any recommendations for action resulting from investigation into complaints lies with the Audit Committee of the Company.

Management must ensure that all employees know that they may raise concerns about suspected possible improprieties without fear of reprisals. All employees are highly encouraged to take steps to disclose any misconduct or malpractice of which they become aware. If you have any questions about the contents or application of this Policy, you should contact the designated senior officers.

Protection and Support for Whistleblowers:

Full support should be given to Whistleblowers who report in good faith any genuinely suspected possible improprieties. Edvantage Group will make every effort to protect Whistleblowers who act in good faith against unfair dismissal, victimisation or unwarranted disciplinary action, even if the concerns turn out to be unsubstantiated.

Details as below:

- 1) Edvantage Group would keep information and the identities of the Whistleblowers confidential.
- 2) Edvantage Group would disclose information as necessary¹, taking into account the safety of, or threat to, the Whistleblowers.
- 3) Edvantage Group would not do anything which is unfair to the Whistleblowers who act in good faith, including changing their job or office, suspension from work, intimidation, interference with work, dismissal or any other actions that appear to be unfair treatment of the Whistleblowers cooperating in the investigation.

Notwithstanding the above, Whistleblowers should exercise due care to ensure, as far as they are able, the accuracy of the information being reported.

False Report

If a Whistleblower makes a false, unfounded, fraudulent or malicious report knowingly, irresponsibly, maliciously, fraudulently, with an ulterior motive or for personal gain, Edvantage Group reserves the right to decline to investigate or discontinue an investigation, and take appropriate disciplinary, civil or other actions against the relevant Whistleblower to recover any cost, loss or damage as a result of and/or in connection with and/or arising from the report.

Reporting Channel

Any person suspecting any of the possible improprieties has been/is being perpetrated should report such issue(s) in writing in the standard report form attached to this Policy (see Appendix I) to the following contact(s):

Head of Human Resources Department

Edvantage Group Holdings Limited
Room 1115, 11/F, Wing On Plaza, 62 Mody Road,
Tsim Sha Tsui, Kowloon, Hong Kong

OR Email to :

whistleblower_hr@edvantagegroup.com.hk

¹ The Company will make every effort to keep all information received from and the identities of the Whistleblowers confidential, except where there is a legal or regulatory requirement to disclosure or where it is disclosed to law enforcement or comparable authorities. There may be circumstances in which, because of the nature of the investigation, it will be necessary to disclose your identity. If such circumstances exist, we will endeavour to inform you that your identity is likely to be disclosed. However, in some circumstances, Edvantage Group may have to refer the matter to the authorities without prior notice or consultation with you.

If the report is extremely serious or in any way involves the Head of Human Resources Department, you should report the improprieties to:

Internal Control Director

Edvantage Group Holdings Limited
Room 1115, 11/F, Wing On Plaza, 62 Mody Road,
Tsim Sha Tsui, Kowloon, Hong Kong

Or Email to:

whistleblower_ac@edvantagegroup.com.hk

(Please indicate “Confidential – WB to Edvantage” on the envelope or email)

Anonymous Report

Edvantage Group encourages Whistleblowers to identify themselves when making reports. Proper investigation may be more difficult, delayed or impossible if Edvantage Group cannot obtain further information from the person making the report.

However, Edvantage Group does accept anonymous reports, provided that these reports contain sufficient information to allow the investigating party to conduct an effective investigation. Reports without sufficient information and/or a method of contact may delay or prevent further investigation into the matter. Edvantage Group may discontinue investigations into such reports and Edvantage Group’s decision will be regarded as final. Edvantage Group retains the discretion to re-open investigations subject to the circumstances, for example, in light of new relevant material information and the availability of records.

Investigation and Reporting Procedures

- **Criteria for Reporting:**

All reports must be true and adequate for further investigation process.

- **Whistleblowing Register (“Register”):**

All reports will be recorded in the Register. A Whistleblower Investigation Officer would be appointed by the designated senior officers to investigate the reports.

- **Investigation:**

All reports will be taken seriously by Edvantage Group. They will all be assessed carefully to determine whether an investigation is required. The outcomes of the

investigation are reported to the Audit Committee of the Company. The Whistleblower Investigation Officer will review the outcome and determine appropriate actions to respond to the matter.

- **After Investigation:**

Edvantage Group will notify the Whistleblower(s) once an investigation has been completed. However, the Company may be unable to disclose particular details or the outcome of the investigation.

Internal investigation or enquiries by Edvantage Group should not jeopardise any future investigation by law enforcement authorities. Edvantage Group may avoid any action which may alert the perpetrator and immediately preserve all potential evidence. A report should be made to the appropriate law enforcement agency once there is reasonable suspicion of criminal offence.

Review of this Policy

The coverage and adequacy of this Policy shall be reviewed annually to ensure the whistleblowing mechanism remains relevant and effective. The Audit Committee of the Company will provide oversight of the Policy.

Appendix I – Template of Whistleblowing Report

Edvantage Group Holdings Limited (the "Company") is committed to maintaining good corporate governance, emphasizing accountability and high degree of transparency which enable our stakeholders to have trust and faith in the Company and its subsidiaries (collectively be referred to as "Edvantage Group") to take care of their needs and to fulfill its social responsibility.

The Whistleblowing Policy (the "Policy") has been established to encourage and assist whistleblowers to disclose information relevant to improprieties, misconducts or malpractices through an independent and confidential reporting channel (to the extent possible). Edvantage Group will handle this report with care and will treat the whistleblower's concerns fairly and properly.

If you wish to make a report, please use this report template. Once completed, this report becomes confidential. You may send the report, in a sealed envelope clearly marked "Confidential – WB to Edvantage" and addressed to the Head of Human Resources Department or Internal Control Director by post to the relevant addresses below or by email to "whistleblower_hr@edvantagegroup.com.hk", or "whistleblower_ac@edvantagegroup.com.hk" (as the case may be in accordance with the Policy).

Please read the Policy carefully before you fill in this template.

To: Head of Human Resources Department / Internal Control Director*	
Room 1115, 11/F, Wing On Plaza, 62 Mody Road, Tsim Sha Tsui, Kowloon, Hong Kong	
<p>Your Name/Contact Number and Email (OPTIONAL)</p> <p>Edvantage Group encourages whistleblowers to identify themselves when making reports. Proper investigation may be more difficult, delayed or impossible if Edvantage Group cannot obtain further information from the person making the report.</p>	<p>Name: _____</p> <p>Employee <input type="checkbox"/> /Other Stakeholder <input type="checkbox"/> (Please specify:_____)</p> <p>Address: _____</p> <p>Tel number: _____</p> <p>Email: _____</p> <p>Date: _____</p>
<p>Details of Concerns:</p> <p>Please provide full details, such as names, dates and places and the reasons for the concerns (continue on separate sheet if necessary) together with any supporting evidence.</p>	
<p><u>Personal Information Collection Statement</u></p> <p><i>All personal data collected will only be used for purposes which are directly related to the whistleblowing case you reported. In order to make the investigation process more effective, we strongly recommend whistleblowers to identify themselves. The personal data submitted will be held and kept confidential by Edvantage Group and may be transferred to parties with whom we will contact during our handling of this case, including the party being complained against or other parties concerned. The information provided may also be disclosed to law enforcement authorities or other concerned units. Where relevant, under the Personal Data (Privacy) Ordinance of Hong Kong, you shall have the right to request access to and correction of your personal data. If you wish to exercise these rights, requests should be made in writing to the Head of Human Resources Department or Internal Control Director at Hong Kong address (or via the email contacts) shown in this template.</i></p>	

* Please delete as appropriate.