



QPL INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 243)

WHISTLEBLOWING POLICY

1. INTRODUCTION

QPL International Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”) are committed to achieving and maintaining high standards of openness, probity and accountability. Employees at all levels are expected to conduct themselves with integrity and impartiality. In particular, the Company believes that as part of good corporate governance practices, it should establish proper policies and procedures by which employees of the Group as well as relevant third parties (e.g. customers and suppliers who deal with the Group) (“Third Parties”) may, in confidence, raise concerns about possible improprieties as regards any matter related to the Group.

2. PURPOSE OF POLICY

This Policy is intended to encourage and assist employees of the Group and Third Parties to raise any issue which any of them has become aware or believes shows misconduct or malpractice through a confidential internal reporting channel. ‘Whistleblowing’ refers to a situation where an employee or a Third Party decides to report concerns about any suspected misconduct or malpractice. Misconduct or malpractice matters may include, but are not limited to, violation of rules of conduct applicable within the Group, fraud, improper conduct or unethical behavior, breach of legal or regulatory requirements or illegal activities.

This Policy is not designed as a mechanism to air staff personal disputes or question financial or business decisions taken by the Company, nor should it be used to reconsider staff matters which have been addressed under the grievances procedure already in place.

3. CONFIDENTIALITY

The Company will make every effort to treat all disclosures in a confidential and sensitive manner. The identity of the individual employee or Third Party making the allegation will not be divulged without his/her consent. However, there may be circumstances in which the Company may be required or legally obliged to reveal the employee's or Third Party'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, within its capacity to do so, to ensure that the employee or Third Party suffers no detriment.

In order not to jeopardise the investigation, the whistleblower is also required to keep confidential the fact that he/she has filed a report, as well as the nature of concerns and the identities of those involved.

4. NO RETALIATION

Persons making genuine and appropriate complaints under this Policy are assured of fair treatment. In addition, no employee who in good faith reports misconduct or malpractice concerns, whether observed or suspected, shall thereby suffer harassment, retaliation or adverse employment consequences. An employee who retaliates against someone who has made a report in good faith under this Policy may be subject to dismissal.

5. UNTRUE ALLEGATIONS

In making a report under this Policy, individual employees and Third Parties should exercise due care to ensure the accuracy of the information. If the concerns raised turn out to be unsubstantiated, employees will not be at risk of losing his/her job or suffer any form of retribution as a result, provided that he/she is acting in good faith. On the other hand, disciplinary action may be taken against employees deliberately raising false or malicious allegations.

6. REPORTING PROCEDURE

- 6.1 In general, whistleblowers should submit their reports to the audit committee of the Company (the “Audit Committee”). For employees, they may prefer to have an initial discussion with his/her direct manager or the Head of the HR Department. The manager or the Head of the HR Department must in turn report any potential or actual misconduct or malpractice to the Audit Committee. If an employee feels uncomfortable discussing his/her concerns with his/her manager or the Head of the HR Department, then the employee should contact the Audit Committee directly. Third Parties are encouraged to report directly to the Audit Committee.
- 6.2 The Audit Committee will then review the complaint and decide how the investigation should proceed. Depending on the circumstances, the Audit Committee may consider nominating an appropriate investigating officer or set up a special committee to investigate the matter independently.
- 6.3 While the Group does not expect the whistleblower to have absolute proof or evidence of the misconduct or malpractice reported, the report should show the reasons for the concerns and provide full disclosure of any relevant details and supporting documentation. Reports can be made in writing to the Audit Committee using the standard form (Whistleblower Report Form) attached as Annex 1 to this policy.
- 6.4 If there is evidence of misconduct or malpractice, disciplinary actions will be taken and cases of corruption, criminal offences or breach of legal or regulatory requirements will be reported to the relevant authorities such as the police, the Independent Commission Against Corruption, the Security and Futures Commission or other relevant regulatory bodies, as appropriate.

7. ANONYMOUS REPORTS

As the Group takes reports of misconduct or malpractice seriously and will wish to conduct investigations of both potential and actual violations, it would be preferable for reports not to be made anonymously. However, it is recognised that employees or Third Parties may not feel comfortable identifying themselves as the whistleblower. Therefore, anonymous reports may be submitted to, and will be given due consideration by, the Audit Committee.

8. RECORD RETENTION

Records shall be kept by the Company of all reported misconduct or malpractice. In the event a reported irregularity leads to an investigation, the party responsible for conducting the investigation shall ensure that all relevant information relating to the case is retained for a period of not less than six years (or whatever period may be specified by any relevant legislation), including details of any investigative action taken.

9. IMPLEMENTATION AND REVIEW OF POLICY

This policy has been approved and adopted by the board of directors of the Company. The Audit Committee has the overall responsibility for implementation, monitoring and periodic review of this Policy.

10. PUBLICATION OF POLICY

This Policy will be available on the Company's website.

Approved by the board of directors of QPL International Holdings Limited on 25 July 2014.

Annex 1

WHISTLEBLOWER REPORT FORM

(CONFIDENTIAL)

QPL International Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) are committed to achieving and maintaining high standards of openness, probity and accountability. In line with that commitment, the Group encourages employees of the Group as well as relevant third parties (e.g. customer and suppliers who deal with the Group) to raise concerns and report in confidence, any misconduct or malpractice relating to the Group.

The Whistleblowing Policy has been established to encourage and assist whistleblowers to raise any issue concerning possible misconduct or malpractice through a confidential internal reporting channel. The Company will handle this report with care and will treat the whistleblower’s concerns fairly and properly.

If you wish to submit a report, please use the report form below. You may send the report, marked “Strictly Private and Confidential – to be opened by Addressee Only” and addressed to the Audit Committee, by post to the relevant address below.

To: The Audit Committee	
QPL International Holdings Limited Unit H, 24/F. Golden Bear Industrial Center, 66-82 Chai Wan Kok Street Tsuen Wan, New Territories , Hong Kong	
Your Name/Contact Telephone Number and Email We encourage you to provide your name with this report. However, reports provided anonymously will also be considered.	Name: Address: Tel No: Email: Date:
The names of those involved (if known):	
Details of concerns: Please provide full details of your concerns: Names, dates, places and the reasons for the concerns (continue on separate sheet(s) if necessary) together with any supporting evidence/documents.	