



## SINO GOLF HOLDINGS LIMITED

順龍控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00361)**

### WHISTLEBLOWING POLICY

#### 1. OBJECTIVE

Sino Golf Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) are committed to achieving and maintaining the highest standards of openness, probity and accountability. In line with this commitment, the Company expects and encourages employees and other stakeholders of the Group as well as those who deal with the Group (e.g. customers, suppliers, creditors and debtors) to report to the Company any suspected impropriety, misconduct or malpractice within the Group.

These Policy and procedures aim to provide reporting channels and guidance on reporting possible improprieties in matters relating to the Group, and reassurance to the reporting person or entity (the “**Reporter**”) of the protection that the Group will extend to them against dismissal, victimisation or any form of reprisal for any genuine and good faith reports made under this Policy.

#### 2. SCOPE

This Policy applies to all employees and other stakeholders of the Group as well as independent third parties who deal with the Group.

Whilst it is impossible to provide an exhaustive list of the activities that constitute impropriety, misconduct or malpractice, this Policy is intended to cover serious concerns that could have an impact on the Group, which include but not limited to:

- (a) criminal offences;
- (b) breach of legal or regulatory requirements;
- (c) miscarriage of justice;
- (d) malpractice, impropriety or fraud in financial reporting, internal control or other financial matters of the Group;
- (e) breach of rules, policies or internal controls of the Group;
- (f) endangerment of the health and safety of an individual;

- (g) discrimination or harassment;
- (h) damage caused to the environment;
- (i) professional, ethical or other malpractices or wrongdoings;
- (j) improper conduct or unethical behaviour likely to prejudice the standing of the Group; and
- (k) deliberate concealment of any of the above.

### 3. PROTECTION

In making a report, the Reporter should exercise due care to ensure the accuracy of the information.

The Reporter making appropriate reports under this Policy is assured of protection against dismissal, victimisation or any form of reprisal for any genuine and good faith reports under this Policy, even if the reports are subsequently proved to be incorrect or unsubstantiated. Harassment or victimisation of a genuine Reporter is treated as gross misconduct, which if proven, may result in dismissal.

### 4. CONFIDENTIALITY

Each report will be treated as confidential. The identity of the Reporter will not be divulged save with such Reporter's consent or where:

- (a) in the opinion of the audit committee of the Company (the "**Audit Committee**"), it is material to the investigation or in the interest of the Company to disclose the identity;
- (b) the report is frivolous or is lodged in bad faith with malicious or mischievous intent or in abuse of this Policy;
- (c) it is required to be disclosed in compliance with any applicable laws or regulations, by any relevant governmental or regulatory authority (including The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**")), or by the order or directive of any court having jurisdiction over the Company; or
- (d) the report and the identity of the Reporter are already public knowledge.

### 5. PROCEDURES

#### **Making a report**

- (a) A report may be made in writing and/or by post to the Audit Committee at Room 4501, One Midtown, 11 Hoi Shing Road, Tsuen Wan, Hong Kong, or by email to the Audit Committee at [ac@sinogolfholdings.com](mailto:ac@sinogolfholdings.com). The Chairman of the Audit Committee shall determine the course of action to pursue, with power to delegate, with respect to the report;

- (b) A report can be made by using the standard form (Whistleblowing Report Form) attached as **Annex I** to this Policy which may be sent by post or by email to the Audit Committee as mentioned above;
- (c) All written reports by post shall be sent in a sealed envelope clearly marked “Strictly Private and Confidential – To be Opened by Addressee” and addressed to the Chairman – Audit Committee of the Company to ensure confidentiality;
- (d) Each Reporter is required to provide details of improprieties (including relevant incident(s), behaviour, activity or activities, name(s), date(s), place(s) and any other relevant information) on the report together with any supporting evidences; and
- (e) The Company encourages the Reporter to identify himself/herself when making a report. Details of the Reporter (including name, department/business unit, company, contact number, address or email address) are not required but are encouraged to be provided so as to facilitate the investigation and such details will be kept in the strictest confidence. Anonymous report without sufficient information and/or contact details may delay or prevent further investigation into the matter, the Audit Committee may discontinue investigations into such anonymous report and its decision will be regarded as final.

### **Investigation procedures**

The format and length of an investigation will vary depending on the nature and particular circumstances of each report made. Where appropriate, the reports raised may:

- (a) be investigated internally by the Audit Committee or if determined by the Chairman of the Audit Committee, the Company Secretary, the legal and compliance department, the internal audit department, the human resources department or other departments of the Company;
- (b) be referred to the external auditor or external legal adviser as instructed by the Chairman of the Audit Committee;
- (c) be referred to the relevant public or regulatory bodies as instructed by the Chairman of the Audit Committee; and/or
- (d) form the subject of any other actions as the Chairman of the Audit Committee may consider in the best interest of the Group.

The Chairman of the Audit Committee will, or via the Company Secretary, the legal and compliance department, the internal audit department, the human resources department or other departments of the Company (as the Chairman of the Audit Committee considers appropriate) or any external adviser as appointed by the Audit Committee, respond to the Reporter, if contactable, as soon as practicable upon receipt of the report:

- i. acknowledging receipt of the report;
- ii. advising the Reporter as to whether or not the matter will be investigated further and, as appropriate, the actions taken or being taken or the reasons for no investigation being made;
- iii. where practicable, giving an estimate of the timeline for the investigation and final response; and
- iv. indicating if any remedial or legal action is or is to be taken.

## **6. CONSISTENCY WITH LAWS AND REGULATIONS**

This Policy shall be read in conjunction with and subject to any relevant laws, regulations, rules, directives or guidelines that the Stock Exchange or any relevant governmental or regulatory bodies may from time to time prescribe or issue on the matters governed by this Policy.

In the event that any matters and procedures herein are inconsistent or in conflict with any relevant laws, regulations, rules, directives or guidelines as prescribed by the Stock Exchange or any relevant governmental or regulatory bodies, the latter shall prevail to the extent of such inconsistency or conflict.

## **7. MAINTAINING THIS POLICY**

The Audit Committee shall supervise the implementation and enforcement of this Policy and the procedures herein and is responsible for the interpretation, review and amendment of all the rules and procedures set out herein from time to time.

*(If there is any inconsistency between the English and Chinese version, the English version shall prevail.)*

**WHISTLEBLOWING REPORT FORM**
**STRICTLY PRIVATE AND CONFIDENTIAL  
TO BE OPENED BY ADDRESSEE ONLY**

Sino Golf Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) are committed to achieving and maintaining the highest standards of openness, probity and accountability. In line with this commitment, the Company expects and encourages employees and other stakeholders of the Group as well as those who deal with the Group (e.g. customers, suppliers, creditors and debtors) to report to the Company any suspected impropriety, misconduct or malpractice within the Group.

The Company’s Whistleblowing Policy aims to provide reporting channels and guidance on reporting possible improprieties in matters relating to the Group, and reassurance to Reporter of the protection that the Group will extend to them against dismissal, victimisation or any form of reprisal for any genuine and good faith reports made under the Policy.

If you wish to make a report, please use this Form. You may send the report in this Form in a sealed envelope clearly marked “Strictly Private and Confidential - To be opened by Addressee only” and addressed to the Chairman – Audit Committee of the Company, by post to the address below or by email to [ac@sinogolfholdings.com](mailto:ac@sinogolfholdings.com). The Company will handle your report with care and confidentially in accordance with the Whistleblowing Policy.

**Please read the Company’s whistleblowing policy carefully before you fill in this Form.**

<b>To: Chairman - Audit Committee of the Company</b> <b>Room 4501, One Midtown, 11 Hoi Shing Road, Tsuen Wan, Hong Kong</b>	
<b>Your Name, Contact Telephone Number and Email</b>  <b>Address</b>  <i>It is strongly recommended that the report should not be made anonymously. Anonymous report without sufficient information and/or contact details may delay or prevent further investigation into the matter.</i>	Name: _____ <input type="checkbox"/> Employee <input type="checkbox"/> Other Stakeholder (please specify: _____) Address: _____ Telephone No.: _____ Email Address: _____ Date: _____
<b>Details of concerns:</b>  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.	

**Personal Information Collection Statement**

*All personal data collected will only be used for purposes which are directly related to the whistleblowing case you reported. Any anonymous reports not supplying such personal data in general may not be acted upon. Therefore, it is strongly recommended that the report should not be made anonymously. The personal data submitted will be held and kept confidential by the Group and may be disclosed as appropriate 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 Chairman – Audit Committee of the Company at the principal place of business address shown in this Form.*