

If there is any discrepancy or inconsistency between the English version and the Chinese version of this Policy, the English version shall prevail.

HUAYU EXPRESSWAY GROUP LIMITED

華昱高速集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1823)

WHISTLEBLOWING POLICY

1 OBJECTIVE

- 1.1 Huayu Expressway Group Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) are committed to achieving and maintaining high standards of openness, probity and accountability and to conduct business fairly, with integrity, honesty and transparency. In line with this commitment, the Company expects and encourages employees of the Group and those who deal with the Group (the “**External Parties**”, e.g. customers, suppliers, creditors, debtors, etc.) to report to the Company any actual, suspected or possible impropriety, misconduct or malpractice within the Group.
- 1.2 This whistleblowing policy (the “**Policy**”) aims to (i) provide a guidance on, and encourage, the reporting of concerns and actual, suspected or possible improprieties, misconducts or malpractices in matters relating to the Group (the “**Concerns**”), (ii) provide reassurance of protection for whistleblowers against unfair disciplinary action or victimisation for any genuine reports made, and (iii) provide details of how reports of improprieties will be handled. The Company commits to handle the whistleblowing with care and ensure fair, proper and independent follow-up actions will be taken.

2 SCOPE

- 2.1 This Policy applies to all employees of the Group as well as the External Parties.
- 2.2 Activities that constitute improprieties, misconducts or malpractices may include, but not limited to the following:
- (1) criminal offences;
 - (2) breach of legal or regulatory requirements;
 - (3) miscarriage of justice;
 - (4) malpractice, impropriety or fraud in accounting, financial reporting, internal control or other financial and auditing matters of the Group;
 - (5) violation of rules, policies, guidelines or internal controls of the Group;
 - (6) misuse or misappropriation of the Group’s assets or resources;

- (7) improper use or leakage of confidential or commercially sensitive information;
- (8) endangerment of the health and safety of an individual;
- (9) bribery or corruption;
- (10) discrimination or harassment;
- (11) damage caused to the environment;
- (12) professional, ethical or other malpractices or wrongdoings;
- (13) improper conduct or unethical behaviour likely to prejudice the standing of the Group; and/or
- (14) deliberate concealment of any of the above.

3 PROTECTION

- 3.1 Whistleblowers making genuine and appropriate reports of the Concerns are assured of fair treatment. Reasonable measures will be adopted to protect the whistleblower against unfair dismissal, victimisation or unwarranted disciplinary action by the Company provided that the whistleblower is acting in good faith and a reasonable manner.
- 3.2 Harassment or victimisation by any employee of the Group of a genuine whistleblower is treated as gross misconduct, which if proven, may result in dismissal.
- 3.3 The Company reserves the right to take appropriate action against any person who initiates or threatens to initiate retaliation against the whistleblower.

4 CONFIDENTIALITY

- 4.1 The Group will make every effort to keep all disclosures and identities of the whistleblower confidential, and will only disclose when it is necessary to do so. For instance, there may be circumstances in which, due to the nature of the investigation or subject to legal obligation, it will be necessary for the Group to disclose the whistleblower's identity. Under such circumstances, the Group will endeavor to inform the whistleblower that his or her identity is likely to be disclosed.
- 4.2 In order not to jeopardise the investigation and any follow-up actions, the whistleblower is also required to keep confidential all information about and related to the disclosure, including the fact that a report has been made, the nature of Concerns and the identities of those involved and any other information that the Company has shared with the whistleblower in the course of handling the disclosure.

- 4.3 Should an investigation lead to a criminal prosecution or offense, it may become necessary for the whistleblower to provide evidence or be interviewed by relevant law enforcement agencies or regulatory authorities.
- 4.4 In some circumstances, the Group may have to refer the matter to the relevant authorities without prior notice or consultation with the whistleblower.

5 REPORTING CHANNELS

- 5.1 In general, a report may be made by the whistleblower in person, in writing and/or by post to the audit committee of the Company (the “**Audit Committee**”) at Unit 1205, 12/F, Tower 1, Lippo Centre, 89 Queensway, Hong Kong. The Chairman of the Audit Committee (the “**AC Chairman**”) shall determine the course of action to pursue, with power to delegate, with respect to the report. A report may also be submitted to the Audit Committee by sending email to “kenneth.sin@huayu.com.hk”.
- 5.2 A report may also be submitted by using the standard Whistleblowing Report Form as attached in Appendix to this Policy which may be sent by post or by email to the Audit Committee as mentioned in paragraph 5.1 above.
- 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” and addressed to AC Chairman to ensure confidentiality.
- 5.4 If the Concerns raised involve any director of the Company (the “**Director**”) or the AC Chairman, the whistleblowers may, at their own discretion, choose to report directly to the chairman of the board of Directors (the “**Board**”) by post at the same address as mentioned in paragraph 5.1 above or by email to “kenneth.sin@huayu.com.hk”.
- 5.5 Whistleblowers would be requested to provide the relevant details including identities of the persons involved, dates and places of the incidents and the reasons for Concerns. Supporting evidence or documents should also be provided by the whistleblowers if they are available from them.
- 5.6 Details of the whistleblowers (including name, department/business unit, company, contact number, relationship with the complainee, address or email address) are not required compulsorily but are highly encouraged to be provided so as to facilitate the Group to conduct a warranted and serious investigation of both actual and suspected impropriety and such details will be kept in the strictest confidence. Therefore, it is strongly recommended that reporting should not be made anonymously. However, the Company does accept anonymous disclosures, provided that these disclosures contain sufficient information to allow the Audit Committee to conduct an effective investigation.

5.7 Whistleblowers should make their reporting in good faith. If the whistleblower makes a false report maliciously, with an ulterior motive, or for personal gain, the Company reserves the right to take the following action against the whistleblower:

- (1) if the relevant person is an employee of the Group, disciplinary action, including dismissal where appropriate;
- (2) reporting the matter to law enforcement agencies or regulatory authorities; and/or
- (3) recovering loss or damage suffered as a result of the false report from the whistleblower.

6 INVESTIGATIONS

6.1 The Audit Committee will take the lead to perform the investigation.

6.2 Each allegation will be recorded and all Concerns reported will be followed up. The Audit Committee will evaluate the validity and relevance of the Concerns raised, examine the evidence and information available, determine if a full investigation is necessary. If a full investigation is warranted, the Audit Committee will implement an investigation plan and look into the reported matter. If deemed necessary, the Audit Committee may appoint an appropriate investigating officer or party to conduct or assist in the investigation.

6.3 The format and length of an investigation will vary depending upon the nature and particular circumstances of each report made. The matters raised may:

- (a) be investigated internally;
- (b) be referred to external professional advisors;
- (c) be referred to relevant regulatory authorities or law enforcement agencies; and/or
- (d) form the subject of any other actions as the Audit Committee may determine in the best interest of the Group.

6.4 If there is sufficient evidence to suggest that a case of possible criminal offence exists, the matter will be reported to the relevant regulatory authorities or law enforcement agencies upon the approval of the Board. In some situation (e.g. in case of possible criminal offence), the Company may have to refer the matter together with the relevant information to the relevant authorities. Please note that once the matter is referred to relevant authorities, the Company will not be able to take further action on the matter.

- 6.5 Upon completion of any investigations, a report including the results of investigations together with corrective action plans (if any) will be communicated to the Board. The Board will make the final decision on the actions required after reviewing the report.
- 6.6 The whistleblower will be informed of the final results of the investigation, wherever reasonably practicable, provided that the reporting was not made anonymously.
- 6.7 The investigation documentation, including details of corrective action plans (if any), will be retained for a period of not exceeding 6 years (or whatever other period may be specified by any relevant laws and regulations).

7 CONSISTENCY WITH LAWS AND REGULATIONS

- 7.1 This Policy shall be read in conjunction with and subject to any relevant laws, regulations, rules, directives or guidelines that The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any relevant governmental or regulatory bodies may from time to time prescribe or issue on the matters governed by this Policy.
- 7.2 In the event that any matters and procedures herein are inconsistent or in conflict with any relevant laws, regulations, rules, directives or 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.

8 RESPONSIBILITY FOR IMPLEMENTATION AND MONITORING THIS POLICY

This Policy has been approved and adopted by the Board. The Audit Committee shall be responsible for the day-to-day implementation, supervision, monitoring, periodic review and enforcement of this Policy and the procedures herein.

9 REVIEW OF THIS POLICY

The Audit Committee is responsible for the interpretation, review and amendment of all the rules and procedures set out in this Policy from time to time to improve its effectiveness. Any amendments or updates to this Policy will be subject to the Board’s approval.

Adopted by the Board on 11 November 2022

Huayu Expressway Group Limited

STRICTLY PRIVATE AND CONFIDENTIAL – TO BE OPENED BY ADDRESSEE ONLY

WHISTLEBLOWING REPORT FORM

The Group is committed to achieving and maintaining high standards of openness, probity and accountability and to conduct business fairly, with integrity, honesty and transparency. The Whistleblowing Policy has been established to encourage and assist the whistleblowers to report to the Company any actual, suspected or possible impropriety, misconduct or malpractice within the Group through a confidential reporting channel. The Group will handle this report with care and ensure fair, proper and independent follow-up actions will be taken. If you wish to make a report, you may use this form and send the completed form, in a sealed envelope clearly marked “Strictly Private and Confidential – To be opened by addressee only” and addressed to the chairman of the Audit Committee, by post to the relevant address below or by email to “kenneth.sin@huayu.com.hk”.

Please read the Whistleblowing Policy carefully before you fill in this form.

To: Chairman of the Audit Committee of Huayu Expressway Group Limited Unit 1205, 12/F, Tower 1, Lippo Centre, 89 Queensway, Hong Kong
Full name: (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.)
Address:
Contact telephone number:
Email:
Details: (Please provide full details, such as names, dates and places and the reasons for the concerns (continue on separate sheet if necessary) together with any supporting evidence.)
<i>Personal Information Collection Statement</i> <i>All personal data collected will only be used for purposes which are directly related to the whistleblowing case you reported. Any anonymous reports not supplying such personal data in general may not be acted upon. Therefore, it is strongly recommended that the report should not be made anonymously. The personal data submitted will be held and kept confidential by the Group and may be disclosed as appropriate to parties with whom we will contact during our handling of this case, including the party being complained against or other parties concerned. The information provided may also be disclosed to law enforcement authorities or other concerned units. Where relevant, under the Personal Data (Privacy) Ordinance (Cap.486, Laws of Hong Kong), you shall have the right to request access to and correction of your personal data. If you wish to exercise these rights, requests should be made in writing to the chairman of the Audit Committee at office address shown in this Form.</i>

* If the Concerns raised involve any director of the Company or the chairman of the Audit Committee, you may, at your own discretion, choose to report directly to the chairman of the board of directors of the Company by post at the same address above or by email to kenneth.sin@huayu.com.hk.