

TOP FRONTIER INVESTMENT HOLDINGS, INC.
POLICY ON WHISTLE-BLOWING

In the pursuit of ensuring that its business is conducted in the highest standards of fairness, transparency, accountability and ethics as embodied in its Code of Conduct and Ethics, **Top Frontier Investment Holdings, Inc.** (the “Company”) has adopted procedures for directors, officers, employees and other interested parties to communicate concerns regarding the Company’s and its subsidiaries’ (collectively, the “Group”) accounting, internal accounting controls, or auditing matters to the Company’s Audit Committee (the “Audit Committee”), and other matters to the appropriate investigating officers or body in accordance with the conventional reporting channels implemented by the Group.

Communications in respect to Accounting, Internal Accounting Controls or Auditing Matters

All concerns relating to accounting, internal accounting controls or auditing matters may be communicated to the Corporate Secretary and Compliance Officer (the “Compliance Officer”) of the Company. All communications received by the Compliance Officer will be kept confidential and employees may communicate concerns regarding questionable accounting or auditing matters to the Compliance Officer on an anonymous basis. The Compliance Officer will distribute all communications regarding accounting, internal accounting controls or auditing matters to the Audit Committee at each meeting thereof. If it is unclear whether a communication involves accounting, auditing or internal control matters, the Compliance Officer shall likewise direct such communication to the Audit Committee, with a note to that effect. In each case and except as the Audit Committee may otherwise request, the Compliance Officer will provide original copies or records of all communications along with a summary of the communications. However, depending on the length and number of communications received, the Compliance Officer may provide a summary of the communications along with the original copy or record of any communications deemed particularly important. The original copies or records of all communications will be available to any Audit Committee member upon request. The Compliance Officer will maintain a log of each communication received, the date such communication was distributed to the Audit Committee (and to which of these it was distributed) and whether it was distributed in summary or original form.

Should the concerns relating to accounting, internal accounting controls or auditing matters involve the Compliance Officer, such concerns may be communicated to the President of the Company (or the officer designated by the President), who shall likewise keep a log of each communication received. The President (or the officer designated by the President) shall then forward such communications to the Audit Committee.

The Audit Committee will determine whether any action or response is necessary or appropriate in respect of a communication, and it will take or direct such action as it deems appropriate. Such action may include engaging external advisers, for which funding will be available. The determinations made by the Audit Committee in respect of each communication and any further action taken will be recorded in the log maintained for such purpose by the Compliance Officer or a person designated by the Audit Committee if the Compliance Officer is the subject of a communication. These determinations may be recorded based on the standard categories established by the Audit Committee, which may include: the communication is not a “complaint” or “concern”, as contemplated by the applicable requirements; the communication is misdirected (such as a communication involving an employment dispute); no further action shall be required because the communication can be analyzed on its face; and further action required (with a record of the action taken and its outcome). The Compliance Officer or any such other person designated by the Audit Committee will report the status of any further action directed by the Audit Committee on a monthly basis or at such frequency as the Audit Committee may otherwise require.

All communications received by the Compliance Officer or the President, as the case may be, will be placed in confidential files and will be retained for seven years or for such longer time as may be deemed necessary by the Audit Committee. These files will be under the direct control of the Audit Committee.

Communications on Other Matters

Misdirected communications as determined by the Audit Committee or concerns not relating to accounting, internal accounting controls or auditing matters shall be addressed in accordance with the Group’s conventional reporting channels.

Non-retailiation Policy to the Whistle-blower

The Group shall not tolerate retaliation in any form against a director, officer or employee who, in good faith, raises a concern or reports a possible legal or ethical violation under this Policy. This Policy, however, shall not be used for addressing or taking up personal grievances.

Adopted on 10 November 2014.