



# **TIMELESS SOFTWARE LIMITED**

**天時軟件有限公司**

*(incorporated in Hong Kong with limited liability)*

(Stock code: 8028)

## **WHISTLEBLOWING POLICY**

*(Amended and adopted by the Board on 20 June 2022 with retrospective effect from 1 January 2022)*

### **1. INTRODUCTION**

Timeless Software Limited (the “**Company**”) and its subsidiaries (collectively “**Group**”) are committed to achieving and maintaining the highest standards of openness, probity and accountability. Employees at all levels are expected to conduct themselves with integrity, impartiality and honesty. It is every employee’s responsibility and in the interest of the Group to ensure that any inappropriate behaviour that compromise the interest of the staff, shareholders, investors, customers and the wider public does not occur. To this end, the Company has devised a whistleblowing policy (the “**Policy**”).

### **2. PURPOSE**

This Policy is intended to assist individual employees (permanent or temporary employees) to disclose internally and at a high level, information which the individual believes that it shows malpractice or impropriety. It is not designed to further any personal disputes, question financial or business decisions taken by the Group.

### **3. POLICY**

#### **3.1 Applicable Area**

This Policy is applicable to all employees of the Group.

#### **3.2 Whistleblowing Matters**

Whistleblowing matters may include but are not confined to:

- (a) Breach of legal or regulatory requirements;
- (b) Criminal offences, breach of civil law and miscarriage of justice;
- (c) Malpractice, impropriety or fraud relating to internal controls, accounting, auditing and financial matters;
- (d) Endangerment of the health and safety of an individual;
- (e) Violation of the rules and regulations of the Company or the rules of conducts applicable within the Group;
- (f) Improper conduct or unethical behaviour likely to prejudice the standing of the Group or to adversely affect other staff of the Group; and
- (g) Deliberate concealment of any of the above.

### **3.3 Protection and Confidentiality**

It is the Company's policy to make every effort treating all disclosures in a confidential and sensitive manner after employee reports concern about any of the above matters. The identity of the individual employee making the allegation will not be divulged without the employee's consent. However, there may be circumstances in which the Company may be required or legally obliged to reveal the employee's identity, for example, where an investigation leads to legal proceedings being initiated. If this is the case, the Company will take all reasonable steps to ensure that the employee suffers no detriment. Harassment or victimization of a genuine whistle blower will be treated as gross misconduct, which if proven, may result in dismissal.

### **3.4 Untrue Allegations**

Disciplinary action may be taken against employee who is proven to raise false and malicious allegations deliberately. In an extreme case vexatious or wild allegations could give rise to legal action on the part of the persons complained about.

## **4. PROCEDURE**

### **4.1 Reporting Channel**

Employee who has a legitimate malpractice concern can inform the Chairman of the Board. The Chairman of the Board should report the matter to the Audit Committee at appropriate time in the above circumstance.

For any reason the employee would prefer the Chairman of the Board not to be told, the employee may raise the matter directly with the Chairman of the Audit Committee.

The contact details of the Chairman of the Board and the Chairman of the Audit Committee are provided in the Appendix which shall be updated from time to time.

The Company will hold it a serious disciplinary offence for any person to seek to prevent a communication of malpractice concern reaching to the Chairman of the Board or the Chairman of the Audit Committee, or to impede any investigation which he/she or anyone on his/her behalf may make.

### **4.2 Reporting Format**

Disclosures must be made in writing.

It should be sent to the Chairman of the Board or the Chairman of the Audit Committee in a sealed envelop clearly marked "Strictly Private and Confidential – To be Opened by Addressee Only" to ensure the confidentiality. Employees are required to put their name to any disclosures they make. Anonymous complaints would usually not be considered.

### **4.3 Investigation Procedure**

Depending upon the circumstances, the Chairman of the Board or the Chairman of the Audit Committee may consider nominate an appropriate investigating officer or set up a special committee to investigate the matter independently.

The format and the length of an investigation will vary depending upon the nature and particular circumstances of each complaint made. The matters raised may

- be investigated internally;
- be referred to the Hong Kong Police Force, the Independent Commission Against Corruption, the Security and Futures Commission or other relevant regulatory body as appropriate;
- be referred to the External Auditor; and/or
- form the subject of an independent inquiry.

The Chairman of the Board or the Chairman of the Audit Committee or the person designated to investigate the complaint will write to the complainant wherever reasonably practicable of the concern being received:

- acknowledging that the concern has been received;
- advising whether or not the matter is to be investigated further and if so what the nature of the investigation will be;
- giving an estimate of how long the investigation will take to provide a final response; telling the complainant whether any initial enquiries have been made, and whether further investigations will take place, and if not, why not.

The report made by the complainant together with the corresponding follow up actions shall be recorded centrally to ensure accountability.

## **5. EFFECTIVENESS, INTERPRETATION, ENFORCEMENT, REVIEW AND AMENDMENT OF THE POLICY**

- 5.1** The Policy is implemented on the date of approval of the Board of Directors of the Company.
- 5.2** The Board of Directors of the Company is responsible for the interpretation of this Policy and supervise the enforcement of this Policy.
- 5.3** The Board of Directors of the Company is responsible for the annual review of the whistleblowing mechanism to improve effectiveness and employee confidence in the process and to encourage a “speak up” culture across the Company.
- 5.4** Any amendment to this Policy must be reviewed by the Audit Committee and then submitted to the Board of Directors of the Company for approval.

## **6. DISCLOSURE OF THE POLICY**

The Policy is disclosed on the website of the Company.

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

### **Timeless Software Limited - Whistleblowing Policy**

The contact details of the Chairman of the Board and the Chairman of the Audit Committee are listed below:

1. To the Chairman of the Board

Name: Mr. Felipe Tan  
Address: Room 2208, 118 Connaught Road West, Hong Kong  
Phone: (852) 3586 6500  
Email: felipe.tan@timeless.com.hk

2. To the Chairman of the Audit Committee

Name: Ms. Tsang Wai Chun Marianna  
Address: Suite D, 19/F., Ritz Plaza, 122 Austin Road, Tsimshatsui, Kowloon,  
Hong Kong  
Phone: (852) 2314 2202  
Email: marianna.tsang@gmail.com