



GME Group Holdings Limited
駿傑集團控股有限公司

(Incorporated in the Cayman Island with limited liability)
(Stock Code: 8188)

WHISTLEBLOWING POLICY

Table of Contents

1. BACKGROUND	1
2. RESPONSIBILITY	1
3. PROTECTION FOR WHISTLEBLOWER	2
4. CONFIDENTIALITY	2
5. REPORTABLE CONCERN	3
6. REPORTING	3
7. INVESTIGATION	4
8. FALSE REPORTS.....	4
9. ANONYMOUS REPORTS.....	4
10. RECORD RETENTION.....	5
APPENDIX 1 - WHISTLEBLOWING REPORT FORM	6

1. BACKGROUND

- 1.1 GME Group Holdings Limited (the "**Company**"), together with its subsidiaries (the "**Group**" or "**GME**"), is committed to abiding by the law and maintaining high ethical standards in all areas of the Group's operation.
- 1.2 This Whistleblowing Policy (the "**Policy**") forms an important part of effective risk management and internal control systems.
- 1.3 The board of directors of the Company (the "**Board**") believes that, as part of good corporate governance practices, it should establish proper policies and procedures by which the employee of GME and other stakeholders may, in confidence, anonymously raise concerns about possible improprieties in financial reporting, internal controls, or other matters.
- 1.4 This policy is designed to encourage the Group's employees and related third parties (the "**Whistleblower**") to raise concern, in confidence, about misconduct, malpractice or irregularities (the "**Concern**") in any matters related to GME (the "**Whistleblowing**").

2. RESPONSIBILITY

- 2.1 The Audit Committee of the Board (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 the management of the Group (the "**Management**").
- 2.2 The Audit Committee is responsible for monitoring and reviewing the effectiveness of this Policy and the actions resulting from the investigation.
- 2.3 This Policy was approved by the Audit Committee. Any amendments or updates to this Policy will be subject to the Audit Committee's approval.

3. PROTECTION FOR WHISTLEBLOWER

- 3.1 Whistleblower reporting the Concern in good faith are assured of fair treatment.
- 3.2 The Group's employees are also assured of protection against unfair dismissal, victimization, or unwarranted disciplinary action, even if the Concern raised turns out to be unsubstantiated.
- 3.3 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.
- 3.4 The Group reserves the right to take appropriate actions against anyone (employees or related Third Parties) who initiates or threatens to initiate retaliation against those who have raised Concern under this Policy. In particular, employees who initiate or threaten retaliation will be subject to disciplinary actions, including summary dismissal.
- 3.5 Management will support all employees and encourage them to raise the Concern without fear of reprisals.

4. CONFIDENTIALITY

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

5. REPORTABLE CONCERN

5.1 The Group expects all employees to observe and apply the code principles below in the conduct of the Group's business, including but not limited to:

- 5.1.1 abide by professional ethics and business integrity
- 5.1.2 avoiding conflicts of interest
- 5.1.3 no bribery
- 5.1.4 compliance with laws and regulations
- 5.1.5 abiding by GME's policies and procedures
- 5.1.6 compliance with internal controls and risk management procedures
- 5.1.7 protecting the GME's information, records, and assets
- 5.1.8 prompt response to incidents and obligation to notify

(collectively, the “**Code Principles**”)

5.2 Employee's behaviour that is not in line with the above Code Principles could constitute misconduct, malpractice, or irregularity that should be reported.

5.3 Whistleblower is not required to make absolute proof of the Concern reported. The Concern would be appreciated if it is reported in good faith, even it is not confirmed by an investigation. However, the report should show the reasons for the Concern and full disclosure of relevant details and supporting documentation.

6. REPORTING

6.1 Whistleblower who wishes to report a Concern should inform the Chairman of Audit Committee (the “**Chairman**”), by sending the Whistleblowing Report Form, with supplementary information, if any, in the following ways:

Address: Room 1001-2, 10/F, 148 Electric Road, Hong Kong

Fax: +852 3105 1881

E-mail: whistleblowing@gmehk.com

7. INVESTIGATION

- 7.1 The Chairman will record all whistleblowing cases raised in the Whistleblowing Register. All reported cases with valid contacts will be followed up.
- 7.2 Audit Committee will assess every report received to decide if a full investigation is necessary.
- 7.3 If there is sufficient evidence to suggest that a case of possible criminal offense or corruption exists, the matter will be reported by Chairman to the relevant local authorities.
- 7.4 Audit Committee will prepare a full report on the investigations conducted by it without revealing the identity of the Whistleblower.
- 7.5 Audit Committee will inform the Whistleblower of the final results of the investigation.

8. FALSE REPORTS

- 8.1 If a Whistleblower makes a false report maliciously with an ulterior motive or for personal gain, the Group reserves the right to take appropriate actions against the Whistleblower to recover any loss or damage as a result of the false report. In particular, employees may face disciplinary action, including dismissal.

9. ANONYMOUS REPORTS

- 9.1 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 Whistleblowing reports are not made anonymously.
- 9.2 However, it is recognised that for any number of reasons, the Whistleblower may not feel comfortable reporting potential violations directly to the Audit Committee. In these cases, anonymous Whistleblowing reports may be accepted.

10. RECORD RETENTION

10.1 Records shall be kept by the Audit Committee for a period not exceeding seven years.

10.2 In the event a reported irregularity leads to an investigation, all relevant information relating to the case is retained, including details of investigative action taken for a period not exceeding seven years (or whatever other period may be specified by any relevant legislation).

(If there is any inconsistency between the English and Chinese versions of this Policy, the English version shall prevail.)

APPENDIX 1 - WHISTLEBLOWING REPORT FORM

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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: _____

Telephone Number: _____ 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: _____

Please deliver your form by the following ways according to section 6 of the Whistleblowing Policy.