

# HS OPTIMUS HOLDINGS LIMITED (the "Company")

Company Registration Number: 199504141D

## Whistleblowing Policy & Procedure

### **1 Introduction**

- 1.1 Pursuant to Rule 1204(18A) of the Singapore Exchange Securities Trading Limited Listing Manual Section B (Rules of Catalyst), it is a requirement for issuers to establish a Whistleblowing Policy, which sets out the procedures for a whistle-blower to make a report to the issuer on misconduct or wrongdoing relating to the issuer and its officers. In addition, the Singapore Code of Corporate Governance 2018 (the "Code") provides that a listed issuer must publicly disclose, and clearly communicate to employees, the existence of a whistle-blowing policy and procedures for raising concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on.
- 1.2 Pursuant to the Code, the Audit Committee, headed by the Audit Committee Chairman shall have the overall responsibility for oversight and monitoring of this Whistleblowing Policy.
- 1.3 Practice Guidance 10 of the Code (*Audit Committee*) read with Provision 10.1(f) of the Code provide that the Audit Committee should report to the Board on how it has discharged its responsibilities and whether it is able to discharge its duties independently. The activities the Audit Committee should report to the Board include *"the significant matters raised through the whistle-blowing channel."*

### **2 Purpose & Scope of Policy**

- 2.1 The Company and its Board of Directors are committed to conducting business that is consistent with a high standard of corporate governance. In line with the best corporate governance practices under the Code, this Whistleblowing Policy, which is to be reviewed and updated at least annually, aims to ensure the following:
  - 2.1.1 employees and key stakeholders such as vendors and customers can raise concerns or report possible serious improprieties in financial reporting or other matters, including without limitation illegal, dishonest or fraudulent acts, in strict confidence;
  - 2.1.2 Whistle-blowers identities are protected without fear of reprisals when acting in good faith and are protected against detrimental or unfair treatment; and
  - 2.1.3 appropriate and robust arrangements are in place to facilitate independent investigation of whistleblowing reports made in good faith and appropriate follow-up actions.
- 2.2 This Whistleblowing Policy is intended to provide guidance to individuals who believe they have discovered possible improprieties in financial reporting or other matters including fraudulent activities or malpractices and is meant to protect genuine Whistle-blowers from any unfair treatment as a result of their report. The Company will not tolerate the harassment or victimisation of anyone reporting a genuine concern. Furthermore, no person should suffer reprisal as a result of reporting a genuine concern, even if they turn out to be mistaken. However, frivolous complaints by any person who intentionally provides information in a report which they know or reasonably believe to be untrue will be disregarded. This Whistleblowing Policy is also

not a route for taking up personal grievances against employees and officers within the Group.

- 2.3 This Policy sets out the procedures for employees and external parties to report in good faith, concerns over possible improprieties in financial reporting, fraudulent activities, malpractices or other matters, such as those described in **Paragraph 3 below**. When an individual discovers information which he/she believes involves serious malpractice or impropriety within the Group, this information should be disclosed without fear of reprisal.
- 2.4 Save as required by applicable laws and regulations, all incidents reported under this Policy, including the identity of the Whistle-blower, will remain confidential. In this regard:
- 2.4.1 the identity of Whistle-blower making the allegation will be kept confidential and confined to the Investigation Committee so long as it does not hinder or frustrate any investigation; and
- 2.4.2 the Audit Committee may request for further information as it deems necessary to assist in the investigation.

### **3 Reporting Procedures**

- 3.1 Reportable suspected actions include but are not limited to:
- 3.1.1 financial malpractice or impropriety;
- 3.1.2 fraud, corruption, blackmail or any dishonest act;
- 3.1.3 criminal activity including forgery or falsification of and alteration to Company documents/ accounts;
- 3.1.4 failure to comply with or significant breaches of a legal or regulatory obligation;
- 3.1.5 dangerous or unsafe practices in the work environment;
- 3.1.6 endangerment of the health and safety of any individual;
- 3.1.7 improper conduct or unethical behaviour (e.g. conflicts of interest, disclosure of confidential and proprietary information to party(ies) without prior authorization and a need-to-know basis, accepting/seeking anything of material value from business associates e.g. vendors);
- 3.1.8 any other similar or related inappropriate conduct or activities that might lead to other damaging implications to the Group;
- 3.1.9 suspected money-laundering or terrorism financing; and
- 3.1.10 attempts to conceal any of the above.

### **4 Whistleblowing Reporting Procedure & Communication Channels**

- 4.1 The individual may report his/her concern to the Audit Committee Chairman who is responsible for handling all reported cases and ensuring that issues raised are properly resolved by the Management or such parties as appropriate and within a reasonable timeframe. In the absence of the Audit Committee Chairman, one of the Audit Committee members will be appointed to take charge of the matter.

Where relevant, the Audit Committee Chairman may at his/her discretion form an Investigation Committee comprising of only Independent – Non-Executive Directors to assist and investigate valid whistle-blowing complaints.

The channels of reporting to the Audit Committee Chairman are as follows:

**Audit Committee Chairman**

Email	<a href="mailto:whistleblowing@hso.com.sg">whistleblowing@hso.com.sg</a>
Mail	Audit Committee Chairman 8 Ubi Road 2 #05-06 Zervex Singapore 408538
Telephone	(65) 6754 1854

- 4.2 The complaint should endeavour to include the following information:
- 4.2.1 If the Whistle-blower is an employee, the relevant contact details;
  - 4.2.2 If the Whistle-blower is an External Party, the name of the employer or the Whistle-blower’s relationship with the Group.
  - 4.2.3 Date, time and place of the incident(s)/transaction(s).
  - 4.2.4 Identity and particulars of the parties involved.
  - 4.2.5 Evidence, documents substantiating the allegations.
  - 4.2.6 Any relevant information concerning the allegations.
  - 4.2.7 Contact details (to facilitate clarifications, where necessary).
- 4.3 The Group is committed to protecting Whistle-blowers under this policy and encourages Whistle-blowers to provide their contact particulars to assist when clarifications are needed and helpful in facilitating investigations. All concerns raised will be independently assessed to ensure that they are fairly and properly considered. As it is essential to have all critical information in order to be able to effectively evaluate and investigate a complaint, the report made should provide as much information and be as specific as possible.
- 4.4 Concerns expressed anonymously are difficult to act upon effectively; however, they may be considered, taking into account the severity and credibility of the issues raised and the likelihood of confirmation of the allegation from attributable sources and information provided. Hence, the whistle-blower is encouraged to provide their contact information so that clarifications could be sought during the course of investigation. If a whistle-blower chooses to make such reports anonymously, he/she shall not be entitled to the investigation outcome of the case reported.
- 4.5 All employees must provide full cooperation and support to the Audit Committee Chairman where and when required.

## **5 Investigation Process**

- 5.1 All reports made/received will be directed to the Audit Committee Chairman and shall be thoroughly investigated by the Investigation Committee with the objective of locating evidence which either corroborates or refutes the Whistle-blower's claims.
- 5.2 The Investigation Committee may contact the Whistle-blower and any party(ies) or personnel for further information and/or any documents that can shed light on the investigation during the investigation. The identity of the Whistle-blower will be kept confidential.
- 5.3 The Investigation Committee may enlist, at the expense of the Company, the assistance of outside legal, accounting, audit or such other professionals, as may be appropriate or required to conduct the investigation.
- 5.4 The Investigation Committee shall exercise confidentiality, caution, sensitivity and timeliness whilst carrying out the investigation from an objective and independent standpoint without presumption of wrongdoing and to avoid making any unsubstantiated conclusions.
- 5.5 The Audit Committee shall maintain or caused to be maintained a Complaints Register for the purposes of recording all reports received, the date of such report made, the nature of such report made, and a summary of the Investigation Committee's investigations and observations.
- 5.6 Investigation results are confidential and access to such reports and records is restricted to the Investigation Committee. The Audit Committee Chairman shall approve making the Complaints Register available for inspection upon any request by investigating authorities.
- 5.7 Where there are reasonable grounds to suspect any criminal conduct or wrongdoing, upon consultation with the CEO and COO (or the Investigation Committee if the Complaint relates to the CEO or COO, or the Board if the Complaint relates to a member of the Investigation Committee), the requisite report may be filed with the relevant law enforcement agency(ies).
- 5.8 If the results of an investigation show that the Whistle-blower acted maliciously or did not act in good faith or submitted a Complaint which he knows to be false or without reasonable belief in the truth or accuracy of the information furnished, the Audit Committee Chairman and the Investigation Committee will decide on the further actions.

## **6 Whistle-blower Protection and protection from reprisals**

- 6.1 The Company encourages the reporting of fraudulent practices and inappropriate activities. However, any Whistle-blower who makes a slanderous statement or files a Complaint which is frivolous, in bad faith, in abuse of this Whistleblowing Policy, with malicious or mischievous intent will not be protected by this Whistleblowing Policy and may be subject to administrative and/or disciplinary action(s) including but not limited to the termination of employment. Subject to applicable laws and regulations, the Group will take reasonable steps to protect the confidentiality and identity of the Whistle-blower.
- 6.2 Where a Whistle-blower acting in good faith has not himself or herself engaged in serious misconduct or illegal conduct, the Company will take all possible action to protect the Whistle-blower from any reprisal, whether direct or indirect, carried out by

management, other employees, business partners or clients, at work or outside the workplace.

## 7 Definitions

"Audit Committee Chairman"	The Chairman of the Audit Committee, which is currently Mr Mark Leong Kei Wei
"Board"	The board of directors of HS Optimus Holdings Limited
"CEO"	The Chief Executive Officer of the Company
"Complaint"	Refer to a complaint made under this Whistleblowing Policy
"Complaints Register"	Has the meaning given to it at paragraph 5.5
"COO"	The Chief Operating Officer of the Company
"External Party"	Refer to any vendors, customers, and other members of the public or parties who are not under the employment of the Company
"Group"	HS Optimus Holdings Limited and its subsidiaries
"Independent - Non Executive Director"	A director of the Company who is independent in conduct and judgment, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonable perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the Company
"Investigation Committee"	Such committee constituted to investigate a Complaint, comprising the Audit Committee Chairman and Independent Non-Executive Director(s) (if any) appointed to such committee
"Management"	The management team of the Company from time to time
"Whistle-blower"	Refer to any person who makes a Complaint under this Policy and shall include a person who makes a Complaint anonymously
"Whistleblowing Policy"	Refers to this Whistleblowing Policy & Procedure

END