



# CORPORATE CODE OF CONDUCT

## 1. Background

- 1.1 The Company has been recognized as acting responsibly in the course of achieving its commercial success. Our reputation for fair dealing and integrity is a great asset: preserving this asset depends on maintaining our high standards. Compliance with this Code is an essential part of our doing so.
- 1.2 This Code applies to all Relevant Persons and is applicable wherever the Company does business. In the case of joint ventures, the Company representatives concerned are expected to act in accordance with this Code themselves and to use reasonable endeavors to influence those with whom they are working to ensure they also act to similar standards of integrity and ethical behavior.
- 1.3 This Code establishes general principles. Certain areas covered by the Code may be the subject of more detailed provisions and requirements established by other documents. Procedures are included to be designed to put these general principles into practice.

## 2. Interpretation

### 2.1 In this code:

"Advantage"	includes any money, gift, loan, fee, reward, commission, employment, payment, release, discharge, contract, service, promise and any other favour.
"Government Official"	includes any officer or employee of any Government Entity or any candidate for political office.
"Government Entity"	means any national, regional or local government and any department, agency or instrumentality of the foregoing and any entity owned or controlled by another Government Entity (and also includes, for the avoidance of doubt, the government of Hong Kong).

“Relevant Persons” means the employees (including secondees), officers and directors.

### 3. Operating Principles

3.1 The Company’s operating principles commit Relevant Persons:

- to maintain high standards of business ethics and corporate governance
- to deal appropriately with our employees, those with whom we do business and the communities in which we operate.

### 4. Implementing our Operating Principles

#### 4.1 Business Ethics

The Company is committed to conducting all its businesses with integrity and fairness. Relevant Persons are expected to maintain the highest standards of professionalism in all their dealings with others. They seek mutually beneficial relationships with contractors, suppliers and joint venture partners. They are required to promote the application of this Code in all dealings and to give preference in business dealings to those who adhere to similar business ethics. All Relevant Persons must comply with all applicable legal requirements.

#### 4.2 Conflicts of Interest

A conflict of interest arises where a person’s private interests interfere with the proper discharge of his official duties. The Company is committed to conducting its businesses without conflicts of interest and this Code requires all Relevant Persons to avoid any situation which may lead to an actual or perceived conflict of interest without prior consent. Such consent should be sought in the first instance from HR & Admin Department. Set out below is a non-exhaustive list of circumstances that would potentially give rise to a conflict of interest:

- Working for a non-affiliated organization at the same time.
- Becoming a member of a board of any non-affiliated commercial, financial or industrial organization.
- A Relevant Person negotiating or transacting business with the Company (other than employment contracts or retail purchases of products).
- Having an interest in a company (other than as a holder of securities in a company whose securities are listed on any stock exchange) which either competes with or has business dealings with the Company.

#### 4.3 Competition and Antitrust

The Company is committed to complying with all applicable competition and antitrust laws. Relevant Persons should acquaint themselves and comply with the applicable competition laws that aim to protect competition by prohibiting anti-competitive behaviors. Breach of competition laws is a serious offence and may expose the Company to severe penalties and other sanctions, and individuals to imprisonment. Set out below is a non-exhaustive list of anti-competitive behavior which would potentially amount to an infringement of completion laws:

- Participating in price fixing, collective boycotts or market sharing arrangements.
- Exchanging competitively sensitive information with competitors.
- Imposing restrictions on customers or suppliers, including retail price maintenance.
- Abusing a position of substantial market power or market dominance.

#### 4.4 Bribery

The Company believes that conducting business with integrity is critical to continuing to develop the Company as a successful, sustainable and responsible business entity. Corruption hinders economic, social and political development and progress. Breach of anti-bribery laws, wherever and however this takes place, is a serious offence and may expose the Company to significant fines and other penalties, and individuals to imprisonment. Even the appearance of a breach of anti-corruption laws can cause very significant damage to the Company's reputation.

It is the Company's policy that all Relevant Persons should comply with the anti-bribery laws to which they are subject. This Code sets out the standards of behavior expected from the Company and the anti- bribery compliance procedures adopted by the Company.

##### A. Accepting Advantages

Relevant Persons should not solicit or accept any Advantages from any person or company having business dealings with the Company (e.g. clients, suppliers, contractors). However, they are allowed to accept (but not solicit) the following gifts offered voluntarily:

- Advertising or promotional gifts of a nominal value; or
- Gifts given on festive or special occasions are subject to a maximum limit.

Any Advantage or gift accepted by a Relevant Person should be in accordance with the Company's procedures for "Acceptance of Gifts or Advantages" (Appendix A).

Relevant Persons should decline an offer of a gift if acceptance of it could affect the Relevant Person's objectivity, or induce the Relevant Person to act against the Company's interests, or lead to questions of bias or impropriety.

B. Offering : Advantages

Under no circumstances may a Relevant Person offer an Advantage to any person or company having business dealings with the Company for the purpose of influencing such person or company in any business dealings. Any Advantage given in the conduct of the Company's business should be in accordance with the Company's procedures for "Offer of Gifts or Advantages" (Appendix B).

Relevant Persons should exercise good judgment and practise moderation in giving gifts. These should not be given in cash, cash equivalents or loans. Excessive gifts in terms of value or frequency should not be offered to potential or existing customers. Gifts bearing the Company's logo are preferred.

C. Observing: local laws when working in another jurisdiction

Sections A and B above apply whether the solicitation, acceptance and offering of Advantages are within or outside Hong Kong. Any Relevant Person who conducts business on behalf of the Company in another jurisdiction must abide by the laws of that jurisdiction, including laws and regulations on anti-corruption, and all other laws and regulations pertaining to ethical business conduct.

D. Payments to Government Officials

It is strictly prohibited to offer an Advantage to any Government Official. Prohibited Advantages should not be made directly, through a Relevant Person's own personal involvement, or indirectly, for example by authorizing or allowing a third party to provide a prohibited Advantage on behalf of the Company. Any request for an Advantage by any Government Official in relation to gaining business or a business advantage for the Company must be refused and promptly reported to an appropriate director or officer of the Company.

E. Charitable contributions and sponsorship

Use of the Company's resources to make or solicit contributions to charitable or other organizations, if done in accordance with applicable laws and regulations, is appropriate. Nevertheless, care must be taken to ensure that such activities do not create, or appear to create, an improper Advantage covered by this Code. Relevant Persons must comply with procedures for "Charitable Contributions and Sponsorship" (Appendix C) for contributions or solicitations of contributions by the Company to charities or other organizations.

F. Entertainment and Corporate Hospitality

Although entertainment is an acceptable form of business and social behavior, Relevant Persons should not accept lavish or frequent entertainment from persons with whom the Company has business dealings if, by doing so, it might be perceived that they are placing themselves in a position of obligation to the offeror. When giving entertainment, company functions are normally preferable to entertaining individuals, though this does not preclude meals and similar entertainment of moderate expense for individuals with whom the Company has dealings. The business purpose of entertainment and corporate hospitality should be documented.

Relevant Persons should be particularly vigilant concerning entertainment offered to them outside Hong Kong and turn down invitations to meals or entertainment that are excessive in nature or frequency and appear to have no or minimal business purpose. It should be noted that any free trips or travelling expenses are considered as Advantages. Without the prior consent of the Company, acceptance of these advantages is strictly prohibited. Relevant Persons should follow the procedures for "Entertainment and Corporate Hospitality" (Appendix D).

G. Travel Expenses

Travel expenses incurred on behalf of a person or company (including a Government Official or a Government Entity) that are directly related to promoting, demonstrating, explaining, or certifying the Company's products or services, or that are directly related to executing or performing a contract with the Company may be proper. In practice, for purposes of promoting, demonstrating or explaining its services, the Company may occasionally invite a person or company (including a Government Official) to travel to its facilities, offices and exhibits for plant tours, product demonstrations or business meetings at the Company's expense. The Company may reimburse such persons or organizations for reasonable and bona fide expenditures directly related to any such purpose, such as travel or lodging expenses. Reimbursed travel expenses may include the reasonable cost of such person or organization's transportation, meals, lodging and entertainment.

H. Agents and Consultants

No individual or entity may be hired to commit bribery on behalf of the Company. Special care must be taken when the Company engages the service of an agent, consultant or other third party, when such party is expected to assist in developing business with potential customers or where such party will be involved in obtaining any government approvals or action. Relevant Persons should take steps to ensure that such agent or consultant has fully complied or will comply with the applicable anti-corruption laws to which they are subject and to appropriately encourage them to adhere to the general principles set out in this Code. Before engaging an agent or a

consultant, the Relevant Person must follow the procedures for “Engaging an Agent or a Consultant” (Appendix E). No consultant or agent should be proposed for consideration if there are suspicious circumstances that are not satisfactorily resolved. For example, that party:

- Has a reputation for corruption;
- Is likely to make improper payments or gifts;
- Requests that his identity be kept secret; or
- Requests (without a reasonable commercial justification) that he or she be paid offshore, up front or in cash.

I. Joint Venture Partners and Contractors

The Company may be held responsible for the conduct of those whom the Company hires to conduct business on its behalf or with whom the Company joins to conduct business. Relevant Persons should ensure that these entities understand this Code and should comply with the procedures for “Joint Venture Partners and Contractors” (Appendix F).

All Relevant Persons are required to take steps to ensure that any joint venture partners, contractors or any other individuals or companies hired to conduct business on behalf of the Company and over which the Company has direct control develop and implement anti-corruption policies consistent with the general principles of this Code. All such individuals or companies over which the Company does not have direct control should be required contractually (and where not legally possible be appropriately encouraged) to adhere to the general principles set out in this Code.

J. Loans

Relevant Persons should not grant or guarantee a loan to, or accept a loan from or through the assistance of, any individual or organization having business dealings with the Company. For instance, a conflict of interest arises when a supplier acts as a guarantor on a bank loan for an employee. There is, however no restriction on normal bank lending made on normal commercial terms.

K. Training

All Relevant Persons should receive anti-bribery training.

4.5 Political Contributions

The Company, as a normal business activity, will lobby Government Entities either directly or through trade associations to promote policies that encourage business

and achieve workable legislation. Relevant Persons should not make any political contribution (either in cash or in kind) on behalf of the Company.

Political contributions include monetary and non-monetary items such as loans or donations, free services and donations of an employee's time at work. No assets including time at work and use of the Company's premises or equipment, or direct monetary payments may be made available or contributed to a political candidate or party or to support or oppose a ballot measure. This will not prevent paying for attendance at open social events hosted by political parties.

Relevant Persons may participate in political activities on an individual basis, with personal money and time, provided they do so in accordance with applicable laws and regulations. The Company will not reimburse any personal political contributions.

#### 4.6 Gambling

Relevant Persons should not engage in frequent or excessive gambling of any kind with other Relevant Persons or with persons having business dealings with the Company. In social games of chance with clients, suppliers or business associates, they must exercise judgment and withdraw from any high stake games.

#### 4.7 Procurement

In procurement the Company requires Relevant Persons to support the following principles:

- Each business unit should develop policies as to the size of the purchase above which tendering should be carried out. For purchases exceeding this limit, suppliers should be selected on the basis of competitive tendering including the impartial selection of appropriately qualified suppliers.
- Whenever competitive tendering above the size thresholds is not carried out a file note explaining why such tendering was not done should be produced and kept on the supplier file.
- Re-tendering should in general take place at least every three years or at contract end.
- Monitoring systems should be put in place to ensure the proper fulfilment of contractual obligations and to provide reasonable assurance that fraudulent or corrupt activities are prevented.
- Suppliers should be encouraged to make an annual statement that no personal benefit accrues to the Company personnel or supplier personnel from this business arrangement and that they have complied with all legal requirements.

#### 4.8 Keeping of Records

The Company is committed to keeping proper records and following sound accounting policies. All company books, records, accounts, invoices and other documents must be created and maintained so as to reflect fairly and accurately and in reasonable detail the underlying transactions and the disposition of company business. All relevant expenses should be properly approved and recorded in the financial records.

This Code prohibits all Relevant Persons from making any false or misleading statements or other entries in financial records. This Code also prohibits Relevant Persons from creating, maintaining and using any off-the-record accounts with banks or any other third parties and from destroying company records before the normal destruction date.

#### 4.9 Use of Information/Company Property

This Code strictly prohibits Relevant Persons from providing or making available confidential or inside information to anyone outside the Company without proper authorization. Similarly, this Code strictly prohibits Relevant Persons from making use of confidential or insider information to secure advantage personally or for another party.

The unauthorized appropriation of goods and services belonging to the Company for personal use or resale and the unauthorized use of the Company's assets for personal benefit are strictly prohibited.

Relevant Persons should not alter equipment or facilities or install software without specific authorization or develop their own applications without management approval. Security precautions mandated by the Company should be exercised when using personal computers and mobile devices, and no computer software should be installed or used on personal computers or mobile devices in breach of copyright.

#### 4.10 Whistle-blowing

All Relevant Persons have a responsibility to raise concerns about potential violations of the Code, including possible improprieties in financial reporting and internal controls. Any such concerns can be raised by staff either with their immediate superior (and if no satisfaction is gained then the head of the department) or with the HR & Admin Department. If a substantive complaint is received, an impartial and prompt investigation will be held. If the issue still remains unresolved, it will be raised to the head of the relevant business unit. Any material concerns raised through the head of the relevant business unit will be reported to the management which will ensure that appropriate investigative steps are taken. We will make every effort to



keep the identity of the reporting staff confidential. Information received will be used only for the purpose of investigating and resolving the complaint or concern raised.

#### 4.11 Health and Safety and the Environment

The Company is committed to doing its best to safeguard the health and safety of its employees, those with whom it does business and the communities within which it operates. It aims to create long-term value for its shareholders. Achieving this depends on the sustainable development of its businesses and the communities in which it operates. To this end, the Company is committed to being a good steward of the natural resources and biodiversity under its influence and to ensuring that all potential adverse impacts of our operations on the environment are identified.

#### 4.12 Equal Opportunities, Diversity and Respect in the Workforce

The Company believes in equal opportunities for all its employees. The Company recognizes that its businesses (which are themselves commercially diverse) benefit from the diversity of its workforce. So it follows naturally the Company encourages diversity and its concomitant, equal opportunities. A properly diverse workforce is one whose members are not discriminated against. Relevant Persons must be fully compliant with applicable employment and other laws and must not tolerate unlawful discrimination, harassment or other breaches of applicable law. Unacceptable conduct must be reported to line managers or business unit heads. Business units may develop their own policies in respect of equal opportunities, diversity and respect in the workforce in accordance with the principles in this paragraph.

#### 4.13 Use of Social Media

Relevant Persons should not use any social media tools in any way which will bring the Company into disrepute, disclose confidential information, interfere with the privacy of colleagues or those with whom the Company does business, imply the Company's endorsement of personal views or breach any applicable laws or regulations.

#### 4.14 Privacy

Relevant Persons who collect, process, hold, use and dispose customers' personal data (e.g. name, identity document number, residential address, etc.) during the course of business are required to comply with legal requirements under the Privacy Ordinance to prevent unauthorized disclosure. The privacy of others and the confidentiality of information received in the course of business must be respected.

Any access to data is based on "need-to-know" principle and Relevant Persons are not allowed to withdraw any data exceeding what is required to carry out the duties.

If Relevant Persons engage third party contractors or agencies for the provision of service and need to transfer the necessary customers' personal data to the outside parties, the Relevant Persons are required to take all reasonable and practicable steps to ensure that customers' personal data are transferred in a secure manner.

Relevant Persons are also required to take all reasonable and practicable steps to ensure that the customers' personal data are copied, stored and disposed in a manner without disclosing the data.

#### 4.15 Compliance with the Code

Relevant Persons must comply with the Code. Individuals who breach the Code will be subject to disciplinary action, including termination of employment. In cases of suspected corruption or other criminal offences, a report will be made to the ICAC or the appropriate authorities.

Relevant Persons should not seek to avoid these provisions by using agents, partners, contractors, family members, controlled companies or parties acting on their behalf.