



MIRAMAR GROUP

MIRAMAR HOTEL AND INVESTMENT COMPANY, LIMITED

美麗華酒店企業有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 71)

WHISTLEBLOWING POLICIES AND PROCEDURES

1. OBJECTIVES

Miramar Group (The Group) is committed to achieving high standard of business ethics and probity, good corporate governance and compliance with all applicable rules and regulations in conducting businesses. To uphold these commitments, the Group encourages employees and relevant third parties (e.g. customers, suppliers, contractors, etc., who deal with the Group) (“Third Parties”) to report serious concern of any actual or suspected misconduct or malpractice within the Group.

To this end, the Group has introduced this policy to establish a proper reporting channel for employees and relevant Third Parties to raise genuine concerns about actual or suspected misconduct or malpractice in confidence, so that appropriate and timely action can be taken. The Group will take each report seriously, and ensure that proper procedures are in place for fair and independent investigation of the reported matters for appropriate follow-up action.

2. SCOPE

This policy is applicable to all level of employees of the companies under Miramar Group, which includes its subsidiaries, associates or affiliates, and relevant Third Parties.

Whistleblowing matters include but not limited to any of following event within the Group:-

1. Malpractice, impropriety or fraud relating to internal controls, accounting, auditing and financial matters;
2. A failure to comply with legal and regulatory obligations, such as breach of employment law or violation of Listing Rule;
3. A criminal offence, such as fraud, corruption or theft;
4. Violation of Code of Conduct;
5. Bribery or corruption;
6. Danger to the health and safety of any individual;
7. Improper conduct and or unethical behavior likely to prejudice the reputation or standing of Miramar Group; or
8. Deliberate concealment relating to any of the above

The Policy is not designed to further any personal disputes, question financial or business decisions undertaken by authorized management (unless the whistleblower have a reasonable doubt / evidence to believe the above matter is occurred).



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3. PROCEDURES TO RAISE A CONCERN

1. Employees or relevant Third Parties, with serious concerns about any actual or suspected misconduct or malpractice within the Group, can report to the Director of Audit, Risk and Corporate Services, who is independent of the Group's daily operations and reports directly to the Chairman & Chief Executive Officer and Chairman of the Audit Committee, in confidence via following channels:

Mail	Address: 15/F Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong Attn: Director of Audit, Risk Management and Corporate Services Note: Mail should be sent in a sealed envelope marked "Strictly Private and Confidential - To be Opened by Addressee Only"
Email:	whistleblowing@miramar-group.com Note: This email address is accessed only by the Director of Audit, Risk Management and Corporate Services

2. Instead of the above channels, employees may raise the whistleblowing matters to his/her Immediate Supervisor, Business Unit/ Department as well.
3. Whistleblowing matter involving Director of Audit, Risk Management and Corporate Services should be channeled to the Chairman & Chief Executive Officer for appropriate further action:

Mail	Address: 15/F Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong Attn: Chairman & Chief Executive Officer Note: Mail should be sent in a sealed envelope marked "Strictly Private and Confidential - To be Opened by Addressee Only"
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4. While the Group does not expect the whistleblower to have absolute proof of the misconduct, malpractice or irregularity etc., the whistleblower should make the report in good faith and state the subject matters and reasons of concerns concisely with relevant information, such as the time, date, location, sequence of events, persons involved, witnesses and evidences (if any).
5. The Group takes all whistleblowing reports seriously. As such, it is strongly recommended that employees or relevant third parties making the allegation to provide their contact information for receiving feedback on the investigation. Anonymous allegations are more difficult to investigate as the Group might be unable to obtain further clarifications on the content; they may be considered at the discretion of the Director of Audit, Risk Management and Corporate Service and/or Chairman & Chief Executive Officer.



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4. INVESTIGATION PROCEDURE

1. Upon receipt of a whistleblowing report, Director of Audit, Risk and Corporate Services will act as the “Manager-in-Charge” to assess the matter being established and what action should initially be taken.
2. Director of Audit, Risk and Corporate Services will send an acknowledgement notice to the whistleblower and where appropriate, appoint an independent auditor to investigate the matter with support from the appropriate Business Unit / Department Head and / or external consultant. Effort will be made to ensure it will not jeopardise any possible investigation on the same matter by other relevant law enforcement agencies.
3. Director of Audit, Risk and Corporate Services will report the findings and result of the investigation together with the recommendations to the Chairman & Chief Executive Officer and the Audit Committee for final review.
4. In case Director of Audit, Risk and Corporate Services is the subject person of interest of the matter received or is conflicted, Chairman and Chief Executive Officer will deal with the matter and determine the appropriate replacement to conduct investigation on the matter.
5. Employees who are found to have breached the Group’s code of conduct or policies will be subject to disciplinary actions. In cases of suspected corruption or other criminal offences, a report will be made to the appropriate authorities, as considered appropriate.
6. Director of Audit, Risk and Corporate Services will maintain a log of received whistleblowing matters detailing with actions being taken and resolution of the received matters. Record of reported matters will be maintained confidentially.



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5. CONFIDENTIALITY AND PROTECTION

1. To safeguard the whistleblower's interest, all concerns will be handled in accordance with a set of strict procedures, and all information regarding the whistleblower's identity and whistleblowing case will be kept in strict confidence. However, there may be circumstances that disclosure of the whistleblower's identity is necessary due to the nature of the investigation. If such circumstances exist, the Group will endeavour to notify the whistleblower that their identities may be disclosed.
2. It may, however, under serious circumstances, when the information results in legal or criminal proceedings, the authorities may require the disclosure of the whistleblower's identity and the Group may be required to comply without prior notice to the whistleblower.
3. In order not to jeopardise the investigation and any follow-up actions, whistleblowers who have made the reports are also required to keep confidential all information about and related to the whistleblowing matter.
4. In the event, upon investigation or judgment, that nothing improper is found on the part of the alleged employee(s) / party(ties), the Group will ensure that the reporting employee will not be disciplined, his / her performance appraisal or scores will not be, as a result, adversely affected.
5. The Group is committed to the fair treatment of all persons making genuine and appropriate reports, and will not tolerate any kind of retaliation to the whistleblower. Any employee who is found to have victimised or harassed against whistleblowers will be subject to disciplinary actions.
6. While the Group hopes this policy provides an appropriate channel for employees and third party to raise concerns on any actual or suspected misconduct or malpractice within the Group, it does not affect their rights or obligations to report criminal matters to the relevant authorities.
7. Due to the diverse nature of these sorts of whistleblowing cases, it is not appropriate to set a specific timeframe for completion of investigations in advance. However, the Group will endeavor to handle the concerns fairly and in a timely manner.

6. FALSE REPORTS

All reports must be made in good faith. If the whistleblower makes an unfounded disclosure maliciously, fraudulently, with an ulterior motive or for personal gain, the Group reserves the right to decline to investigate or discontinue an investigation, and take appropriate actions against the whistleblower to recover any cost, loss or damage as a result of the reporting. In particular, employees may face disciplinary action.



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7. IMPLEMENTATION AND REVIEW OF THE POLICY

The Audit Committee has the overall responsibility for this policy but has delegated the day to day responsibility for implementation and administration of this policy to the Internal Audit Department. The Audit Committee will review on the effectiveness of this policy from time to time as appropriate.

25 October 2022



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Appendix I: Whistleblowing Form

(Confidential)

Miramar Group (The Group) is committed to achieving high standard of professional business ethics and probity, good corporate governance and compliance with all applicable rules and regulations in conducting businesses. To uphold these commitments, the Group encourages employees and relevant third parties (e.g. customers, suppliers, contractors, etc., who deal with the Group) to report serious concern of any actual or suspected misconduct or malpractice within the Group.

The Whistleblowing Policy has been established to encourage and assist whistleblowers to disclose information relevant to misconducts or malpractices through a confidential reporting channel (to the extent possible). The Group will handle this report with care and will properly treat the whistleblower's concerns in a fair and timely manner. If you wish to make a written report, please use the report form below. Once completed, this report becomes confidential. You may send the report via following channels:

Mail:	Address: 15/F Mira Place Tower A, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong Attn: Director of Audit, Risk and Corporate Services (or Chairman & Chief Executive Officer if the aforementioned person is involved in the reporting matter) Note: Mail should be sent in a sealed envelope marked "Strictly Private and Confidential - To be Opened by Addressee Only"
Email:	whistleblowing@miramar-group.com Note: This email is only accessed by the Director of Audit, Risk and Corporate Services, who is independent of the Group's daily operations and reports directly to the Chairman & Chief Executive Officer and Chairman of the Audit Committee

Please read the Whistleblowing Policy carefully before you fill in this template.

Contact details: The Group encourages you to provide your name and contact with this report. Concerns expressed anonymously are much less powerful therefore the group encourages you to come forward with your concerns.	
Name:	Tel No:
Address:	Email:
	Date:
The names of those involved (if known):	



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Details of concerns:

Please provide full details of your concerns: time, date, location, sequence of events, the reasons for the concerns and witnesses (continue on separate sheet if necessary) together with any supporting evidence/documents.

Personal Information Collection Statement

All personal data collected will only be used for purposes which are directly related to the whistleblowing case you reported. It is strongly recommended that contact details can be offered to facilitate possible appropriate investigation and relevant follow-up. The personal data submitted will be held and kept confidential by the Miramar Group and may be transferred to parties with whom we will contact during our handling of this case. The information provided may also be disclosed to law enforcement authorities or other concerned units. Where relevant, under the Personal Data (Privacy) Ordinance of Hong Kong, you shall have the right to request access to and correction of your personal data. If you wish to exercise these rights, requests should be made in writing or email to Director of Audit, Risk and Corporate Services.