

The Hong Kong Chartered Governance Institute

WHISTLEBLOWING POLICY

1. POLICY

The Hong Kong Chartered Governance Institute (“HKCGI” or “the Institute”) is committed to maintaining a high standard of openness, probity and accountability. In line with that commitment, we encourage our employees and related third parties who deal with the Institute to raise concerns about any suspected misconduct or malpractice or irregularities in any matters related to the Institute. The Institute will endeavour to respond to any concerns raised fairly and properly.

2. SCOPE

This Policy is designed to encourage our employees and related third parties who deal with the Institute to raise concerns, in confidence, about misconduct, malpractice or irregularities in any matters related to the Institute.

3. RESPONSIBILITY TO REPORT

“Whistleblowing” refers to an act where an employee or a related third party who deals with the Institute (“whistleblower”) alerts the management to information which reasonably suggests there is misconduct, malpractice or irregularities within the Institute. This Policy encourages Whistleblowers to raise the matter through an established confidential channel.

Any Whistleblower having such concern should raise them in accordance with paragraph 7.

4. PROTECTION

If the Whistleblower is an Institute’s employee raising genuine and appropriate concerns under this Policy, the Whistleblower would be assured of fair treatment, including protection against unfair dismissal, victimisation or unwarranted disciplinary action, even if the concerns turn out to be unsubstantiated.

5. CONFIDENTIALITY

The Institute will make every effort, within its capacity, to keep a Whistleblower's identity confidential. The Institute will endeavour to advise a Whistleblower in advance if his or her identity may become apparent or need to be disclosed. Should an investigation lead to a criminal prosecution, it may become necessary for a Whistleblower to provide evidence or be interviewed by the relevant authorities. For his or her part, in order not to jeopardise the investigation, the Whistleblower is also required to keep confidential the fact that he or she has filed a report as well as the nature of concerns and the identities of those involved.

6. TYPES OF MISCONDUCT, MALPRACTICE AND IRREGULARITY

It is not possible to give an exhaustive list of the activities that constitute misconduct, malpractice or irregularity covered by this Policy. For example, the Institute expects all employees to observe and apply the Code of Conduct principles in the conduct of the Institute's business. Employee behaviour that is not in line with Code of Conduct principles could constitute a misconduct, malpractice, or irregularity that should be reported.

7. REPORTING

Any Whistleblower who becomes aware of any existing or potential misconduct, malpractice or irregularities within the Institute shall report promptly to the Institute's Designated Officers¹ who will report to the Audit Committee of the Institute.

Concerns that may constitute misconduct, malpractice or irregularities may include but is not confined to:

- (a) any existing or possible improprieties in financial reporting, internal controls or other matters;
- (b) non-compliance of the Institute's "Code of Conduct";
- (c) non-compliance of legal or regulatory obligations; and
- (d) corruption or criminal activity.

Any Whistleblower can make a report in person or in writing (by post or by email) using the suggested form as set out in Annex I.

¹ The President, Audit Committee Chairman and Honorary Treasurer of HKCGI

8. INVESTIGATIONS

The Designated Officers¹ will assess every report received and decide if a full investigation is necessary. If an investigation is warranted, an investigator (with suitable seniority and without involvement in the matter) will be appointed to look into the matter. The Designated Officers¹ will then review the matter and decide how the investigation should proceed.

The actions to be taken by the Institute after investigations include disciplinary action, termination of employment or preventive action. Cases of suspected corruption or other criminal offences will be reported to ICAC or other relevant regulators or authorities. Once the matter is referred to the regulators or authorities, the Institute will not be able to take further action on the matter. Please refer to Annex II for investigation procedures.

The Whistleblower will receive in writing the outcome of the investigation. Due to legal constraints, the Institute will not be able to give out details of the action taken or any copy of the investigation report.

Whistleblowers 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. However, it is recognised that in some cases Whistleblowers may not feel comfortable identifying themselves. In these cases, anonymous reports may be submitted.

9. FALSE REPORT

If a Whistleblower makes a false report maliciously, with an ulterior motive, or for personal gain, the Institute reserves the right to take appropriate actions against anyone (employees or Third Parties) to recover any loss or damage as a result of the false report. In particular, employees may face disciplinary action, including dismissal where appropriate.

10. ANONYMOUS REPORT

As the Institute takes reporting of misconducts, malpractices, and irregularities seriously and wants to conduct warranted investigations of both potential and actual violations, it is preferred that these reports are not made anonymously. However, it is recognised that for any number of reasons, employees or Third Parties may not feel comfortable reporting potential violations directly to Audit Committee. In these cases, anonymous reports may be submitted to the Audit Committee.

11. RECORD RETENTION

Records shall be kept for all reported improprieties by the Institute. In the event a reported impropriety leads to an investigation, all relevant information relating to the case shall be retained, including details of corrective action taken, for a period as long as considered necessary by the Audit Committee or a period may be specified by any relevant legislation.

12. RESPONSIBILITY FOR IMPLEMENTATION AND REVIEW OF POLICY

This Policy has been approved and adopted by the Council² of the Institute. The Audit Committee has overall responsibility for implementation, monitoring and periodic review of this Policy. In addition, the Audit Committee has delegated the day-to-day responsibility for administration of the Policy to the Designated Officers¹.

[Approved by Council on 30 November 2021]

² The Council means the Council of HKCGI.

ANNEX I

WHISTLEBLOWING REPORT FORM

CONFIDENTIAL

The Institute is committed to maintaining a high possible standard of openness, probity and accountability. In line with that commitment, we expect employees and relevant third parties who have concerns about any suspected misconduct or malpractice within the Institute 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 and send to the Designated Officers by post or email. [Please refer to the contact details in the Council Contact List or email officers@hkcgi.org.hk].

Once completed, this report becomes confidential.

Your Name/Contact Telephone Number and Email

Name:

The Institute encourages 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:

Tel No:

Email:

Date:

The names of those involved (if known):

Details of concerns:

Please provide full details of your concerns: name, dates and places and the reasons for the concerns (continue on separate sheet if necessary) together with any supporting evidence.

ANNEX II
INVESTIGATION PROCEDURES

