

**NetDragon Websoft Holdings Limited**  
(the “**Company**”)  
*(Incorporated in the Cayman Islands with limited liability)*

**WHISTLEBLOWING POLICY**

**GENERAL**

NetDragon Websoft Holdings Limited (together with its subsidiaries, the “**Group**”) is committed to the highest possible standards of openness, probity and accountability. In line with that commitment, the Group expects and encourages its employees, customers, suppliers and other stakeholders who have concerns about any suspected misconduct or malpractice within the Group to come forward and voice those concerns.

While the Group could not guarantee that the outcome of any ensuing investigations would satisfy those who raised the concerns, the Group will endeavour to respond to the concerns fairly and properly.

**PROTECTION AND SUPPORT FOR WHISTLEBLOWERS**

Persons making appropriate complaints under this policy (“Whistleblower(s)”) are assured of fair treatment and protection against unfair dismissal, victimisation or unwarranted disciplinary action, even if the concerns turn out to be unsubstantiated.

The Group reserves the right to take appropriate actions against anyone (employees or external parties including customers and suppliers) who initiates or threatens to initiate retaliation against the Whistleblowers. In particular, employees who victimise or retaliate against the Whistleblowers will be subject to disciplinary actions.

**MISCONDUCT AND MALPRACTICE**

It is impossible to give an exhaustive list of the activities that constitute misconduct or malpractice covered by this policy, but, broadly speaking, the Group would expect that the following be reported:

- (a) A criminal offence;
- (b) A failure to comply with any legal obligations;
- (c) A breach of rules or regulations;
- (d) A misappropriation of assets or funds;
- (e) An act of sexual harassment or discrimination;
- (f) A miscarriage of justice;
- (g) A financial impropriety;
- (h) An action which endangers the health and safety of any individual;
- (i) An action which causes damage to the environment;
- (j) The deliberate concealment of information concerning any of the matters listed above.

While the Group does not expect that each of the misconduct or malpractice reported will be supported by absolute proof, the report should at least show the reasons for the concerns. If a report is made in good faith then, even if it is not confirmed by an investigation, the report would be valued and appreciated.

## MAKING A REPORT

A report should be made in writing in the standard report form attached to this policy as Annex I.

For employees, they may raise his/her concerns internally to his/her immediate supervisor or superior within the department or through internal reporting channels. That supervisor or superior or any other units who received such concerns should promptly redirect the same to the Company Secretary.

Internal reporting channels: Bug Collection, email, 99U, etc. Email: <a href="mailto:neishen@nd.com.cn">neishen@nd.com.cn</a>
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If the employees feel uncomfortable in doing this, for example, their immediate supervisor or superior has declined to handle the case or it is the immediate supervisor or superior who is the subject of the report, then the employee should raise their concerns directly to the Company Secretary. If the concern still not being resolved by the aforesaid methods, the employee should report the case by providing a standard report form to the Chairman of the Group and copy the Company Secretary.

External parties including customers and suppliers that wish to raise a concern under this policy can report through external reporting channels or address it directly to the Company Secretary.

External reporting channels: Senior Staff Commendation/Complaint Collection ( <a href="https://www.nd.com.cn/2021/collection/">https://www.nd.com.cn/2021/collection/</a> ) Email: <a href="mailto:zuzhibu@nd.com.cn">zuzhibu@nd.com.cn</a>
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Contact details of the Company Secretary and the Chairman are as follows:-

Company Secretary Wood Lau, [woodlau@nd.com.hk](mailto:woodlau@nd.com.hk)

Chairman of the Group: By post to the Company's Hong Kong registered office

All of the above can be contacted by mail or courier at the Company's Hong Kong registered office at:

Room 2001-05, & 11, 20th Floor, Harbour Centre, 25 Harbour Road, Wan Chai, Hong Kong.  
Tel.: (852) 2850 7215

All correspondence should be marked “**Strictly private and confidential. To be read by addressee only.**”

## **CONFIDENTIALITY**

The Group will make every effort to keep the Whistleblower's identity confidential. In order not to jeopardise the investigation, the Whistleblower should also keep the fact that a report has been filed, the nature of the concerns, and the identities of those involved confidential.

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

Equally, should an investigation lead to a criminal prosecution, it may become necessary for the Whistleblower to provide evidence or be interviewed by relevant authorities.

The Whistleblower should, however, know that in some circumstances, the Group may have to refer the matter to the authorities without prior notice or consultation with the Whistleblower.

## **ANONYMOUS REPORT**

The Group respects that sometimes a report may be filed in confidence. However, it will be much more difficult for the Group to investigate anonymous allegation because the Group cannot obtain further information from the Whistleblower and make a proper assessment.

The Group generally does not encourage anonymous reporting and strongly encourages the Whistleblower to provide his/her identity and contact details in the report so that the reported case can be followed up properly when additional information is required.

## **INVESTIGATION PROCEDURES**

The Company Secretary will be appointed to manage all reports from the Whistleblowers.

The Company Secretary will acknowledge the receipt of a report to the Whistleblower within 5 working days and register it in the casebook that is maintained in a secured location. When a report is received by any other unit, that unit should redirect it to the Company Secretary.

The Company Secretary will evaluate every report received to decide if a full investigation is necessary. The Company Secretary reserves the right to request further information from the Whistleblower on the allegation or concern submitted. A decision regarding whether to investigate may depend on the availability of sufficient information. When the decision is not to investigate further due to lack of sufficient information and the report is not anonymous, the Whistleblower will be informed by the Company Secretary of such a decision.

If an investigation is warranted, an investigator team (with suitable seniority and without previous involvement in the matter) from the compliance and corporate affairs department will be appointed to look into the matter. The Whistleblower may be asked to provide more information during the course of the investigation. Each employee is expected to cooperate in internal investigations of misconduct and unethical behaviour when required.

Where the report discloses a possible criminal offence, the Company Secretary will refer the matter to the Chairman of the Group (the “Chairman”). The Chairman, in consultation with the Group’s General Counsel, will decide if the matter should be referred to the authorities for further action.

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

Please note that once the matter is referred to the authorities, the Group will not be able to take further action on the matter, including advising you the Whistleblower of the details of the investigation.

Upon completion of the investigation, an investigation report, including the impacts and recommendations for change (if appropriate), will be prepared without revealing the identity of the Whistleblower. The Executive Team, including but not limited to the Chairman and/or the Executive Directors, the Chief Financial Officer, and senior management (i.e., Vice President grade) will review the investigation report and determine what kind of action is needed.

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 investigation report with impacts and outcomes will be produced to the Audit Committee. The Audit Committee will review the final investigation report and, if needed, notify the Board of additional actions.

The outcome of the investigation may be communicated to the Whistleblower where deemed appropriate. Because of legal constraints, the Group will not be able to provide details of the action taken or a copy of the report.

If the Whistleblower is not satisfied with the outcome, he/she could raise the matter again with the Chairman of the Group copy the Company Secretary. In such a case, the Whistleblower should make another report explaining why he/she is not satisfied with the outcome and if there is good reason, the Group will investigate into such concerns again.

The Whistleblower could, of course, raise the matter with an external authority such as a regulator or a law enforcement agency. The Whistleblower should ensure that he/she has sufficient evidence to support the concerns before reporting them externally. The Group encourages the Whistleblower to discuss with the Company Secretary and his/her legal advisers before making such a report externally.

#### FALSE REPORT

Employees who 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, may face disciplinary action, including the possibility of dismissal.

## **RESPONSIBILITY FOR IMPLEMENTATION OF POLICY**

The audit committee of the Group (the “**Audit Committee**”) has overall responsibility for the implementation, monitoring, and reviewing the effectiveness of this policy. The Audit Committee has delegated the day-to-day responsibility for administration of the policy to the Company Secretary.

The management of the Group must ensure that all employees, customers and suppliers would be able to raise concerns without fear of reprisals. All employees should ensure and all customers and suppliers are encouraged that they take steps to disclose any misconduct or malpractice of which they become aware.

## **MONITORING THE WHISTLEBLOWING POLICY AND PROCEDURE**

The Audit Committee will review and monitor the effectiveness of this whistleblowing policy at its regular scheduled meeting, at least every three years.

(July 2024)

**ANNEX I**  
**WHISTLEBLOWING REPORT FORM**  
**CONFIDENTIAL**

NetDragon is committed to the highest possible standards of openness, probity and accountability. In line with that commitment, the Group expects and encourages its employees, customers, suppliers and other stakeholders 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. Once completed, this report becomes 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>Capacity: _____</p> <p>Department and post: _____ <i>(to be filled in by employees only)</i></p> <p>Address: _____</p> <p>_____</p> <p>Tel No: _____</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>	