

CHINA EVERBRIGHT LIMITED

WHISTLEBLOWING POLICY

Company Secretarial Department/Board Office

(Version Date: 13 August 2021)

1. Introduction

China Everbright Limited (the “Company”) and its subsidiaries (“CEL”) dedicate in achieving and maintaining high-level accountability standards of integrity, where employees of all levels are required to act with integrity, impartiality and honesty. Under the premise that the interests of CEL are protected as a whole, it is the responsibility of each employee to make every effort to ensure no misconduct which may pose harm to the shareholders, investors, clients, suppliers and other stakeholders. This also represents a crucial element for maintaining the good corporate image and level of corporate governance of CEL. As such, the Company has formulated this whistleblowing policy (the “Policy”).

2. Purpose and Scope of Application

The Policy has been established to enhance and maintain the awareness of impartiality within CEL and operates as an effective mechanism of internal control, providing the employees and third parties engaging with CEL (“Third Parties”), such as clients of CEL and suppliers that provide products or services to CEL, etc., with a channel and guidelines to report acts of misconducts committed by CEL’s internal staff. “Whistleblowing” refers to a report made by employees or Third Parties regarding their grave concern regarding, to the best of their knowledge or honest belief, any misconduct CEL has been, or may have been involved in. The Policy encourages employees and Third Parties to raise those matters of grave concern internally to CEL in a responsible and effective manner, instead of neglecting the issues. The provisions of the Policy are applicable to all employees of the Company and its subsidiaries and Third Parties.

3. Policy

The purpose of the Policy is to assist employees and Third Parties in the disclosure of information to senior management of CEL internally regarding acts reasonably believed to be misconduct. The Policy is not to motivate any personal argument, question the financial or commercial decision made by CEL, nor to handle labor dispute or other matters with existing handling mechanisms in place. Matters for reporting include, but not limited to:

- a. breach of legal or regulatory requirement, including criminal offence and civil tort;
- b. breach of policy or code of conduct of CEL;
- c. illegal activity, misconduct or fraud involving internal control, accounting, audit and financial matters;
- d. threat of personal health and safety;
- e. misconduct or immoral behavior that may prejudice the reputation of CEL; and
- f. intentional concealment of any of the aforementioned.

The Audit and Risk Management Committee of the Board of the Company (the “Audit Committee”) is fully responsible for the Policy, whereas the responsibility of daily monitoring and execution of the Policy is delegated to the Vice President of CEL in charge of risk. If a reported matter may involve legal disputes or litigations, the General Counsel of CEL shall be responsible for such matter. The Policy is effective upon the approval of the Board, and its amendments shall be approved by the Audit Committee.

3.1 Protection and confidentiality

It is the policy of CEL that all information in relation to the report of any of the aforementioned matters by employees or Third Parties shall be handled in a confidential and cautious manner. Without the consent of the whistleblower who made such allegations, his/her identity shall not be disclosed. Any improper disclosure of the identity of the whistleblower by any employee will be deemed as misconduct, and disciplinary measures will be taken by CEL against such employee, and disclosure of a serious and malicious nature may result in dismissal.

However, CEL may be required to, or legally required to disclose the identity of the whistleblower in certain cases, such as litigation resulting from an investigation. In such cases, CEL shall take all reasonable steps to ensure no harm will be done to the whistleblower. Any harassment or penalty toward an honest whistleblower will be deemed as serious misconduct, and once proven, may result in immediate dismissal.

3.2 False allegation

In making a disclosure, the whistleblower should provide sufficient information with prudence and ensure the accuracy of such information. If the whistleblower makes an allegation in a reasonable manner in good faith, regardless of whether the allegations are substantiated, no penalty will be imposed. However, if it is discovered that the whistleblower intentionally makes a false or malicious accusation, disciplinary actions or legal actions may be taken by CEL against such whistleblower.

3.3 Confirmation and recognition

CEL believes that it is of great value to create an environment for employees to maintain high-level accountability standards of morality, honesty and integrity. CEL acknowledges the courage and fine personality it requires, such as justice, loyalty and impeccable character, for employees and Third Parties to step up as a whistleblower. CEL recognises the fine personalities and appropriate behavior displayed by the whistleblower, which will be taken into account in situations, such as promotion of employees or selection of suppliers, etc., in the future.

4. Procedure

4.1 Whistleblowing channel

4.1.1 Whistleblowing channel applicable to the Company

When employees and Third Parties reasonably suspect any misconduct in CEL, they can notify the Vice President in charge of risk, who shall investigate the matter and report to the Audit Committee if a prima facie case is established. If Vice President in charge of risk is involved in the matter, or if, for any reason, the whistleblower does not wish to report to the Vice President in charge of risk, then the whistleblower can

report to the chairman of the Audit Committee. The Audit Committee shall then decide how the investigation is to be proceeded.

4.1.2. Means of whistleblowing

Information must be submitted in writing. To ensure confidentiality, the information shall be delivered in a sealed envelope clearly stating “Strictly private and confidential – Only to be opened by addressee” to the Vice President in charge of risk at 46/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or by email to whistleblowing@everbright.com; or, if delivery to the chairman of Audit Committee is intended, to the Company Secretary for further submission to the chairman of the Audit Committee, at 46/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or by email to armc@everbright.com. The Company encourages employees and Third Parties to provide their names when making a complaint since anonymous allegations provide limited information and may also hinder the investigation and follow-up work. The Company may not be able to process anonymous allegations due to insufficient information.

Any person or his/her representative who attempts to interfere with the delivery of a complaint regarding misconduct to the Vice President in charge of risk, the Company Secretary or the chairman of the Audit Committee or to interfere with any investigation will be deemed by CEL as having committed a serious disciplinary offence.

If there is evidence of criminal activity or solicitation or acceptance of benefit or breach of legal or regulatory requirement, the responsible investigator may notify relevant law enforcement or regulatory authorities, such as Hong Kong Police Force, Independent Commission Against Corruption, Securities and Futures Commission or relevant authorities of other jurisdictions involved with such actions.

4.2 Procedure of investigation

Form of investigation and time required depends on the nature and specific

circumstances of each complaint, the reported matter may be:

- investigated internally;
- handed over for investigation by external independent parties; and/or
- handed over for investigation by relevant law enforcement or regulatory authorities; or
- denied.

After receipt of a report, a written reply shall be delivered to:

- confirm receipt of the reported matter within ten business days after receiving the report;
- advise the estimated time needed from commencement of investigation to reaching the final conclusion, notify the complainant of any preliminary consultation and whether further investigation is necessary, and if not, reasons shall be stated; and
- notify the whistleblower of the final investigation result.

5. Regular reporting

The Vice President in charge of risk and the Company Secretary shall report to the Audit Committee annually at the Audit Committee meeting in respect of all whistleblowing cases received during the year under the Policy and the respective status of handling.

CHINA EVERBRIGHT LIMITED
WHISTLEBLOWING POLICY
REPORTING FORM
STRICTLY CONFIDENTIAL

<p>Our Company encourages you to provide your real name and contact information in this report to facilitate investigation and follow-up. The Company may not be able to process anonymous allegations due to insufficient information</p>	<p>Name: _____</p> <p>Department or organization: _____</p> <p>Address: _____ _____</p> <p>Telephone No.: _____</p> <p>Email Address: _____</p> <p>Date: _____</p>
<p>Please describe the details of the matter, including the names of persons involved in the matter, date of occurrence, venue and course of the incident, and relevant evidence (if any). If necessary, please continue on a separate sheet of paper.</p>	

After completion, please mail in a sealed envelope clearly stating “Strictly private and confidential – Only to be opened by addressee” to the Vice President in charge of risk at 46/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or by email to whistleblowing@everbright.com; or, if delivery to the chairman of Audit and Risk Management Committee is intended, to the Company Secretary for further submission to the chairman of the Audit and Risk Management Committee, at 46/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, or by email to armac@everbright.com.