

WHISTLEBLOWING POLICY

Shang Properties, Inc. (the “Company”) its subsidiaries and affiliates in the Philippines, (collectively the “SPI Group”) are committed to achieving and maintaining the highest standards of transparency, probity and accountability. To this end, the Board of Directors of the Company (the “Board”) has approved a Whistleblowing Policy (the “Policy”) for all employees of the SPI Group (the “Employee/s”) to disclose or report any Whistleblowing matters which they have become aware of or genuinely suspect that such matters have occurred or may occur.

Statement and Objective of the Policy

The Employees of the SPI Group are encouraged and expected to disclose and report to the Board of Directors thru its Executive Committee, in strictest confidence serious concerns about malpractice, impropriety, fraud or any violations/infractions of governing laws of the Philippines or SPI Group/Company policies, guidelines and procedures which they have become aware of or genuinely suspect that such matters have occurred or may occur.

The Policy is established to provide specific guidelines and procedures on Whistleblowing and how to treat Whistleblowing reports (the “Reports”). Likewise, it is intended to protect the rights of the Employees/s providing the Report/s under this Policy.

Definition

“Whistleblowing” refers to the act of disclosing and reporting of information by an Employee (“Whistleblower”) of any wrong doings, violations/infractions of any governing laws of the Philippines or SPI Group/Company policies, guidelines, and procedures which they have become aware of or where they reasonably believe that such matters have occurred, or is occurring, or may occur.

Whistleblowing matters include, but are not limited the following matters in relation to the SPI Group:

- (i) violation of the Code of Conduct of the Company or the SPI Group;
- (ii) breach of legal or regulatory requirements;
- (iii) criminal offenses and breach of civil law;
- (iv) malpractice, impropriety or fraud in financial reporting, internal control or other financial matters of the SPI Group; and/or
- (v) deliberate concealment of any of the above.

Protection and Confidentiality

The SPI Group will treat all Reports in a confidential manner. The identity of the Employee acting in good faith and with reasonable grounds, in making the Reports

will not be divulged without the Employee's consent. Employees acting under this Policy are assured of fair treatment and protection against unwarranted disciplinary action even if the Report/s turn out to be unsubstantiated. However, there may be circumstances in which the Company/SPI Group may be legally obliged to reveal the Employee's identity.

False Reports Made in Bad Faith

If a Whistleblower makes a false Report maliciously, with an ulterior motive or for personal gain and without reasonable grounds that the information in the Report is accurate or reliable or if the Report is found merely to foment mistrust/distrust, the Company/SPI Group reserves the right to take disciplinary action against the concerned Employee/s, including the possibility of dismissal, whenever appropriate.

Guidelines and Procedures

- (i) The Report must be submitted in writing addressed to the Chairman of the Board, through the Executive Committee, at the principal office of the Company, Level 5 Shangri-La Plaza, EDSA corner Shaw Boulevard, Mandaluyong City, Philippines, 1550.
- (ii) The name of the Employee must be indicated in the Report together with his/her signature. A Report from an anonymous source shall not be considered.
- (iii) The Chairman shall authorize a member of the Executive Committee to reply to the Whistleblower to acknowledge receipt of the Report and provide him/her progress update, as needed.
- (iv) The Chairman shall assess the Report and if the Report warrants further investigation, the same will be referred to the executive Committee to handle the matter and submit its findings to the Chairman.
- (v) The appropriate Management decision to impose disciplinary action/s shall adhere to the Company's/SPI Group's Code of Conduct and the provision of the Labor Code of the Philippines.

The Board reserves the right to update and/or amend any provision under this Policy as it deems necessary.