

# Tianjin Development Holdings Limited

## Whistleblowing Policy

*(Adopted by the Board on 11 November 2022)*

### 1. Purpose

- 1.1 Tianjin Development Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) are committed to maintaining the highest standards of openness, integrity and accountability. The Company encourages any individuals to report any suspected improper, inappropriate and undesirable behaviour within the Group.
- 1.2 This whistleblowing policy (the “**Policy**”) aims to provide reporting channels and guidance on reporting possible misconducts, and to assure those who reported concerns according to this Policy (the “**Whistleblower(s)**”) that the Group will protect them from any unfair disciplinary action or infringement for making any genuine reports.

### 2. Scope

- 2.1 This Policy applies to all directors, management officers and employees (including secondees, permanent or temporary contract staff) of the Group (collectively, the “**Relevant Person(s)**”) and external third parties who deal with the Group (including but not limited to the Group’s joint venture partners, associated companies’ representatives, contractors and suppliers) (the “**External Parties**”).
- 2.2 It is impossible for the Group to give an exhaustive list that sets out all of the activities that constitute improper, inappropriate and undesirable behaviours, therefore this Policy is intended to cover serious concerns that could have an impact on the Group, which include but not limited to:
  - (i) criminal offences (including corruption and bribery);
  - (ii) violation of laws or regulatory requirements;
  - (iii) undesirable or improper behaviour or fraud in relation to the financial reporting, internal control or other financial matters of the Group;
  - (iv) professional or ethical malpractices or wrongdoings;
  - (v) improper conduct or unethical behavior that might damage the reputation of the Group;
  - (vi) act that endanger the health and safety of an individual;
  - (vii) behaviour that caused damage to the environment; and
  - (viii) deliberate concealment of any of the above.

- 2.3 This Policy does not apply to trivial matters such as complaints relating to customer services or products provided by the Group, as well as loss of properties that are at the Group's premises or under the Group's custody, unless they involve misconducts, undesirable behaviours or violations as listed above.

### **3. Protection**

- 3.1 When making a report, the Whistleblower should exercise due care to ensure the accuracy of the information.
- 3.2 Whistleblowers making genuine and appropriate reports are assured of fair treatment. In addition, all Relevant Persons are also assured of protection against unfair dismissal, infringement or unreasonable disciplinary action.
- 3.3 The Group reserves the right to take appropriate actions against anyone (Relevant Persons or External Parties) who initiates or threatens to retaliate against the Whistleblowers. In particular, Relevant Persons who initiated or threatened to retaliate will be subject to disciplinary actions, which may include summary dismissal.

### **4. Confidentiality**

- 4.1 All information received (including the identity of the Whistleblower) will be kept confidential, except where the Group is required by applicable law or regulation, or at the lawful request of any relevant authorities including but not limited to The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or other competent governmental or regulatory bodies, or by the order or direction issued by any court having jurisdiction over the Group, to disclose the relevant information.
- 4.2 In order not to prejudice the investigation, the Whistleblower is also required to keep confidential the facts reported, the nature of the misconduct concerned and the identities of the persons involved, unless required by applicable law or regulation, at the lawful request of any relevant authorities or by the order or direction of any court, to disclose.

### **5. Reporting Channels**

- 5.1 Every report shall be made in person or in writing by post addressed to the Chairman of the Audit Committee at Suites 7-13, 36/F., China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong. The Chairman of the Audit Committee shall then decide the course of action to pursue regarding the report, and the action to delegate power.

- 5.2 If the Chairman of the Audit Committee is the subject of the complaint made, all reports should be made in person or in writing by post addressed to the Chairman of the Board at No. 49 Changde Road, Heping District, Tianjin, PRC.
- 5.3 All written reports by post shall be sent in a sealed envelope clearly marked “*STRICTLY PRIVATE AND CONFIDENTIAL – TO BE OPENED BY ADDRESSEE ONLY*” to ensure confidentiality.
- 5.4 Whistleblower is required to provide details of the misconducts (including the relevant incident(s), behavior(s), activities, name(s), date(s), place(s) and any other relevant information) on the written report together with any supporting evidences, if any.
- 5.5 Details of the Whistleblower (including name, department, company, contact number, address or email address and the relationship with the subject of the complaint) are not required, but are encouraged, to be provided so as to facilitate the investigation, and such details will be kept in strict confidence.

## 6. Investigations

- 6.1 The format and duration of an investigation will vary depending upon the nature and particular circumstances of each report made. Where appropriate, the reports raised may:
  - (i) be investigated internally by the Audit Committee, or any suitable person or department of the Group as determined and delegated by the Audit Committee;
  - (ii) be referred to the external auditor as instructed by the Audit Committee;
  - (iii) be referred to the relevant public or regulatory bodies as instructed by the Audit Committee; and/or
  - (iv) form the subject of any other actions as the Audit Committee may determine in the best interest of the Group.
- 6.2 Upon receipt of the report, the Chairman of the Audit Committee will, as soon as practicable, respond to the Whistleblower, if contactable:
  - (i) acknowledging receipt of the report;
  - (ii) informing the Whistleblower as to whether or not the matter will be investigated further and, where appropriate, the actions taken or to be taken or the reasons for not conducting an;
  - (iii) where practicable, providing an estimate of the timeline of the investigation and final response; and
  - (iv) indicating if any remedial or legal action is or is to be taken.

- 6.3 If a Whistleblower makes a false report maliciously, with an ulterior motive, or for personal gain, the Group reserves the right to take appropriate actions against any person (including the Whistleblower) to pursue any loss or damage caused by the false report. In particular, Relevant Persons may face disciplinary action, including dismissal, where appropriate.

## **7. Review of this Policy**

- 7.1 This Policy shall be read in conjunction with, and subject to, any relevant laws, regulations, rules, directions or guidelines that the Stock Exchange or any relevant governmental or regulatory bodies may, from time to time, prescribe or issue, this Policy is also subject to such laws, regulations, rules, directions or guidelines.
- 7.2 In the event that any matters and procedures herein are inconsistent or in conflict with any relevant laws, regulations, rules, directions and guidelines as prescribed by the Stock Exchange or any relevant governmental or regulatory bodies, the latter shall prevail to the extent of such inconsistency or conflict.
- 7.3 The board of directors of the Company is responsible for monitoring and regularly reviewing this Policy, to ensure its relevance and effectiveness. Any subsequent amendment of this Policy shall be reviewed and approved by the board of directors of the Company.

*(The Chinese version is for reference only and in case of any discrepancy between the Chinese and English versions, the English version shall prevail.)*