

Future Bright Holdings Limited
Whistle-Blowing Policy

version 2

Introduction

1. Future Bright Holdings Limited together with its subsidiaries, collectively referred to as the Group, is committed to excellence in the quality of its products and services and the belief in openness to ideas and innovation, integrity, transparency, fairness, justness, care, corporate governance and compliance and accountability. In an effort to achieve these, the Group seeks to establish a policy and a proper channel to encourage disclosure of reportable conducts as specified below. All employees should be alert and sensitive to situations that could result in actions by themselves, or others, which may violate the Group’s Code of Conduct.

Purpose of Policy

2. Whistle blowing refers to the need for employees to decide when and how to report any kind of “whistle-blowing matters” (as described below) that they may become aware of or have genuine reasons to suspect in the course of carrying out their duties. This policy is intended to encourage employees to report genuine concerns without fear of reprisal or victimization, in a responsible and effective manner. It is every employee’s responsibility as well as in the interest of the Group to ensure that any inappropriate behavior or practice that compromises the interests of the directors, shareholders and employees does not occur.

Whistle-Blowing Matters

3. Whistle-blowing matters include but are not limited to the following:
 - i. Dishonesty;
 - ii. Fraud;
 - iii. Corruption;
 - iv. Illegal acts including theft, drug sale or use, violence or threatened violence and criminal damage against property;
 - v. Unethical conduct;
 - vi. Serious improper conduct;
 - vii. Conflict of interest;
 - viii. Discrimination;
 - ix. Unsafe work practices;
 - x. Malpractices;
 - xi. Mismanagement;
 - xii. Breach of confidentiality;
 - xiii. Anti-competitive conduct;

- xiv. Breach of data privacy;
- xv. Improprieties in financial reporting and/or internal controls;
- xvi. Breaches of contract;
- xvii. Misappropriation of the Group's property;
- xviii. Deliberate concealment of any of the above; and
- xix. Any other misconducts which may cause financial or non-financial loss (e.g. reputation) to the Group or be otherwise detrimental to the interests of the Group or in contravention of the Group's Code of Conduct.

Whistle-blowing refers to a situation where an employee (a "Whistleblower") decides to report a serious concern ("Concern") about any suspected fraud, malpractice, misconduct or irregularity.

Confidentiality

4a) The Group will treat all employees who report a Concern in a confidential manner.

b) The Whistleblower is not required to make absolute proof of the Concern reported save that he/she act in good faith and have reasonable grounds for believing there is concerned wrongdoing even it is not confirmed by an investigation. Persons reporting a Concern in good faith are assured of fair treatment. The Group will make every effort to protect the employees or whoever the Whistleblower against harassment, intimidation, unfair treatment, victimization or unwarranted disciplinary action, even if the Concern turns out to be unsubstantiated.

c) 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. However, if a Whistleblower makes a false report maliciously, with an ulterior motive, or for personal advantage, the Group reserves the right to take appropriate actions including civil or criminal lawsuits against the Whistleblower and others who may be acting in common cause with him/her to recover any loss or damage as a result of the false report.

d) The Group will make every effort to keep Whistleblower's identity and the reported Concern strictly confidential. The identity of the employee reporting the Concern will not be divulged without the employee's consent save in such circumstances in which the Group may be legally obliged to reveal the employee's identity in which case the Group will endeavour to take reasonable steps to protect the Whistleblower from detriment. Likewise, the Whistleblower should keep strictly confidential about the details of a reported Concern, such as its nature, related persons, etc.

e) Employees are strongly advised to put their name to their reporting a Concern since the Audit Committee (see clause 6 below) shall have discretion to decide whether further investigation of anonymous reports is necessary.

Protection and Non-Retaliation

5a) The Group is committed to the fair treatment of all persons making genuine and appropriate reports under this policy, including the protection of the Whistleblower against unfair dismissal, victimisation or unwarranted disciplinary action. Reasonable steps will be taken by the Group to protect the Whistleblower from reprisal or disadvantage as a result of making a report under this policy.

b) It is a breach of this policy to cause disadvantage to a Whistleblower who makes any report under this policy in good faith. The Group reserves the right to take appropriate action against any person who initiates or threatens to initiate retaliation against Whistleblowers who make reports under this policy.

Reporting Procedure

6a) All persons making reports should be reasonably sure of the truth of their concerns before making the report.

b) Employees and other relevant parties including third parties such as business partners, suppliers, shareholders, agents, distributors, representatives and customers, and the general public. All persons should make their report to the following contact person:

Contact person: Ms. Winifred Lam

By email: winifred@fb.com.hk

By fax: +852 3468 2905

By telephone: +852 3758 2358

Address: Units 803-804, 8/F, Seaview Commercial Building, 21-24 Connaught Road West, Sheung Wan, Hong Kong.

Reports on any whistle-blowing matter can be made in person or in writing. Please complete and submit the Whistleblowing Report Form (the “Form”) as attached in Appendix, with supplementary information, if any, by hand delivered or mailed to Units 803-804, 8/F, Seaview Commercial Building, 21-24 Connaught Road West, Sheung Wan, Hong Kong, in a sealed envelope clearly marked “Strictly Private and Confidential – To be Opened by Addressee Only” to ensure confidentiality. The Whistleblower’s name must be stated clearly in any reports.

c) Reports will then be passed to the Audit Committee of the Group for follow up and investigation.

Anonymous Reports

7. Employees or other relevant parties are strongly encouraged to provide their names and contact details in their report such that the reported case can be handled properly shall clarifications or further information be required. The Group is committed to protecting the Whistleblower's identity and treating all disclosures with strict confidentiality and legal protection. In some cases, however, reports may be submitted anonymously if the Whistleblower is uncomfortable disclosing his/her identity. Such cases will be considered as far as practicable.

Abuse of Reporting Process

8. Abuse of the confidential reporting process will not be tolerated. All reports must be made in good faith. The Group reserves the right to take appropriate actions against the Whistleblower who makes the report to recover any loss or damage as a result of the false report for any report made maliciously or in bad faith. Whistleblowers who abuse the reporting process will face disciplinary action.

Investigation Procedures

9a) All reported cases with related information and details about the Concern will be taken care of. Audit Committee will evaluate the validity and relevance of the case(s) received. The whistle-blowing case(s) raised should be: (i) appraised according to the "Arrangement for Employees to raise concerns, in confidence, about possible improprieties in financial reporting, internal control or other matters" if the whistle-blowing cases are raised by employees of the Group; (ii) if the Audit Committee considers that the Managing Director, Chairman of the Board should be informed of the whistle-blowing cases, the Audit Committee should notify them accordingly; and (iii) if the whistle-blowing cases are relating to the Directors, the Audit Committee Chairman should follow up the cases and inform the Chairman of the Board of the Group the status and result of the investigation in due course.

b) Should the Managing Director or the Audit Committee Chairman considers appropriate, the whistle-blowing case may be referred to relevant regulatory authority(ies), such as the Hong Kong Police Force, Hong Kong Independent Commission Against Corruption (ICAC), Macau Commission Against Corruption, Hong Kong Securities and Futures Commission, etc.

c) The Terms of Reference and investigation by the Audit Committee will include the following steps:

- i. Full details of the allegations will be obtained.
- ii. The Audit Committee will take over the actual investigation and file report on conclusion of the investigation.
- iii. Involvement of external parties such as the Hong Kong Independent Commission Against Corruption (ICAC) or Police will be considered as appropriate.
- iv. Allegations will be fully investigated and evidence will be fully examined.
- v. The Audit Committee will decide on what action is to be taken.
- vi. The person who makes the report will be kept informed appropriately of the progress made during the investigation.
- vii. The person against whom the allegation is made will be informed of the result of the investigation at the earliest appropriate time.
- viii. The Audit Committee will submit report to Risk Committee on the allegations and the result of the investigation.
- ix. Where the Audit Committee decides that an allegation is very serious, the Audit Committee may consider engaging external investigators.
- x. Upon completion of the investigation, the Group will provide the Board of Directors and the reporting person (if applicable) with feedback on the result of the investigation.
- xi. In cases of suspected corruption or other criminal offences, the case may be referred to the relevant regulatory authorities as deemed appropriate.

d) The report shall be handled in a timely manner.

Monitoring and Review of the Policy

10a) The Group will monitor and review the Whistleblowing Policy regularly to assess its effectiveness in encouraging the reporting of reportable conduct, investigating fairly and effectively and rectifying verified wrongdoings.

b) This monitoring will be facilitated by reports to the Board of Directors and the Risk Committee and the Board of Directors through the Audit Committee.

Disclosure of the Policy

11. A summary of this Policy together with the measurable objectives set for implementing this Policy, and the progress made towards achieving those objectives will be disclosed in the annual Corporate Governance Report and on the Company's website at www.fb.com.hk.

Updated in: December 2022

Adopted by the Board on 23rd December 2022

APPENDIX

**WHISTLEBLOWING REPORT FORM (STRICTLY CONFIDENTIAL)
FUTURE BRIGHT HOLDINGS LIMITED**

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: _____

Tel No.: _____

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: _____