

SHANGRI-LA GROUP

Shangri-La Asia Limited

(Incorporated in Bermuda with limited liability)

website: www.ir.shangri-la.com

(Stock code: 00069)

WHISTLEBLOWING AND WHISTLEBLOWER PROTECTION POLICY

(for external users)

(2019/05)

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1. POLICY STATEMENT

- 1.1 We, Shangri-La Asia Limited and/or its subsidiaries (referred to as “**Shangri-La**” in this policy), are committed to conducting our business with honesty and integrity, and we expect all employees to maintain the highest standards in accordance with our Code of Conduct and Ethics. However, all organisations face the risk of things going wrong from time to time, or of unknowingly harbouring illegal or unethical conduct. A culture of openness and accountability is essential in order to prevent such situations occurring or to address them when they do occur.
- 1.2 Our internal control and operating procedures are intended to detect and prevent or deter improper activities. However, even the best systems of controls cannot provide absolute safeguards against irregularities. We have the responsibility to investigate and report to appropriate parties, allegations of suspected serious ethical misconduct or improper activities and to take appropriate actions. Business associates of Shangri-La (“**Business Associate(s)**”) are encouraged to use guidance provided by this policy for reporting all allegations of serious ethical misconduct and improper activities they encounter while working/collaborating with Shangri-La.

2. OBJECTIVE

- 2.1 The intended aims of this policy are:
- (a) To encourage Business Associates to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their confidentiality will be respected.
 - (b) To provide avenues for Business Associates to raise concerns and define a way to handle these concerns.
 - (c) To enable Shangri-La’s management to be informed at an early stage about acts of misconduct.
 - (d) To reassure Business Associates that they should be able to raise genuine concerns in good faith without fear of reprisals, even if they turn out to be mistaken.
 - (e) To help foster a culture of openness, accountability and integrity.
- 2.2 This policy takes account of the relevant local codes of practice, regulations or legislations relevant to each country.

3. WHO IS COVERED BY THIS POLICY?

- 3.1 This policy applies to all Business Associates who work/collaborate with Shangri-La.

4. WHAT IS WHISTLEBLOWING?

- 4.1 Whistleblowing is the disclosure of information which relates to suspected wrongdoing or dangers at work. This may include:
- (a) Criminal activity/offences and miscarriages of justice;
 - (b) Endangerment to health and safety of an individual or a property;
 - (c) Damage caused to Shangri-La’s property or to the environment;
 - (d) Breach of legal or regulatory requirements;
 - (e) Acts of bribery and corrupt practices;
 - (f) Acts of theft;
 - (g) Financial fraud or mismanagement;
 - (h) Gross negligence leading to a material loss or damage;
 - (i) Sexual harassment;
 - (j) Discrimination on grounds of race, age, sex or disability;
 - (k) Violation of our policies and procedures;
 - (l) Improper conduct or unethical behaviour that is likely to damage our reputation;
 - (m) Unauthorised disclosure of confidential information;
 - (n) Deliberate concealment of any of the above matters.

- 4.2 If a Business Associate has any genuine concerns about any of the above which the Business Associate has become aware of or genuinely suspects that Shangri-La has been or may have become involved in such wrongdoing (“**whistleblowing concern**”), the Business Associate should report it under this policy.
- 4.3 This policy should not be used for complaints relating to one’s own personal circumstances, such as the way a Business Associate has been treated in working with Shangri-La. This policy is not designed to further any personal disputes or question financial or business decisions taken by Shangri-La or its management.

5. RAISING A WHISTLEBLOWING CONCERN

- 5.1 If Business Associates have whistleblowing concerns, Business Associates may raise their concerns with the relevant line manager or Division Head. They may be able to agree a way of resolving the Business Associates’ concerns quickly and effectively. In some cases they may refer the matter to the Whistleblowing Officer.
- 5.2 If the Business Associate considers the matter to be more serious, or prefers not to raise it with them for any reason, the Business Associate may contact the Whistleblowing Officer, whose contact details are at the end of this policy, directly. A Business Associate who formally raises a whistleblowing concern with the Whistleblowing Officer under this policy is a whistleblower (“**Whistleblower**”).
- 5.3 If the whistleblowing concern involves a Director, the Whistleblower may report directly to the Chairman of the Audit & Risk Committee. The Chairman of the Audit & Risk Committee, in consultation with the Board, may set up a special committee to investigate the matter independently.
- 5.4 Disclosures can be made in person or in writing. Whistleblowers are required to identify themselves when submitting the attached whistleblower report form in a sealed envelope and marked “**Strictly Private and Confidential – To be Opened by Addressee Only**”, so that the compliant can be looked into fully and fairly.
- 5.5 Disciplinary action may be taken against any person who attempts to impede, prevent, or obstruct a whistleblowing complaint from being made or an investigation from being carried out.

6. GOOD FAITH

- 6.1 Good faith is evident when the report is made without malice or consideration of personal benefit and the Whistleblower has a reasonable basis to believe that the report is true, provided, however, a report does not have to be proven to be true to be made in good faith. Good faith is lacking when the disclosure is known to be malicious or false.

7. PROTECTION AND CONFIDENTIALITY

- 7.1 We hope that Whistleblowers will feel able to voice whistleblowing concerns openly under this policy. However, if a Whistleblower wants to raise a whistleblowing concern confidentially, we will make every effort to keep the Whistleblower’s identity secret. If it is necessary for anyone investigating the whistleblowing concern to know the Whistleblower’s identity, we will discuss this with the Whistleblower.
- 7.2 It is the policy of Shangri-La that Whistleblowers should not suffer any form of intimidation, reprisal, retaliation or adverse reaction organisationally as a consequence of reporting a whistleblowing concern. Shangri-La will make every effort to treat all disclosures in a confidential and sensitive manner.
- 7.3 The identity of the Whistleblower making the allegation will not be divulged without the Whistleblower’s consent. However, there may be circumstances in which Shangri-La may be required or legally obliged to reveal the Whistleblower’s identity, for example, where an investigation leads to legal proceedings being initiated. If this is the case, Shangri-La will take all reasonable steps to ensure that the Whistleblower suffers no detriment.
- 7.4 We do not encourage Whistleblowers to make disclosures anonymously. Proper investigation may be more difficult or impossible if we cannot obtain further information from the Whistleblower. It is also more difficult to establish whether any allegations are credible and have been made in good faith. Whistleblowers who are concerned about possible reprisals if their identities are revealed should come forward to the Whistleblowing Officer and appropriate measures can then be taken to preserve confidentiality.

8. EXTERNAL DISCLOSURES

- 8.1 The aim of this policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in our workplace.
- 8.2 The law recognises that in some circumstances it may be appropriate for the Whistleblowers to report their concerns to an external body such as a regulator. We strongly encourage the Whistleblowers to seek advice before reporting a concern to anyone external to Shangri-La. Advice can be sought from the Whistleblowing Officer.
- 8.3 Whistleblowing concerns usually relate to the conduct of Shangri-La's employees or officers, but they may sometimes relate to the actions of a third party, such as a customer, supplier or service provider or any other stakeholder. We encourage the Whistleblowers to report such concerns to the Whistleblowing Officer for guidance.

9. INVESTIGATION AND OUTCOME

- 9.1 Once a Whistleblower has raised a whistleblowing concern, we will carry out an initial assessment to determine the scope of any investigation that may be required. The scope and nature of any investigation is to be determined by Shangri-La. However, any assessment and subsequent investigation will be held in utmost confidence.
- 9.2 We will arrange a meeting with the Whistleblower to discuss the whistleblowing concern. Subject to our consent, the Whistleblower may bring a representative to any meetings under this policy. Such representative must respect the confidentiality of any disclosure and any subsequent investigation.
- 9.3 We will take down a written summary of the whistleblowing concern and provide the Whistleblower with a copy after the meeting.
- 9.4 We will inform the Whistleblower of the outcome of our assessment. The Whistleblower may be required to attend additional meetings in order to provide further information. We will update the Whistleblower on the outcome of any investigations carried out. However, sometimes the need for confidentiality may prevent us from giving the Whistleblower specific details of the investigation or any disciplinary action taken as a result.
- 9.5 The format and the length of an investigation will be determined by Shangri-La and may vary from case to case depending upon the nature and particular circumstances of each complaint made. The matters raised may be:
 - (a) investigated internally;
 - (b) referred to the Police;
 - (c) referred to the External Auditor; and/or
 - (d) form the subject of an independent inquiry.
- 9.6 In some cases we may appoint an investigator or team of investigators including our employees with relevant experience of investigations or specialist knowledge of the subject matter. All investigators derive the authority to handle all matters seriously, confidentially and promptly. Investigators shall be independent and unbiased both in fact and appearance. The investigator(s) may make recommendations for change to enable us to minimise the risk of future wrongdoing.
- 9.7 Whistleblowers who are interviewed or asked to provide information are obliged to fully cooperate with the investigators. Participants must refrain from discussing or disclosing matters concerning the investigations.
- 9.8 If the investigation concludes that a Whistleblower has made false allegations maliciously, in bad faith or with a view to personal gain, the Whistleblower may be subject to applicable legal action.

10. IF THE WHISTLEBLOWER IS NOT SATISFIED

- 10.1 If a Whistleblower is not satisfied with the way the Whistleblowing Officer has handled the whistleblowing concern, the Whistleblower can raise it with any member of the Board of Directors of Shangri-La Asia Limited.

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CONTACTS

Official role at Shangri-La	Name and contact details
Whistleblowing Officer	Mr Rajiv BHARDWAJ Phone: (852) 2599 3545 Email: DirectorIA@shangri-la.com
Chairman of the Audit & Risk Committee (an independent non-executive director of Shangri-La Asia Limited)	Mr Chee Keong YAP Email: auditcommittee.sa@shangri-la.com

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WHISTLEBLOWER REPORT FORM

(for external users)

Please provide the following details for any suspected serious misconduct as described in the “Whistleblowing and Whistleblower Protection Policy (for external users)”. Please note that you may be called upon to assist in the investigation, if required.

WHISTLEBLOWING OFFICER	
Whistleblowing concern addressed to:	
WHISTLEBLOWER’S INFORMATION	
Name (individual):	
Representing entity (if applicable):	
Relationship with Shangri-La:	
Contact phone number(s):	
E-mail address (if applicable):	
Postal address (if applicable):	
OFFENDER’S INFORMATION	
Name:	
Position:	
Department/Hotel/Office (if applicable):	
Other information (including contact details):	
WITNESS’S INFORMATION (if any)	
Name:	
Relationship with Shangri-La (if applicable):	
Relationship with Whistleblower (if applicable):	
Other information (including contact details):	

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COMPLAINT: Briefly describe the whistleblowing concern and how you know about it. Provide as much details as possible and use as many pages as required.

1. What misconduct / improper activity occurred?

2. Who committed the misconduct / improper activity?

3. When did it happen and when did you notice it?

4. Where did it happen?

5. Is there any evidence that you could provide us?

6. Are there any other parties involved other than the suspect stated above?

7. Do you have any other details or information which would assist us in the investigation?

8. Any other comments?

Date:

Signature:

FOR OFFICE USE

Received by:

Report number:

Received on and via:

Acknowledgement sent on:

Investigation required (Yes / No)? (If no, please state the reason)

Investigation undertaken by:

Investigation results:

Action taken / Conclusion:

Signed off by Whistleblowing Officer:

Signed off on: