

Madison Holdings Group Limited (Incorporated in the Cayman Islands with limited liability)

STOCK CODE: 8057

2018/19

Environmental, Social and Governance Report



1. ABOUT THE REPORT

The Environmental, Social and Governance ("ESG") report (the "ESG Report") published by Madison Holdings Group Limited (the "Company") presents the efforts and achievement made in sustainability and social responsibility by the Company and its subsidiaries (collectively the "Group" or "we"). The ESG Report details the performance of the Group in carrying out the environmental and social policies and fulfilling the principle of sustainable development.

1.1 Scope of the ESG Report

The ESG Report covers the environmental and social performance of the Group during the period from 1 April 2018 to 31 March 2019 (the "Year"). As the Group has started the provision of auction of alcoholic beverages (the "Wine Auction Business"), the provision of blockchain services and cryptocurrency mining business (the "Blockchain Services Business"), and the provision of loan financing and consultancy services (the "Loan Financing Business") during the Year, all these new businesses are covered in the ESG Report starting the Year. The scope of the ESG Report also includes the retail sales and wholesales of alcoholic beverages (the "Wine Business") and the provision of financial services (the "Financial Services Business") which have already been covered in the ESG Report of last reporting period. For the information of corporate governance, please refer to the Corporate Governance Report of the Group's annual report during the year ended 31 March 2019.

1.2 Reporting Standard

The ESG Report was prepared in accordance with the "Environmental, Social and Governance Reporting Guide" under Appendix 20 to the Rules Governing the Listing of Securities on GEM of the Stock Exchange of Hong Kong Limited.

1.3 Information and Feedback

Your opinions are highly valued. If you have any enquiries or suggestions, please feel free to contact the Company via the following channels:

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2. ABOUT US

The Group is principally engaged in the retail sales and wholesales of a wide spectrum of wine products and other alcoholic beverages in Hong Kong with a focus on red wine. Under the concept of operating an integrated one-stop shop, the Group has expanded the Wine Business by offering auction of alcoholic beverages to customers during the Year. We have also provided our clients with a full range of products and value-added services, aiming at enhancing customer satisfaction and retention by improving customer convenience.

Apart from the wine-related businesses, the Group has also engaged in the Financial Services Business, the Blockchain Services Business and the Loan Financing Business. Looking ahead, the Group will strive to strengthen its all-round market position in Hong Kong as well as explore business opportunities overseas in an attempt to create synergies to different businesses.

3. OUR APPROACH TO ESG

As a responsible company, the Group upholds the principle of growing our business together with the environment and society. In order to promote business growth and achieve sustainable development of the Group, we are committed to striking a balance among the interests of investors, shareholders, clients, employees, business partners and other stakeholders in society.

3.1 Stakeholder Engagement

The Group deeply understands the importance of close communication with stakeholders. The preparation of the ESG Report, which included the participation of different stakeholders, has helped us review our current management on the environmental and social performance, and has also served as a basis for the formulation of our sustainability strategies. In order to understand the stakeholders' expectations and requirements, the Group has established various channels to collect opinions regarding our ESG performance and to address their reasonable expectations.

Stakeholders	Expectations and Requirements	Means of Communication and Response
Government and Regulators	 Compliance with national policies, laws and regulations 	 Regular information reporting
	 Support for local economic growth 	 Regular meetings with regulators
	 Contribution in local employment 	Dedicated reports
	 Tax payment in full and on time 	• Examination and inspection
	Safe production	

3. OUR APPROACH TO ESG (Cont'd)

3.1 Stakeholder Engagement (Cont'd)

Stakeholders	Expectations and Requirements	Means of Communication and Response
Shareholders	• Returns	General meetings
	Operational compliance	 Announcements
	 Growth in corporate value 	 Email, telephone communication and company website
	 Information transparency and effective communication 	Dedicated reports
Business Partners	Operation with integrity	 Review and appraisal meetings
	• Fair competition	• Business communication
	Performance of contracts	• Discussion and exchange of opinions
	 Mutual benefits 	 Engagement and cooperation
Customers	 Outstanding products and services 	Customer service center and hotlines
	Health and safety	 Customer feedback surveys
	• Performance of contracts	 Customer meetings
	Operation with integrity	Social media platformsClient reviews

3. OUR APPROACH TO ESG (Cont'd)

3.1 Stakeholder Engagement (Cont'd)

Stakeholders	Expectations and Requirements	Means of Communication and Response
Environment	Compliant emissions	 Communication with local environmental department
	 Energy saving and emission reduction 	 Communication with the locals
	• Ecosystem protection	 Reporting
		 Investigation and inspection
Industry	 Establishment of industrial standards 	 Participation in industry forums
	 Enhancement of industrial development 	• Field visits
Employees	 Protection of rights and interests 	Employee meetings
	 Occupational health and safety 	Employee mailbox
	 Remunerations and benefits 	Training and workshops
	 Career development 	• Employee activities
	 Humanity cares 	
Communities and the Public	Improvement in community environment	Company website
	• Participation in charity	 Announcements
	• Information transparency	• Interviews with media
		 Social media platforms

3. OUR APPROACH TO ESG (Cont'd)

3.2 ESG Governance

The Group believes that well-established ESG principles and practices will increase investment values and provide long-term returns to stakeholders. In order to ensure the establishment of appropriate and effective ESG risk management measures and internal control systems, the board of directors (the "Board") is responsible for supervising the Group's ESG strategies and reporting, as well as assessing and determining ESG related risks. To improve the Group's ESG governance, the Board regularly arranges independent assessments and efficiency analysis on the adequacy and effectiveness of the aforementioned system through an internal review function.

4. HUMAN RESOURCES

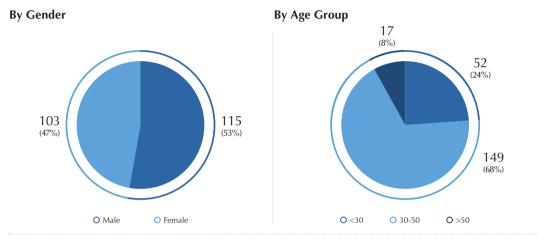
4.1 Overview of Human Resources Policies

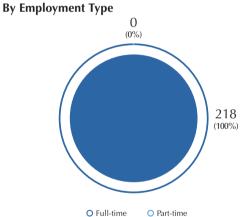
Human resources play a pivotal role of the Group and are the most valuable resources in general. The Group has established and strictly implemented a comprehensive human resources management system based on the applicable laws and regulations, such as the Employment Ordinance of Hong Kong, the Labour Law of the PRC, and the Labour Standards Act of Japan. The Group's management undertakes to ensure that all human resources practices within the Group are in compliance with all legal requirements. To make sure that employees are aware of their rights and welfare, we provide our employees with documents and materials on the related entry guidelines and clearly convey the messages about employment policies, mission and vision of the Group, work ethics and occupational safety and health guidelines to them. Reports on malpractices will be duly submitted to senior management with recommendations on how to handle such cases when necessary.

4. HUMAN RESOURCES (Cont'd)

4.1 Overview of Human Resources Policies (Cont'd)

As at 31 March 2019, the Group employed a total of 218 employees. The total workforce by gender, age group and employment type are as follows:





4. HUMAN RESOURCES (Cont'd)

4.1 Overview of Human Resources Policies (Cont'd)

The employee turnover rate by gender and age group are as follows:

Employee Turnover Rate	%
By gender	
Male	50
Female	50
By age group	
Below 30	110
30-50	34
Above 50	12

4.2 Employment and Dismissal

During the process of recruitment, we uphold the principles of anti-discrimination, equal opportunities and diversity to select the right candidates with suitable qualifications, experiences, skills, potential and performance, regardless of their age, gender, sexual orientation, marital status, family status or disability. The Group and its staff together observe relevant laws and regulations such as the Sex Discrimination Ordinance of Hong Kong, the Disability Discrimination Ordinance of Hong Kong and the Family Status Discrimination Ordinance of Hong Kong, as well as the Labour Law of the PRC and the Labour Standards Act of Japan. We by no means employ child labour as we check the candidates' documents for age verification during the process of recruitment. Forced labour is also stringently prohibited within the Group as overtime work is on a discretionary basis and compensatory leave or compensatory working hours will be provided if overtime work is performed.

When an employee is dismissed, the Group will follow a set of procedures pursuant to the human resources management system to terminate his or her employment contract. Terms and conditions for dismissal are outlined in employment contract and the related policy manual. In all cases, supervisors will consult the human resources department, legal department and/or management to ensure that applicable legal requirements are observed.

4. HUMAN RESOURCES (Cont'd)

4.3 Welfare

Achieving work-life balance is essential for keeping employees healthy and productive, and the Group has thereby standardized the working hours and leaves policy for different kinds of employees. The Group has implemented the measure of eight-hour work day for all employees, whereas five-day work week and six-day work week are applied to office staff and retail staff respectively. Also, all employees are entitled to a number of leaves such as public holidays, annual leave, maternity leave, paternity leave, marriage leave and compassionate leave.

To attract and retain staff, the Group has formulated a competitive package of remuneration and welfare system. The standard remuneration package includes basic salary, discretionary bonuses and medical insurance. In addition to a basic salary, year-end bonus is offered to employees with outstanding performance to attract and retain them for further development of the Group. Apart from basic remuneration, share options are granted to eligible employees based on the Group's performance as well as individual's contribution. In addition, each of the sales team members is entitled to a commission with reference to the sales volume achieved. The Group will adjust the remuneration and welfare of each employee regularly with reference to the job nature, experience, job performance as well as market conditions.

4.4 Health and Safety

The Group places health and safety of employees at the first priority by strictly conforming to all relevant laws and regulations such as the Occupational Safety and Health Ordinance of Hong Kong, the Law of the PRC on the Prevention and Control of Occupational Diseases and the Ordinance on Health Standards in the Office of Japan. Led by the Group's management, the administration department and supervisors from various departments collectively carry out safety management by identifying potential risks, coordinating health and safety trainings, providing related information to employees, as well as equipping adequate first aid supplies and fire service equipment.

The Group has formulated, implemented and monitored a series of code of practice for health and safety at work with reference to the industry conventions and supervision regulations to ensure the health and safety of our employees. We have established safety procedures for the recognized dangerous work and make every employee accountable for the safety goals. Besides, general safety orientation on safety regulations and emergency procedures is provided to new employees. We have also formulated emergency measures such as fire emergency plan and regularly arranged fire and evacuation drills in order to prevent casualties in case of accidents. A system for reporting hazards, accidents, injuries and illnesses is also set up so that responses can be made promptly. During the Year, there were no work-related injuries and fatalities, thanks to the Group's efforts put in creating an injury-free business environment.

4. HUMAN RESOURCES (Cont'd)

4.5 Training and Development

It is our conviction that the Group's success highly hinges on the employees' performance. Therefore, delivering knowledge and skills to our employees and hence fostering their career development has long been seen as a core strategy of the Group.

The Group is committed to employee development and has implemented various training programs to strengthen their industry, technical and product knowledge. All newly recruited employees are required to attend induction training. We will continue to improve the employee training programs by developing orientation program, coaching and on-the-job training in an effort to enhance employees' sales and marketing techniques, client management skills, customer service, product information, quality control and industry knowledge. We also encourage our employees to enroll and study in job-related courses and examinations by reimbursing the tuition fee.

The Group is in favour of internal promotion, and therefore adequate on-the-job and professional trainings are provided to make employees qualified for senior positions. Performance appraisal will be performed regularly so as to assess the performance of the employees and provide them with promotion opportunities and training suggestion.

5. BUSINESS OPERATION

5.1 Supply Chain Management

In the Wine Business, the Group mainly procures wine products through (i) purchases from wine merchants and wineries; (ii) purchases through auction houses; and (iii) purchases from individual wine collectors.

As part of the Group's quality control measures to maintain the Group's corporate image, suppliers are selected based on a number of factors including their reputation for product quality and supply reliability, history of operations, past training record with the Group, size of business, overall reputation, delivery time, products portfolio, product availability, and promotions offered by the suppliers. After approval, the new suppliers will be put onto the authorized supplier list and be reviewed on a regular basis.

5. **BUSINESS OPERATION** (Cont'd)

5.2 Product Quality

Quality management is always emphasized by the Group as alcoholic beverages are susceptible to lots of factors such as storage environment. To ensure the quality of our products, strict requirements have been imposed on the storage environment of our warehouses and flagship store.

The Group's self-operated warehouses are designed in conformity with the Fine Wine Storage Management Systems Standard of Hong Kong Quality Assurance Agency (HKQAA), in which a temperature and humidity control system is equipped to maintain an optimal environment for wine storage. The floor and the ceilings of the warehouses are also fitted with insulation and anti-vibration materials in a bid to protect the wine products from heat and vibration. At the flagship store, some of the premier collectible wine products are stored at wine refrigerators at a specific temperature, while other products are kept at shelves and a constant temperature is maintained at all times to preserve product quality. In the event of power failure, the back-up power system at the warehouses will automatically generate power to support the temperature and humidity control system for up to eight hours. In the meantime, a staff member is assigned to monitor the temperature and humidity levels of the flagship store round-the-clock.

In addition to fulfilling the storage requirements, the Group also carefully inspects sample wine products and photos of old and expensive stock prior to placing orders with wine merchants and wineries. We also conduct quality control inspection upon receiving the products. To keep in line with industrial practice, the Group adheres to the suppliers' return policy pursuant to the terms of the relevant purchases. Return and refund of products can be requested if the products are found unsatisfactory after the quality control inspection.

5.3 Customer Service

The Group's customer-oriented business philosophy emphasizes the delivery of excellent customer service. Most of the Group's customers are local and overseas wine merchants, avid wine collectors in Hong Kong and China, renowned Hong Kong restaurants and high net worth individuals. We endeavour to provide them with convenient one-stop shopping experience and a variety of unique, high-quality products at reasonable and competitive prices. We also offer a wide range of services including wine consultation, sourcing, delivery, storage, evaluation and consignment services to cater for customers who have different needs. In order to create a working environment that inspires staff to achieve excellent performance when dealing with customers, we motivate them by implementing an incentive scheme which aligns compensation and remuneration with their performance.

As a way to ensure the rights of customers of buying qualified products, customers are able to ask for product return or exchanges for wine products with vintages below 10 years and with the selling prices below HK\$1,000 per bottle, in case of any quality issues verified by the Group. It is our aim to provide customers with the highest satisfaction when buying our products or using our services. Our commitment to providing excellent customer services has been recognized by the certification of Quality Tourism Services Scheme under the Hong Kong Tourism Board.

5. BUSINESS OPERATION (Cont'd)

5.4 Data Privacy

As a responsible corporation, the Group puts efforts in protecting not only the confidential information of the Group, but also the personal data of different stakeholders. We implement measures in compliance with relevant personal privacy regulations such as the Personal Data (Privacy) Ordinance of Hong Kong. All our staff is required to covenant that he or she shall not, at any time during his or her employment or after the termination of the employment, disclose or make use of any confidential information without the consent of the Group. We also ensure that the personal information of customers and suppliers are used under appropriate conditions only for authorized business purposes and are accessible only to the staff with legitimate need.

5.5 Business Ethics

Unethical business practices could be a source of risk that weakens a business's stability. Hence, the Board puts a zero tolerance policy in practice in terms of corruption and fraud. The Group strictly prohibits bribery and other corrupt practices in accordance to the Prevention of Bribery Ordinance of Hong Kong, the Criminal Law of the PRC and the Penal Code of Japan. Through corporate governance and risk management, the Group adheres to the values of integrity, fairness, transparency and accountability to prevent corruption and protect the interests of stakeholders. We have established a strict corporate governance mechanism in compliance with the Listing Rules and Securities and Futures Ordinance to forbid any fraudulent behaviour in the capital market. Our staff is also encouraged to report any form of misconduct, such as abuse of authority and bribery of clients or employees, and the Group will investigate upon reporting and report the cases to the relevant regulatory and law enforcement bodies.

Besides, the Group has set rules and guidelines to ensure that staff at all times does not place oneself in a position of obligation that may lead to a conflict of interest in dealings with customers, suppliers, contractors and colleagues. Receiving and offering personal benefits such as gifts when dealing with suppliers, vendors or contractors is also strictly monitored within the Group. To further strengthen the anti-corruption awareness among our employees, particularly the staff of the Financial Services Business, we have organized training regarding the combat of money laundering, which covered legal requirements, identification and reporting of the corruptive behavior during the Year. With respect to supply chain, we always ensure that the procurement process for supplies or services is conducted in a manner consistent with the highest ethical standard to assure the continuous confidence of customers, suppliers and the public on the Group.

During the Year, the Group was not aware of any breach of laws and regulations that have a significant impact on the Group in relation to bribery, extortion, fraud and money laundering.

6. ENVIRONMENTAL PROTECTION

6.1 Emissions

In the face of climate change and increasing awareness of environmental protection, the Group understands its obligation to reduce emission during business operation. As the Group is not engaged in manufacturing, the only source of pollutants associated with our operation is vehicle exhaust, which includes nitrogen oxides, sulphur oxides and particulate matter. As a way to reduce air emissions from vehicles, we carry out regular inspections and maintenance on our vehicles to maintain their efficiency. Also, we provide low carbon driving training to our drivers and remind them to switch off the engines of idling vehicles to minimize exhaust gas emissions as far as practicable.

Air emissions during the Year:

Types	Weight (kg)
Nitrogen oxides	34.28
Sulphur oxides	0.18
Particulate matter	3.02

In addition to the emissions from vehicles, the daily operations of our offices, warehouses, flagship store, and server rooms for cryptocurrency mining are also a source of greenhouse gas ("GHG") emissions. During the operation of the aforementioned premises, the use of electricity in cryptocurrency mining and maintaining a high-standard storage environment for beverages have accounted for the vast majority of energy consumption hence GHG emissions of the Group. In an effort to minimize our carbon footprint, the Group is devoted to maintaining an efficient and effective use of energy and resources at both operational and management level (For details, please refer to the section "Resources Conservation").

GHG emissions during the Year:

Indicators	Weight (tonnes of CO ₂ e)
Total GHG emissions	4,800
Scope 1 – Direct emissions ¹	48
Scope 2 – Energy indirect emissions ²	4,696
Scope 3 – Other indirect emissions ³	56
GHG emission per million HKD of revenue ⁴	15.46

The data includes GHG emissions from the combustion of fuels in vehicles.

The data includes GHG emissions from the generation of purchased electricity.

The data includes GHG emissions from the landfill disposal of paper waste, electricity consumption for fresh water and wastewater treatment, and business travel by employees.

⁴ Revenue of the Group is used for the calculation of GHG emission intensity starting the Year.

6. ENVIRONMENTAL PROTECTION (Cont'd)

6.2 Waste Management

Both non-hazardous and hazardous waste was generated from our business operation during the Year. The main non-hazardous waste included daily garbage produced by staff working in offices, warehouses and the flagship store, and wooden boxes used for storing alcoholic beverages. On the other hand, the hazardous waste consisted of general office supplies, such as waste batteries, waste light tubes and waste toner cartridges.

Waste generated during the Year:

Indicators	Weight/Amount	Intensity
Non-hazardous waste		
General waste	22,656 kg	123.13 kg/employee
Discarded wooden box ⁵	1,632 kg	69.48 kg/thousand bottles of alcoholic beverages sold
Hazardous waste		
Waste batteries	43 pieces	0.23 pieces/employee
Waste light tubes and light bulbs	137 pieces	0.74 pieces/employee
Waste toner cartridges	22 pieces	0.12 pieces/employee

In order to prevent harmful impacts resulted from improper waste treatment, all hazardous and non-hazardous waste generated by the Group is handled appropriately by qualified parties in accordance with the relevant laws and regulations, such as the Waste Disposal Ordinance of Hong Kong, the Law of the PRC on Prevention and Control of Environmental Pollution by Solid Waste and the Waste Management and Public Cleansing Law of Japan. To put waste management into perspective, we have adopted a plenty of measures to minimize the amount of waste. For instance, recycling bins are placed in our offices to collect recyclable materials such as plastics and paper. We also strive to increase the durability of office stationery by refilling pens and reusing office supplies such as folders, envelopes and file cards. Moreover, recyclable products and rechargeable batteries are always chosen over disposable products and batteries in our offices.

Weight of discarded wooden box is presented starting the Year.

6. ENVIRONMENTAL PROTECTION (Cont'd)

6.3 Resources Conservation

The Group puts a high priority on its management of resources and strives for efficient and effective use of energy and other resources. During business operation, resources consumed by the Group mainly include energy, water and packaging materials.

Energy saving

In the Wine Business, establishing a qualified environment for beverage storage, particularly maintaining a stable temperature, is of premium importance to ensure the product quality of the Group, which requires a continuous usage of air-conditioning. Also, in the Blockchain Services Business, a continuous power input is required for cryptocurrency mining. Thus, electricity usage forms the predominant part of energy consumption of the Group.

Energy consumption during the Year:

Indicators	Consumption (MWh)
Total energy consumption	38,441
Combustion of fuels in vehicles	118
Purchased electricity	38,323
Energy consumption per million HKD of revenue ⁶	123.86

To cope with the potential environmental impacts resulted from high energy consumption, the Group has put in place policies and practices with regard to energy saving. The Group has delegated third-party vendors to manage the crypto-mining activities, during which the vendors have the obligation to ensure that electricity is consumed in a reasonable manner and improve energy efficiency as far as practicable. We also ensure that the use of electricity in offices comply with the principles of power saving, high efficiency and low consumption. Guided and monitored by the Group's administration department, different business units across the Group have actively pushed forward environmental practices and measures such as:

- 1. keeping light fixtures and lamps clean to maximize their efficiency, and turning off all lights and electronic appliances when not in use;
- 2. using split-type air conditioners with grade 1 energy label and setting the air conditioning systems at a minimum of 25.5 degrees Celsius;
- 3. setting the computers to automatic standby or sleeping mode when idling;
- 4. turning off power of electronic appliances, lights and air conditioners before break and holiday; and
- 5. reviewing the Group's internal policies and practices regularly so as to look for room for integrating environmental considerations into working procedures.

⁶ Revenue of the Group is used for the calculation of energy consumption intensity starting the Year.

6. ENVIRONMENTAL PROTECTION (Cont'd)

6.3 Resources Conservation (Cont'd)

We always strive for a continuous improvement on our performance in saving energy, hence, internal review of the energy-saving measures is constantly performed and reports are submitted to the management, recommending further actions to be done in the future.

Water saving

Water is one of the most precious resources on the planet and therefore the Group pays great attention to water conservation in its daily operation. Apart from the Blockchain Services Business, water is consumed by our employees in everyday activities. During the Year, the Group consumed in total 722 m³ and on average 4.19 m³/employee of water. We have implemented a plenty of measures such as using dual-flush toilets, installing infrared sensors for faucets and using urinal equipment with water-efficient label. We also put up watersaving reminder labels in toilets to raise our employees' awareness of water saving.

Simple Packaging and Reducing Material Usage

Packaging materials are used in the Wine Business that plastic packaging rolls and carton boxes are the major materials used. The Group advocates the adoption of simple packaging and we are dedicated to minimizing the use of plastic packaging rolls as much as practicable.

Consumption of packaging materials during the Year:

Types	Inte (grams/thousand bott Weight (kg) alcoholic beverages	
Paper products Plastic products ⁷	42 453	1.77 19.28

For materials used during business operation, paper is the most commonly and frequently used. In an attempt to reduce paper consumption, all departments of the Group are advised to handle documents electronically except formal documents which are required to be prepared in hard copies. Besides, printers are set to default duplex and employees are encouraged to use both sides of the paper.

7. COMMUNITY

We care about the needs of the community and society. Hence, we strive to enhance the community awareness of employees and encourage them to participate in charitable activities to help those in need. Employees are also encouraged to share their learning and experience of participating in the activities so that a community-caring culture can be built within the Group. It is our greatest wish to grow our business in a harmonious community thus we will continue to step up our community contribution in the foreseeable future.

Weight of plastic products is presented starting the Year.

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