



China Maple Leaf Educational Systems Limited
中國楓葉教育集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

WHISTLEBLOWING POLICY

(Adopted by the Company on 24 October 2022)

WHISTLEBLOWING POLICY

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WHISTLEBLOWING POLICY

1. EFFECTIVE DATE

- 1.1 This policy is effective on 24 October 2022.

2. PURPOSE

- 2.1 This policy applies to China Maple Leaf Educational Systems Limited (the “**Company**”) (stock code: 1317) and its subsidiaries and consolidated affiliated entities (collectively the “**Group**”).
- 2.2 The Group is committed to maintaining good corporate governance, emphasising accountability and high degree of transparency which enable our stakeholders to have trust and faith in the Group to take care of their needs and to fulfill its social responsibility. In line with this commitment, the Group expects and encourages its employees and other parties who deal with the Group (e.g. customers, contractors, suppliers, creditors and debtors, etc.) (“**Other Stakeholders**”) to report any concerns and actual or suspected misconduct, malpractice, impropriety, fraud or irregularity by any employee and/or Other Stakeholders in any matter related to the Group.
- 2.3 This policy aims to provide reporting channels and guidance on reporting possible improprieties in matters of financial reporting or other matters, and reassurance to persons reporting his or her concerns under this policy (“**Whistleblowers**”) of the protection that the Group will extend to them against unfair disciplinary action or victimisation for any genuine reports made.

3. GENERAL POLICY

- 3.1 “Whistleblowing” refers to a situation in which an employee or Other Stakeholder decides to report any concerns about any actual or suspected misconduct, malpractice, impropriety, fraud or irregularity within the Group. See Section 4 of this policy for examples of misconducts, malpractices or irregularities. This policy is intended to encourage and assist the Whistleblowers to disclose information relevant to suspected misconduct, malpractice, impropriety, fraud or irregularity through a confidential reporting channel (to the extent possible). All reports and the corresponding follow up actions shall be centrally recorded to ensure accountability. The Group will handle the reports timely with care and will treat the Whistleblowers’ concerns fairly and properly.

4. MISCONDUCT, MALPRACTICE, IMPROPRIETY, FRAUD AND IRREGULARITY

- 4.1 It is impossible to give an exhaustive list of the activities that constitute misconduct, malpractice, impropriety, fraud or irregularity covered by this policy. The Group expects all employees and Other Stakeholders to observe and apply principles of ethics in the conduct of the Group’s business or in dealing with the

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Group respectively. Behaviour that is not in line with the principles of ethics could constitute a misconduct, malpractice, impropriety, fraud or irregularity that should be reported.

4.2 The principles of ethics include but are not confined to:

- No fraudulent, bribery or corrupt conduct;
- Compliance with the Group's policies and procedures (e.g. Employees' Manual);
- Compliance with laws, rules and regulations;
- Compliance with financial controls and reporting requirements;
- Protection of information, records and assets;
- Prompt response to incidence and obligation to notify;
- Compliance with the health, safety and environment requirements;
- No harmful, discriminatory or retaliatory action taken against a Whistleblower for having made a report under this policy; and
- No deliberate concealment of information concerning any of the matters listed above.

4.3 Please note that complaints related to the Group's services or products, as well as loss of properties on the Group's premises or under the Group's custody, are normally not reported under this policy, unless they involve misconduct, malpractice, impropriety, fraud or irregularity as listed above. Otherwise, they are handled by the relevant functions (e.g. customer service or security).

5. PROTECTION FOR WHISTLEBLOWERS

5.1 Whistleblowers making genuine and appropriate reports are assured of fair treatment. In addition, employees of the Group are also assured of protection against unfair dismissal, victimisation or unwarranted disciplinary action.

5.2 The Group reserves the right to take appropriate actions against anyone (employees or Other Stakeholders) who initiates or threatens to initiate retaliation against the Whistleblowers. In particular, employees who initiate or threaten retaliation will be subject to disciplinary actions, which may include summary dismissal.

6. CONFIDENTIALITY

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- 6.1 The Group will make every effort to keep the Whistleblower's identity confidential. In order not to jeopardise the investigation, the Whistleblower is also required to keep confidential the fact that he or she has filed a report, the nature of concerns and the identities of those involved.
- 6.2 There may be circumstances in which, because of the nature of the investigation, it will be necessary to disclose the Whistleblower's identity. If such circumstances exist, the Group will endeavour to inform the Whistleblower that his or her identity is likely to be disclosed.
- 6.3 Should an investigation lead to a criminal prosecution, it may become necessary for the Whistleblower to provide evidence or be interviewed by relevant authorities.
- 6.4 In some circumstances, the Group may have to refer the matter to relevant authorities without prior notice or consultation with the Whistleblower.

7. **REPORTING CHANNELS**

- 7.1 In general, the Whistleblowers should make their reports to the integrity supervisory committee of the Group ("**Integrity Committee**") through telephone calls, emails, letters and other channels:

Hotline: 199 2449 7535

Email: fysj@mapleleaf.net.cn

Address: No. 13, Baolong First Road, Baolong Street, Longgang District, Shenzhen, Guangdong Province, China, 518116

- 7.2 To facilitate the handling of the reports, a standard template (Whistleblowing Report Template) is attached in Appendix 1 to this policy for reference.
- 7.3 While the Group does not expect the Whistleblower to have absolute proof of the misconduct, malpractice, impropriety, fraud or irregularity reported, the report made under this policy should show the reasons for the concerns.

8. **ANONYMOUS REPORT**

- 8.1 As the Group takes reporting of misconducts, malpractices, impropriety, fraud and irregularities seriously and wants to conduct warranted investigations of both potential and actual violations, the Group encourages real-name reporting. Concerns expressed anonymously are much less credible, but they may be considered at the discretion of the Group.

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This policy also allows reports on an anonymous basis, but in the case of anonymous reports, the Company will consider the following factors to ascertain whether such reports can be handled: (i) the seriousness of the issues raised; (ii) the credibility of the concern; and (iii) the likelihood of confirming the allegation from attributable sources. Therefore, it is strongly recommended that the report should not be made anonymously.

9. INVESTIGATION

- 9.1 Upon receipt of a report through the channels described in Section 7 of this policy, senior management in charge of different businesses, will evaluate the validity and relevance of the concerns raised, and to decide if a full investigation is necessary. If an investigation is warranted, an Investigation Team will be appointed by senior management to look into the reported matter.
- 9.2 The format and length of an investigation will vary depending upon the nature and particular circumstances of each report made. The matters raised may:
- be investigated internally;
 - be referred to the external auditors;
 - be referred to the relevant public bodies or regulatory/law enforcement authorities; and/or
 - form the subject of any other actions as senior management may determine in the best interest of the Group.
- 9.3 The investigation shall not jeopardise any future investigation by a law enforcement agency. All potential evidence shall be immediately preserved. The investigation shall be conducted in strict confidence without alerting the alleged perpetrator.
- 9.4 If there is sufficient evidence to suggest that a case of possible criminal offence or corruption exists, the matter will be reported by legal department to relevant local authorities (for instance, the Independent Commission Against Corruption in Hong Kong, the Public Security Bureau in China, etc).
- 9.5 In some situations (e.g. in case of possible criminal offence), legal department may have to refer the matter together with the relevant information to relevant authorities. Please note that once the matter is referred to relevant authorities, the Group will not be able to take further action on the matter.
- 9.6 Upon completion of the investigation, a report, including its impact and action plan, as applicable, will be prepared without revealing the identity of the Whistleblower. For confirmed violations of principles of ethics, the normal

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process is for the responsible line management (with the assistance of e.g. Human Resources representatives) to determine what disciplinary and other appropriate actions are needed. After review by senior management, a recommendation will be made to the board of directors of the Company (“**Board**”) for final decision on the actions required.

- 9.7 The Whistleblower will be informed of the final results of the investigation, wherever reasonably practicable.

10. UNTRUE REPORT

- 10.1 If a Whistleblower makes an untrue report knowingly, irresponsibly or maliciously, with an ulterior motive, or for personal gain, the Group reserves the right to take appropriate actions against any relevant person (including the Whistleblower) to recover any loss or damage as a result of the untrue report. In particular, employees may face disciplinary action, including dismissal where appropriate.

11. RECORD RETENTION

- 11.1 Records shall be kept for all reported misconducts, malpractices, impropriety, fraud and irregularities in the Group under Section 7 of this policy. In the event a reported case leads to an investigation, the party responsible for leading/conducting the investigation shall ensure that all relevant information relating to the case is retained, including details of corrective action taken for a period not exceeding six years (or whatever other period may be specified by any relevant legislation).

12. RESPONSIBILITY FOR IMPLEMENTATION AND MONITORING

- 12.1 This policy has been approved and adopted by the Board. The Board has overall responsibility for implementation, monitoring and periodic review of this policy. In addition, the Board has delegated the day-to-day responsibility for administration, implementation and oversight of the policy to the Integrity Committee of the Group.

13. REVISIONS OF WHISTLEBLOWING POLICY

- 13.1 The Board has the full power to implement, monitor, review, update and revise this policy from time to time to improve its effectiveness and employee confidence in the process and to employ a “speak up” culture across the Group.

14. LANGUAGE

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- 14.1 The policy is prepared in both Chinese and English languages. In case of any discrepancies between the Chinese and English versions, the English version shall prevail.

15. DISCLOSURE OF POLICY

- 15.1 The policy is available on the Group's website and the reporting channels.

TO BE OPENED BY ADDRESSEE ONLY**WHISTLEBLOWING REPORT TEMPLATE**

The Group is committed to maintaining good corporate governance, emphasising accountability and high degree of transparency which enable our stakeholders to have trust and faith in the Group to take care of their needs and to fulfill its social responsibility.

The Whistleblowing Policy has been established to encourage and assist Whistleblowers to disclose information relevant to misconducts, malpractices, impropriety, fraud or irregularities through a confidential reporting channel (to the extent possible). The Group will handle this report with care and will treat the Whistleblower's concerns fairly and properly.

If you wish to make a report, please use this report template. Once completed, this report becomes confidential. You may send the report, in a sealed envelope clearly marked "To be opened by addressee only" and addressed to the Integrity Supervisory Committee, by post to the relevant addresses below or by email.

Please read the Whistleblowing Policy carefully before you fill in this template.

To: Integrity Supervisory Committee of the Group * No. 13, Baolong First Road, Baolong Street, Longgang District, Shenzhen, Guangdong Province, China, 518116	
Your Name/Contact Telephone Number and Email Anonymous reports in general will not be acted upon. Therefore, it is strongly recommended that the report is not made anonymously.	Name: _____ Employee <input type="checkbox"/> Other Stakeholder <input type="checkbox"/> (please specify: _____) Address: _____ Tel No: _____ Email: _____ Date: _____
Details of concerns: 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.	
<u>Personal Information Collection Statement</u> <i>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 will 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 transferred 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 or equivalent laws in the places where the Group operates, 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 Integrity Supervisory Committee of the Group shown in this template.</i>	