

## **HKBN LTD.**

*(Incorporated in the Cayman Islands with limited liability)  
(the **Company**)*

### **WHISTLEBLOWING POLICY**

#### **1. PURPOSE**

- 1.1 HKBN Ltd. (the **Company**) and its subsidiaries (together, the **Group**) are committed to achieving and maintaining the highest standards of openness, probity and accountability. In line with this commitment, the Company expects and encourages employees of the Group, those persons and entities who deal with the Group (including but not limited to the Group's insurers, customers, business partners, suppliers, contractors, creditors and debtors, and their respective directors, employees, officers, members, partners (collectively **Relevant Third Parties**)) to report to the Company any suspected impropriety, misconduct or malpractice within the Group.
- 1.2 This Policy aims to provide reporting channels and guidance on reporting possible improprieties in matters of financial reporting or other matters, and reassurance to whistleblowers of the protection that the Group will extend to them against unfair dismissal or victimisation for any genuine reports made under this Policy.

#### **2. SCOPE**

- 2.1 This Policy applies to the Group and all employees of the Group as well as the Relevant Third Parties.
- 2.2 Whilst it is impossible to provide an exhaustive list of the activities that constitute impropriety, misconduct or malpractice, this Policy is intended to cover serious concerns that could have an impact on the Group, which include but not limited to:
  - (a) criminal offences;
  - (b) breach of legal or regulatory requirements;
  - (c) miscarriage of justice;
  - (d) malpractice, impropriety or fraud in financial reporting, internal control or other financial matters of the Group;
  - (e) breach of rules, policies or internal controls of the Group;
  - (f) endangerment of the health and safety of an individual;
  - (g) discrimination or harassment;
  - (h) damage caused to the environment;
  - (i) professional, ethical or other malpractices or wrongdoings;
  - (j) improper conduct or unethical behaviour likely to prejudice the standing of the Group; and

- (k) deliberate concealment of any of the above.

### **3. PROTECTION**

- 3.1 In making a report, the employee of the Group or the Relevant Third Party (the *Informer*) should exercise due care to ensure the accuracy of the information.
- 3.2 The Informer in making appropriate reports under this Policy is assured of protection against unfair dismissal, victimisation or unwarranted disciplinary action, even if the reports are subsequently proved to be incorrect or unsubstantiated. Harassment or victimisation of or retaliation against a genuine Informer is treated as gross misconduct, which if proven, may result in dismissal.

### **4. CONFIDENTIALITY**

- 4.1 Each report will be treated as confidential. The identity of the Informer will not be divulged save with such the Informer's consent or where:
  - (a) in the opinion of the Audit Committee of the Company (the *Audit Committee*), it is material to the investigation or in the interest of the Company to disclose the identity;
  - (b) in the reasonable opinion of the Company, the report lacks merit or is lodged in bad faith with malicious or mischievous intent to cause annoyance or harm or in abuse of this Policy;
  - (c) it is required to be disclosed in compliance with any applicable law or regulation, by any relevant regulatory authority including The Stock Exchange of Hong Kong Limited (the *Stock Exchange*), or by the order or directive of any court having jurisdiction over the Group; or
  - (d) the report and the identity of the Informer are already public knowledge.

### **5. FALSE REPORTS**

- 5.1 All concerns must be raised in good faith. If a person makes a false report maliciously or for personal gain, the Company reserves the right to take disciplinary actions and other appropriate action against that person, including to law enforcement authorities and to recover any loss or damage as a result of the false report.

### **6. PROCEDURES**

#### **Making a report**

- 6.1 (a) Every report shall be made in person or in writing either by email to [complaint@hkbn.com.hk](mailto:complaint@hkbn.com.hk) or fax to (852) 8167-7168 (accessed by Internal Audit Department) or by post to "Internal Audit Department" at 12th floor, Trans Asia Centre, 18 Kin Hong Street, Kwai Chung, New Territories, Hong Kong. The Head of Internal Audit shall then determine the course of action to pursue, with power to delegate, with respect to the report;

- (b) All written reports by post must be sent in a sealed envelope clearly marked “Strictly Private and Confidential - To be Opened by Addressee” to ensure confidentiality;
- (c) If the Internal Audit Department or the Head of Internal Audit is being complained against, the report should be made in person or by post addressed to the Chairman of the Audit Committee at the same address;
- (d) Each Informer must provide details of improprieties (including relevant incident(s), behaviour, activity or activities, name(s), date(s), place(s) and any other relevant information) on the report; and
- (e) Details of the Informer (including name, department/business unit, company, contact number, address or email address) are not required but are strongly encouraged to be provided so as to facilitate the investigation and such details will be kept in the strictest confidence. Anonymous reports will only be considered as far as practicable.

### **Investigation procedures**

- 6.2 The format and length of an investigation will vary depending upon the nature and particular circumstances of each report made. Where appropriate, the reports raised may:
  - (a) be investigated internally by the Internal Audit Department, the Talent Management department or other departments within the Group;
  - (b) be referred to the external advisors;
  - (c) be referred to the relevant regulatory bodies; and/or
  - (d) be the subject of any other actions as the Audit Committee may determine in the best interest of the Group.
- 6.3 The Head of Internal Audit or the Audit Committee Chairman, as the case may be, will respond to the Informer, if contactable, as soon as practicable upon receipt of the report:
  - (a) acknowledging receipt of the report;
  - (b) advising the Informer as to whether or not the matter will be investigated further and, as appropriate, the actions taken or being taken or the reasons for no investigation being made;
  - (c) giving an estimate of the timeline for the investigation, where practicable; and
  - (d) indicating if any remedial or legal action is or is to be taken.

## **7. CONSISTENCY WITH LAWS AND REGULATIONS**

- 7.1 This Policy shall be read in conjunction with and subject to any relevant laws, regulations, rules, directives or guidelines that the Stock Exchange or any other regulatory bodies may from time to time prescribe or issue on the matters governed by this Policy.

7.2 In the event that any procedures herein are inconsistent or in conflict with any relevant laws, regulations, rules, directives or guidelines as prescribed by the Stock Exchange or any other regulatory bodies or any part thereof, the latter shall prevail to the extent of such inconsistency or conflict.

**8. MAINTAINING THIS POLICY**

The Audit Committee shall supervise the enforcement of this Policy and is responsible for the interpretation and review of all the policies and procedures set out herein.

**9. INQUIRIES**

Any questions or concerns arising from this Policy should be directed to the Head of Internal Audit.

Hong Kong, adopted on 11 March 2015, and updated on 8 June 2017 and 14 April 2022.