

Continental Holdings Limited
恒和珠寶集團有限公司
(incorporate in Hong Kong with limited liability)
(the “Company”)

WHISTLEBLOWING POLICY (the “Policy”)

Adopted on: 14 June 2023

A. BACKGROUND

1. The Company is committed to high standard of openness, probity and accountability. The Policy forms an important part of effective risk management and internal control systems. The Policy applies to the Company and all of its subsidiaries (collectively, the “Group”).
2. Whistleblowing refers to a situation where an employee or a third party (a “Whistleblower”) decides to report a serious concern about any suspected fraud, malpractice, misconduct or irregularity (the “Concern”).
3. Whistleblowing serves as a useful way to uncover fraud, malpractice, misconduct, or significant risk within an organization.
4. To promote ethical standards, management of the associated companies, jointly controlled entities, etc. is encouraged to share this Policy with their employees and related parties according to actual business operations.

B. PURPOSE

1. To encourage and assist any employee(s) of the Group (the “Employee(s)”) to raise the Concern internally, without fear of reprisal or victimization, in a responsible and effective manner.
2. To provide reporting channels and guidance on whistleblowing to Employees or third parties (e.g. customers, suppliers, subcontractor etc.) to raise the Concern and disclose related information rather than neglecting it.
3. To reveal suspected fraud, malpractice or misconduct before these activities cause disruption or loss to the Group.

C. RESPONSIBILITY

The Audit Committee of the Company (the “Audit Committee”) has the overall responsibility for this Policy, but has delegated the day-to-day responsibility for overseeing and implementing this Policy to Director of Operations. The Audit Committee is responsible for monitoring and reviewing the effectiveness of this Policy and the actions resulting from the investigation.

D. REPORTABLE CONCERN

1. Activities that constitute malpractice or misconduct may include, but not limited to the following:
 - Criminal offense or miscarriage of justice
 - Non-compliance with laws and regulations
 - Impropriety or fraud relating to accounting, financial reporting, internal controls and auditing matters
 - Misuse or misappropriation of the Group’s assets or resources
 - Any action which endangers the health and safety of Employees or other stakeholders
 - Violation of the policies or guidelines of the Group
 - Improper use or leakage of confidential or commercially sensitive information
 - Deliberate concealment of any of the above

2. Whistleblower is not required to make absolute proof of the Concern reported. The Group encourages whistleblowers to provide as much as details information to facilitate the evaluation and investigation. The Concern would be appreciated if it is reported in good faith; even it is not confirmed by an investigation.

E. PROTECTION FOR WHISTLEBLOWER

1. Persons reporting the Concern 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 Concern turn out to be unsubstantiated. Good faith means that the reporting person has held a reasonable belief that the Concern made is true and honest but not made for personal interest or any ulterior motive.

2. Management must ensure that Whistleblowers feel easeful to raise Concern without fear of reprisals. Any kinds of retaliation against a Whistleblower will be considered as misdemeanors.

3. However, if a Whistleblower makes a false report maliciously, with an ulterior motive, or for personal advantage, the Group reserves the right to take appropriate actions against anyone (Employees or third parties) to recover any loss or damage as a result of the false report.

F. CONFIDENTIALITY

1. The Group will make every effort to keep Whistleblower's identity and the reported Concern strictly confidential.
2. Likewise, the Whistleblower should keep strictly confidential about the details of a reported Concern, such as its nature, related persons, etc.
3. 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.
4. It is understood that a 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.
5. Whistleblowers are encouraged to come forward and report as much specific information as possible for assessment and investigation.

G. REPORTING CHANNELS AND FORM

1. Any Employee or third party who wish to report a Concern should inform Director of Operations by sending the Whistleblowing Report Form (the "Form") as attached in Appendix 1, with supplementary information, if any, by the following ways:

(1) **Email:** eric.choi@CONTINENTAL.COM.HK
(This email can only be accessed by Director of Operations)

(2) **Mail:**

Director of Operations – Mr. Eric Choi
Unit M, 1/F., Kaiser Estate Phase 3,
11 Hok Yuen Street,
Hung Hom, Kowloon
Hong Kong

2. 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”.

H. INVESTIGATION PROCESS

1. Director of Operations will record all whistleblowing cases raised in the Whistleblowing Register. All reported cases with valid contacts will be followed up. Director of Operations will evaluate the validity and relevance of the cases received, and to decide the categorization of whistleblowing cases for reporting to appropriate parties. The whistleblowing matters raised should be:
 - (i) referred to the Board of Directors if the person or matter concerned does not relate to any members of the Board of Directors, or
 - (ii) referred to the Audit Committee Chairman if the person or matter concerned relates to any members of the Board of Directors;
2. Regarding the whistleblowing cases reported to respective Board of Directors or Audit Committee Chairman, the corresponding Director or Audit Committee Chairman will assess each reported case and decide if an investigation is required accordingly. The Board of Directors and the Audit Committee Chairman will respectively review each investigation to determine the courses of actions.
3. Should the Board of Directors or the Audit Committee Chairman considers appropriate after consulting its legal advisers, will decide if the case should be referred to relevant regulatory authority(ies), such as the Hong Kong Police Force, the Independent Commission Against Corruption, the Securities and Futures Commission, etc. as appropriate for further action.
4. Director of Operations will undertake any investigations required by the Board of Directors or the Audit Committee Chairman, and will provide an investigation report to the Board of Directors or Audit Committee Chairman accordingly. If deemed necessary, the Board of Directors or the Audit Committee Chairman may appoint an appropriate investigating officer other than Director of Operations to conduct or assist in the investigation.

I. REVIEW OF THE POLICY

1. The Audit Committee of the Company shall review regularly this policy to improve its effectiveness and employee confidence in the process and to encourage a “speak up” culture across the Company.
2. The Company shall be responsible for centrally record all reports and the corresponding follow up actions.
3. This policy should be available to all employees of the Company.
4. A summary of this Policy should be available on the Company’s Website.

Note: If there is any inconsistency between the English and Chinese versions of this documents, the English version shall prevail.

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WHISTLEBLOWING REPORT FORM
(STRICTLY CONFIDENTIAL)

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

Reporter's Information:

Name and Title: _____

Department and Company Name: _____

Tel No.: _____ Email: _____

Details of Concern:

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

Signature: _____

Date: _____