



HENDERSON INVESTMENT LIMITED

恒基兆業發展有限公司

Incorporated in Hong Kong with limited liability
(Stock Code : 97)

Terms of Reference of the Whistleblowing Committee

1. Purpose

The Whistleblowing Committee is established by Henderson Investment Limited (the “Company”) to assist the Board of Directors of the Company (the “Board”) in handling the alleged improprieties reported by whistleblowers.

2. Composition

The members of the committee shall be determined and appointed by the Board from time to time.

3. Proceedings

- (a) The committee shall meet as and when necessary.
- (b) Meetings may be held physically or via video conference.
- (c) The quorum of a meeting shall be two members.
- (d) Decisions at the committee’s meetings shall be determined by simple majority. Any decision that may be made at such meetings may be passed as a resolution consented to in writing by a majority of members of the committee.

4. Duties and Functions

The committee shall:

- (a) monitor the effectiveness of the whistleblowing arrangements for employees and other stakeholders who deal with the Company to raise concerns, in confidence, about possible improprieties in any matter related to the Company;
- (b) ensure that proper procedures are in place for fair and independent investigation of the reported improprieties for appropriate follow-up action;
- (c) keep all information received, in particular, the identity of the whistleblower and the findings of the investigation report confidential; and
- (d) report back to the Board on the committee’s decisions or recommendations, as appropriate and when necessary, unless there are legal or regulatory restrictions on its ability to do so.