

SOLARTECH INTERNATIONAL HOLDINGS LIMITED

星凱控股有限公司*

(the “Company”)

(Incorporated in Bermuda with limited liability)

TERMS OF REFERENCE FOR THE WHISTLEBLOWING COMMITTEE

(Adopted by the Company pursuant to the Board resolution passed on 8 April 2022)

1. MEMBERSHIP

- 1.1 Head of Internal Audit shall be appointed by the board of directors (the “Board”) of the Company as a member of the Whistleblowing Committee
- 1.2 The majority of the members of the Whistleblowing Committee shall be independent non-executive directors (“INEDs”).

2 CHAIRMAN

- 2.1 The chairman of the Whistleblowing Committee shall be appointed by the Board and shall either be Head of Internal Audit or an INED.

3 SECRETARY

- 3.1 The company secretary shall be the secretary of the Whistleblowing Committee. In the absence of the company secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Whistleblowing Committee, shall attend the meeting of the Whistleblowing Committee and take minutes.

4 PROCEEDINGS OF THE WHISTLEBLOWING COMMITTEE

Unless otherwise specified hereunder, the provisions contained in the Company’s Bye-laws (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Whistleblowing Committee.

4.1 Quorum

- 4.1.1 The quorum for meetings of the Whistleblowing Committee shall be any two members.

4.2 Frequency of meetings

- 4.2.1 The Whistleblowing Committee shall hold at least one regular meeting in a year. Additional meetings of the Whistleblowing Committee may be held as and when required.

* *For identification purpose only*

4.3 Attendance at meetings

- 4.3.1 Members of the Whistleblowing Committee may attend meetings of the Whistleblowing Committee either in person or through other electronic means of communication or in such other manner as the members may agree.
- 4.3.2 The other directors, company secretary (or his/her delegate(s)), Head of Human Resources and relevant senior management and persons(s) invited by a Committee member shall normally attend meetings of the Whistleblowing Committee.

4.4 Notice of meetings

- 4.4.1 A meeting of the Whistleblowing Committee may be convened by any of its members or by the company secretary.
- 4.4.2 Unless otherwise agreed by all the members of the Whistleblowing Committee, notice of at least 14 days shall be given for a regular meeting of the Whistleblowing Committee. For all other meetings of the Whistleblowing Committee, reasonable notice shall be given.
- 4.4.3 Agenda and accompanying supporting papers shall be sent to all members of the Whistleblowing Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

4.5 Minutes of meetings

- 4.5.1 Draft and final versions of minutes of Whistleblowing Committee meetings shall be sent to all Whistleblowing Committee members for their comment and records within a reasonable time after the meeting.
- 4.5.2 Full minutes of the Whistleblowing Committee shall be kept by the company secretary and shall be available for inspection by any member of the Whistleblowing Committee or the Board at any reasonable time on reasonable notice.

4.6 Written resolutions

- 4.6.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), written resolution may be passed and adopted by all members of the Whistleblowing Committee.

5 RESPONSIBILITIES AND AUTHORITIES OF THE WHISTLEBLOWING COMMITTEE

- 5.1 The responsibilities and authorities of the Whistleblowing Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the "CG Code") as contained in Appendix 14 of the Listing Rules (as amended from time to time).

5.2 Without prejudice to any requirement under the CG Code, the duties of the Whistleblowing Committee include the followings:

- (a) To review the concern and complaint, make the appropriate investigation arrangement and discuss / report the findings to the Chairman of the Board.
- (b) To review the concern from the employee who can submit his / her report directly to the Whistleblowing Committee if the concern involves the Chairman of the Board,
- (c) To review the concern from the external party who can submit his / her report directly to the Whistleblowing Committee via mail to the Company's principal place of business in Hong Kong or email to enquiryst@solartech1166.com if the concern involves the Chairman of the Board.
- (d) To receive and review a final report (with recommendations for change or improvement, if applicable), which will be produced to the Whistleblowing Committee after the investigation procedures. The Whistleblowing Committee will make recommendations to the Board.
- (e) To consider the matter again if the employee is not satisfied with the outcome (as the case may be).

5.3 The Whistleblowing Committee shall review regularly this Policy to improve its effectiveness and employee confidence in the process and to encourage a "speak up" culture across the Company.

6 REPORTING RESPONSIBILITIES

6.1 The Whistleblowing Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.