

Whistleblowing Policy

1. Purpose

- 1.1. Swire Properties Limited (“**Swire Properties**”) is committed to maintaining high standards of business ethics and corporate governance. We believe in dealing appropriately with our employees, those with whom we do business and the communities in which we operate.
- 1.2. We therefore require our employees and encourage third parties to report suspected or actual improprieties involving Swire Properties and its subsidiaries (the “**Swire Properties Group**”, and each a “**Swire Properties Group Company**”) and their respective directors, officers, employees and any of its suppliers, contractors, agents, and other third parties who are acting for or on behalf of a Swire Properties Group Company.
- 1.3. This whistleblowing policy (“**Policy**”) sets out Swire Properties’ policy on, and commitment to, whistleblowing and the protection of whistleblowers, and how reports of suspected or actual improprieties can be made and how they are reviewed and investigated.
- 1.4. This Policy applies to all employees (including secondees), officers and directors of the Swire Properties Group (together, the “**Relevant Persons**”) and to suppliers, contractors, agents and other third parties who deal with the Swire Properties Group (“**Third Parties**”). Associated and joint venture companies are encouraged to establish whistleblowing policies comparable to this Policy.

2. Whistleblowing and improprieties

- 2.1. “**Whistleblowing**” refers to a situation where a Relevant Person or a Third Party (each, a “**Whistleblower**”) who, in good faith, has reasonable cause to believe that anyone acting for or on behalf of a Swire Properties Group Company anywhere in the world has acted, or is now or may be intending to act illegally, improperly or in a manner which is contrary to applicable laws or regulations, including policies and practices the Swire Properties Group may issue from time to time, raises those concerns to the relevant Swire Properties Group Company.
- 2.2. Improprieties include misconduct, malpractice and unethical behaviour. It is not possible to give an exhaustive list. Examples of improprieties include but are not limited to the following:-
 - 2.2.1. conduct or practices which are illegal or breach any applicable law, regulation or code of conduct;
 - 2.2.2. fraudulent or corrupt conduct;
 - 2.2.3. misappropriation of company property;

- 2.2.4. misleading or deceptive conduct (including misrepresentation), which leads to improper, misleading or breach of accounting, financial reporting and/or internal controls requirements or practices;
 - 2.2.5. violations of any Swire Properties Group policies, including without limitation, the Corporate Code of Conduct;
 - 2.2.6. action or inaction which could potentially endanger the health or safety of another person or any property, or cause serious harm to the environment;
 - 2.2.7. harmful, discriminatory or retaliatory action taken against a Whistleblower for having made a report under this Policy; and
 - 2.2.8. intentional concealment for omission of information relating to any of the above.
- 2.3. Improprieties including harassment, discrimination and workplace bullying can be reported under Swire Properties' [Respect in the Workplace Policy](#) or under this Policy.

3. Protection and non-retaliation

- 3.1. Swire Properties is committed to the fair treatment of all persons making genuine and appropriate reports under this Policy, including the protection of Relevant Persons against unfair dismissal, victimisation or unwarranted disciplinary action. Reasonable steps will be taken by Swire Properties to protect the Whistleblower from reprisal or disadvantage as a result of making a report under this Policy.
- 3.2. It is a breach of this Policy for any Relevant Person to cause disadvantage to a Whistleblower who makes any report under this Policy in good faith. Swire Properties reserves the right to take appropriate action against any person who initiates or threatens to initiate retaliation against Whistleblowers who make reports under this Policy. Retaliation against or victimisation of a Whistleblower who acts in good faith will not be tolerated. Nor will a Whistleblower suffer any detriment as an employee (for example demotion or an unwanted transfer). Disciplinary action will be taken with respect to any instance of retaliation.

4. Confidentiality

- 4.1. Both the identity of the Whistleblower and any persons named in any report should be protected to the extent practicable from any disclosure that may prove harmful to the interests or reputation of the parties.
- 4.2. All information received will be treated with confidence, except where Swire Properties is required by law or regulation to disclose it (including stock exchange rules or for audit purposes) or where Swire Properties refers the matter to relevant regulators or law enforcement authorities.
- 4.3. Swire Properties will make every effort to keep the identity of the Whistleblower confidential. However, there may be circumstances where, due to the nature of the investigation, it will be necessary to disclose the Whistleblower's identity.

4.4. In order not to jeopardise the investigation, the Whistleblower is also required to keep confidential the fact that a report has been made, the nature of the impropriety concerned and the identities of those involved, unless required to disclose such information by law or regulation.

5. **Making a report**

5.1. Although Swire Properties does not expect the Whistleblower to have full evidence of the impropriety reported, provided the report is made in good faith, to facilitate the handling of the report and any subsequent investigations, reports made under this Policy should include full details of the suspected or actual impropriety concerned, including relevant names, dates and places, and the reasons for the concerns. Any available supporting evidence or documents should also be provided.

5.2. Third Parties should make their report to the Group Internal Audit Department (“**GIAD**”) or a designated third-party service provider (“**Service Provider**”), the contact details of which can be found at <http://whistleblowing.swireproperties.com>.

5.3. Reports to GIAD can be made in writing or, by prior appointment, in person. GIAD’s contact details are as follows:

Head of Group Internal Audit Department
John Swire & Sons (H.K.) Limited
30th Floor, Dorset House Taikoo Place
979 King’s Road
Quarry Bay
Hong Kong

Email: group.audit@jsshk.com

Fax: (852) 2968 0037

5.4. Relevant Persons should make their reports to any of the following:-

5.4.1. GIAD;

5.4.2. Service Provider;

5.4.3. the Relevant Person’s immediate superior (and if no satisfaction is gained, then to the Head of the Department in which the Relevant Person works);
or

5.4.4. the Human Resources & Administration department (“**HR&A**”).

5.5. Where a Relevant Person makes a report to his/her immediate superior or Head of Department, the superior or Head of Department must in turn make a report to HR&A. HR&A must report all allegations received under this Policy to the Executive Committee and GIAD.

5.6. Where a report is made to somebody other than GIAD, the report may be provided to GIAD for further investigation.

6. Anonymous reports

- 6.1. Whistleblowers are strongly encouraged to provide their names and contact details, so that clarification of the reports made or further appropriate information can be obtained directly from them, where required. However, it is recognised that in some cases Whistleblowers may not feel comfortable identifying themselves. In these cases, anonymous reports may be submitted, although in such instances our ability to investigate the allegations and/or follow up with the Whistleblower may be seriously restricted.

7. Investigations

- 7.1. All reports will be referred to GIAD and/or HR&A.
- 7.2. Depending on the nature of the report received, GIAD and/or HR&A will carry out a preliminary review to understand the circumstances surrounding the allegation based on any information provided by the Whistleblower. All preliminary assessment will be reported to the Head of GIAD and/or Director, Human Resources (as the case may be) prior to the commencement of any investigative work. Head of GIAD will report all claims reviewed by GIAD to the Swire Properties Audit Committee. Director, Human Resources will report all claims reviewed by HR&A to the Executive Committee.
- 7.3. Subsequent to the preliminary review, the Head of GIAD or Director, Human Resources (as the case may be) will discuss the case (together with the proposed detailed investigative work to be conducted or other proposed action (e.g. report to law enforcement authorities where necessary)) with senior management of the relevant Swire Properties Group Company, including the Finance Director. The Finance Director will also ensure that the Executive Committee is informed of the matter.
- 7.4. If the Head of GIAD or Director, Human Resources determines that detailed investigation for the case should be carried out, GIAD or HR&A (as the case may be) will carry out a detailed review which may include, but is not limited to, inspection of relevant documents and interviewing of relevant parties.
- 7.5. Relevant advice from in-house or external legal counsel and/or HR&A will be obtained where appropriate.
- 7.6. The result of GIAD's investigation, together with corrective action plans, will be documented and provided to the Audit Committee and where appropriate, senior management. Where the matter is investigated by HR&A, the result of the investigation, together with corrective action plans, will be documented and provided to the Executive Committee and where appropriate, senior management. For complaints investigated by HR&A, any matters of significance will also be reported to the Audit Committee.
- 7.7. The result of any investigation may be communicated to the Whistleblower, where it is deemed appropriate by Swire Properties.

- 7.8. If, having considered the facts available, Swire Properties is of the opinion that a criminal offence may have been committed, we will seek legal advice to determine if it is necessary to, and if so, we will, refer the matter to the appropriate authorities for their further action.
- 7.9. Relevant Persons who are found to have perpetrated or participated in an impropriety will be subject to disciplinary action, which may include termination of employment. In the case of any suspected corruption or other criminal offences, a report will be made to the appropriate authorities in the relevant countries, as we may consider appropriate.
- 7.10. All allegations are recorded in a Claims Register maintained by GIAD. The register contains the following information:-
- 7.10.1. source of the allegation;
 - 7.10.2. brief description of the allegation;
 - 7.10.3. dates when the allegation was received, reviewed and closed; and
 - 7.10.4. investigation result.

8. False reports

- 8.1. All reports must be made in good faith. If a Whistleblower makes a false report maliciously or for personal gain, Swire Properties reserves the right to take appropriate action against that person, including reporting the matter to law enforcement authorities and to recover any loss or damage suffered as a result of the false report. In particular, Relevant Persons will face disciplinary action, including termination of employment where appropriate.

9. Retention

- 9.1. All records of reports or complaints made, including results of any investigation, shall be retained for a period of not more than seven years following completion of the investigation (if any) or closure of the matter.

10. Policy governance and review

- 10.1. This Policy has been approved by the Board of Directors of Swire Properties. The Executive Committee has overall responsibility for the implementation of this Policy, and has delegated the day-to-day responsibility for the administration of this Policy to GIAD.
- 10.2. The Swire Properties Audit Committee is responsible for reviewing this Policy, recommending changes, and addressing issues of concern.
- 10.3. Changes to this Policy may be made from time to time. This Policy is posted on the website of Swire Properties. The version stored on the website shall be retained as the most current and authoritative version of this Policy.

11. Language

11.1. This Policy is available in both English and Chinese. In case of any discrepancies between the English and Chinese versions, the English version shall prevail.

Approved by the Board: 9 August 2022