



Irregularity Reporting Policy

Date of Policy: February 25, 2011

Issue Number: 01-2011

Date of Policy Review: February 25, 2011

Policy

We are committed to the highest possible standards of openness, probity and accountability. In line with that commitment we expect and encourage you the whistleblowers who have concerns about any reporting on violation of the Shui On Land Ltd's (SOL) Code of Conduct and Business Ethics, and complaints on integrity related matters within the company to come forward and voice those concerns.

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

Scope

This policy applies to employees at all levels and divisions, and such reporting from vendors, customers, and business partners ("the Whistleblowers").

Protection and Support for Whistleblowers

Persons making appropriate complaints under this policy are assured of protection against unfair dismissal, victimisation or unwarranted disciplinary action, even if the concerns turn out to be unsubstantiated.

Our employees who victimise or retaliate against those who have raised concerns under this policy will be subject to disciplinary actions.

Responsibility for Implementation of Policy

The Company's Executive Committee (EXCOM) has overall responsibility for this policy, but has delegated day-to-day responsibility for overseeing and implementing it to the Ethics Committee. Responsibility for monitoring and reviewing the operation of the policy and any recommendations for action resulting from investigation into complaints lies with the Ethics Committee.

Management must ensure that all whistleblowers feel able to raise concerns without fear of reprisals. All whistleblowers should ensure that they take steps to disclose any such violation or integrity related matters of which they become aware. If you have any questions about the

contents of application of this policy, you should contact the Secretary of the Ethics Committee.

Integrity Matters

Besides the violation of the SOL's Code of Conduct and Business Ethics which are clearly stipulated in the said code, it is impossible to give an exhaustive list of the activities that constitute integrity matters, but, broadly speaking, we would expect you to report the following misconduct or malpractice:

- a) An illegal action or criminal offence;
- 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 and safety of any individual;
- f) An action which causes damage to the environment;
- g) The deliberate concealment of information concerning any of the matters listed above.

While we do not expect you to have absolute proof of the violation, misconduct or malpractice reported, the report should show the reasons for the concerns. If you make a report in good faith then, even if it is 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, you may face disciplinary action, including the possibility of dismissal.

Making a Report

You can make a report verbally or in writing in the standard report form attached to this policy as **Annex 1**. We would normally expect you to raise your concerns internally to your line manager (or his or her superior) within the department.

If you feel uncomfortable doing this, for example, your line manager has declined to handle your case or it is the line manager who is the subject of the report, then you should escalate your report by following the instructions of the **Irregularity Reporting System (IRS)** and the **Appendix I** of the **SOL Ethics Committee Charter**.

In the report, you should provide full details and, where possible, supporting evidence.

Confidentiality

We will make every effort to keep your identity confidential. In order not to jeopardise the

investigation, you should also keep the fact that you have filed 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. If it is necessary for you to participate in an investigation, the fact that you made the original disclosure will, so far as is reasonably practicable, be kept confidential. However, it is also possible that your role as the whistleblower could still become apparent to third parties during investigation.

Equally, should an investigation lead to a criminal prosecution, it may become necessary for you to provide evidence or be interviewed by the authorities. 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.

Anonymous Report

We respect that sometimes you may wish 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.

We generally do not encourage anonymous reporting and encourage you to come forward with your concerns.

Investigation Procedures

For quick reference, please refer to the flowchart in **Appendix II** of the **SOL Ethics Committee Charter**.

We will acknowledge receipt of your report within three working days confirming that:

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

A designated senior officer, usually the Chief Internal Auditor will be appointed by the Chairman of the Ethics Committee to manage the report.

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

Where the report discloses a possible illegal action or criminal offence, the Ethics Committee, in

consultation with our legal advisers, will decide if the matter should be referred to the relevant local authorities, e.g. police, stock exchange etc., 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 not be able to take further action on the matter, including advising you of the referral.

You may be asked to provide more information during the course of the investigation.

The investigation report will be reviewed by the Ethics Committee.

Possible outcomes of the investigation:

- a) The allegation could not be substantiated;
- 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 action against the wrongdoer.

A summary, with recommendations for improvement (if appropriate), will be produced to the Audit Committee of the Company. The Audit Committee will review the summary report and make recommendations to the Board of Directors.

You will receive either in writing or verbally the outcome of the investigation. 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 one month.

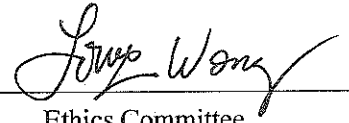
If you are not satisfied with the outcome, you could raise the matter again with the Ethics Committee. You should make another report explaining why this is the case. If there is good reason, we will investigate into your concerns again.

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 the Ethics Committee.

You could also consult your legal advisers.

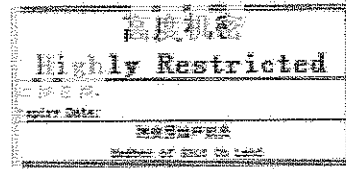
Monitoring the Irregularity Reporting Policy and Procedure

The use and effectiveness of this policy will be monitored and reviewed regularly by the Ethics Committee.

A handwritten signature in cursive script, appearing to read "Joseph Wong", is written over a horizontal line.

Ethics Committee

February 25, 2011



IRS 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 reporting on violation or integrity related matters 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 "Highly Restricted".

<p>Your Name/Contact Telephone Number and Email</p> <p>We encourage you to provide your name with this report.</p>	<p>Name: _____</p> <p>Address: _____</p> <p>_____</p> <p>Tel No: _____</p> <p>_____</p> <p>Email: _____</p> <p>Date: _____</p>
<p>The name 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>	