

ON TIME LOGISTICS HOLDINGS LIMITED
先達國際物流控股有限公司
(the “Company”)
(Incorporated in the Cayman Islands with limited liability)

POLICY FOR EMPLOYEES
TO RAISE CONCERNS ABOUT IMPROPRIETIES

(Adopted by the Company pursuant to the Board resolution passed on 28 August 2014)

1. PRINCIPLES

- 1.1 The Company is committed to achieving and maintaining high standards of openness, probity and accountability.
- 1.2 The Company’s employees at all levels should conduct themselves with integrity, impartiality and honesty.

2. PURPOSE

- 2.1 This Policy aims to govern the procedures on how to deal with, fairly and properly, concerns raised by the Company’s employees about any suspected misconduct or malpractice regarding financial reporting, internal control or other matters within the Company. It is designed to ensure employees can raise concerns without fear of suffering retribution and provide a confidential process for dealing with such concerns.
- 2.2 The Audit Committee of the Company shall review regularly this Policy and ensure that arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action.

3. SCOPE

- 3.1 This Policy applies to:
 - (a) the full time and part time and temporary employees at all levels and divisions of the Company; and

(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
- Breach of legal or regulatory requirements
- Criminal offences, breach of civil law and miscarriage of justice
- Malpractice, impropriety or fraud relating to accounting, auditing and financial matters
- 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
- Deliberate concealment of any of the above

4. REPORTING PROCEDURES

- 4.1 Any employee who has a legitimate malpractice concern about financial reporting, internal control or other matters as described in 3.1(b) above, can raise it either verbally (in person) or in writing.
- 4.2 Any concern should be initially reported to the respective Head of Department of the employee. The relevant Head of Department will, after gathering sufficient details, submit the report to the Chief Executive Officer or the Chairman of the Board.
- 4.3 If the concern involves the Head of Department, or for any reason the employee would prefer the Head of Department not to be told, the employee may raise the concern and submit his/her report to the Chief Executive Officer or the Chairman of the Board.
- 4.4 If the concern involves the Chief Executive Officer, or for any reason the employee would prefer the Chief Executive Officer not to be told, the employee may raise the concern and submit his/her report directly to the Chairman of the Board.
- 4.5 If the concern involves the Chairman of the Board, the employee may raise the concern and submit his/her report directly to the Audit Committee.

- 4.6 If the report is made in writing, such document should contain identity of the employee who raises the concern and full details of the concern in a sealed envelope clearly marked “Private and Confidential – To be opened by Addressee only”.
- 4.7 The Company does not encourage anonymous reporting since it will be difficult for the Company to follow up and obtain further information for making a proper assessment.
- 4.8 The Chief Executive Officer or the Chairman of the Board or the Audit Committee (as the case may be) will review the concern and complaint and decide the appropriate investigation arrangement.

5. INVESTIGATION PROCEDURES

- 5.1 The Company will acknowledge receipt of each report within 5 working days.
- 5.2 The Company will evaluate every report received to decide if a full investigation is necessary. Depending upon the circumstances, an appropriate investigating officer with suitable seniority at the Company will be appointed or a special committee will be set up by the Company to investigate the matter.
- 5.3 The format and the length of an investigation will vary depending upon the nature, complexity and particular circumstances of each complaint made.
- 5.4 The employee who reports the concern may be asked to provide more information during the course of the investigation.
- 5.5 A final report, with recommendations for change or improvement (if any), will be produced to the Audit Committee. The Audit Committee will then review the final report and if appropriate, make recommendations to the Board.
- 5.6 The employee who reports the concern will receive in writing the outcome of the investigation.
- 5.7 If the employee is not satisfied with the outcome, he/she could raise the matter again with the Chief Executive Officer or the Chairman of the Board or the Audit Committee (as the case may be).
- 5.8 If there is good reason, the Company will investigate into the concern again.
- 5.9 Where the report discloses a possible criminal offence, the Company, after consulting the legal advisers, will decide if the matter should be referred to the relevant authorities such as the Hong Kong Police Force, Independent Commission Against Corruption and Securities and Futures Commission etc., as appropriate for further action. Once the matter is referred to the authorities, the Company will not be able to take further action on the matter, including advising the employee of the referral.

6. CONFIDENTIALITY

- 6.1 The Company will make every effort to treat all reporting under this Policy in a strictly confidential manner. The identity of the employee making the report and complaint will not be disclosed without such employee's consent, unless the Company is legally obliged to reveal the employee's identity and other information.

7. UNTRUE ALLEGATIONS AND FALSE REPORT

- 7.1 In raising a concern pursuant to this Policy, the employee 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 an employee deliberately raises false and malicious allegations, he or she will be subject to disciplinary action(s) including the possibility of dismissal. In an extreme case, it could give rise to legal action against such employee.

For employees who wish to anonymously or confidentially report suspected violations of our standards of conduct, policies, or laws and regulations, please email to whistle@chq.ontime-express.com.

- END -