



Bosideng International Holdings Limited
波司登國際控股有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock code: 3998)

WHISTLEBLOWING POLICY

1. APPLICABLE SCOPE

- 1.1 This whistleblowing policy (this “Policy”) is applicable to all employees and Other Stakeholders (as defined below) of Bosideng International Holdings Limited (the “Company”) and its subsidiaries (collectively, the “Group”).

2. PURPOSE

- 2.1 The Group is committed to maintaining good corporate governance, emphasizing accountability and a high degree of openness, probity and transparency in order to enhance the Group’s stakeholders’ trust and faith in the Group. In line with this commitment, the Group expects its employees at all levels to conduct themselves with integrity, impartiality and honesty and encourages its employees and other parties who deal with the Group (e.g. customers, suppliers, creditors and debtors, etc.) (“Other Stakeholder(s)”) to report any misconduct, malpractice or irregularity within the Group.
- 2.2 This Policy aims to (i) provide reporting channels and guidance to bona fide employees and third party whistleblower(s) (the “Whistleblower(s)”) on reporting non-compliance issues; (ii) reassure bona fide Whistleblowers reporting his or her concerns under this Policy that the Group will provide them with protection against unfair disciplinary action or victimization for any genuine reports made and will honour the confidentiality obligations owed to them; and (iii) provide a description of the reporting process and the responsibilities.

3. RESPONSIBILITIES FOR IMPLEMENTATION AND MONITORING

- 3.1 This Policy is formulated by the audit committee of the Company (the “Audit Committee”) and has been approved and adopted by the board of directors of the Company (the “Board”). The Audit Committee delegates the Group’s audit and supervision center (the “Audit and Supervision Center”) to supervise and implement the day-to-day operations of this Policy. The Audit Committee retains the responsibility for monitoring and reviewing the effectiveness of this Policy. This Policy will be disclosed on the Company’s website (<http://company.bosideng.com>).

4. GENERAL POLICY

- 4.1 “Whistleblowing” refers to a situation in which an employee or Other Stakeholder decides to report legitimate and serious concerns about any suspected misconduct, malpractice or irregularity within the Group. See Section 5 of this Policy for examples of misconducts, malpractices or irregularities. This Policy is intended to encourage and assist the Whistleblowers in disclosing information relevant to suspected misconduct, malpractice or irregularity through a confidential reporting channel (to the largest extent possible).

The Group will handle the reports with care and will treat the Whistleblowers' concerns fairly and properly.

- 4.2 "Bona fide" means that the Whistleblower does not have any malicious intentions or does not consider personal interests, and if the reported matter actually occurred and the Whistleblower has reasons to believe the reported problem really exists, then he/she can be regarded as a bona fide Whistleblower.

5. MISCONDUCT, MALPRACTICE AND IRREGULARITY

- 5.1 It is impossible to give an exhaustive list of the activities that constitute misconduct, malpractice or irregularity covered by this Policy. The Group expects all employees and Other Stakeholders to observe and apply principles of ethics in the conduct of the Group's business or in dealing with the Group respectively. Behavior that is not in line with the principles of ethics could constitute a misconduct, malpractice or irregularity that should be reported.

- 5.2 The principles of ethics include but are not confined to:

- No misconducts or unethical conducts (such as fraud, theft, forgery or corrupt conducts, etc.);
- Compliance with the Group's internal policies and procedures, including but not limited to the Code of Conduct for Employees of the Group;
- Compliance with laws, rules and requirements of the Group's rules and regulations;
- Compliance with financial controls and reporting requirements;
- Protection of information, records and assets, and may not use or disclose commercial information without authorisation;
- Protection of the health and safety of an individual and safety of properties;
- Not to misuse the Group's resources or not to act in a way that causes the Group to suffer any losses;
- Not to have improper interests with external suppliers or customers or Other Stakeholders, and not to engage in acts such as abuse of power;
- No improper conduct or unethical behavior likely to prejudice the standing of the Group;
- Prompt response to incidents and obligation to notify;
- Compliance with health, safety and environment requirements, and shall not cause damages to the Group's properties or to the environment;
- No harmful, discriminatory or retaliatory action taken against a Whistleblower for having made a report under this Policy; and
- No deliberate concealment of information concerning any of the matters listed above.

6. PROTECTION FOR WHISTLEBLOWERS

- 6.1 Whistleblowers making reports, which are genuine, have reasonable grounds, abide by integrity and are appropriate, are assured of fair treatment, and are protected by this Policy (whether or not the allegations are substantiated). In addition, employees of the Group are also assured of protection against unfair dismissals, victimization or unwarranted disciplinary action.

- 6.2 The Group reserves the right to take appropriate actions against anyone (employees or Other Stakeholders) who victimize, initiates or threatens to initiate retaliation against the

Whistleblowers. In particular, employees who initiate or threaten retaliation will be subject to disciplinary actions, which may include summary dismissal.

7. CONFIDENTIALITY

- 7.1 The Group will make every effort to keep the Whistleblower's identity confidential, and undertakes not to disclose the Whistleblower's identity without the written consent of the Whistleblower (except for the requirements of legal responsibilities or legal obligations). In order not to jeopardize the investigation, the Whistleblower is also required to keep confidential the fact that he or she has filed a report, the nature of their concerns and the identities of those involved.
- 7.2 There may be circumstances in which, because of the nature of the investigation or when the Group is legally obliged to make such disclosure, it will be necessary to disclose the Whistleblower's identity. If such circumstances exist, the Group will endeavor to inform the Whistleblower in advance that his or her identity is likely to be disclosed.
- 7.3 Should an investigation lead to a possibility of criminal prosecution, it may become necessary for the Whistleblower to provide evidence or be interviewed by relevant law enforcement authorities. The Group will take all reasonable steps to ensure proper preservation of all potential evidence in any suspected criminal offences reported and avoid actions which may alert the alleged perpetrator during investigation.
- 7.4 The Group has the sole discretion that in some circumstances, the Group may have to refer the matter to relevant law enforcement authorities without prior notice or consultation with the Whistleblower.
- 7.5 For reports which are based on the truth, have reasonable grounds and abide by integrity, even if the allegations are not substantiated, the reported matters shall be kept confidential in accordance with this Policy.

8. REPORTING CHANNELS

- 8.1 The Whistleblowers can make their reports to the Audit and Supervision Center through the following methods:
- (1) in writing by post in a sealed envelope clearly marked "To be opened by addressee only" at: -
***To: Director of the Audit and Supervision Center
Bosideng International Holdings Limited
The Bosideng Headquarter Building, Bosideng Industrial Park,
Baimao Town, Changshu City, Jiangsu Province, China***
- (2) by email: shenjijiancha@bosideng.com
- (3) by telephone: (86) 512 5253 8888 thru 806517
- 8.2 If the Whistleblower does not have absolute concrete proof of the misconduct, malpractice or irregularity reported, the report made under this Policy should at least arouse the Group's attention and indicate the reasons.
- 8.3 Any business units or functions in receipt of a report alleging any of the misconduct, malpractice or irregularity as stated in Section 5 of this Policy shall redirect the report to the Audit and Supervision Center. The Audit and Supervision Center will handle such report in the same manner as stipulated in this Policy.

9. ANONYMOUS REPORT

- 9.1 The Group takes reporting of misconducts, malpractices and irregularities seriously and wants to conduct warranted investigations of both potential and actual violations. As anonymous reporting will make it difficult for the relevant responsible department(s) to obtain more information from the Whistleblower so as to evaluate the reported matter, anonymous reports in general may not be acted upon by the Group. Therefore, it is strongly recommended that the report should not be made anonymously.
- 9.2 The Group encourages that Whistleblowers should provide their names and contact information as much as possible, and undertakes to keep the Whistleblower's name, contact details, home address and other key information and the reporting matters confidential.

10. INVESTIGATION

- 10.1 Upon receipt of a report through the channels as described in Section 8 of this Policy, the Audit and Supervision Center will, within 7 working days, where reasonably practicable, notify the Whistleblower in writing that it has acknowledged the receipt of report. Upon receipt of the Whistleblowing information, the Company will immediately conduct an initial evaluation to decide if a full investigation is necessary.
- 10.2 If an investigation is required, the Company will assign at least one investigator who is not involved in the reported incident to conduct the investigation, during which the Whistleblower may need to be contacted again for the purpose of obtain more relevant information.
- 10.3 The format and length of an investigation will vary depending upon the nature and particular circumstances of each report made. The matters raised may:
- be investigated internally;
 - be referred to the external auditors;
 - be referred to the relevant public bodies or regulatory/law enforcement authorities; and/or
 - form the subject of any other actions as the Board may determine to be in the best interest of the Group.
- 10.4 If there is sufficient evidence to reasonably suggest that a case involving a possible criminal offence or element of corruption exists, the Audit and Supervision Center will report to the president of the Company and/or the Audit Committee, and after consulting the legal advisers of the Company, the matter will be reported to the relevant local authorities as soon as reasonably practicable in accordance with the laws and regulations, and the Group's rules and regulations. An internal inquiry shall not jeopardize any future investigation by the relevant local authorities.
- 10.5 In some situations (e.g. in the case of a possible criminal offence), the Audit and Supervision Center may have to refer the matter together with the relevant information to the relevant authorities. Please note that once the matter is referred to the relevant authorities, the Group will not be able to take further action on the matter.

- 10.6 Upon completion of the investigation, depending on the seriousness of the reported matter, the Audit and Supervision Center will prepare a fact-based whistleblowing investigation report, without revealing the identity of the Whistleblower, and will pass the report to the Audit Committee. After a review by the Audit Committee, a recommendation will be made to the Board for a final decision on the actions required.
- 10.7 As far as reasonably practicable, the Audit and Supervision Center will reply to the Whistleblower within 7 working days after the final handling of the incident is completed, and the Whistleblower is obliged to keep confidential the Group's secrets or other matters involving confidentiality during the process. [If the Whistleblower is not satisfied with such results, he/she could raise the matter again with the Audit Committee. If there is good reason, the Audit Committee will investigate into the concern again.

11. UNTRUE OR MALICIOUS REPORT

- 11.1 The Whistleblower shall be responsible for the authenticity of the content of the materials provided, he/she shall not fabricate or distort the facts, falsely accuse or frame others, damage the interests of the Group and the legitimate rights of other employees, and maliciously reporting or forgery of cases (clues) are strictly prohibited.
- 11.2 If a Whistleblower, unless being genuinely mistaken, makes an untrue report maliciously, with an ulterior motive or for personal gain, the Group will deal with it in accordance with the relevant regulations of the Group; if a crime is suspected, it will be transferred to the judicial authorities for legal responsibility, and reserves the right to take appropriate actions against any relevant person (including the Whistleblower) to recover any loss or damage caused as a result of the untrue report. In particular, employees may face disciplinary action, including dismissal where appropriate.

12. RECORD RETENTION

- 12.1 Records shall be kept for all reported misconducts, malpractices and irregularities within the Group under Section 8 of this Policy. In the event that a reported case leads to an investigation, the Audit and Supervision Center shall ensure that all relevant information relating to the case is retained, including details of corrective actions taken for a period not exceeding seven years (or whatever other period as may be specified by any relevant legislation).

(Adopted by the resolution of the Board on June 23, 2022)

APPENDIX 1. WHISTLEBLOWING REPORT TEMPLATE**TO BE OPENED BY ADDRESSEE ONLY**

The Group is committed to maintaining good corporate governance, emphasizing accountability and a high degree of transparency which maintains and enhances stakeholders' trust and faith in the Group so as to take care of their needs and to fulfill its social responsibility.

The Whistleblowing Policy has been established to encourage and assist Whistleblowers in disclosing information relevant to misconducts, malpractices or irregularities through a confidential reporting channel (to the largest extent possible). The Group will handle this report with care and will treat the Whistleblower's concerns fairly and properly.

If you wish to make a report, please use this report template. Once completed, this report becomes confidential. You may send the report, in a sealed envelope clearly marked "To be opened by addressee only" and addressed to the Audit and Supervision Center by post to the relevant address or by email to (shenjijiancha@bosideng.com).

Please read the Whistleblowing Policy carefully before you fill in this template. You are deemed to have read and agreed to the terms of the Whistleblowing Policy upon sending the report to the Audit and Supervision Center.

To: Audit and Supervision Center	
Your Name/Contact Telephone Number and Email Anonymous reports in general may not be acted upon. Therefore, it is strongly recommended that the report is not made anonymously.	Name: _____ Employee <input type="checkbox"/> Other Stakeholder <input type="checkbox"/> (please specify: _____) Address: _____ Tel No: _____ Email: _____ Date: _____
Details of concerns: Please provide full details, such as names, dates and places and the reasons for the concerns (continue on separate sheet if necessary) together with any supporting evidence.	
<u>Personal Information Collection Statement</u> <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 in general 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, but with the consent of the Whistleblower or where the Group is legally obliged to do so, may be transferred to parties with whom we will contact during our handling of this case, including the party being complained against or other relevant parties concerned. The information provided may also be disclosed to law enforcement authorities or other concerned units.</i>	