



吉利汽車控股有限公司

## **GEELY AUTOMOBILE HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock code: 175)

### **WHISTLEBLOWING POLICY**

#### **POLICY**

Geely Automobile Holdings Limited (the “Company”) and its subsidiaries (collectively known as the “Group” or “We”) are committed to the highest possible standards of openness, probity and accountability. In line with this commitment, this policy aims to provide an avenue for employees, suppliers, customers, etc., who deal with the Group (the “stakeholders”) to raise any suspected misconduct or malpractice within the Group and to ensure that they will be protected from reprisals or victimization for whistleblowing.

While we could not guarantee that we will handle the report in the way you might wish, we will endeavour to respond to stakeholders’ concerns fairly and properly in a timely manner.

#### **SCOPE**

“Whistleblowing” refers to a situation where stakeholders decide to report concerns about any suspected misconduct, malpractice or irregularity found in a corporation to the designated officer(s) appointed by the corporation for the purpose of ratifying any wrongdoing whenever necessary.

This policy applies to the Group at all levels and divisions.

#### **PROTECTION AND SUPPORT FOR WHISTLEBLOWERS**

Persons making appropriate complaints in accordance with this policy (the “Whistleblowers”) are assured of protection against unfair dismissal, victimisation or unwarranted disciplinary action, even if the suspected concerns are confirmed to be unsubstantiated after formal internal investigation.

The personal particulars collected for the investigation will be treated private and confidential at all times and would only be disclosed to the designated officer(s) appointed by the Audit Committee of the Company’s board of directors (the “Board”) from time to time for the purpose of undergoing thorough investigations. Whistleblowers are assured that their identity shall be kept anonymous to third parties; nevertheless, unveil of the Whistleblowers’ identity, except required by laws and regulations, shall be subject to their prior consent.

Persons who victimise or retaliate against those who have raised concerns under this policy will be subject to disciplinary and/or legal actions.

## **RESPONSIBILITY FOR IMPLEMENTATION OF POLICY**

The Board's Audit Committee (the "Audit Committee") has overall responsibility for this policy, but has delegated day-to-day responsibility for overseeing and implementing it to the Vice President of Internal Audit Department of the Company (the "Internal Audit Department"), i.e. Chief Audit Executive ("CAE"). Responsibility for monitoring and reviewing the operation of this policy and any recommendations for actions resulting from investigations into complaints rest with the Audit Committee.

Management of the Group must ensure that all Whistleblowers are able to raise concerns without fear of reprisals. All Whistleblowers should ensure that they take steps to disclose any misconduct, malpractice and/or irregularity of which they become aware. If you have any questions about the contents or application of this policy, you should contact CAE of Internal Audit Department.

## **REPORTING MATTERS: MISCONDUCT, MALPRACTICE AND/OR IRREGULARITY**

It is impossible to give an exhaustive list of the activities that constitute misconduct, malpractice and/or irregularity but, broadly speaking without limitation, we would expect you to report the following:

- (a) A criminal offence (e.g. corruption, fraud);
- (b) A failure to comply with any legal obligations;
- (c) A miscarriage of justice;
- (d) A financial impropriety;
- (e) An action which endangers the health, safety and interest of any individual;
- (f) Misappropriation of company data, record or assets;
- (g) The deliberate concealment of information or making false statements concerning any of the matters listed above.

While we do not expect you to have absolute evidence or proof of the misconduct, malpractice and/or irregularity reported, the report should show the reasons for the concerns and the Whistleblowers shall provide the designated persons delegated by the Audit Committee with relevant details and documents, if any, whenever necessary. If you make a report in good faith, even if the reasons for the concerns in respect of misconduct, malpractice and/or irregularity are not confirmed by an investigation, your concerns would be valued and appreciated.

## **FALSE REPORT**

If you make a false report maliciously, with an ulterior motive, without reasonable grounds that the information in the report is accurate or reliable, or for personal gain, the Group reserves the right to take any appropriate legal action to recover any loss or damages caused by the false report, and even disciplinary action (e.g. dismissal), in case of the employees of the Group.

## **ANONYMOUS REPORT**

We respect that you may wish to keep anonymous to file the report in confidence. However, an anonymous allegation will be much more difficult for us to follow up simply because we will not be able to obtain further information from you and make a proper assessment.

Anonymous reporting will generally not be considered. Please come forward with your concerns.

## **REPORTING CHANNEL**

Report can be made verbally in person or in writing via the standard report form attached to this policy as Appendix I. As soon as the completed standard report form being forwarded to the person-in-charge, it shall become a confidential file simultaneously.

If you are an employee of the Group, we would normally expect you to raise your concerns internally to your immediate supervisor (or his or her superior) within the department.

If you feel uncomfortable doing this, for example, your immediate supervisor has declined to handle your case or it is the immediate supervisor who is the subject of the report, then you should contact CAE without fear of victimisation, discrimination or disadvantage, the contact details are listed below:

- (1) Whistleblowing Address:  
Attn.: Chief Audit Executive  
Internal Audit Department  
Geely Automobile Holdings Limited  
Room 2301, 23/F, Great Eagle Centre  
23 Harbour Road, Wan Chai, HK
- (2) Whistleblowing Email: [geelyia@geelyauto.com.hk](mailto:geelyia@geelyauto.com.hk)
- (3) Whistleblowing Hotline: (852) 5616-1175

If the report is extremely serious or in any way involves the CAE as the reporting subject, you should report it in writing directly to the Chairman of the Audit Committee by sending the standard report form to the following address:

Attn.: Chairman of the Audit Committee of the Board  
(c/o Company Secretary for forwarding the mail)  
Geely Automobile Holdings Limited  
Room 2301, 23/F, Great Eagle Centre  
23 Harbour Road, Wan Chai, HK

The reporting flowchart is annexed to this policy as Appendix II.

## **CONFIDENTIALITY**

We will make every effort to keep your identity confidential. In order not to jeopardise the investigation, you should also keep the facts that you have provided in a report, the nature of your concerns and the identity of those involved confidential. There may be circumstances in which, because of the nature of the investigation, it will be necessary to disclose your identity. If such circumstances exist, we will endeavour to inform you that your identity is likely to be disclosed.

Equally, should an investigation lead to a criminal prosecution, it may become necessary for you to provide evidence or be interviewed by the relevant public or regulatory bodies, such as Hong Kong Police Force, the Independent Commission Against Corruption, The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission of Hong Kong etc., as appropriate. In these circumstances, we will, once again, endeavour to discuss with you the implications for confidentiality.

You should, however, know that in some circumstances, we may have to refer the matter to the authorities without prior notice or consultation with you.

## **INVESTIGATION PROCEDURES**

For quick reference, please refer to the flowchart in Appendix II.

CAE will acknowledge receipt of your report within 3 working days confirming that:

- Your report has been received;
- The matter will be investigated;
- An independent project code will be opened; and
- Subject to legal constraint, you will be advised of the outcome in due course.

CAE is appointed as a designated person in accordance with this policy to proceed investigation into your report.

CAE will evaluate every report received to decide if a full investigation is necessary. If an investigation is warranted, an investigator (with suitable seniority and without previous involvement in the matter) from the Internal Audit Department will be appointed by CAE to look into the matter.

Where the report discloses a possible criminal offence, we will refer the matter to the Audit Committee. The Audit Committee, in consultation with our legal advisers, will decide if the matter should be referred to the relevant public or regulatory bodies, such as Hong Kong Police Force, the Independent Commission Against Corruption, The Stock Exchange of Hong Kong Limited and the Securities and Futures Commission of Hong Kong etc., as appropriate for further action.

As stated under the section 'Confidentiality', in most cases, we will endeavour to discuss with you before referring a matter to the authorities. However, in some situations, we may have to refer the matter to the authorities without prior notice or consultation with you.

Please note that once the matter is referred to the authorities, we will suspend taking further action on the matter, including advising you of the referral.<sup>1</sup>

You may be asked to provide more information during the course of the investigation. The investigation and follow up report might be reviewed by a code of conduct team established for the referred matter, comprising senior officers such as the Company Secretary, the CAE, the Audit Committee and the Board.

Possible outcomes of the investigation:

- (a) The allegation could not be substantiated temporarily, case filing and pending for the future investigation;
- (b) The allegation is substantiated with one or both of the following:
  - (i) Corrective action taken to ensure that the problem will not occur again;
  - (ii) Disciplinary or appropriate legal action against the wrongdoer.

A final report with recommendations will be produced to the Audit Committee. The Audit Committee will review the final report and make recommendations to the Board.

You will receive the outcome of the investigation in writing. Because of legal constraints, we will not be able to give you details of the action taken or a copy of the report. Subject to the nature and complexity of the matter, we expect to complete the investigation and provide you with the outcome in 3 months.

If you are not satisfied with the outcome, you could raise the matter again with the CAE. You should make another report explaining why this is the case. If there is good reason, we will investigate into your concerns again.

You could, of course, raise the matter with an external authority such as a regulator or a law enforcement agency. Please ensure that you have sufficient evidence to support your concerns. Before reporting your concerns externally, we encourage you to discuss with CAE. You could also consult your legal advisers.

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<sup>1</sup> For example, section 30 of the Prevention of Bribery Ordinance (Cap. 201) would prevent us from disclosing to the public that a particular person is the subject of an investigation by the Independent Commission Against Corruption. [http://www.legislation.gov.hk/blis\\_ind.nsf/CurAllEngDoc/D2A2067867B4C4FDC82564830028365E?OpenDocument](http://www.legislation.gov.hk/blis_ind.nsf/CurAllEngDoc/D2A2067867B4C4FDC82564830028365E?OpenDocument). Within the anti-money laundering regime, section 25A(5) of the Organized and Serious Crimes Ordinance (Cap. 455) provides that following the filing of a suspicious transaction report to an authorised officer or to the appropriate person in accordance with the procedure established by employers, it is an offence for a person to disclose to any other person any matter which is likely to prejudice any investigation which might be conducted. <http://www.hkllii.org/hk/legis/en/ord/455/s25a.html>. See also Tipping-off, *Anti-Money Laundering and Counter-Terrorist Financing Guidelines, op. cit.*, 10.

## **MONITORING THE WHISTLEBLOWING POLICY AND CONTROL OF THE EFFECTIVENESS OF ITS PROCEDURE**

We will provide the project status of every investigation to whistleblower separately by email and carbon copy to the Audit Committee on quarterly basis. In concern with confidentiality, the email will only show the project code with project status. It will not disclose any details of whistleblowing contents.

A full list of status report of whistleblowing will be submitted to the the Audit Committee quarterly and on an ad-hoc basis.

The use and effectiveness of the Whistleblowing Policy will be monitored and reviewed regularly by Internal Audit Department as delegated by the Audit Committee. Should you have any opinions regarding the Whistleblowing Policy, please contact our Internal Audit Department.

### **APPROVAL**

The Whistleblowing Policy was confirmed and approved by the Audit Committee and the Board, respectively, on 28th December, 2012.



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**APPENDIX I**

**WHISTLEBLOWING REPORT FORM**

We are committed to the highest possible standards of openness, probity and accountability. In line with that commitment we expect Whistleblowers who have concerns about any suspected misconduct or malpractice within the company to come forward and voice those concerns.

It is recognised that in most cases the person raising concerns will wish to be dealt with on a confidential basis. All reasonable efforts will therefore be made to avoid revealing the person's identity.

If you wish to make a written report, please use this report form. Once completed, this report becomes confidential.

<p>Your Name/Contact Telephone Number and Email</p> <p>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.</p>	<p>Name: _____</p> <p>Address: _____</p> <p>_____</p> <p>Tel No: _____</p> <p>Email: _____</p> <p>Date: _____</p>
<p>The names of those involved (if known):</p> <p>_____</p>	
<p>Details of concerns:</p> <p>Please provide full details of your concerns: names, dates and places and the reasons for the concerns (continue on separate sheet if necessary) together with any supporting evidence.</p> <p>_____</p>	



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**APPENDIX II**

