

UMP Healthcare Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(the “**Company**”)

WHISTLEBLOWING POLICY
(the “**Policy**”)

(Adopted by the Company pursuant to the Board resolution passed on 23 September 2022)

1. INTRODUCTION

- 1.1 The Company and its subsidiaries (collectively, the “**Group**”) are committed to achieving and maintaining the highest standards of openness, probity and accountability.
- 1.2 The Company’s employees at all levels should conduct themselves with integrity, impartiality and honesty.
- 1.3 The Company encourages reporting of concerns and actual or suspected misconduct or malpractice or unethical acts (e.g. corruption) by any staff and/or external parties in any matter related to the Company.

2. PURPOSE

- 2.1 This Policy aims to enable the Group’s employees and those who deal with the Group to raise concerns, in confidence and anonymity, with the Audit Committee of the Company about possible improprieties in matters related to the Group, in order to help detect and deter misconduct or malpractice or unethical acts in the Group.
- 2.2 This Policy aims to reassure 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.

3. SCOPE

3.1 This Policy applies to:

- (a) employees of the Group, any other stakeholders who might be victims of staff misconduct, including business counterparts (e.g. customers, contractors and suppliers) as well as independent third parties who deal with the Group.
- (b) concerns about possible improprieties in financial reporting, internal control or other matters including, but not limited to, the following:
 - violation of rules of conducts applicable within the company
 - failure to comply with/breach of legal or regulatory requirements
 - criminal offences, breach of civil law and miscarriage of justice
 - malpractice, impropriety or fraud in financial reporting, internal control or other financial matters of the group
 - breach of rules, policies or internal controls of the Group
 - endangerment of the health and safety of an individual
 - damage caused to the environment
 - improper conduct or unethical behaviour likely to prejudice the standing of the company (e.g.: discrimination or harassment)
 - bribery or corruption
 - any use of the Group's funds or property for any illegal, improper or unethical purpose
 - improper use or leakage of confidential or commercially sensitive information
 - deliberate concealment of any of the above

4. REPORTING PROCEDURES

- 4.1 Anyone who has a legitimate malpractice concern about financial reporting, internal control or other matters as described in 3.1(b) above, can raise it in person, in writing by email to the Internal Audit Department (“**IAD**”) of the Company at Internal.Audit@ump.com.hk, with a copy to the Legal Department at Legal@ump.com.hk or submitting a Secret Opinion Suggestion Form pursuant to the employee handbook of the Company.
- 4.2 All email subjects shall contain “Strictly Private and Confidential” to ensure confidentiality.

- 4.3 Persons raising such concerns are encouraged to disclose their identity and contact details so that they can be contacted for further information, if necessary. An anonymous allegation will be more difficult for the Group to investigate effectively simply because the Group will not be able to obtain further information from the Reporter in order to make an adequate and proper assessment. However, the Company will not divulge the identity of the person lodging the concern/complaint unless it is absolutely necessary to do so to facilitate the investigation or if required by the relevant regulatory authorities.
- 4.4 The Company accepts anonymous reporting, provided that the reporting contains sufficient information (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 to allow an effective investigation.
- 4.5 IAD shall determine the course of action to pursue, with power to delegate, with respect to the report.
- 4.6 The Company reserves the right to take appropriate action against anyone who initiates or threatens to initiate retaliation against those who have made such complaint.
- 4.7 To facilitate the formal review and assessment by the Group, IAD should keep a register recording all suspected and actual incidents, and report the relevant statistics and information to the Audit Committee of the Company on a yearly basis.

5. INVESTIGATION PROCEDURES

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

- 5.1 be investigated internally by IAD or if determined by the head of IAD, the Audit Committee, the Legal Department, the People and Administration Department or other departments of the Company;
- 5.2 be referred to the external auditor as instructed by the head of IAD;
- 5.3 be referred to the relevant public or regulatory bodies as instructed by the head of IAD; and/or

5.4 form the subject of any other actions as the head of IAD may determine in the best interest of the Group.

IAD will, respond to the Reporter, if contactable, as soon as practicable upon receipt of the report:

5.5 acknowledging receipt of the report;

5.6 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;

5.7 where practicable, giving an estimate of the timeline for the investigation and final response; and

5.8 indicating if any remedial or legal action is or is to be taken.

6. CONFIDENTIALITY

The Company will make every effort to treat all reporting under this Policy in strictly confidential and fair manners. The identity of the Reporter will not be divulged save with such Reporter's consent or where:

6.1 it is material to the investigation or in the interest of the Company to disclose the identity;

6.2 the report is frivolous or is lodged in bad faith with malicious or mischievous intent or in abuse of this Policy;

6.3 it is required to be disclosed in compliance with any applicable law or regulation, 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

6.4 the report and the identity of the Reporter are already public knowledge.

7. UNTRUE ALLEGATIONS AND FALSE REPORT

7.1 In raising a concern pursuant to this Policy, the Reporter should exercise due care to ensure the accuracy of the information.

7.2 If the employee is mistaken about the concern raised, he/she will not be at risk of losing his/her job or suffering any form of retribution as a result provided that he/she is acting in good faith.

- 7.3 If the employee deliberately raises false and malicious allegations, disciplinary action including the possibility of dismissal will be taken against him/her. In an extreme case, it could give rise to legal action against such employee.
- 7.4 If a report from an external party is found to be fraudulent or malicious, the Company may take action to recover any cost, loss or damage resulting from such report.

8. REVIEW OF THE POLICY

- 8.1 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.
- 8.2 This Policy should be available to all employees of the Company.
- 8.3 This Policy should be available on the Company’s website.

9. 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.

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