

GUANGDONG INVESTMENT LIMITED

POLICY IN RELATION TO EMPLOYEES RAISING CONCERNS OVER POSSIBLE IMPROPRIETIES

1. Principles

1.1 Guangdong Investment Limited (hereinafter referred to as the “Company”) is committed to achieving and maintaining a high level of transparency, integrity and accountability.

1.2 Employees of the Company at all levels shall act with integrity, fairness and honesty.

2. Purposes

2.1 This policy aims to regulate and deal with the concerns raised by the employees of the Company over any suspected impropriety or malpractice in its financial reporting, internal control or other aspects in a fair and correct manner.

2.2 The Audit Committee of the Company shall review this policy regularly and ensure that appropriate arrangements are in place to carry out fair and independent investigation into such matters and take appropriate action.

3. Scope of Application

3.1 This policy is applicable to:

(a) employees of the Company in all departments and at all levels; and

(b) concerns raised over potential impropriety in financial reporting, internal control or other aspects, including but not limited to the following matters:

- breach of applicable regulations of the Company;
- breach of laws or regulatory rules;
- criminal offences, breach of contracts and misjudgments;
- malpractice, impropriety or fraud in accounting, auditing and finance;
- harmful behaviours to others' health and safety;

- environmental damages;
- impropriety or immorality that impairs the Company's reputation; and
- deliberate concealment of any of the above matters .

4. Whistle-blowing Procedures

4.1 Employees may report their reasonable concerns over any impropriety in financial reporting, internal control or other aspects set out in paragraph 3.1(b) above through face-to-face interview or in writing.

4.2 Employees shall first report their concerns to the General Manager of the Internal Audit Department of the Company who, upon collecting adequate information, shall submit such report to the Chairman of the Board.

4.3 If such concerns involve the General Manager of the Internal Audit Department or the employee does not wish to inform the aforementioned General Manager for any reason, the employee may submit his/her report to the Chairman of the Board.

4.4 If the employee does not wish to inform the Chairman of the Board for any reason, the employee may directly submit his/her report to the Audit Committee.

4.5 If such concerns are raised in writing, the document shall specify the identity of the employee(s) raising the concerns and detailed information about the concerns, which shall be enclosed in a sealed envelope bearing "Private and Confidential – For the Addressees ONLY".

4.6 The Company does not encourage anonymous whistle-blowing, which makes it difficult for the Company to follow up and obtain more information to reach a correct judgment.

4.7 The Chairman of the Board or the Audit Committee (as the case may be) will review the concerns and complaints and decide on appropriate investigation or arrangement.

5. Investigation Procedures

5.1 A confirmation notice will be sent by the Company within 5 working days from the date of receipt of the whistle-blowing information.

5.2 The Company will assess each matter reported to decide whether a comprehensive investigation is needed. The Company will, on a case-by-case basis, designate an individual with a responsible post in the Company and the General Manager of the Internal Audit Department as investigators or set up a special committee for the purpose of carrying out investigations on relevant incidents.

5.3 The form and period of an investigation will vary, depending on the nature, complexity and special circumstances of individual incidents.

5.4 During the investigation, the employee raising the concerns will be required to provide more information.

5.5(a) An investigation report will be submitted, together with recommendations on changes or improvements (if any) to the Chairman of the Board, who will review the investigation report and approve the handling suggestions and rectification measures. The Company will submit the investigation report and the handling result to the Audit Committee and the Board for review on a quarterly basis.

5.5(b) If a concern involves any member of the Board or serious circumstances, an investigation report will be submitted, together with recommendations on changes or improvements (if any) to the Audit Committee, which will review the investigation report and make recommendations (as appropriate) to the Board for approving the handling suggestions and rectification measures.

5.6 The employee raising the concerns will receive a written notice on the investigation result.

5.7 If unsatisfied with the result, the employee may re-submit his/her concerns to the Chairman of the Board or the Audit Committee, as the case may be.

5.8 If justified, the Company will conduct another investigation.

5.9 If the investigation report indicates any potential involvement of a criminal offence, the Company, after consulting with its legal advisor, will decide whether it is necessary to refer such report to relevant authorities such as the Hong Kong Police Force, the Independent Commission Against Corruption and the Securities and Futures Commission so as to make further appropriate actions. Upon referral of the

report to the relevant authorities, the Company cannot take further actions in relation to the report, including informing the employee of the referral.

6. Confidentiality

6.1 The Company will make every effort to process all whistle-blowing matters to which this policy is applicable in a highly confidential manner. Without prior consent of the employee, the Company will not disclose the identity of the whistle-blower/complainant employee, unless the Company is required to disclose the identity and other information of the employee as required by law.

7. False Allegation and Report

7.1 When raising concerns under the policy, the employees shall exercise prudence in ensuring information accuracy.

7.2 The employees acting in good faith will not be dismissed or subject to other disciplinary action over their inaccurate whistle-blowing.

7.3 The employees will be subject to disciplinary action, including possible dismissal, for any false and malicious allegation made intentionally. Employees may be subject to legal action in the event of any violation of the law.

8. Effective Date

8.1 This policy has come into effect since 19 March 2012.