



HUTCHISON PORT HOLDINGS TRUST

Whistleblowing Policy

POLICY AND PROCEDURES FOR REPORTING POSSIBLE IMPROPRIETIES IN MATTERS OF FINANCIAL REPORTING OR OTHER MATTERS

1. DEFINITIONS

The following words as used in this document shall have the meaning ascribed here:

- 1.1 **“Complaint”** means any complaint alleging either Possible Improprieties or Retaliatory Action;
- 1.2 **“Complaints Register”** means a register to record details of all Complaints lodged;
- 1.3 **“Group”** means the Trustee-Manager and Hutchison Port Holdings Trust and its subsidiaries;
- 1.4 **“Obstructive Action”** means the use or attempted use of force, authority, intimidation, threats, undue pressure or any other action or behavior by any employee which tends to or in fact does obstruct, influence or otherwise interferes with any person’s or entity’s exercise of his/her/its right to report any Possible Improprieties or which may discourage any person or entity from so doing in the future;
- 1.5 **“Policy”** means this policy and procedures;
- 1.6 **“Possible Improprieties”** means any activity, breach of business conduct and ethics or omission by an employee of the Group or any concerns regarding accounting or auditing matters, internal controls or internal accounting controls and other operational matters that are questionable or not in accordance with generally accepted accounting practices or trade practices prescribed by the Group;
- 1.7 **“Retaliatory Action”** means the use or attempted use of force, authority, intimidation, threats, detrimental or unfair treatment, undue pressure of any sort or any other negative or other inappropriate action, by any employee or officer of the Group, against any person or entity who has filed a Complaint; and
- 1.8 **“Trustee-Manager”** means Hutchison Port Holdings Management Pte. Limited.

2. SCOPE

This Policy applies to all employees in the Group, including full-time, part-time and contract employees, as well as independent third parties who deal with the Group.

3. POLICY

3.1 General

It is the desire and aim of the Trustee-Manager to develop, promote and maintain high standards of corporate governance within the Group. This Policy aims to provide an avenue for

employees and independent third parties who deal with the Group to raise concerns about Possible Improprieties and Obstructive Action within the Group, which they become aware of, and to provide reassurance that they will be protected from reprisals or victimization for whistleblowing in good faith and without malice.

Whilst it is impossible to provide an exhaustive list of the activities that constitutes 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) corruption, bribery, theft, fraud, the facilitation of tax evasion, financial crime or similar offences;
- (f) breach of rules, policies or internal controls of the Group;
- (g) endangerment of the health and safety of an individual;
- (h) discrimination or harassment;
- (i) damage caused to the environment;
- (j) professional, ethical or other malpractices or wrongdoings;
- (k) improper conduct or unethical behaviour likely to prejudice the standing of the Group; and
- (l) deliberate concealment of any of the above.

In pursuit of this objective, the Trustee-Manager endeavours to adopt as its best practices the Code of Corporate Governance 2018 issued by the Monetary Authority of Singapore, as may from time to time be amended.

3.2 Reporting of Possible Improprieties

The Trustee-Manager believes that it is in the best interest of the Group to promote an environment conducive for employees and those who deal with the Group (e.g. customers, suppliers, creditors and debtors), in confidence, to raise or report genuine concerns about Possible Improprieties in matters of financial reporting or other matters (please refer to item 1.6) they may encounter, without fear of Retaliatory Action.

3.3 Authority to receive Complaints

It is hereby determined for the purposes of the Group, all Complaints shall be reported to the Audit Committee ("AC") of the Trustee-Manager.

Any Complaint shall be made in person or in writing either (a) by email to wb-officer@hphtrust.com (accessed by Deputy Company Secretary and General Manager of Internal Audit of the Trustee-Manager) or (b) by post to HPHT Limited, P.O. Box 8838, General Post Office, Hong Kong (Attention: Deputy Company Secretary and General Manager of Internal Audit, Hutchison Port Holdings Trust).

If Deputy Company Secretary or General Manager of Internal Audit of the Trustee-Manager is being complained against, the Complaint should be made in person or by post addressed to the Chairman of the AC at the same address.

3.4 Right to file Complaint

Every employee and independent third party dealing with the Group shall have unfettered right to file a Complaint and shall not be restricted in the exercise of such right.

3.5 Prohibition of Obstructive Action

The Trustee-Manager objects to and does not tolerate nor condone any Obstructive Action being taken against any person or entity who wishes or intends to, or who is in the process of filing a Complaint (the "Complainant"), and may institute disciplinary action or assist the Complainant in taking a legal action, as it deems appropriate, against any employee or person found to have taken such Obstructive Action.

3.6 Prohibition of Retaliatory Action

The Trustee-Manager objects to and does not tolerate nor condone any Retaliatory Action taken against any Complainant who has filed a complaint alleging Possible Improprieties and may institute disciplinary action or assist the Complainant in taking a legal action, against any employee or person found to have taken such Retaliatory Action.

Any Complaint alleging Retaliatory Action shall be received, reviewed and investigated by the Company in the same manner as any complaint alleging Possible Improprieties.

The above shall not preclude any administrative, disciplinary and/or other action being taken against any person or entity who has committed or abetted the commission of the possible impropriety which is the subject matter of the Complaint notwithstanding that the person or entity is the complainant or a witness in the investigation though the AC would take into account the fact that he/she/it has cooperated by filing the Complaint or provided information or documents as a witness.

4. PROCEDURES

4.1 Procedures for handling Complaints

The procedures for the receipt, retention and treatment of a Complaint are set out below and shall be fully complied with.

4.2 Submission of Complaint

Every Complaint shall be in person or in writing and shall be lodged in accordance with item 3.3 above. After receipt of any Complaint, Deputy Company Secretary and General Manager of Internal Audit of the Trustee-Manager will report to the Chairman of the AC accordingly.

The Complainant must provide his/her/its particulars as follows:

- (a) Name
- (b) Designation
- (c) Department or Business Unit/Company
- (d) Contact Number and Email Address if available.

This Policy requires Complainants to put their names to allegations because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified.

However, in cases of anonymous Complaints where information provided is comprehensive and deemed sufficient by the AC to warrant an investigation, the Chairman of the AC may decide to proceed with an investigation.

4.3 Confidentiality

Each Complaint will be treated as confidential. Every effort will be made to protect the Complainant's identity. The identity of the Complainant shall be confidential save where:

- 4.3.1 the identity of the Complainant, in the opinion of the AC, is material to any investigation.
- 4.3.2 it is required by law, or by the order or directive of a court of law, regulatory body or by the Singapore Exchange Securities Trading Limited ("SGX-ST") or such other body that has the jurisdiction and authority of the law to require such identity to be revealed.
- 4.3.3 The AC with the concurrence of the Board of Directors ("Board") of the Trustee-Manager opined that it would be in the best interests of the Group to disclose the identity.
- 4.3.4 it is determined that the Complaint was frivolous, in bad faith, or in abuse of these policies and procedures and lodged with malicious or mischievous intent.
- 4.3.5 the Complaint and the identity of the Complainant are already of public knowledge.

In order not to jeopardise the investigation and any follow-up actions, the Complainant is also required to keep confidential all information about and relating to the Complaint, including the fact that he or she has filed a Complaint, the nature of concerns, the identities of the parties involved and any other information that the Group has shared with the Complainant in the course of handling the Complaint.

4.4 Registration of Complaints

The AC shall maintain or caused to be maintained a Complaints Register for the purposes of recording all Complaints received, the date of such Complaint and nature of such Complaint.

The AC shall approve making the Complaints Register available for inspection upon any request by investigating authorities.

4.5 Investigation Procedures

The format and length of an investigation will vary depending upon the nature and particular circumstances of each Complaint. Where appropriate, the AC may:

- 4.5.1 conduct its own investigation or review;
- 4.5.2 instruct the Internal Audit team to conduct further investigations or review;
- 4.5.3 instruct the relevant management to take such remedial action as it deems appropriate;
- 4.5.4 engage such third parties as the AC may determine, to take remedial, to commence or conduct further investigations or review, as deem appropriate;
- 4.5.5 where the Complaint is likely to have a material impact on the Group's operating results and financial position, the AC would discuss such matter with the external auditor and, at an appropriate time, report the matter to the Board;
- 4.5.6 report the matter to the authorities if deemed necessary upon consultation with legal counsel; and/or
- 4.5.7 take any other action as AC may determine in the best interest of the Group.

If it is deemed appropriate and necessary to conduct internal enquiry/investigation into the relevant matter, efforts will be made to ensure it will not jeopardise any possible enquiry/investigation on the same matter by other relevant law enforcement authorities.

4.6 Response to Complainant

As soon as practicable upon receipt of any Complaint, the General Manager of Internal Audit of the Trustee-Manager or the Chairman of the AC where warranted will respond to the Complainant:

- 4.6.1 acknowledging receipt of the Complaint;
- 4.6.2 where practicable, informing the Complainant of the likely timeline for a final response;
- 4.6.3 indicating if any remedial or legal action is or is to be taken; and
- 4.6.4 notifying the Complainant of actions taken or being taken or reason(s) should it be decided that no action is to be taken.

5. FRIVOLOUS OR MALICIOUS COMPLAINTS

Any person who files a Complaint which is frivolous, in bad faith, in abuse of these policies and procedures, with malicious or mischievous intent will not be protected by this Policy and may be subject to administrative and/or disciplinary action including but not limited to the termination of employment or other contract, as the case may be.

6. CONSISTENCY WITH LAWS AND REGULATIONS

This Policy shall be read in conjunction with any laws, regulations, rules, directives or guidelines that SGX-ST, the Business Trusts Act (“BTA”) and/or the Securities and Futures Act (“SFA”) may from time to time prescribe or issue on the receipt, retention and/or treatment of Complaints regarding accounting, internal accounting controls or auditing matters or any matters governed by this Policy.

In the event that any policy or procedure herein is inconsistent or in conflict with the laws, regulations, rules, directives or guidelines as prescribed by SGX-ST, BTA and/or SFA or any part thereof, the laws, regulations, rules, directives or guidelines as prescribed by SGX-ST, BTA and/or SFA shall prevail to the extent of such inconsistency or conflict.

7. MAINTAINING THIS POLICY

The AC has the responsibility for ensuring the maintenance, regular review and updating of this Policy. Revisions, amendments and alterations to this Policy can only be implemented via approval by the AC and the Board.

8. PUBLICATION OF THIS POLICY

This Policy is available on the website of Hutchison Port Holdings Trust (www.hphtrust.com).