

**京投轨道交通科技控股有限公司**  
**BII Railway Transportation Technology Holdings Company Limited**  
(the “Company”)  
*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 1522)

## **Whistleblowing Regulation**

### **Purpose**

1. The Regulation was formulated for the purpose of improving the compliance management level of the Company, clarifying reporting channels and handling norms, effectively preventing and fairly dealing with all kinds of misconducts, promoting the sustainable and healthy development of the Company and establishing a corporate culture of integrity and compliance.

### **Objective**

2. The Company emphasises compliance with business ethics and upholds the good governance principle of the spirit of accountability. External and employee oversight is an effective governance tool for fulfilling commitments and preventing risks. The Company expects and encourages its employees and third parties dealing with the Group (such as customers, suppliers, contractors, creditors, debtors, etc.) (collectively referred to as “**Whistleblowers**”) to report to the Audit Committee via designated channels any misconduct in relation to the Group’s business cooperation, internal control or conduct.
3. The Regulation is aimed to provide a reporting framework and guidance for reporting misconduct, to keep Whistleblowers and their associated supporters confidential, and to provide the most effective possible protection against actual, attempted or threatened unfair disciplinary action or retaliation for making a genuine report.

### **Scope of Application**

4. The Regulation shall apply to BII Railway Transportation Technology Holdings Company Limited and the subsidiaries it owns and controls.

### **Definitions**

5. “Whistleblowing” is an act of reporting by whistleblowers who express serious concerns about suspected or actual misconduct in connection with the Company.
6. “Misconduct” is wrongful, fraudulent, immoral and illegal conduct, including but not limited to:
  - (1) Criminal offence or violation of other laws or regulations;
  - (2) Fraud or embezzlement or bribery;

- (3) Misappropriation of the Company's property;
  - (4) Violation of the Company's management systems and procedures;
  - (5) Conducts in which individuals are involved in conflicts of interest but fail to recuse themselves;
  - (6) Deliberate concealment of information about the incidents set out in the Regulation;
  - (7) Injurious, discriminatory or retaliatory act against Whistleblowers who make reports in accordance with the Regulation;
  - (8) Deliberate concealment of any act set out in the Regulation.
7. Complaints about customers' products and services, which are replied and resolved via customers and service channels, are not covered by the Regulation unless such complaints involve the aforementioned misconduct and matters.

### **Report Handling Body**

8. The Audit Committee of the Board of Directors set up a report handling office as a permanent body to accept the reports made by Whistleblowers. The office consists of the heads of the office of the Board of Directors, the Legal Compliance Department and the Party-masses Work Department or the persons designated by departments.

### **Content and Form of Reports**

9. If possible, Whistleblowers shall provide details of the misconduct and the reasons for the reports, and any supporting documents and other evidence so that the Company has the necessary information to initiate an investigation for effective evaluation.
10. Whistleblowers can make reports through letters, emails, telephone calls and other channels. Contact details are as follows:

Postal address: Block 2, Fortune Tower, No. 4, Huixin East Street, Chaoyang District, Beijing

100101, report handling office, BII Railway Transportation Technology Holdings Company Limited

mailto:whistleblowing@biitt.cn

Tel: 010 8462 2620

## **Handling of Reports**

11. The report handling office registers reports, conducts a preliminary review of the reports, evaluates the effectiveness of the whistleblowing, and decides whether a full investigation is necessary. If an investigation is required, the investigation leader and investigation team will be appointed to conduct the investigation. If an investigation is not necessary, the case will be closed.
12. If it is found during the investigation that the report involves a criminal offence, it will be transferred to the judicial organ for handling.
13. Whistleblowers, in principle, shall be informed of the result of handling the report, but the specific decision shall be made at the discretion of the report handling office.
14. All employees of the Company shall be obliged to cooperate with the investigation and keep confidential as required by investigators.

## **Anonymous Tip-off**

15. The Company encourages real-name reporting, but Whistleblowers who do not want to identify themselves for some reason to report potential misconduct can report anonymously.
16. Anonymous Whistleblowers shall take into account that there may be a lack of channels of contact to clarify the content of their reports or to obtain further information, and that they may not receive protection as stipulated in the Regulation, as their identities are unknown.

## **Protection and Support**

17. The Company shall keep confidential the identities of Whistleblowers. Whistleblowers must keep confidential the fact that they have made reports, the content of the reports and the identities of the persons involved, in order to ensure that investigations are not impeded.
18. Only management and staff responsible for handling documents and records (“**Authorised Persons**”) have access to such documents and records. Authorised Persons shall ensure that such documents and records are shared with other parties only on a strictly need-to-know basis. Authorised Persons who have involved in conflicts of interest or have recused themselves from investigations shall not have access to or receive any information about investigations. The relevant persons will be held accountable if their improper work causes a leak that consequently result in retaliation or unfavourable treatment against Whistleblowers.
19. The management and staff who participate in the investigation of a case in any capacity shall strictly keep information confidential, in a bid to prevent relevant information from being known to unauthorised persons.

20. If the investigation turns into a criminal prosecution, Whistleblowers may be required to give evidence to the relevant judicial authorities or cooperate with the investigation.

### **Prohibition of Retaliation or Unfavourable Treatment**

21. The Company protects Whistleblowers in good faith from being retaliated against or treated unfavourably. If it is confirmed through investigations that any person in the Company retaliates or treats unfavourably against Whistleblowers, he/she will be punished.
22. In the event of retaliation or unfavourable treatment against Whistleblowers by any external party, the Company will review its business relationship with such party and take appropriate actions.

### **Handling of False Reports**

23. If Whistleblowers are found to have made false reports out of malice or personal gain, the Company may take appropriate actions, including but not limited to internal disciplinary action, referral of cases to administrative law enforcement or judicial organs, and recovery of any losses incurred as a result of the false reports.

### **Archive Keeping**

24. The Company will keep all materials about reports made in accordance with the Regulation. The materials to be archived include all documents and information associated with reports, results of investigations and handling results. After the termination or completion of the handling procedures, the archives will be transferred to the Archive Management Department of the Company and stored for not less than 10 years.

### **Policy Review**

25. The Legal Compliance Department is responsible for drafting, regularly reviewing, revising and interpreting the Regulation. The version available on the Company's website is the latest authoritative version of the Regulation.

The Regulation was revised and adopted by a resolution of the Board on 28 December 2022 and effective from 28 December 2022.