



PCCW LIMITED

(INCORPORATED IN HONG KONG WITH LIMITED LIABILITY)
(STOCK CODE: 0008)

Whistleblower Policy

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PCCW LIMITED (THE “COMPANY”)

WHISTLEBLOWER POLICY

INTRODUCTION

The Company is committed to maintaining a high standard of corporate governance, the principles of which serve to uphold a high standard of ethics, transparency, responsibility and integrity in all aspects of its business and to ensure that its affairs are conducted in accordance with applicable laws and regulations and without compromising the safety or interest of its shareholders, investors, customers, directors and employees.

The Company encourages any person, including employees, customers, suppliers, contractors and other interested persons who, in good faith, have reasonable cause to believe that anyone acting for or on behalf of the Company has previously, is now, or may be intending to act improperly in a manner contrary to the Company’s corporate governance commitment, to raise those concerns to the Company.

This document sets out the Company’s policy and general procedures for the receipt of, and subsequent dealing with, notifications of suspected or actual improper conduct involving the Company or any of its directors, employees, and any of its suppliers, contractors, agents, and other third parties who are acting for or on behalf of the Company. These shall apply equally to all such notifications, including those made by customers, employees, and any Company’s suppliers, contractors, agents, or other third parties.

POLICY STATEMENT

The Company shall take reasonable and appropriate measures to ensure that:

- (i) Any actual or suspected acts of improper conduct may be reported to the Company, in confidence, by any concerned person;
- (ii) Any actual or suspected acts of improper conduct so reported shall be recorded, evaluated, and, investigated as may be warranted;
- (iii) An officer of the Company with suitable seniority and no previous involvement in the matters reported shall be assigned to conduct and / or manage any investigation;
- (iv) The outcome of the investigation, any actions taken, and any recommendations for further action, shall be reported to the Chairman of the Audit Committee of the Company for their consideration and to other directors as the Chairman of the Audit Committee considers appropriate;
- (v) To the extent practicable and legally permissible, the concerned person first having made the report shall be informed of the progress and / or outcome of any investigation;
- (vi) To the extent practicable and legally permissible, all matters disclosed, including the identity of the concerned person first having made the report, shall remain confidential;

- (vii) If, during the course of or pursuant to an investigation, it is necessary to disclose the identity of the concerned person first having made the report, the Company shall, where legally permitted, endeavour to discuss with the concerned person prior to such disclosure;
- (viii) Where a concern has been reported in good faith and with reasonable grounds for believing such conduct to be improper, even if such concern cannot be confirmed, no unfair or retaliatory actions will be taken by the Company, or any person acting on behalf of the Company, against the concerned person first having made the report; and
- (ix) To the extent practicable and legally permissible, appropriate and commensurate actions may be taken against any person or persons who cause or are a party to any:
 - a. unfair or retaliatory actions being taken against the concerned person first having made the report, or
 - b. unauthorised disclosure of the concerned person's identity or details of the matter, or
 - c. false report knowingly being made maliciously, without merit, for personal gain or other ulterior motive.

SCOPE OF THIS POLICY

For the purposes of this policy and these procedures:

- (i) A “**concerned person**” is any person or persons, whether as an employee of the Company, a supplier, a customer, or who through any other means, becomes privy to and makes a report providing details of actual or suspected improper conduct involving the Company and its directors and employees and any of its suppliers, contractors, agents, and other third parties who are acting for or on behalf of the Company;
- (ii) Although not possible to provide an exhaustive list, generally speaking, “**improper conduct**” includes, amongst other things, any:
 - a. Conduct or practices which are illegal or breach any law, regulation or code of conduct,
 - b. Fraudulent or corrupt conduct,
 - c. Form of coercion, harassment or discrimination,
 - d. Misleading or deceptive conduct, including without limitation conduct or representations which amount to improper or misleading accounting or financial reporting practices,
 - e. Action or inaction which could potentially endanger the health or safety of any individual,
 - f. Action or inaction which could potentially cause serious harm to the environment,
 - g. Harmful, discriminatory or retaliatory action taken against a concerned person for having made a report under this policy, or

- h. Deliberate withholding of information concerning the matters set out herein; and
- (iii) The “**Company**” includes PCCW Limited and each of its subsidiaries, affiliates and associated companies, in Hong Kong and internationally.

MAKING OF AND DEALING WITH A REPORT

Any person who has reasonable evidence of actual or suspected improper conduct involving the Company is encouraged to make a report to the Company. It is not necessary to have absolute proof of any improper conduct prior to making such a report, provided the report is made in good faith.

A report of actual or suspected improper conduct involving the Company can be made confidentially, in writing, to the Chairman of the Audit Committee, via the Head of the Company’s Group Internal Audit function at:-

[Chairman of the Audit Committee of the Board of Directors](#)
[PCCW Limited](#)
[c/o The Head of Group Internal Audit](#)
[39/F PCCW Tower](#)
[Taikoo Place, Quarry Bay](#)
[Hong Kong](#)

A verbal report may also be made, by calling the Head of the Company’s Group Internal Audit function during normal business hours (voice mail is available outside of normal business hours) on:-

[\(+852\) 2888 3759](#) – this number does NOT have “caller id” activated.

A report may also be submitted via the Head of the Company’s Group Internal Audit function by sending an email to:-

Whistleblower@PCCW.com

A report of actual or suspected improper conduct involving the Company can be made anonymously, via any channel, although in such instances the Company’s ability to investigate the allegations and / or follow up with the concerned person may be seriously restricted.

When making a report, it is essential that as much detail of the alleged improper conduct as possible be provided, along with whatever supporting evidence the concerned person may have available.

An independent and appropriately senior member of the Company’s staff will be appointed on behalf of the Chairman of the Company’s Audit Committee to act as the case manager with responsibility for the conduct, management, and reporting of the matter.

If the concerned person has provided sufficient information to enable the Company to do so, once the initial assessment has been completed, the Company will provide to the concerned person a case reference and contact details of the case manager.

The case manager will follow up with and inform the concerned person on the status and / or outcome of the case as is practicable and legally permissible, including informing the concerned person of any requirement to disclose their identity or other facts.

Under certain circumstances, such as where contrary to a regulation or ordinance or the conduct of an investigation may be prejudiced, the Company may not be able to provide prior notice to the concerned person of disclosure of their identity or other facts of the case, or to subsequently provide information regarding the status and / or outcome of the case.

If, having considered the facts available, the Company is of the opinion that a criminal offence may have been committed it will seek legal advice to determine if it is necessary to, and if so it will, refer the matter to the appropriate authorities for their further action.

Upon completion of the investigation, a report, including its final disposition, the impact, implications, and recommendations for improvement, as applicable, will be provided to the Risk Management, Controls and Compliance Committee of the Company for consideration and for their further reporting to the Audit Committee of the Company as they deem appropriate.

A person or persons may also make a report in confidence of actual or suspected improper conduct involving the Company, by writing to any of the other members of the Company's Audit Committee, or the directors of the Company, whose details are provided in the Company's annual report, or alternatively to any relevant external authority such as a regulator or law enforcement agency.

AUTHORITY

This policy has been authorised and approved by the Risk Management, Control and Compliance Committee ("RMCCC") of the Company.

The Audit Committee is responsible for reviewing this Policy and the whistleblowing system for employees of the Company and those who deal with the Company (where applicable) (e.g. customers and suppliers) to raise concerns, in confidence, with the Committee about possible improprieties in any matter related to the Company.

POLICY GOVERNANCE

Group Internal Audit is responsible for oversight and provide clarification and consultation for the implementation of this Policy at the corporate level. The Policy shall be reviewed and updated as necessary. Any changes to the Policy or its supporting documents shall be communicated as appropriate to all employees and third parties by Group Internal Audit via email or any other official form of written communication. The version stored on PCCW Intranet shall be retained as the most current and authoritative version of this Policy.

DOCUMENT CHANGE CONTROL

Date	Version	Author	Revision/Amendment Details	Approver
Jan-2021	3.0	GRM&C	<ul style="list-style-type: none">- Renamed this policy from Improper Conduct Notification Policy.- Expanded the scope to include directors and employees.- Updated the flow of the investigation report.- Revised the "Authority" section to align with the AC's TOR.	RMCCC
Apr-2022	4.0	GIA	<ul style="list-style-type: none">- Updated mailing address of Group Internal Audit- Replaced GRM&C with GIA in the Policy Governance Section	RMCCC