

# Whistleblowing Policy

## 1. Introduction

The Octopus Group (“Octopus”) is committed to conducting business with integrity and ethical standard and has no tolerance towards corruption and malpractice. The purposes of setting up this Whistleblowing Policy are:

- To encourage reporting of suspected or actual wrongdoing should any staff or third parties who deal with Octopus become aware of any suspected or actual improprieties relating to Octopus;
- To provide a safe, confidential, and standardised reporting mechanism for Whistle Blowers to raise concerns; and
- To protect Whistle Blowers from actual or anticipated of retaliation that may arise as a result of the report.

Whistleblowing refers to a situation where a Relevant Person or a Third Party (hereinafter collectively referred as “Whistle Blowers”) reports concerns about improprieties relating to Octopus. A report under this Policy may relate to Octopus staff, or third parties such as suppliers, service providers or business partners, etc. Examples of such improprieties reported via the whistleblowing process include but are not limited to the following:

- unauthorised disclosure of confidential information or any other market abuse;
- breach of legal or regulatory requirements;
- violation of company policy, rules, or Codes of Conduct;
- any form of malpractice or impropriety;
- fraud or corruption;
- dishonesty;
- discrimination, bullying, harassment;
- insider abuses;
- improper conduct or unethical behaviour;
- non-disclosure of interest;
- committed or likely to commit a criminal offence;
- any forms of corporate governance breaches;
- threat to public interest; or
- deliberate concealment of any of the above.

Where concerns about improprieties relating to Octopus are noted, we encourage our staff to use the usual communication channels to escalate concerns; however, we understand that there are circumstances where people may not feel comfortable doing so. The Whistleblowing is a formal process that enables Whistle Blowers to raise concerns confidentially.

## 2. Confidentiality and Anonymity

It is our policy that the Whistle Blowers should be able to raise matters of concern confidentially.

Whistle Blowers 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. Often it is difficult to investigate a claim without further discussion. However, it is recognised that in some cases Whistle Blowers may not feel comfortable identifying himself or herself and, therefore, anonymous reports may be submitted.

Appropriate steps should be taken to maintain the confidentiality and/or anonymity of the individual raising the concern, the witnesses and the accused employee, wherever possible. Octopus will not divulge the identity of the Whistle Blowers if being so requested unless it is required by law. Octopus may engage external parties to perform/ assist the investigation (if appropriate), and any external parties engaged will also be subjected to the confidentiality obligation.

To ensure the confidentiality of the identity of the Whistle Blowers, all reports/ records relating to the investigation shall not disclose the name of the Whistle Blowers.

On the other hand, all staff should treat any information communicated to them in connection with an investigation or disciplinary matter as confidential. It shall not be discussed in any formal or informal forums and meetings, except for the discussion with the investigators. To ensure the report would not be leaked, the Whistle Blowers and the Investigation Panel are reminded not to leave documents in relation to the report or investigation unattended at all times.

## 3. Reporting Channel

Staff or third parties who deal with Octopus have a responsibility to raise concerns if they suspect any illegal, misconduct, fraudulent acts or malpractices will occur / is occurring / has occurred in relation to Octopus. They are encouraged to raise concerns through the following reporting channel:

- Email to [whistleblowing@octopus.com.hk](mailto:whistleblowing@octopus.com.hk); or
- Mail: Head of Internal Audit, Internal Audit Department, 46/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Kowloon, Hong Kong.

All cases will be referred to the Head of Internal Audit (IA) for investigation except where the concerns relate to the IA function or the CEO. These concerns should be forwarded directly to the Chairman of the Audit Committee, marked Private and Confidential, via the General Counsel & Company Secretary (at the following Email: [legalcounsel@octopus.com.hk](mailto:legalcounsel@octopus.com.hk), or

Mail: General Counsel & Company Secretary, 46/F Manhattan Place, 23 Wang Tai Road, Kowloon Bay, Kowloon, Hong Kong). The Chairman of the Audit Committee will nominate an independent individual to manage the investigation.

*To ensure confidentiality of the report is maintained at all times, the report should only be addressed to the above email or mailing address, without copying other person, within or outside Octopus.*

#### **4. Investigation**

Upon receipt of the reporting, IA will carry out a preliminary review to obtain an understanding of the circumstances surrounding the allegation based on any information, and IA will determine the investigation approach and the degree of specialisation required on the investigation. As and when applicable, IA will form an Investigation Panel and engage investigators from relevant teams (e.g. Human Resources & Administration, Legal and Compliance) to carry out the investigation and provide subject matter experts support. For significant cases, IA will seek for advice from the Audit Committee Chairman when determining the investigation approach.

The investigation process will include but not limited to with the following actions:

- ascertain the seriousness of the matter, make appropriate escalation and form an Investigation Panel if necessary;
- act as the main point of contact for the Whistle Blower (if contacts are provided);
- conduct detailed investigation into the matter;
- report the findings and recommendations to the Chief Executive Officer and the Chairman of Audit Committee.

The investigation of all concerns/ reports shall be carried out thoroughly with due care and independence in a timely manner by the appropriate subject matter experts. The concern shall be treated fairly and in an appropriate way. IA will ensure the Whistle Blower's identity confidential at all times.

Octopus shall make necessary report on the matter to the Police and/or other enforcement authorities where appropriate. Upon reporting the matter to relevant law enforcement authorities, the investigation by IA may cease in order not to jeopardise the criminal investigation. Octopus shall cooperate fully with the law enforcement authorities on the investigation.

All staff are required to fully cooperate with all internal and/or external authorised investigation parties.

The Whistle Blower, where appropriate, will be informed of the final results of the investigation, wherever reasonably practicable or permitted by law.

## **5. Governance**

The Audit Committee is responsible for reviewing the effectiveness of the whistleblowing arrangements. The Audit Committee receives regular updates on all cases reported under the whistleblowing arrangements without exceptions.

## **6. Protection to Whistle Blowers**

Octopus would ensure that Whistle Blowers are not subject to any kind of harassment, discrimination, victimisation or any unfair employment practice as result of any genuinely reported event made under this Policy. Unfair employment practices refer to threats of terminating/ suspending the employment, disciplinary action, refusal of promotion, etc.

Retaliation is unfavourable act or other adverse treatment which causes a Whistle Blower a detriment, or places them at a disadvantage which has been prompted, wholly or in part, by that Whistle Blower's decision to speak up. Octopus does not tolerate any form of retaliation or adverse action as a result of whistleblowing disclosure. Attempting to identify a Whistle Blower may also breach this standard, which may lead to disciplinary action, including summary dismissal, where appropriate.

## **7. False Report**

Whistle Blower will not be penalised if a concern raised by the Whistle Blower ultimately turns out to be incorrect, if the disclosure was made with a genuine belief regarding a disclosable matter. However, the Whistle Blower must not make a report that he/she knows that is not true or is misleading.

If Whistle Blowers provide misleading information or make false statements maliciously, with an ulterior motive, or for personal gain, Octopus reserves the right to take appropriate actions against any relevant person (including the Whistle Blowers), to report the matter to law enforcement authorities and recover any loss or damages as a result of the false report. In particular, staff may be subject to disciplinary action, including summary dismissal, where appropriate.

## **8. Review and Publication of this Policy**

This Policy is subject to regular review and will be published on the Octopus Website.

-End-