

In case of any inconsistency between the English Version and the Chinese Version, the English version shall prevail.



Renrui Human Resources Technology Holdings Limited

人瑞人才科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6919)

(the “**Company**”)

WHISTLEBLOWING POLICY

*(Adopted by the Company at a meeting of the board of directors of the Company on
26 November 2019)*

1. POLICY

This Whistleblowing Policy (the “**Policy**”) applies to the Company and its subsidiaries (collectively the “**Group**”).

We are committed to the highest possible standards of openness, probity and accountability. In line with that commitment, we expect and encourage you, our employees and other stakeholders who deal with the Group (e.g. customers, contractors, suppliers, creditors and debtors, etc.) who have concerns about any suspected misconduct or malpractice within the Group to come forward and voice those concerns.

While we could not guarantee that we will handle the report in the way you might wish, we will endeavour to respond to your concerns fairly and properly.

2. PROTECTION AND SUPPORT FOR WHISTLEBLOWERS

Persons making appropriate and genuine complaints under this policy are assured of protection against unfair dismissal, victimisation or unwarranted disciplinary action, even if the concerns turn out to be unsubstantiated.

Persons who victimise or retaliate against those who have raised concerns under this policy will be subject to disciplinary action.

3. RESPONSIBILITY FOR IMPLEMENTATION OF POLICY

The audit committee of the Board (the “**Audit Committee**”) has overall responsibility for this policy, but has delegated day-to-day responsibility for overseeing and implementing it to the designated senior officer, company secretary or compliance officer (the “**Designated Staff**”). Responsibility for monitoring and reviewing the operation of the policy and any recommendations for action resulting from investigation into complaints lies with the Audit Committee.

Management must ensure that all employees and other stakeholders feel able to raise concerns without fear of reprisals. All employees and other stakeholders should ensure that they take steps to disclose any misconduct or malpractice of which they become aware. If you have any questions about the contents or application of this policy, you should contact the Designated Staff.

4. 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 you to report the following:

- (a) a criminal offence;
- (b) a fraudulent or corrupt conduct;
- (c) a failure to comply with any legal obligations, including laws, rules and regulations;
- (d) a failure to comply with the Group's policies and procedures (e.g. employees' code of conduct and business ethics);
- (e) a miscarriage of justice;
- (f) a financial impropriety, including a failure to comply with financial controls and reporting requirements;
- (g) a failure to protect information, records and assets;
- (h) an action which endangers the health and safety of any individual;
- (i) an action which causes damage to the environment;
- (j) a harmful, discriminatory or retaliatory action taken against a whistleblower for having made a report under this policy; and
- (k) a deliberate concealment of information concerning any of the matters listed above.

While we do not expect you to have absolute proof of the misconduct or malpractice reported, the report should show the reasons for the concerns. If you make a report in good faith then, even if it is not confirmed by an investigation, your concerns would be valued and appreciated.

5. 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, the Group reserves the right to take appropriate actions against you and any other relevant person to recover any loss or damage as a result of the false report. You may face disciplinary action, including the possibility of dismissal where appropriate.

6. MAKING A REPORT

You can make a report verbally or in writing in the standard report form attached to this policy as Annex I. We would normally expect you to raise your concerns internally to your line manager (or his or her superior) within the department.

If you feel uncomfortable doing this, for example, your line manager has declined to handle your case or it is the line manager who is the subject of the report, then you should contact the company secretary or the compliance officer.

If the report is extremely serious or in any way involves a director, a supervisor, a senior officer, the company secretary or the compliance officer, you should report it directly to the chairman of the Audit Committee.

In the report, you should provide full details and, where possible, supporting evidence.

7. CONFIDENTIALITY

We will make every effort to keep your identity confidential. In order not to jeopardise the investigation, you should also keep the fact that you have filed a report, the nature of your concerns and the identity of those involved confidential.

There may be circumstances in which, because of the nature of the investigation, it will be necessary to disclose your identity. If such circumstances exist, we will endeavour to inform you that your identity is likely to be disclosed. If it is necessary for you to participate in an investigation, the fact that you made the original disclosure will, so far as is reasonably practicable, be kept confidential. However, it is also possible that your role as the whistleblower could still become apparent to third parties during investigation.

Equally, should an investigation lead to a criminal prosecution, it may become necessary for you to provide evidence or be interviewed by the relevant authorities. In these circumstances, we will, once again, endeavour to discuss with you the implications for confidentiality.

You should, however, know that in some circumstances, we may have to refer the matter to the relevant authorities without prior notice or consultation with you.

8. ANONYMOUS REPORT

We respect that sometimes you may wish to file the report in confidence. However, an anonymous allegation will be much more difficult for us to follow up simply because we will not be able to obtain further information from you and make a proper assessment to conduct warranted investigations of both potential and actual violations.

We generally do not encourage anonymous reporting and encourage you to come forward with your concerns.

9. INVESTIGATION PROCEDURES

We will acknowledge receipt of your report within 7 working days confirming that:

- your report has been received;
- the matter will be investigated; and
- subject to legal constraint, you will be advised of the outcome in due course.

A Designated Staff will be appointed to manage the report.

We will evaluate every report received to decide if a full investigation is necessary. If an investigation is warranted, an investigator (with suitable seniority and without previous involvement in the matter) from the internal audit or compliance department will be appointed to look into the matter.

Where the report discloses a possible criminal offence, we will refer the matter to the Audit Committee. The Audit Committee, in consultation with our legal advisers, will decide if the matter should be referred to the relevant authorities for further action.

As stated under the section 'Confidentiality', in most cases, we will endeavour to discuss with you before referring a matter to the relevant authorities. However, in some situations, we may have to refer the matter to the relevant authorities without prior notice or consultation with you.

Please note that once the matter is referred to the relevant authorities, we will not be able to take further action on the matter, including advising you of the referral.

You may be asked to provide more information during the course of the investigation.

The investigation report will be reviewed by a code of conduct committee comprising senior officers such as the company secretary or the compliance officer.

Possible outcomes of the investigation:

- (a) The allegation could not be substantiated;
- (b) The allegation is substantiated with one or both of the following:
 - (i) Corrective action taken to ensure that the problem will not occur again;
 - (ii) Disciplinary or appropriate action against the wrongdoer.

A final report, with recommendations for change (if appropriate), will be produced to the Audit Committee. The Audit Committee will review the final report and make recommendations to the board.

You will receive in writing the outcome of the investigation subject to the nature and complexity of the matter, wherever reasonably practicable. Because of legal constraints, we may not be able to give you details of the action taken or a copy of the report.

If you are not satisfied with the outcome, you could raise the matter again with the Designated Staff. You should make another report explaining why this is the case. If there is good reason, we will investigate into your concerns again.

You could, of course, raise the matter with an external authority such as a regulator or a law enforcement agency. Please ensure that you have sufficient evidence to support your concerns. Before reporting your concerns externally, we encourage you to discuss with the Designated Staff.

You could also consult your legal advisers.

10. MONITORING THE WHISTLEBLOWING POLICY AND PROCEDURE

The use and effectiveness of this policy will be monitored and reviewed regularly by the Designated Staff. The Designated Staff can make recommendations to update and revise this policy to the Audit Committee.

11. RECORD RETENTION

Records shall be kept for all reported misconducts and malpractices in the Group. 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).

ANNEX I WHISTLEBLOWING REPORT FORM

We are committed to the highest possible standards of openness, probity and accountability. In line with that commitment, we expect employees and other stakeholders who deal with the Group (e.g. customers, contractors, suppliers, creditors and debtors, etc.) who have concerns about any suspected misconduct or malpractice within the Group to come forward and voice those concerns.

It is recognised that in most cases the person raising concerns will wish to be dealt with on a confidential basis. All reasonable efforts will therefore be made to avoid revealing the person's identity.

If you wish to make a written report, please use this report form.

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

CONFIDENTIAL

<p>Your Name/Contact Telephone Number and Email</p> <p>We encourage you to provide your name with this report. Concerns expressed anonymously are much less powerful but they will be considered as far as practicable.</p>	<p>Name: _____</p> <p>Employee Other stakeholder (please specify: ___)</p> <p>Address: _____</p> <p>Tel: _____</p> <p>Email: _____</p> <p>Date: _____</p>
<p>The names of those involved (if known)</p>	
<p>Details of concerns:</p> <p>Please provide full details of your concerns: names, dates and places and the reasons for the concerns (continue on separate sheet if necessary) together with any supporting evidence</p>	
<p><i>Personal Information Collection Statement</i></p> <p><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 may 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, 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 Designated Staff.</i></p>	