



WHEELOCK AND COMPANY LIMITED

WHISTLEBLOWING POLICY & PROCEDURES

TABLE OF CONTENTS

1) Policy 2

2) Objective and Scope of Policy 2

3) Definitions 3

4) Responsibility for Implementation of Policy 4

5) Safeguards 4

6) Raising a Complaint 5

7) Investigation Procedures 6

8) Monitoring the Policy and Procedures 7

ANNEX I: Whistleblowing Report Form 8

ANNEX II: Investigation Procedure Flow Chart 9

1) Policy

The Group is committed to the highest possible standards of openness, probity and accountability. In line with that commitment the Group expects and encourages employees who have concerns about any suspect misconduct or malpractice within the Group to come forward and voice those concerns so that the Group is able to take appropriate and prompt actions.

While the Group could not guarantee that the Group will handle the report in the way you might wish, depending on grounds and evidences of the reporting matters, the Group will endeavour to respond to your concerns fairly and properly. Report must not for personal gain.

2) Objective and Scope of Policy

This policy is designed to enable all officers and employees of the Group and its contractors and their staff to raise concerns internally and to report misconduct or malpractice without fear of suffering retribution and to put in place arrangements for the independent investigation of such concerns for appropriate follow-up action.

This policy aims to:

- provide a transparent and confidential process for dealings with concerns;
- provide avenues for employees to raise concerns and receive feedback on any action taken; and
- reassure employees that they will be protected from reprisals or victimisation for whistleblowing in good faith.

It should be emphasized that this policy is intended to assist individuals who believe they have discovered misconduct or malpractice. It is not designed to question financial or business decisions taken by the Group nor should it be used to deal with grievances or disciplinary matters.

Independent Operating Subsidiaries

The Wharf (Holdings) Limited, Wheelock Properties (Singapore) Limited, i-CABLE Communications Limited and Modern Terminals Limited (independent operating subsidiaries) have instituted their own whistleblowing policy and procedures. The audit committee or the board of independent subsidiaries have overall responsibilities for monitoring and reviewing the operation of the policy, who have a reporting duty to provide the Group with a copy of the report on its whistleblowing matters.

3) Definitions

a) Whistleblowing

Whistleblowing could mean alerting the authorities to information which reasonably suggests there is serious malpractice, where that information is not otherwise known or readily apparent and where the person who discloses the information owes a duty (such as an employee's) to keep the information secret, provided that wherever practicable he or she should have first raised the matter to the company concerned.

b) Whistleblower

A person or entity making a protected disclosure about improper or illegal activities is commonly referred to as a whistleblower. Whistleblowers may be employees, vendors, contractors, customers or general public. The whistleblower's role is as a reporting party. They are not investigators or finders of fact, nor do they determine the appropriate corrective or remedial action that may be warranted.

c) Good Faith

Good faith is evident when the report is made without malice or consideration of personal benefit and the employee has a reasonable basis to believe that the report is true; provided, however, a report, to be taken as being made in good faith, does not have to be proven to be true. Good faith is lacking when the disclosure is known to be malicious or false.

d) Misconduct and Malpractice

It is impossible to give an exhaustive list of the activities that constitute misconduct or malpractice but, broadly speaking, the Group would expect you to report the following:

- A criminal offence;
- A failure to comply with any legal obligations;
- A miscarriage of justice;
- A financial impropriety;
- An action which endangers the health and safety of any individual;
- An action which causes damage to the environment;
- The deliberate concealment of information concerning any of the matters listed above.

While it is not expected to have absolute proof of the misconduct or malpractice being reported, the report should show the reasons for the concerns. If you make a report in good faith then, even if it is not confirmed by an investigation, your concern would be valued and appreciated.

4) **Responsibility for Implementation of Policy**

The Audit Committee of the Board has overall responsibility for this policy, but has delegated day-to-day responsibility for overseeing and implementing it to the Deputy Chairman and Group Chief Financial Officer of the Company.

Management must ensure that all employees feel able to raise concerns without fear of reprisals. All employees should ensure that they take steps to disclose any misconduct or malpractice of which they become aware.

5) **Safeguards**

a) Protection

This policy is designed to offer protection to individuals who make complaints in good faith. You will be treated fairly and justly and any matter will be taken seriously. The Group will not tolerate harassment or victimisation of anyone raising a concern under this policy. Any complaint alleging harassment or victimisation of an individual shall be received, reviewed and investigated in the same manner as any complaint alleging misconduct or malpractice. Any officer or employee who is found to have victimised or harassed an individual reporting suspected misconduct or malpractice will face disciplinary action.

If the complaint is not confirmed by subsequent investigation, no action will be taken against you unless it is found to have been raised frivolously, mischievously, maliciously or for personal gain which may result in disciplinary action against you. In making a complaint, you should exercise due care to ensure the accuracy of the information.

b) Confidentiality

The Group will make every effort to keep your identity confidential. In order not to jeopardize the investigation, you should also keep the fact that you have filed a report, the nature of your concerns and the identity of those involved confidential.

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

Equally, should an investigation lead to a criminal prosecution, it may become necessary for you to provide evidence or be interviewed by authorities. In these circumstances, the Group will, once again, endeavour to discuss with you the implications for confidentiality.

c) Anonymous Report

The Group respects that sometimes you may wish to file the report in confidence. However, an anonymous allegation will be much more difficult for us to follow up simply because the Group will not be able to obtain further information from you and make a proper assessment.

The Group generally does not encourage anonymous reporting and encourage you to come forward with your concerns.

6) Raising a Complaint

You should raise your complaints in writing for the attention of the Group's Company Secretary at 23rd Floor, Wheelock House, 20 Pedder Street, Hong Kong, by fax to (852) 21182908 or by email to compsec@wheelockcompany.com. On receipt of your complaint, the Company Secretary shall refer the matter immediately to one of the following who will determine the appropriate course of action:

- Complaints relating to senior management and below to be referred to the Deputy Chairman and Group CFO, who will be responsible for the commissioning of the investigation and decide on how the investigation will proceed; and
- Complaints relating to the Deputy Chairman and/or Group CFO to be referred to the Audit Committee, who will be responsible for the commissioning of the investigation and decide on how the investigation will proceed.

You are invited to set out the background and history of the complaint, giving names, dates, places and any relevant documentation, where possible. This will help the investigating officer to focus his investigation on the main issues quickly. Although you are not expected to prove the truth of an allegation, you need to demonstrate that there are sufficient grounds for real concerns.

If any officer or employee of the Group receives through other channels complaints or concerns about misconduct or malpractice, they should promptly refer such complaints or concerns to the Company Secretary.

7) Investigation Procedures

The Group will acknowledge receipt of your report within 7 working days confirming that:

- Your report has been received;
- The matter will be investigated;
- Subject to legal constraint, you will be advised of the outcome in due course.

The Company Secretary will manage the report as follows:

- On receipt of a complaint, the Company Secretary will arrange you to complete the Whistleblowing Report Form (the “Form”) per Annex I attached. The completed Form shall be passed as soon as is reasonably possible, to the Deputy Chairman and Group CFO or Audit Committee, whichever appropriate, who will evaluate every report received to decide if a full investigation is necessary. If an investigation is warranted, an investigating officer will be appointed to look into the matter. The investigating officer must be an independent senior manager who has had no previous involvement in the issue.
- The Company Secretary shall maintain a Complaints Register for the purposes of recording details of all complaints received, including the date, the nature and the status of such complaint. The Complaints Register shall be available for inspection upon any request of the Audit Committee.
- Where the report discloses a possible criminal offence, the Group will refer the matter to the Audit Committee. The Audit Committee, in consultation with our legal advisers, 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 you 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 you. 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 of the referral. The Group may be asked to provide more information during the course of the investigation.

The investigation report will be reviewed by the Deputy Chairman and Group CFO.

Possible outcomes of the investigation:

- The allegation could not be substantiated;
- The allegation is substantiated with one or both of the following:
 - Corrective action taken to ensure that the problem will not occur again;
 - Disciplinary or appropriate action against the wrongdoer.

A final report, with recommendations for change (if appropriate), will be produced by the top management or the Audit Committee, or the Board, whatever appropriate for actions.

You will receive in writing the outcome of the investigation. Because of legal constraints, the Group will not be able to give you details of the action taken or a copy of the report.

Subject to the nature and complexity of the matter, the Group expects to complete the investigation and provide you with the outcome in soonest practicable.

If you are not satisfied with the outcome, you could raise the matter in confidence with the Deputy Chairman/Group CFO/Audit Committee. You should make another report explaining why this is the case. If there is good reason, the Group will investigate into your concerns again.

For quick reference of the investigation procedures, please refer to the flow chart in Annex II.

8) Monitoring the Policy and Procedures

The use and effectiveness of this whistleblowing policy will be monitored and reviewed regularly by the Deputy Chairman/Group CFO/Audit Committee.

ANNEX I
Confidential

WHEELOCK AND COMPANY LIMITED
WHISTLEBLOWING REPORT FORM

The Group is committed to the highest possible standards of openness, probity and accountability. In line with that commitment the Group expects employees 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>The Group encourages 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>Address: _____ _____</p> <p>Tel No: _____</p> <p>Email: _____</p> <p>Date: _____</p>
<p>The names of those involved (if known):</p>	
<p>Details of concerns: 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>	

Note: Please deliver this report to the **Group's Company Secretary at 23rd Floor, Wheelock House, 20 Pedder Street, Hong Kong, by fax to (852) 21182908 or by email to compsec@wheelockcompany.com.**

ANNEX II

INVESTIGATION PROCEDURE FLOW CHART

