



JIMU GROUP LIMITED

積木集團有限公司

(Formerly known as Ever Smart International Holdings Limited 永駿國際控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8187)

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2017

1. ABOUT THIS REPORT

Jimu Group Limited (the “Company”) is pleased to present our Environmental, Social and Governance (“ESG”) Report (“ESG Report”) for the financial year ended 31 December 2017. The report involves environmental and social impacts, policies and initiatives of the Company and our major subsidiaries, (collectively called “the Group”) to demonstrate our continuous commitment to sustainability. Additional information in relation to the Group’s corporate governance and financial performance can be referred to our Annual Report 2017.

The present scope of ESG reporting covers the operating core activities of the Group’s headquarters and subsidiaries, which include footwear design and development, production management (including quality control) and logistics management. This report highlights our sustainability activities spanning over the period from 1 January 2017 to 31 December 2017.

The ESG Report is prepared in accordance with the “Environmental, Social and Governance Reporting Guide” (the “ESG Reporting Guide”) under Appendix 20 of the GEM Listing Rules Chapter 17.103 of The Hong Kong Exchanges and Clearing Limited (“HKEX”). Those aspects and key performance indicators (“KPI”) defined in the ESG Reporting Guide which are considered to be relevant and material to the Group’s businesses and operations will be presented under the four subject areas, namely: Environmental Protection, Employment and Labour Practices, Operational Practices and Community Investment. A complete list of index in compliance with the ESG Reporting Guide is also available at the end of this report for reference.

In order to define what are relevant and material to our business in relation to sustainability, the key is to understand what issues our stakeholders are most concerned with. We define our stakeholders as people who affect our business or who are affected by our business. Our stakeholders include the shareholders, employees, suppliers, customers, environment and community. In our daily business, we actively exchange information with our stakeholders through our transparent platform while we are devoted to continuous improvement of our communication system. We are committed in maintaining a long-term partnership with our stakeholders and are actively engaged in addressing their concerns with follow-up actions.

If you, as one of our stakeholders, have any questions about the content of the ESG Report or comments on the Group’s sustainability issues, please contact us via enquiry@esmart.hk.

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2. ENVIRONMENTAL PROTECTION

2.1 Corporate Environmental Policy

Being the foundation of a sustainable economy, a sustainable environment is crucial to the well-being of human beings. In accordance with our environmental vision, the Group is committed to upholding high environmental standards to fulfil relevant requirements under applicable laws or ordinances during the operation of the business, including all necessary requirements under the Environmental Protection Law of the People's Republic of China ("PRC").

As a Group that is principally engaged in footwear design and development, production management (including quality control) and logistics management service, we do not operate any factories or manufacturing business at the moment. Thus, we bear low impact on carbon emission and the environment. Nevertheless, the Group continued to actively manage our environmental footprint via implementing several environmental protection measures in the office and workplace.

2.2 Energy Efficiency Management

Electricity consumption of our corporate office is the major contribution to our greenhouse gas emission and energy footprints. In 2017, the Group adopted a number of energy-saving initiatives and efficiency practices to enhance the awareness for greenhouse gas emission reduction and energy saving, including:

- installing LED lighting system in the offices;
- encouraging the employees to turn off the IT devices when not in use;
- setting office machines such as copiers and TV monitors to turn off automatically after office hours;
- maintaining an indoor temperature at an optimal level for comfort;
- putting up signage emphasizing the importance of energy saving; and
- encouraging employees to make the best use of the telephone/video conference facilities so as to avoid unnecessary travel arrangement.

2.3 Non-Hazardous Waste Management

Believing that every small step will make a difference, the Group is as committed as ever to conserving precious resources by taking eco-friendly measures to reduce disposal of non-hazardous waste throughout our operation.

We have encouraged paperless solution such as documents storage, material sharing or internal administrative documents. When using paper, employees are encouraged to use double-sided paper, black and white or recycled papers when printing or photocopying documents. It considerably improves operational efficiency while helping create a paperless operation system.

During the reporting period, the Group has generated approximately 15.2 tons of non-hazardous waste.

2.4 Environmental Performance

The Group considers environmental stewardship an essential component of our corporate responsibility and are therefore exceptionally committed to promoting environmental protection activities in harmony with economic development.

In accordance with the ESG Reporting Guide set out by the The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), our environmental performance of “Energy Use and Emissions” and “Use of Resources” during the reporting period are presented as below.

Table 1 – Energy Use and Emissions

Energy Use and Emissions	Unit	2017
Electricity	kWh	51,043
Unleaded Petrol	L	6,621
Greenhouse Gas Emissions	CO ₂ e (kg)	64,176
Nitrogen Oxides	g	65,338
Sulphur Oxides	g	97
Particulate Matter	g	6,261

Table 2 – Use of Resources

Use of Resources	Unit	2017
Paper	Piece (kg)	112,461 (562)

In the future, the Group will continue to raise employees’ awareness in environmental protection on an ongoing basis and perform our business with an environmentally conscious approach.

3. EMPLOYMENT AND LABOUR PRACTICES

3.1 Employment and Labour

Human capital has always been considered by the Group as the most important asset for our long-term operation and business development, thus the Group is committed to upholding an open, fair, just and reasonable human resource policy.

Equality and diversity is highly respected in our corporate philosophy during the process of employment, remuneration, promotion and termination. In our employee inclusion, we strictly follow the relevant laws and regulations and our employment policies to select candidates based on skillsets, experience and expertise and offer equal employment opportunities to different genders, age groups and nationalities. We also comply with regulations related to child labour and forced labour.

The Group safeguards the rights of our employees by strictly complying with the requirements of the Labour Law of Hong Kong and the Labour Law of the PRC and offers a competitive remuneration package, including internal promotion opportunities and performance-based bonus, to recruit and retain our experienced employees.

Employees hired by the Group are mainly located in Hong Kong and China. In Hong Kong, the Group safeguards the rights of our employees by strictly complying with relevant employment laws and regulations, including the Mandatory Provident Fund Schemes Ordinance by participating in the Mandatory Provident Fund retirement benefit scheme for our eligible employees, the Minimum Wage Ordinance, Employment Ordinance and the Employees' Compensation Ordinance by offering competitive wages, medical insurance, disability and invalidity coverage, maternity leave and other compensation to our employees. In China, we have participated in welfare schemes concerning pension insurance, unemployment insurance, maternity insurance, occupational injury insurance and medical insurance in accordance with the local regulations including the Regulations on the Administration of Housing Provident Funds and the Social Insurance Law of the PRC.

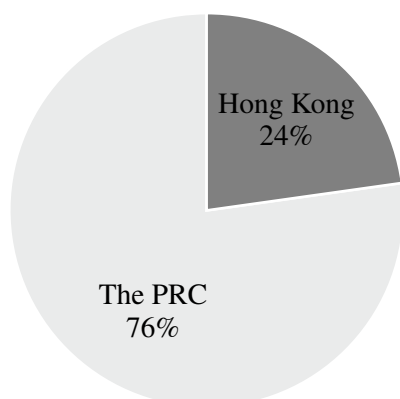
The Group also reviews the corporate policy of employment and labour regularly to ensure that the Group has fully complied with the local labour legislations and regulations.

In accordance with the ESG Reporting Guide set out by the Stock Exchange, the details of the workforce of the Group during the reporting period of 2017 are tabulated as well as presented in graphs below.

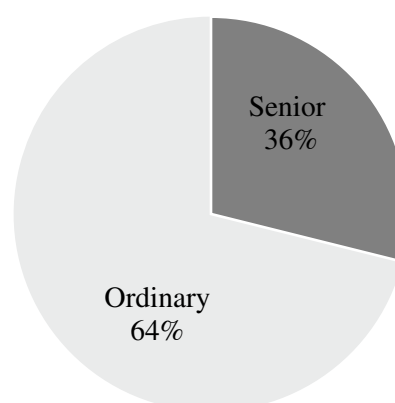
Table 3 – Workforce

	2016	2017
Total Number of Full-Time Employees	70	67
Turnover rate by Gender (%)		
Female	15.71	13.04
Male	10.00	30.77
Turnover rate by Age Group (%)		
Under 30 years old	8.57	14.29
30-50 years old	14.29	22.73
over 50 years old	2.85	20.00
Turnover rate by Geographic Region (%)		
Hong Kong	4.29	27.27
China	20.00	19.05

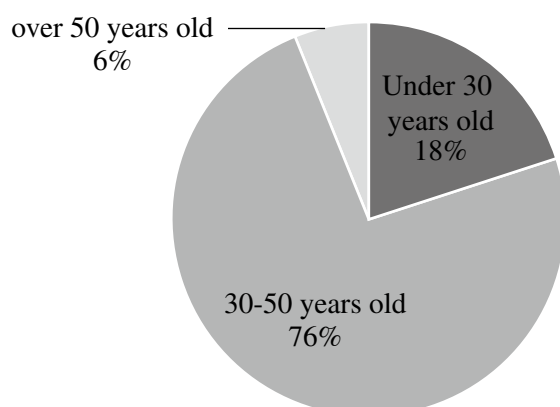
Workforce by
Geographic Region



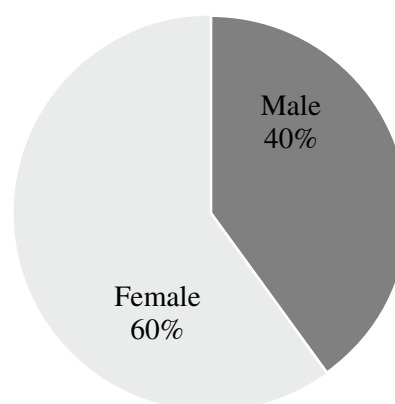
Workforce by Ranking



Workforce by Age Group



Workforce by Gender



3.2 Training and Development

Believing that the competence, work experience and skill-sets of our staff, including designers, merchandising staff, shipping staff and quality control staff, plays an important role in maintaining our operation efficiency. We ensure that our professional training and development programs continuously evolve to keep pace with the industry latest standards and create a listening culture through support and coaching.

Every new joiner will be provided proper orientation training and mentoring in order to help them adapt to the new working environment affirmatively and quickly. Continuous trainings are also committed by the Group in different ways including on-the-job training, comprehensive training for specific skill development, and professional training for relevant employees.

In 2017, we organized an internal seminar by our staff based on professional party's materials in relation to the latest development of the EU and US international sanctioned list for our merchandising staff and other relevant staff. Throughout the seminar, we also updated our staff members in relation to the Group's internal control procedures on international sanctioned list and customers' trademark.

Through a variety of on-the-job learning sessions, we are able to nurture and retain excellent talents and strengthen the competitiveness of the Group.

In accordance with the ESG Reporting Guide set out by the Stock Exchange, the details of the of training and development programs provided by the Group during the reporting period of 2017 are presented as below.

Table 4 – Training and Development

Employee Training	Unit	2016	2017
Average hours of training received per employees	hours	1.11	0.49
Average hours of training per employee by gender			
Female	hours	1.57	0.65
Male	hours	0.43	0.26
Average hours of training per employee by ranking			
Senior level	hours	1.50	0.29
Ordinary level	hours	0.96	0.60
Percentage of training by ranking			
Senior level	%	14.29	29.17
Ordinary level	%	22.86	60.47
Percentage of training by gender			
Female	%	31.43	65.00
Male	%	5.71	25.93

3.3 Health and Work Safety

Bearing in mind that the operational efficiency of an enterprise and the maintenance of a healthy and safe working environment are closely related, the Group has been attaching great importance to a comfortable and safe working environment for our employees which protect them from any potential occupational hazards.

The Group is in compliance with the Occupational Safety and Health Ordinance, by ensuring that the employees are working in a safe environment. We have developed and adopted health and safety policies, including prohibition of smoking in workplace, abuse of alcohol and drugs, identification and prevention of risks and hazards in working area, and follow-up actions for accidents or personal injuries. Such policies are set out in our employee handbook for our employees to comply with. We also update the health and safety policies from time to time to ensure that the policies are best fit to the Group's core businesses.

The Group has offered various facilities to address the health and safety needs of our employees, encompassing:

- installing air purifiers in areas where are relatively crowded such as conference and meeting rooms;
- ensuring ample space between workstations and clean and tidy common space such as corridors and pantry; and
- maintaining sufficient ventilation and lighting system in the offices.

During the reporting period, the Group has achieved zero work-related fatalities and lost days due to work injury.

Believing that sense of belonging is the key for the healthy growth of every commercial organization, the Group promotes open and direct communication between employees and management. Regular and festival gatherings such as Chinese New Year lunches and dinners in Hong Kong and the PRC are organized to enhance the harmonious spirit of different levels of staff members throughout the Group.

4. OPERATING PRACTICES

The Group has developed a series of management systems and procedures to be aligned with the Corporate Governance required by HKEX.

4.1 Supply Chain Management

As a responsible corporate citizen, one of our missions is to disseminate the pursuit of sustainability into the operation of our core business. The Group has established a set of corporate policies for supply chain management. We emphasize ethical and social compliance standards with which our footwear suppliers and original equipment manufacturers (“OEMs”) shall comply. During the reporting period, the Group has in total 31 suppliers located in the PRC and 1 supplier located in other regions.

When selecting new suppliers, our facilities sourcing manager and/or our quality control manager not only considers economic benefits during the tendering processes, but also evaluates their track records related to legal compliance, ethical and social compliance such as use of child labour and forced labour, workplace health and safety, hours of work, compensation, benefits and wages, mitigation of environmental impacts, protocols against sexual and gender discrimination, protocols against harassment and abuse.

We require our suppliers to comply with all the applicable laws and regulations to follow the principles of proper social, environmental and ethical conduct. For regular suppliers, we perform internal assessment annually to review the track records of each supplier whereas our customers may request their own team or third parties to perform the social responsibility compliance assessment. If the supplier cannot reach the applicable compliance standards, the Group will not engage such supplier.

The Group encourages all business partners to develop energy-saving and consumption-reducing policies for sustainable development. We also assist our footwear suppliers to understand and comply with ethical and social compliance standards requested by our customers.

4.2 Quality Management System

We have implemented and maintained a quality management system of high standard. We maintain the quality by achieving ISO 9001:2015 certification continuously to demonstrate that we have ability to consistently provide services that meet our customers’ needs and fulfill applicable statutory and regulatory requirements.

The Group believes that the quality control measures, together with footwear design and development capabilities, are the principal factors to attract and retain our international branded customers. To ensure the quality of footwear, we closely monitor product quality throughout the production process. Our full span quality control covers raw material examination, footwear production process monitoring, finished footwear checking and testing, and packaging inspection. As part of our quality management process, the quality of raw materials purchased by our footwear suppliers will be sampled for in-house examination. Raw materials are also tested by third party laboratories when it is required by our customers. This ensures that our footwear can meet the high quality demands of our customers.

Under our quality control measures, the finished footwear produced by our footwear suppliers is subject to sample checking by our quality control staff to ensure that the finished footwear can meet our customers' requirements. We do not have a product return policy. Nevertheless, in order to maintain goodwill and business relationships with our customers, we strive to investigate each complaint and satisfy our customers' requests to the best of our capacity.

4.3 Intellectual Property Rights

The Group is committed to complying with the relevant intellectual property right ("IP rights") laws by maintaining effective control over production management. As at 31 December 2017, The Group had registered seven trademarks which are material to the Group's business. The Group values and protects its intellectual properties through patent fees and periodic trademark renewals.

In order to ensure that the customer's IP rights of products is properly protected during the outsourcing processes to suppliers or OEMs, a confidentiality agreement regarding IP rights must be signed before business engagement. Internally, we enter into standard employment contracts with our employees which contain provisions on intellectual property rights and confidentiality. Each employee of the Group has signed a written confirmation to (i) confirm that all intellectual property rights created or made during their employment with the Group shall belong to us; and (ii) agree not to use or disclose the confidential information relating to the product designs without authorisation of the Group. When the products designs are provided by the customers to the Group for product development, IP rights of such designs belongs to the customers. IP rights also belong to customers when the Group provides design inputs or polish the original product design from customer.

On the other hands, the Group has taken stringent measures to “Know-Your-Customers” in order to ensure the customers are brand owners or licensees duly authorised or have obtained the necessary licenses for using the brands for which the Group is engaged to provide footwear. For all new customers, we will obtain copy of, among other things, the relevant trademark certificates, licence agreements and authorisation letters. If the required documents are not provided by our customers, we will verify the ownership of brands by checking and obtaining information from websites of the relevant government authorities, if available. For all existing customers, we will collect documents and information regarding renewal of licence and licence of all new brands. We maintain a control list of information of expiry date of licences and authorisation letters of each brand for each customer, which will be updated and reviewed on a monthly basis.

4.4 Anti-Corruption

The Group is committed to upholding a high standard of business ethics and to standards to prohibit bribery and corrupt practices. The Group has developed a series of company policies on anti-fraud, anti-bribery, anti-extortion and anti-money laundering with reference to the Prevention of Bribery Ordinance (Cap 201 of the laws of Hong Kong). These policies apply to all members of the Group, and we also encourage all of our business partners to abide by the principles of the policies. The Group conducts periodic and systematic fraud risk assessments and will effectively communicate its anti-fraud policy and procedures to all levels of employees. The Group continues to monitor the effectiveness of its control related to mitigating fraud risk and remedy any deficiencies identified internally and by any external parties in a timely manner. During the reporting period, we comply with the corporate policy of anti-corruption and no cases of anti-corruption have been concluded.

With principles of “Commitment, Assurance of High Quality, Fair Deals and Faithfulness”, all employees perform their duties with utmost level of good faith, determination and professionalism, and ensure that the reputation of the Group will not be tarnished because of misconduct and corruption behavior.

4.5 Whistle-Blowing Policy

In order to encourage our employees to report illegality, irregularity, malpractice, unethical acts or behaviours, inappropriate conducts or actions, the Group has set up new whistle-blowing policy and procedures during the reporting period, by provoking disclosure of relevant information via a confidential reporting channel to the extent that is made possible to all employees. The policy aims to encourage our employees to report behaviour that is not in line with the principles of ethics and the Group’s policy such as events that are non-compliant with the Group’s policy, laws, rules, regulations, general practice of financial reporting and internal control.

The Group is committed to handling the reports with due care and conducting a detailed investigation seriously for each reasonably established report. Additionally, the Group is fully aware that we are obligated to refer the matter to the legal enforcement parties or regulators if the Group considers necessary.

The Group has addressed the “whistle-blowers” concerns in a fair and reasonable manner. All “whistle-blowers” who report in good faith are reasonably protected from retaliation or adverse consequence of their employment regardless of whether the allegation is substantiated.

The policy of “Whistle-Blowing” and its procedures, which apply to all levels of the members of the Group, have been documented in the employee handbook and have been circulated among employees for their reference.

5. COMMUNITY INVESTMENT

The Group is committed to improving the society through community involvement. Both the Group and employees of the Group have put their best effort in helping the local communities and people in needs in the society. The Group has established policy on community involvement in which we are committed to supporting local communities through different means from time to time including donation and employee volunteering. The Group also considers the purpose of community involvement that can bring the best benefits and interests to people in needs on case-by-case basis. All donations made are subject to the approval of executive directors.

This year, continuing our corporate obligations as in the past, we have made financial donations to Yan Oi Tong, Lion Clubs and Oxfam Hong Kong via actively supporting various meaningful events. Overall, the Group donated to non-profit and charitable organisations worth approximately HK\$600,400 during the reporting period.

6. HKEX ESG REPORT GUIDE CONTENT INDEX

Aspects, General Disclosures and KPIs	Description	Relevant Section in the ESG Report	Remarks
Aspect A1: Emissions			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste	Environmental Protection: 2.1, 2.2 & 2.3	
KPI A1.1	Types of emissions and respective emissions data	Environmental Protection: 2.2 & 2.4	
KPI A1.2	Greenhouse gas emissions in total and, where appropriate, intensity	Environmental Protection: 2.4	
KPI A1.3	Total hazardous waste produced and, where appropriate, intensity	–	The Group has not identified any hazardous waste that was produced by our core business
KPI A1.4	Total non-hazardous waste produced and intensity	Environmental Protection: 2.3	No significant non-hazardous waste was produced by our core business
KPI A1.5	Description of measures to mitigate emissions and results achieved	Environmental Protection: 2.2	

Aspects, General Disclosures and KPIs	Description	Relevant Section in the ESG Report	Remarks
KPI A1.6	Description of how hazardous and non – hazardous wastes are handled, reduction initiatives and results achieved	Environmental Protection: 2.3	
Aspect A2: Use of Resources			
General Disclosure	Policies on efficient use of resources including energy, water and other raw materials	Environmental Protection: 2.1, 2.2 & 2.3	Use of water and other raw materials are not material to the Group's operation.
KPI A2.1	Direct and/or indirect energy consumption by type in total and intensity	Environmental Protection: 2.4	
KPI A2.2	Water consumption in total and intensity	–	The Group believes that our water consumption is mainly used for commercial purpose and no issues have been identified at this moment.
KPI A2.3	Description of energy use efficiency initiatives and results achieved	Environmental Protection: 2.2	
KPI A2.4	Description of whether there is any issue in sourcing water, water efficiency initiatives and results achieved	–	The Group believes that our water consumption is mainly for commercial use and no issues have been identified at this moment.

Aspects, General Disclosures and KPIs	Description	Relevant Section in the ESG Report	Remarks
KPI A2.5	Total packaging material used for finished products, and if applicable, with reference to per unit produced	–	Use of packaging material is not applicable to our core business
Aspect A3: The Environment and Natural Resources			
General Disclosure	Policies on minimizing the issuer's significant impact on the environment and natural resources	Environmental Protection: 2.1 & 2.4	
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and actions taken to manage them	Environmental Protection: 2.2	
Aspect B1: Employment			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti – discrimination, and other benefits and welfare	Employment and Labour Practices: 3.1	
KPI B1.1	Total workforce by gender, employment type, age group and geographical region	Employment and Labour Practices: 3.1	
KPI B1.2	Employee turnover rate by gender, age group and geographical region	Employment and Labour Practices: 3.1	

Aspects, General Disclosures and KPIs	Description	Relevant Section in the ESG Report	Remarks
Aspect B2: Health and Safety			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards	Employment and Labour Practices: 3.3	
KPI B2.1	Number and rate of work-related fatalities	Employment and Labour Practices: 3.3	No work-related fatalities were recorded during the reporting period.
KPI B2.2	Lost days due to work injury	Employment and Labour Practices: 3.3	No lost days due to work injury were recorded during the reporting period
KPI B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored	Employment and Labour Practices: 3.3	
Aspect B3: Development and Training			
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities	Employment and Labour Practices: 3.2	
KPI B3.1	The percentage of employees trained by gender and employee category	Employment and Labour Practices: 3.2	
KPI B3.2	The average training hours completed per employee by gender and employee category	Employment and Labour Practices: 3.2	

Aspects, General Disclosures and KPIs	Description	Relevant Section in the ESG Report	Remarks
Aspect B4: Labour Standards			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour	Employment and Labour Practices: 3.1	
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour	Employment and Labour Practices: 3.1	No such incidents were reported during the reporting period.
KPI B4.2	Description of steps taken to eliminate child and forced labour practices when discovered	—	No such incidents were reported during the reporting period.
Aspect B5: Supply Chain Management			
General Disclosure	Policies on managing environmental and social risks of the supply chain	Operating Practices: 4.1	
KPI B5.1	Number of suppliers by geographical region	Operating Practices: 4.1	
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored	Operating Practices: 4.1	

Aspects, General Disclosures and KPIs	Description	Relevant Section in the ESG Report	Remarks
Aspect B6: Product Responsibility			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress	–	No applicable regulations have been identified for the Group's operation and compliance purpose
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons	–	No incidents were reported during the reporting period.
KPI B6.2	Number of products and service related complaints received and how they are dealt with	Operating Practices: 4.2	No complaints were reported during the reporting period.
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights	Operating Practices: 4.3	
KPI B6.4	Description of quality assurance process and recall procedures	Operating Practices: 4.2	No recall procedures are required throughout the Group's operation.
KPI B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored	Operating Practices: 4.3	Our customers are wholesalers and we do not directly deal with consumers.

Aspects, General Disclosures and KPIs	Description	Relevant Section in the ESG Report	Remarks
Aspect B7: Anti-corruption			
General Disclosure	Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering	Operating Practices: 4.4	
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases	–	No concluded legal cases regarding corrupt practices were brought against the issuer or its employees during the reporting period.
KPI B7.2	Description of preventive measures and whistle – blowing procedures, how they are implemented and monitored	Operating Practices: 4.5	
Aspect B8: Community Investment			
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities takes communities' interests into consideration	Community Investment: 5	
KPI B8.1	Focus areas of contribution	Community Investment: 5	
KPI B8.2	Resources contributed to the focus areas	Community Investment: 5	