

**HKR INTERNATIONAL LIMITED**  
**香港興業國際集團有限公司\***  
(the “Company”)

## **WHISTLEBLOWING POLICY**

### **1. Purpose**

- 1.1 HKR International Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) is committed to maintaining high standard of business ethics and corporate governance. In line with this commitment, the Company expects and encourages its employees and other parties who deal with the Company and its subsidiaries (e.g. customers, contractors and suppliers, etc. (collectively, the “**Other Stakeholders**”)) to report a serious concern about any suspected fraud, malpractice, misconduct or irregularity (the “**Concern**”).
- 1.2 This Whistleblowing Policy (the “**Policy**”) aims to (i) provide reporting channels and guidance on whistleblowing to employees or Other Stakeholders to raise the Concern rather than neglecting it; and (ii) reveal suspected fraud, malpractice or misconduct before these activities cause disruption or loss to the Group.

The term “**Whistleblowing**” refers to a situation where an employee or Other Stakeholders (each a “**Whistleblower**”) decides to report a serious Concern, which he/she has become aware of or genuinely suspects that the Group has been or may become involved in.

### **2. Reportable Concern**

- 2.1 This Policy is intended to assist individual employees (permanent or temporary) or Other Stakeholders to disclose information on suspected misconduct, malpractice or irregularity through a confidential reporting channel. It is not designed to further any personal disputes, question financial or business decisions taken by the Company nor should it be used to reconsider any staff matters which have been addressed under the grievance procedure already in place. Whistleblowing matters may include but are not confined to:
- (i) Breach of legal or regulatory requirements;
  - (ii) Criminal offences, breach of civil law and miscarriage of justice;
  - (iii) Malpractice, impropriety or fraud relating to internal controls, accounting, auditing and financial matters;
  - (iv) Endangerment of the health and safety of an individual;
  - (v) Violation of rules of conducts applicable within the Company or those of the Group;

- (vi) Improper use or leakage of confidential or commercially sensitive information;
  - (vii) Bribery or corruption; and/or
  - (viii) Deliberate concealment of any of the above.
- 2.2 Please note that complaints related to customer services or products, as well as loss of properties on the Group premises or under the Group's custody, are normally not reported under this policy, unless they involve misconduct, malpractice or irregularity as listed above. Otherwise, they are handled by the relevant business units concerned (e.g. hospitality or transportation services).

### **3. Protection For Whistleblower**

- 3.1 Persons reporting the Concern in good faith are assured of fair treatment. The Group will make every effort to protect the employee against unfair dismissal, victimization or unwarranted disciplinary action, even if the Concern turn out to be unsubstantiated. Good faith means that the reporting person has held a reasonable belief that the Concern made is true and honest but not made for personal interest or any ulterior motive.
- 3.2 Management must ensure that Whistleblowers feel easeful to raise Concern without fear of reprisals. Any kinds of retaliation against a Whistleblower will be considered as misdemeanors. The Company reserves the right to take appropriate actions against anyone who initiates or threatens to initiate retaliation against those who have raised concerns under this Policy. In particular, employees who initiate or threaten retaliation will be subject to disciplinary actions, which may include summary dismissal. The Company will support all employees and encourage them to raise legitimate concerns without fear of reprisals.
- 3.3 However, if a Whistleblower makes a false report maliciously, with an ulterior motive, or for personal advantage, the Group reserves the right to decline/discontinue investigation, and to take appropriate actions against the Whistlebolwer to recover any loss or damage as a result of false report. In particular, employees may face disciplinary action, including dismissal, where appropriate.

### **4. Confidentiality**

- 4.1 The Group will make every effort to keep all Whistleblower's identity and the reported Concern strictly confidential. In order not to jeopardize the investigation, the Whistleblower is also required to keep confidential the fact that he or she has filed a report, the nature of Concerns and the identities of those involved as well as any other information that the Group has shared in the course of handling the report.
- 4.2 There may be circumstances in which, because of the nature of the investigation, in which it will be necessary to disclose the Whistleblower's identity, such as required by law or regulation. If such circumstances exist, the Group will endeavor to inform the Whistleblower that his or her identity is likely to be disclosed and will endeavour to take reasonable steps to protect the Whistleblower from detriment.

- 4.3 Should an investigation lead to a criminal prosecution, it may become necessary for the Whistleblower to provide evidence or be interviewed by relevant authorities.
- 4.4 In some circumstance, the Group may have to refer the matter to relevant authorities without prior notice or consultation with the Whistleblower.

## 5. Anonymous Reports

It is understood that a Whistleblower may wish to report anonymously. However, Whistleblowers are strongly encouraged to provide their names and contact details, so that clarification of their reports and further information can be obtained from them, if needed, as an anonymous allegation will hinder investigation and follow-up actions due to limited information.

## 6. Contents Of Reports

Whistleblowers are encouraged to come forward and report as much specific information as possible for assessment and investigation, including names of those involved and relevant times, dates and places, reasons for the report and any available supporting documentary and other evidence. Full evidence is not expected, but the more that can be provided, the easier it will be to investigate the matter.

## 7. Reporting Channel

- 7.1 Any employee or Other Stakeholder who wish to report a Concern should inform Head of Internal Audit Department (“**HIAD**”) by sending the Whistleblowing Report Form (the “**Form**”) as attached in Appendix 1, with supplementary information, if any, by the following ways:

(1) **Email:** [internal.auditor@hkri.com](mailto:internal.auditor@hkri.com) (This email can only be accessed by HIAD)

(2) **Mail:**  
Head of Internal Audit Department  
HKR International Limited  
23/F, China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

- 7.2 To ensure confidentiality in the mailing process, the Form should be sent in a sealed envelope marked “Strictly Private and Confidential – To be Opened by Addressee Only”.
- 7.3 If the person or matter concerned relates to HIAD, the Form should be addressed to the Company Secretary by email at [cs@hkri.com](mailto:cs@hkri.com) or by mail at the aforesaid address.

## **8. Investigation Process**

- 8.1 HIAD will record all whistleblowing cases raised in the Whistleblowing Register which with cases' update shall be circulated to the Audit Committee on a bi-annual basis. All reported cases with valid contacts will be followed up. HIAD will evaluate the validity and relevance of the cases received, and to decide the categorisation of whistleblowing cases for reporting to appropriate parties. The whistleblowing matters raised should be:
- (1) referred to the Executive Committee if the person or matter concerned does not relate to any members of the Executive Committee, or
  - (2) referred to the Audit Committee Chairman if the person or matter concerned relates to any members of the Executive Committee.
- 8.2 If the person or matter concerned relates to HIAD, the report will be addressed to Executive Committee directly through the Company Secretary.
- 8.3 Regarding the whistleblowing cases reported to respective Executive Committee or Audit Committee Chairman, the corresponding Committee or Audit Committee Chairman will assess each reported case and decide if an investigation is required accordingly. The Executive Committee and the Audit Committee Chairman will respectively review each investigation to determine the courses of actions.
- 8.4 Should the Executive Committee or the Audit Committee Chairman considers appropriate, the case may be referred to relevant regulatory authority(ies), such as the Hong Kong Police Force, the Independent Commission Against Corruption, the Securities and Futures Commission, etc.
- 8.5 HIAD will undertake any investigations required by the Executive Committee or the Audit Committee Chairman, and will provide an investigation report to the respective Committee or Audit Committee Chairman accordingly. If deemed necessary, the Executive Committee or the Audit Committee Chairman may appoint an appropriate investigating officer other than HIAD to conduct or assist in the investigation and may also seek advice and/or assistance from professionals such as lawyers, external auditors, etc., where appropriate.

## **9. Record Retention**

Records shall be kept for all reported Concerns in the Group under Section 8 of this Policy. In the event a reported case leads to an investigation, the party responsible for leading/conducting the investigation shall ensure that all relevant information relating to the case is retained, including details of corrective action taken for a period not exceeding ten (10) years (or whatever other period may be specified by any relevant legislation).

## **10. Responsibility For Implementation and Monitoring**

- 10.1 This Policy has been approved and adopted by the Board of Directors of the Company to supersede the HR policies “Reporting and handling Process for Concern about Possible Improprieties”.
- 10.2 The Audit Committee has overall responsibility for the Policy, and has delegated the day-to-day responsibility for overseeing and implementing this Policy to the HIAD. The Audit Committee is responsible for monitoring and reviewing the effectiveness of this Policy and the actions resulting from the investigation.
- 10.3 This Policy will be reviewed by the Audit Committee at least on an annual basis to ensure its effectiveness. Any amendments or updates to this Policy will be subject to the Audit Committee’s approval.

Adopted on 16 March 2022

*\*Registered under the predecessor ordinance of the Companies Ordinance, Chapter 622 of the laws of Hong Kong*

**HKR INTERNATIONAL LIMITED**  
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(the “Company”)

**WHISTLEBLOWING REPORT FORM**  
**(STRICTLY CONFIDENTIAL)**

If you wish to report a whistleblowing concern, please fill in this form. All information will be kept in a strictly confidential manner.

**Reporter’s Information:**

Name and Title: \_\_\_\_\_

Department and Company Name: \_\_\_\_\_

Tel No.: \_\_\_\_\_ Email: \_\_\_\_\_

**Details of Concern:**

Please provide full details of your concern: names of the persons involved, dates, places, reasons, etc. and any other supporting evidence. (Continue on separate sheet if necessary)

Signature: \_\_\_\_\_

Date : \_\_\_\_\_

Note : Please deliver your form by the following ways according to section 7 of the Whistleblowing Policy:

(1) **Mail:**

Head of Internal Audit Department (“HIAD”)  
HKR International Limited  
23/F, China Merchants Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

(2) **Email:** [internal.auditor@hkri.com](mailto:internal.auditor@hkri.com)  
(This email can only be accessed by HIAD)

If the person or matter concerned relates to HIAD, the Form should be addressed to the Company Secretary by email at [cs@hkri.com](mailto:cs@hkri.com) or by mail at the aforesaid address.