

SEN YUE HOLDINGS LIMITED
森跃控股有限公司
(Company Registration No. 200105909M)
(公司注册号 200105909M)
(Incorporated in Singapore)
(于新加坡注册成立)
(the “**Company**”)
(简称“**公司**”)

FRAUD AND WHISTLE BLOWING POLICY
欺诈与举报政策

SCOPE 范围

The Policy applies to all directors, officers, employees, including full-time, part-time and contract employees of **Sen Yue Holdings Limited** (the “**Company**”), its subsidiaries and associated companies (together with the Company, the “**Group**”), whether located in Singapore or elsewhere.

本政策适用于森跃控股有限公司（“**本公司**”）及其位于新加坡和其他地区的子公司和关联公司（与**本公司**一起统称为“**集团**”）的所有董事和员工，包括全职员工，兼职员工和合同员工。

FRAUD 欺诈

Purpose and Scope 目的与范围

The corporate fraud policy is established to facilitate the development of controls that will aid in the detection and prevention of fraud against the Group. It is the intent of the Group to promote consistent organisational behaviour by providing guidelines and assigning responsibilities for the development of controls and conduct of investigations.

集团欺诈政策旨在采取控制措施，发现和预防集团的欺诈行为。集团通过提供指导、具体的防控和调查责任划分，提升集团的组织行为。

This policy applies to any irregularities, or suspected irregularity, involving employees as well as shareholders, consultants, vendors, contractors, outside agencies doing business with employees of such agencies and/or any other parties with a business relationship with the companies within the Group.

本政策适用于集团员工以及股东、顾问、供货商、承包商以及与上述各方的员工有业务往来的外部机构、与集团各公司有业务往来的其它当事人的违规行为或疑似违规事项。

Any investigative activity required will be conducted without regard to the suspected wrongdoer’s length of service, position/title, or relationship to the Group.

不论过失嫌疑人的工龄、职位/职务、或与集团的关系，都应按要求展开调查。

Policy 政策

Management is responsible for the detection and prevention of fraud, misappropriations and other irregularities. Fraud is defined as the intentional, false representation or concealment of a material fact for the purpose of inducing another to act upon it to his or her injury. Each member of the Management Team will be familiar with the types of improprieties that might occur within his or her area of responsibility and be alert for any indication of irregularity.

管理层负责查找和预防欺诈、挪用公款和其它违规行为。欺诈的定义是指故意、虚假地陈述或隐瞒重要事实，其目的是为了诱导他人从而减少对自身的伤害。每位管理层成员应熟悉自身责任范围内的违规行为的类型，并警惕任何违规迹象。

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Any irregularity that is detected or suspected must be reported immediately to the Chairman or Executive Directors, in office, who, together with a team assigned for fraud investigation ("Investigation Team"), co-ordinate all investigations with our Lawyers and other affected areas, both internal and external.

发现任何违规行为或疑似违规行为，必须立即向主席或执行董事汇报，主席或执行董事将与欺诈调查小组（“调查组”）及我们的律师和其它受影响的内外部区域，共同展开调查。

Actions Constituting Fraud 构成欺诈的行为

The terms defalcation, misappropriation and other fiscal irregularities refer to, but are not limited to:

挪用公款、滥用资金和其它财政违规行为，包括但不限于以下行为：

- Any dishonest or fraudulent act
不诚实或欺骗的行为
- Misappropriation of funds, securities, supplies, or other assets
滥用资金、证券、供应或其它资产的行为
- Impropriety in the handling or reporting of money or financial transactions
处理和报告现金或金融交易的不诚实行为
- Profiteering as a result of insider knowledge of the Group's activities
利用掌握集团的内部信息获取利益的行为
- Disclosing confidential and proprietary information to outside parties
向外界披露保密信息的行为
- Disclosing to other persons, corporate actions engaged in or plans contemplated by the Group which are market price sensitive
向他人披露有关集团市价敏感的行动或计划
- Accepting or seeking anything of material value from contractors, vendors, or persons providing services/materials to the Group. Gifts of less than S\$200 in value are acceptable but need to be disclosed to HR department and the gifts need to be surrendered to the HR department.
接受或向承包商、供货商或向集团提供服务/材料的人员索要重大价值物品。可以接受价值低于 200 新加坡元的礼品，但需要向人力资源部门披露并将礼品上缴给人力资源部
- Destruction, removal, or inappropriate use of records, furniture, fixtures and equipment;
and
损毁、拆除或不当使用记录、家具、装饰及设备的行为；以及
- Any similar or related irregularity
类似或相关的违规行为

Irregularities concerning an employee's moral, ethical, or behavioural conduct should be resolved by the relevant Head of Department and HR department, rather than the Executive Directors.

任何员工的道德、伦理、行为操守的违规行为，应由相关部门负责人与人力资源部予以而不是由执行董事予以解决。

If there is any question as to whether an action constitutes fraud, please contact the Executive Directors.

如果对某行为是否构成欺诈存有疑虑，请联系执行董事。

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Investigation Responsibilities 调查职责

The Executive Directors has the primary responsibility for the investigation of all suspected fraudulent acts as defined in the policy. If the investigation substantiates that fraudulent activities have occurred, the Executive Directors will issue reports to the appropriate designated personnel, and, if appropriate, to the Board through the Audit Committee.

执行董事对本政策所规定的所有疑似欺诈行为的调查，负首要责任。如果调查证实欺诈行为已经发生，执行董事将向指定人员进行汇报，而且如果适当，通过审计委员会报告给董事会。

Decisions to prosecute or refer the examination results to the appropriate law enforcement and/or regulatory agencies for independent investigation will be made in conjunction with our Lawyers and the Management Team, as will final decisions on disposition of the case.

是否起诉或将检查结果移交给相关执法部门和/或管理机构开展独立调查的决定，将和我们的律师和管理层共同决定，关于事件的最终处置决定也是如此。

Confidentiality 保密

The Executive Directors treat all information received confidentially. Any employee who suspects dishonest or fraudulent activity, will notify the Executive Directors immediately and should not attempt to personally conduct investigations or interviews/interrogations related to any suspected fraudulent act (please refer to the section on Reporting Procedures).

执行董事对收到的所有信息进行保密。任何员工，如果怀疑有不诚实或欺诈行为，应立即通知执行董事，而不应就疑似欺诈行为私自展开调查或面谈/审问（请参见报告程序章节）。

Investigation results will not be disclosed or discussed with anyone other than those who have a legitimate need to know. This is important in order to avoid damaging the reputations of persons suspected but subsequently found innocent of wrongdoing conduct and to protect the Group from potential civil liability.

调查结果将不会向他人予以披露或讨论，法律需要了解的人除外。这一点很重要，以避免损害嫌疑人声誉但后来却查明为其无过失行为并保护集团免于潜在的民事责任。

Authorisation for Investigating Suspected Fraud 授权对疑似欺诈行为进行调查

Members of the Investigation Team will have: 调查组成员将：

- Free and unrestricted access to all the Group's records and premises, whether owned or rented
能自由且无受限制地取得集团所有记录和资产，不论是自有的或是租赁的
- The authority to examine, copy and /or remove all or any portion of the contents of files, desks, cabinets and other storage facilities on the premises without prior knowledge or consent of any individual who might use or have custody of any such items or facilities when it is within the scope of their investigation
无需使用人或监管人的事先知晓或同意，只要在调查范围内，调查组成员有权检查、复印和/或转移全部或部分档案、办公桌、柜子及其它存储设施

Reporting Procedures 报告程序

Great care must be taken in the investigation of suspected improprieties or irregularities so as to avoid mistaken accusations or alerting suspected individuals that an investigation is under way.

在调查疑似违规行为时，必须非常谨慎，以避免对被调查嫌疑人的错误指控或引起其警觉。

Any employee who discovers or suspects fraudulent activity will contact the Executive Directors immediately. The employee or other complainant may remain anonymous. All enquiries concerning the activity under investigation from the suspected individual, his or her lawyer or representative, or any other enquirer, should be directed to the Investigation Team. No information concerning the status of an investigation will be given out. The proper response to any enquiries is "I am not at liberty to discuss this matter". Under no circumstances, should any reference be made to "the allegation", "the crime", "the fraud", "the forgery", "the misappropriation", or any other specific reference.

发现或者怀疑有欺诈行为的员工应立即联系执行董事。员工或其它举报人可以匿名举报。任何有关接受调查嫌疑人的疑问，嫌疑人及其律师或代表，或者其它查询人员，都应向调查组查询。不应透露任何有关调查情况的信息。对任何查询的正确答复为“我无权讨论这个问题”。在任何情况下，不得使用“指控”、“犯罪”、“欺诈”、“伪造”、“滥用”或其它专业术语。

The reporting individual should be informed of the following:

应告知举报人下列信息：

- Do not contact the suspected individual in an effort to determine facts or demand restitution
不要联系嫌疑人，以便确定事实或要求赔偿
- Do not discuss the case, facts, suspicions, or allegations with *anyone* unless specifically asked to do so by the Investigation Team or our Lawyers.
不要与任何人讨论该事项、事实、嫌疑、或指控，除非调查组或我们的律师特别要求的情况除外。

Termination 解雇

If an investigation results in a recommendation to terminate an individual, the recommendation will be reviewed for approved by the HR department and our Lawyers, before any such action is taken. The Investigation Team does not have the authority to terminate an employee. The decision to terminate an employee is made by the employee's Head of Department. Should the Investigation Team believe that the Management's decision is inappropriate for the facts presented, the facts will be presented to the Board for a decision.

如果调查结果建议解除与员工的雇佣关系，在决定之前，该建议应获得人力资源部和我们的律师的审核和批准。调查组无权解除与员工的雇佣合同。终止与员工的雇佣合同，由该员工的部门领导决定。如果调查组认为管理层的决定与陈述的事实是不恰当的，应将事实报告给董事会，予以决定。

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Administration 管理

The Executive Directors are responsible for the administration, revision, interpretation and application of this policy. The policy will be reviewed annually and revised as needed.

执行董事负责本政策的制定、修订、解释和应用。本政策将每年进行审核，并根据需要予以修订。

WHISTLE-BLOWING 举报

Purpose 目的

The Group is committed to the highest possible standards of ethical, moral and legal business conduct. In line with this commitment and the Group's commitment to open communication and good corporate governance, this policy aims to provide a framework by which directors, officers, employees and external parties may raise concerns in confidence about wrongdoing, malpractice or possible irregularity within the Group and offer reassurance that they will be protected from reprisals or victimisation for whistleblowing in good faith and without malice.

本集团将道德、诚信和守法的最高标准奉为经营原则。为了实践该经营原则、建立公开的沟通渠道和完善公司治理结构，本集团现制定本政策；目的是为了给本集团提供一项内部举报的机制，让董事、员工以及外部人士能够秘密的举报本集团内的过失、渎职或不当的行为；此外，本政策保证对毫无恶意、诚实举报的举报人进行保护，使其免遭报复或迫害。

Policy 政策

This policy is intended to cover concerns over wrongdoing or malpractice within or by the Group ("**Alleged Wrongful Act**"), including, without limitation, actions that:-

本政策是针对在本集团内部发生的或者本集团的过失或渎职（统称“**违纪行为**”），包括但不限于以下行为：

- may lead to incorrect financial reporting;
可能导致错误财务报告的行为；
- may be questionable accounting or auditing matters;
可能导致会计或审计上出现疑点的行为；
- are unlawful;
违法行为；
- are in breach of a legal obligation or contrary to any Group policy;
未尽法律义务或违反本集团任何政策的行为；
- may pose dangers to the health and safety of any individual;
可能对任何个人的健康和安全产生危害的行为；
- may damage the environment;
可能破坏环境的行为；
- may amount to professional or ethical malpractices;
可归为专业上或道德上的渎职的行为；
- conceals wrongdoings or malpractices;
隐瞒过失或隐瞒渎职的行为；

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- may pose breach of fundamental internal control;
可能违反内部控制原则的行为；
- misappropriates assets or funds of the Group;
挪用本集团的财产或资金的行为；
- constitute violations of this policy;
违反本政策的行为；
- otherwise amount to improper conduct;
归为不当行为的其他行为；
- abuse of power and authority; or
滥用权力或职权的行为；或者
- are intended to conceal any of the above.
企图隐瞒上述任何行为的行为。

SAFEGUARDS 保护措施

Harassment or Victimisation 骚扰或伤害

Harassment, or victimisation of the complainant in retaliation for raising concerns over Alleged Wrongful Act will not be tolerated and appropriate steps will be taken to ensure the complainant suffers no detriment or retaliation as a result of raising concerns over Alleged Wrongful Act.

本公司不允许骚扰或伤害举报者，将采取适当的步骤，以确保举报者不因其根据本政策进行举报而受到任何损害或妨害。

Victimisation includes termination of employment; demotion; suspension; written reprimand; retaliatory investigation; decision not to promote; receipt of an unwarranted performance rating; withholding of appropriate salary adjustments; elimination of the employees' position, absent an overall reduction in work force, reorganisation, or a decrease in or lack of sufficient funding, monies, or work load; or denial of awards, grants, leaves or benefits for which the employee is then eligible, or discrimination or threats of any form.

伤害包括终止雇佣；降职；停职；书面谴责；报复性调查；不予升职的决定；无保证的作业评定收据；扣押适当的薪金调整；无视员工观点，使之缺席整体劳力的裁减、整顿，或减少或使之缺乏足够资金、财力或工作量；或对员工应得的奖励、保障、假期或权利否认、区别对待或以任何形式的威胁。

Confidentiality 机密

Every effort will be made to protect the complainant's identity, if so requested, so long as is compatible with a proper investigation. However, it is important to be aware that it may be necessary to reveal the identity of the complainant, to assist in investigation under certain circumstances or to comply with relevant laws such as:

如举报者要求保密其身份，除进行适当调查外，本公司将尽全力保密举报者的身份。但请注意在适当情况下有必要披露举报者的身份以协助调查，例如：

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- a) Where the Group is under a legal obligation to disclose information provided;
当本集团有法律义务披露此信息；
- b) Where the information is already in public domain;
当此信息已被公开；
- c) Where the information is given on a strictly confidential basis to legal or auditing professionals for the purpose of obtaining professional advice;
当需要将此信息秘密披露给法律或审计专业人士以获得其专业意见； 和
- d) Where the information is given to the Police or other authorities for criminal investigation.
当警方或其他政府部门需要此信息进行刑事调查。

In the event the Group is faced with a circumstance not covered by the above, and where the complainant's identity is to be revealed, the Group will endeavour to discuss this with the complainant first.

当本集团遇到以上所述以外的情况并且有需要披露举报人的身份时，本集团会先与举报人进行协商。

Anonymous Allegations 匿名举报

The policy encourages employees to put their names to allegations because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to:

本政策要求员工在举报中列明其姓名，因为只有当消息的来源确定后，才有可能进行适当的询问和调查。本公司将调查匿名举报，但会考虑到：

- the seriousness of the issue raised;
举报之事的严重性；
- the credibility of the concern; and
举报之事的可信度； 和
- the likelihood of confirming the allegation from attributable sources.
确定举报来源的可能性。

Malicious Allegations 恶意举报

Employees who raise a concern in good faith, which is shown to be unsubstantiated by subsequent investigation, will not have action taken against them. However, an employee who makes an allegation maliciously, in bad faith or knowing it to be untrue or unfounded, may be subject to disciplinary action.

诚实举报的员工，即使调查没有发现证据证实此举报，本集团也不会对其进行追究。但是，如果员工怀有不良企图而恶意举报或提出虚假举报，本集团会对其进行纪律处分。

REPORTING PROCEDURES 报告程序

Reporting 报告

This policy seeks to provide an appropriate channel for employees to report acts of wrongdoing within the Group. The Group recognises however that there may be instances where the wrongdoing in question is sufficiently serious such that it may not be appropriate for the wrongful act to be resolved internally. In such instances, and also in the case where an employee is unable for whatever reason to report the wrongdoing internally, that employee is perfectly entitled to report his/her concerns to an appropriate external body such as the police or any other competent authority.

本政策意为员工提供一条举报本集团内部不当行为的合理渠道。同时本集团意识到某些重大的违纪行为可能无法在内部解决。在这种情况下，员工可能出于某些原因无力进行内部举报，但他（或她）完全有权利向第三方提出申报，比如警方或其他政府部门。

Concerns over or reports of Alleged Wrongful Acts under this policy should be reported promptly in writing to:

有关本政策所列的嫌疑不当行为应即可以书面形式报告到：

Chairman of the Audit Committee 审计委员会主席

Sen Yue Holdings Limited 森跃控股有限公司

(a) By hand or by post to 由专人递送或邮寄至：

c/o Opal Lawyers LLC
30 Cecil Street
#10-01/02 Prudential Tower
Singapore 049712

Attention 致: Chairman of the Audit Committee (审计委员会主席)

or 或

(b) By Email to the Chairman of the Audit Committee / Company Secretary
发送电邮给审计委员会主席 / 公司秘书

Email 电邮: AC@senyueholdings.com

To ensure that complaints can be submitted confidentially or anonymously, the employee can address his complaint in a sealed envelope marked "Private and Strictly Confidential". The envelope shall be forwarded unopened to the Chairman of the Audit Committee.

为了确保举报的保密性或（当举报人选择匿名时）举报的匿名性，员工可以将举报信放入封好并标有“严格保密和私人信件”字样的信封中。该信封应原封不动的递交给审计委员会主席。

Timing 举报时间

All reports should be made as soon as practicable to enable the Group to take action.
举报人应尽早提出举报以利于本集团及时采取行动。

Evidence 证据

The report should be sufficiently detailed, setting out the background and history of events and reasons for the concern so as to provide the necessary information to Chairman of the Audit Committee as to the nature of the Alleged Wrongful Act. Although the employee is not expected to prove the truth of an allegation, the employee is encouraged to provide such evidence so as to demonstrate that there are sufficient grounds for concern. If the complainant is not comfortable about writing in, the complainant can telephone or meet the appropriate officer, in confidence, at a time and location to be determined together.

举报信应提供足够详细的信息，列明事件发生的背景，来龙去脉和举报原因，以方便审计委员会主席了解违纪行为的性质。尽管举报人无须证明所举报事件的真实性，举报人还是应尽量提供足够的证据证明其举报内容。举报人如果不愿以书面形式举报，还可致电给相关负责人或于双方同意的时间和地点私下约见相关负责人。

How the Complaint will be Handled 举报处理的方式

The action taken will depend on the nature of the concern, initial inquiries will be made to determine whether an investigation is appropriate, and the form that it should take. Some concerns may be resolved without the need for investigation.

调查行动将根据举报事件的性质有选择性的展开。对举报事件的初步了解将决定是否适合展开调查及决定调查的形式。某些举报无需详细调查亦可解决。

The Group assures that any concern raised on information provided will be investigated, but consideration will be given to these factors:

本集团保证会对任何提供信息的举报进行调查，但会考虑以下因素：

- **Severity of the issue raised;**
所举报事件的严重性；
- **Credibility of the concern or information; and**
所提供信息的可靠性；
- **Likelihood of confirming the concern or information from attributable sources.**
查明举报的可能性。

If an investigation is necessary, the Audit Committee of the Company may conduct its own investigation or may direct an independent investigation to be conducted on the complaint received. A report on that complaint, findings of investigation and a follow-up report on actions taken shall be submitted to the Board of Directors.

如果需要详细调查，审计委员会对所举报事件进行独立调查。有关举报的报告，调查结果和相关处理措施的后续报告均应上呈给董事会。

Report to Complainant 给举报人的报告

Subject to legal constraints, the complainant will be given the opportunity to receive follow-up notification on his/her concern within two weeks of the complaint:

在法律允许的范围内，举报人将会在举报后的两星期内收到关于后续跟进情况的通知，该通知会包括以下内容：

- acknowledging that the concern was received;
证实举报已收到；
- indicating how the matter will be dealt with;
说明该举报的受理方式；
- giving an estimate of the time that it will take for a final response;
估计得出最后结论的时间；
- telling complainant whether initial inquiries have been made; and
说明是否完成了初步问询；和
- notifying complainant of reason(s) why it should be decided that no action is to be taken.
解释本集团决定不对此举报采取任何行动的原因。

Further Information 进一步信息

The amount of contact between the complainant and the body investigating the concern will depend on the nature of the issue and the clarity of information provided. Further information may be sought from the complainant.

举报人与调查执行人之间的联系、沟通的次数将取决于所举报事件的性质和举报人所提供信息的有效性。举报人可能会被要求提供进一步的信息。

Information 信息

Subject to legal constraints, the complainant will receive information about the outcome of any investigations.

在法律允许的范围内，举报人会被告知调查的结果。

Monitoring 监测

Upon receiving a complaint, the Chairman of the Audit Committee shall:
收到举报时，审计委员会主席应：

- determine whether the matter falls within the scope of this Policy and whether an investigation is appropriate; and
判断所举报的事件是否在本政策适用范围内和是否应展开调查；和

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- conduct an investigation, refer the matter to the Management for investigation and refer the matter to the Audit Committee for its investigation.
进行初步调查，并将所举报的事件分别通知给管理层和审计委员会以供其调查。

The Audit Committee will maintain a record of concerns raised under this policy and the outcomes (but in a form which does not endanger confidentiality and where applicable, protect identity of the complainant) and will report as necessary to the Board of Directors.

审计委员会将保留有关举报及其调查和处理结果的记录（但此记录应不降低举报的保密性，且注意保护举报人的身份）并在需要时将此记录上呈给董事局。

DISSEMINATION OF THE POLICY 本政策的发布

A copy of this policy and any subsequent amendments or modification thereof, shall be made available by the HR department to all directors, officers, employees, including full-time, part-time and contract employees of the Group, through publication at the notice board of the Group companies or such other means as may be approved by Audit Committee.

本政策及其后续修订和修正的副本应由人力资源部通过本集团所辖各公司的布告栏或审计委员会批准的其他方式发布给本集团的所有的董事、职员和员工，包括全职员工、兼职员工和合同工。

MAINTENANCE OF THE POLICY 本政策的修订

The Audit Committee has the responsibility for ensuring the maintenance, regular review and updating of this policy. Revisions, amendments and alterations to this policy can only be implemented upon approval by the Audit Committee and the Board of Directors and must be notified in writing to the employees when they occur.

审计委员会应负责修订、定期审阅和更新本政策。对本政策的修订、修正和变更只有在审计委员会与董事会批准后才可施行，而且施行时必须以书面形式通知员工。

Yap Meng Sing

叶民信

Chairman of the Board of Directors

董事会主席

Approved and adopted by the Audit Committee on 23 February 2023.

审计委员会于 2023 年 2 月 23 日批准和采纳。

Approved by the Board of Directors on 23 February 2023.

董事会于 2023 年 2 月 23 日批准。