



嘉里建設有限公司

KERRY PROPERTIES LIMITED

(Incorporated in Bermuda with limited liability)

Whistleblowing and Complaints Policy

1. Policy Statement

- 1.1 Kerry Properties Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) are committed to achieving and maintaining the highest standards of openness, probity and accountability. To achieve this, the board of directors of the Company (the “**Board**”) has approved and adopted this Whistleblowing and Complaints Policy (the “**Policy**”) for employees of the Group and those who deal with the Group (including but not limited to customers and suppliers) (collectively, the “**Whistleblower(s)/Complainant(s)**”) to report any whistleblowing /complaints matters which they have become aware of or genuinely suspect that such matters have occurred or may occur.

2. Scope

- 2.1 The scope of the Policy includes all whistleblowing/complaints matters and any integrity or operational concerns.
- 2.2 Whistleblowing matters include the following matters in relation to the Group:-
- (a) breach of legal or regulatory requirements;
 - (b) criminal offences and breach of civil law;
 - (c) malpractice, impropriety or fraud in financial reporting, internal control or other financial matters of the Group; and/or
 - (d) deliberate concealment of any of the above.

3. Reporting Procedures

- 3.1 The whistleblowing/complaint reports (the “**Report(s)**”) must be submitted in writing or by email to the Ombudsperson at the designated address or email address published in the Company’s website, annual and/or interim reports. Whistleblowers/Complainants are encouraged to use the suggested form as set out in the Appendix.
- 3.2 The Ombudsperson is an employee of the Company appointed jointly by the Chief Executive Officer of the Company (“**CEO**”) and the chairman of the Audit and Corporate Governance Committee of the Company (“**ACGC**”). The Ombudsperson will report to the complaints committee of the Company (“**Complaints Committee**”).
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3.3 The Complaints Committee which comprises Heads of Internal Audit, Human Resources, Finance and Legal as the members is established by the Company. The chairperson of the Complaints Committee shall be appointed jointly by the CEO and the chairperson of the ACGC. If the Report relates to the work area of any member of the Complaints Committee, the relevant member shall excuse himself/herself from the matter.

4. Investigations

4.1 The Complaints Committee will assess every Report received and decide whether or not a case will proceed to investigation. The Complaints Committee will acknowledge that the Report has been received.

4.2 If an investigation is warranted, the Complaint Committee shall formulate an investigation plan and assign an investigation team with the requisite skills and independence for the investigation. Where necessary, the investigation team may refer to external auditor, legal advisors and/or external regulators or authorities.

4.3 Upon finalisation of the investigation, the chairperson of the Complaints Committee shall inform the CEO and the chairperson of ACGC on the findings and the recommended actions. The chairperson of the ACGC shall report the investigated cases and corrective measures undertaken at the board meeting of the Company.

4.4 For cases which will not proceed to investigation, the Complaints Committee shall incorporate those cases into a quarterly summary and the chairperson of the Complaints Committee shall present such quarterly summary at the ACGC meeting.

4.5 The result of the investigation may be communicated to Whistleblowers/Complainants where deemed appropriate by the Company. Due to legal constraints, the Company will not be able to give any details of the action taken or any copy of the investigation report to Whistleblowers/Complainants.

5. Anonymous Reports

5.1 The Company respects that Whistleblowers/Complainants may wish to file the Report in confidence. However, the Company encourages the Whistleblowers/Complainants to disclose their identity and contact information in the Report so that they can be contacted for further investigation or evidence regarding the Report.

6. Confidentiality

- 6.1 The Company will treat all whistleblowing/complaints Report(s) in a confidential manner and keep the identities of the Whistleblowers/Complainants confidential. The identities of the Whistleblowers/Complainants will not be divulged without their consent. However, if the Report(s) leads to an investigation by regulators or authorities, there may be circumstances in which the Company may be legally obliged to reveal their identities. The Whistleblowers/Complainants will be advised in advance if their identities may need to be disclosed.

7. Malicious Report

- 7.1 It is important the Whistleblowers/Complainant should exercise due care to ensure the accuracy of the Report. If a Whistleblower/Complainant makes a false Report maliciously, with an ulterior motive, without reasonable grounds that the information in the Report is accurate or reliable, or for personal gain, the Group reserves the right to take appropriate disciplinary action, including the possibility of dismissal, if applicable.

8. Review of this Policy

- 8.1 The ACGC is responsible for the monitoring and regular review of this Policy to ensure its relevance and effectiveness. Any subsequent amendment of this Policy shall be reviewed by the ACGC and approved by the Board.



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Whistleblowing Report Form

If you wish to make a written report, please use this report form.

To: The Ombudsperson of Kerry Properties Limited (ombuds@kerryprops.com)

Hong Kong

Kerry Properties Limited
 25/F, Kerry Centre, 683 King's Road
 Quarry Bay, Hong Kong

Mainland

Kerry Properties Limited
 c/o Kerry Properties (China) Project Management
 Co., Ltd.
 9/F, Tower 2
 Enterprise Centre
 209 Gong He Road, Jing'an District
 Shanghai, China 200070

Your Name/Contact Telephone Number and Email

We encourage you to provide your name with this report. Concerns expressed anonymously are much less powerful but they will be considered as far as practicable

Name:

Address:

Tel No.:

Email:

Date:

The names of those involved (if known):

Details of concerns:

Please provide full details of your concerns: names, dates, places, value associated and the reasons for the concerns (continue on separate sheet if necessary) together with any supporting evidence.