



CHAODA MODERN AGRICULTURE (HOLDINGS) LIMITED
超大現代農業（控股）有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code : 682)

WHISTLEBLOWING POLICY
(the “Policy”)

INTRODUCTION

The Company is committed to the highest possible 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 all interest of the Company to ensure that any inappropriate behaviour or organisational malpractice that compromise the interest of the shareholders, investors, customers and wider public does not occur. To this end, the Company has devised this Policy.

THE POLICY

This Policy is intended to assist individual employees (permanent or temporary employees) or those who deal with the Company and/or its subsidiaries (the “Group”) to disclose internally and at a high level, information which the individual believes shows malpractice or impropriety within the Group. It is not designed to further any personal disputes, question financial or business decisions taken by the Company nor should it be used to reconsider any staff matters which have been addressed under the grievances procedure already in place.

SCOPE

The Policy applies to the Group’s employees at all levels and divisions/departments or those who deal with the Group.

MISCONDUCT AND MALPRACTICE

It is impossible to give an exhaustive list of the activities that constitute misconduct or malpractice but, broadly speaking, we would expect the Group’s employees or those who deal with the Group to report the following:

- malpractice, impropriety or fraud relating to internal controls, accounting, auditing and financial matters
- criminal offences
- improper conduct or unethical behaviour likely to prejudice the standing of the Company
- deliberate concealment of any of the above

While we do not expect the Group’s employees or those who deal with the Group to have absolute proof

of the misconduct or malpractice reported, the report should show the reasons for the concerns. If the Group's employees or those who deal with the Group make a report in good faith then, even if it is not confirmed by an investigation, the concerns of the Group's employees or those who deal with the Group would be valued and appreciated.

PROTECTION AND CONFIDENTIALITY

It is the Company's policy to make every effort treating all disclosures in a confidential and sensitive manner after employee or those who deal with the Group reports concern about any of the above matters. The identity of the individual employee or those who deal with the Group making the report 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.

FALSE REPORT

If you make a false report maliciously, with an ulterior motive, without reasonable grounds that the information in the report is accurate or reliable, or for personal gain, you may face disciplinary action, including the possibility of dismissal.

REPORTING AND INVESTIGATION PROCEDURES

Any report under the Policy must be submitted in writing to the Chairman of the audit committee of the Company at Room B, 21/F., Times Media Centre, 133 Wan Chai Road, Hong Kong, in a sealed envelop clearly marked "Strictly Private and Confidential – To be Opened by Addressee Only" to ensure the confidentiality.

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 Police;
- be referred to the external auditor of the Company; and/or
- form the subject of an independent inquiry.

When possible, the Chairman of the audit committee of the Company shall acknowledge receipt and/or give feedback to the whistle blower.

REVIEW OF THE POLICY

The use and effectiveness of the Policy will be reviewed regularly by the audit committee of the Company.