

AZEUS SYSTEMS HOLDINGS LTD.
WHISTLEBLOWING POLICY

A. INTRODUCTION

This Whistleblowing Policy (the “Policy”) is produced by Azeus Systems Holdings Ltd. and its subsidiaries (“AZEUS”) which is intended to help employees and business partners (including suppliers) who have major concerns over any wrongdoing within AZEUS relating to unlawful conduct and financial malpractice. Specific examples include:

- a criminal offence (e.g. fraud, corruption or theft) has been/is likely to be committed
- sexual or physical abuse of any member of staff or service recipient is taking place
- discrimination is occurring to any member of staff or service recipient on grounds of sex, race or disability
- a person has failed/is likely to fail to comply with any legal obligation to which he is subjected

AZEUS has implemented this Policy so as to enable you to raise your concerns about such malpractice(s) at an early stage and in the right way. Staff of AZEUS and its business partners will be expected through agreed procedures and without fear of recrimination to bring to the attention of the appropriate level of management any unlawful practice or malpractice.

The introduction of this policy is to enable an effective confidential channel and system of supportive response to be available for those staff and business partners, who do in good faith report any wrongdoing or malpractices. For staff of AZEUS, it should be read in conjunction with the Code of Conduct for Azeus and Proprietary Information Agreement to which all staff are expected to comply.

AZEUS is committed to the highest possible standards of openness, probity and accountability. In line with that commitment, Board of Directors of AZEUS expected

staff, business partners and others we deal with, who have serious concerns about AZEUS's work to come forward and voice those concerns. It is recognized that most cases will have to proceed on a confidential basis.

B. AIMS

The Policy aims to:

- encourage employees and business partners to feel confident in raising serious concerns and to question and act upon their concerns
- provide ways for employees and business partners to raise those concerns and get feedback on any action taken as a result
- ensure that employees and business partners get a response to their concerns and that they are aware of how to pursue them if they are not satisfied with any actions
- reassure employees and business partners that if they raise any concerns in good faith and reasonably believe them to be true, they will be protected from possible reprisals or victimisation

C. WHO IS COVERED BY THE POLICY?

The Policy covers all employees and business partners of AZEUS. This includes permanent and temporary staff. It also covers staff seconded to a third party. Any concerns relating to the third party, if relevant to the staff's secondment, can also be raised under this Policy.

D. WHAT ASSURANCE DO YOU GET?

If you do raise a concern under this Policy, you will not be at risk of losing your job or suffering any form of retribution as a result, provided that:

- the disclosure is made in good faith;
- you reasonably believe that information, and any allegations contained in it, are substantially true; and
- you are not acting for personal gain.

AZEUS will not tolerate the harassment or victimisation of anyone raising a genuine concern and will take appropriate action to protect those who raise a concern in good faith.

All concerns will be treated in confidence and every effort will be made not to reveal your identity. If the situation arises where we are not able to resolve the concern without revealing your identity, we will discuss with you whether and how we can proceed. At the appropriate time, you may need to come forward as a witness.

Help will be provided to you in order to minimize any difficulties which you may experience. This may include advice on giving evidence if needed. Meetings may, if necessary be arranged off-site with you and with you being represented, if you wish.

If you make an allegation in good faith, but it is not confirmed by the investigation, no action will be taken against you. If, however, you make an allegation frivolously, maliciously or for personal gain, disciplinary action may be taken against you or there may be impact to our business relationships.

E. HOW TO RAISE A CONCERN

Please refer to **Appendix A** regarding to whom your concerns should be raised.

Format of the Reports

Concerns may be raised verbally or in writing. Employees and business partners who wish to make a report should use the following format:

- the background and history of the concern, including relevant dates and references to material information substantiating your concern;
- the reason why they are particularly concerned about the situation.

Although you are not expected to prove beyond doubt the truth of any allegation, you will need to demonstrate to the person contacted that there are reasonable grounds for your concern and that you are making the disclosure in good faith and not for the purpose of personal gain.

F. HOW AZEUS WILL RESPOND

Any person receiving the concern raised should inform the AZEUS Global HR Manager (or the HR associate in the event that the AZEUS Global HR Manager is the potential transgressor) who will maintain a file containing all concerns that are brought to his/her attention.

If the concern is raised verbally, the person receiving the information should put it in writing as soon as practicable to ensure that it properly reflects the concerns that have been raised.

Once you have told us of your concern, we will look into it to assess initially what action should be taken. This may involve an internal inquiry or a more formal investigation. We will tell you who may be handling the matter, how you can contact him/her and whether your further assistance may be needed. We will write to you summarizing your concern(s) and setting out how we propose to handle it.

When you raise the concern you may be asked how you think the concern(s) might best be resolved. If you do have any personal interest in the matter, we do ask that you tell us at the outset.

While the purpose of this Policy is to enable us to investigate possible malpractice and take appropriate steps to deal with it, we will give you as much feedback as we properly can. If requested, we will confirm our response to you in writing. Please note, however, that we may not be able to tell you the precise action we take where this would infringe a duty of confidence owed by us to someone else.

Where appropriate, the matters raised may:

- be investigated by management, the Human Resource officer(s) or through the disciplinary process
- be referred to the Chairperson of the Audit Committee
- be referred to the police
- be referred to the external auditor or legal advisor

We will acknowledge that the concern from you has been received. Usually, within four weeks of a concern being raised, the person looking into the concern will write to you:

- indicating how AZEUS propose to deal with the matter
- giving an estimate of how long it will take to provide a full response
- saying whether any initial enquiries have been made
- supplying information on support available to you; and
- saying whether further investigation will take place and if not, why not.

G. CORPORATE RECORDING & MONITORING

AZEUS will ensure there are sufficient internal arrangements to address the requirements of the Policy and the AZEUS Global HR Manager shall ensure that the Human Resource officer(s) are sufficiently trained and developed to implement this Policy.

The AZEUS Global HR Manager will maintain a file containing all concerns that are brought to his/her attention.

The AZEUS Global HR Manager will produce an annual report for the Chief Executive Officer and any other relevant member forum. The report will not mention any employees or business partners, only the concerns raised, the number of such concerns, the post against which the concerns were related to (if not confidential) and flagging up any lessons arising from the same so as to ensure:

- similar issues can be avoided as far as possible, and
- a consistency of treatment across AZEUS.

For the avoidance of doubt, the file – along with any annual reports referred to above – will be available for inspection by Internal Audit, after removing any items that have been requested by the employees or business partners to remain confidential.

This Policy will be reviewed, prior to the start of each Financial Year, by the AZEUS Global HR Manager together with the Whistleblower Group (comprising of the AZEUS Vice Presidents) so as to ensure the continuing effectiveness of the same.

Appendix A – To Whom Your Concerns Should be Raised

1. For all AZEUS staff (other than Azeus Philippines and Azeus Dalian staff)

As soon as you become reasonably concerned you should firstly raise the issue with any of the below:

- (i) Whistleblower Group at group.whistleblower@azeus.com (comprising of the AZEUS Vice Presidents);
- (ii) The HR manager in your office; or
- (iii) AZEUS Global HR at hr@azeus.com (comprising of AZEUS Global HR Manager and the HR associate).

If all the above are the potential transgressor(s), in which case you should write to the Managing Director or the Group Financial Controller.

In circumstances where you consider it inappropriate to approach any level of the above in AZEUS, you may consult the Chairperson of Audit Committee (currently, Mr. Koji Miura) at chair.auditcommittee@azeus.com .

2. For AZEUS Philippines staff

As soon as you become reasonably concerned you should firstly raise the issue with the Human Resource Officer at rp_hr.whistleblowing@azeus.com .

If the above is the potential transgressor, in which case you should write to the Azeus Philippines Management at rp_mgt.whistleblowing@azeus.com (comprising of the Resident Agent, the Business Development Director and the Operations Manager).

If all the above are the potential transgressor(s), in which case you should write to the Managing Director or the Group Financial Controller.

In circumstances where you consider it inappropriate to approach any level of the above in AZEUS, you may consult the Chairperson of Audit Committee (currently, Mr. Koji Miura) at chair.auditcommittee@azeus.com .

3. For AZEUS Dalian staff

As soon as you become reasonably concerned you should firstly raise the issue with the General Manager at dl.whistleblowing@azeus.com .

If all the above is the potential transgressor, in which case you should write to Whistleblower Group at group.whistleblower@azeus.com (comprising of the AZEUS Vice Presidents).

If all the above are the potential transgressor(s), in which case you should write to the Managing Director or the Group Financial Controller.

In circumstances where you consider it inappropriate to approach any level of the above in AZEUS, you may consult the Chairperson of Audit Committee (currently, Mr. Koji Miura) at chair.auditcommittee@azeus.com .

4. For business partners

As soon as you become reasonably concerned you should firstly raise the issue with Whistleblower Group at group.whistleblower@azeus.com (comprising of the AZEUS Vice Presidents).

If Whistleblower Group above are the potential transgressor(s), in which case you should write to the Managing Director and send the letter to the AZEUS office address in Hong Kong, and mark on the envelop 'Confidential – to be opened by the addressee only'.

In circumstances where you consider it inappropriate to approach any level of the above in AZEUS, you may consult the Chairperson of Audit Committee (currently, Mr. Koji Miura) at chair.auditcommittee@azeus.com .