

CHOW TAI FOOK JEWELLERY GROUP
周大福珠寶集團

Code Of Conduct

紀律守則

This Code of Conduct mirrors our internal version, with minor modifications for external comprehension. We've decoded acronyms, condensed the description on operational specifics, and omitted internal-only references and documents, ensuring accessibility and relevance while maintaining fidelity to our internal guidelines.

本《行為守則》與我們的內部版本高度一致，但為便於外部讀者理解，我們做了微小的調整。我們已使用易理解的語言轉述內部專有詞彙，簡化對操作細節的過多描述，並略去內部專用的參考資料和文件，以確保內容的易讀性和相關性，同時保持與我們內部準則的一致性。

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1. Purpose and Scope 目的及適用範圍

Chow Tai Fook Jewellery Group Limited and its subsidiaries (collectively, hereafter referred to as the “Group”) regards honesty, integrity and fair play as our core values that must be upheld by all directors and staff (covering full time, part time and temporary staff, except where specified) of the Group at all times. This Code sets out the basic standard of conduct expected of all directors and staff, and the Group’s policy on acceptance of advantage and handling of conflict of interest when dealing with the Group’s business.

誠實、廉潔、公平是周大福珠寶集團有限公司及其附屬公司(下簡稱「集團」)所有董事及員工(除另有說明外，包括本集團所有全職、兼職及臨時員工)必須時刻維護的集團核心價值。本紀律守則列明所有董事及員工必須恪守的基本行為標準，以及在處理集團事務時應遵守的收受利益和利益衝突的政策。

All directors and staff have the responsibility to comply with and communicate the contents of this Code of Conduct and the Group’s requirements and values during their interactions with external parties, such as customers, franchisees, franchisee employees, suppliers, consultants, contractors, and other relevant external parties.

所有董事及員工與外部各方(如客戶、加盟商、加盟商員工、供應商、顧問、承包商及其他相關外部各方)的來往中，有責任遵守並傳達《紀律守則》的內容以及本集團的要求與價值觀。

2. Conflict of Interest 利益衝突

A conflict of interest situation arises when the private interests of a director or staff compete or conflict with the interests of the Group. Private interests include both financial and personal interests, and include the interests of director’s and staff’s connections. Connections include immediate family members (spouse, parents, child and other dependents) and other relations, close personal friends, the associations and societies to which he/she belongs, and any person to whom he/she owes a favour or obligated in any ways, where appropriate.

當董事或員工的私人利益與集團利益有所抵觸或衝突，就會構成利益衝突。私人利益包括財務和其他個人利益，亦包括董事及員工之關聯人士的利益。關聯人士包括直系家庭成員(配偶、父母、子女及受其供養人士)和其他親屬、關係密切的朋友、所屬協會及組織、以及對其有債務關係或任何方面責任之任何人士。

All directors and staff should avoid any conflict of interest situation or the perception of such conflicts. When actual or potential conflict of interest arises, the director and staff should make a declaration according to the approval matrix and declaration form that are currently implemented and may be updated from time to time by the Group.

所有董事及員工應避免任何利益衝突或會被視為有利益衝突的情況。當出現實際或潛在利益衝突的情況時，董事及員工應該根據集團現行實施且可能不時更新的批准權限矩陣和申報表格進行申報。

i. Gambling 賭博

All directors and staff are advised not to engage in gambling of any kind, including games of mahjong, with persons having business dealings with the Group. In social games of chance with customers, suppliers or business associates, all directors and staff must exercise judgment and withdraw from any high-stakes games.

所有董事及員工應避免與集團的業務伙伴進行任何形式的賭博，包括麻將遊戲。在與客戶、供應商或業務伙伴進行社交博奕遊戲時，所有董事及員工必須保持恰當的判斷，退出任何巨額的賭博。

ii. Loans 貸款

All directors and staff and their close family members 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 Group. There is, however, no restriction on normal loans from banks or financial institutions made on commercial terms at prevailing interest rates.

所有董事及員工與其近親均不可向任何與集團有業務往來的個人或機構提供貸款或擔任貸款擔保人，也不可接受他們的貸款或通過他們的協助取得貸款。銀行或財務機構按現行利率以商業條款提供的正常貸款則不在此限。

iii. Directorship 董事職位

Any director or staff who is also a director of any non-affiliated commercial, financial or industrial organization, must abide by the requirement of disclosure as required by the relevant legislation and rules in the Mainland China, Hong Kong & Macau of China or other regions.

所有董事或員工如在任何非聯屬的商業、金融或工業機構出任董事，必須遵守中國內地、中國香港、中國澳門或其他地區相關法律法規規定的披露要求。

iv. Investment 投資

Obtain prior approval from relevant parties within the Group if a director or staff wishes to make direct or indirect investments in non-publicly listed shares or engage in direct or indirect activities related to the Group's business that could lead to a conflict of interest.

如果董事或員工希望參與直接或間接之非上市証券類投資，或從事與集團業務範圍相關直接或間接活動，而這些活動可能會導致利益衝突，則應事先獲得集團內部相關各方的批准。

v. Outside Employment 外間工作

If a director or staff wishes to take concurrent employment or external engagement, either paid or unpaid, either on a regular or consulting basis, he/she must seek the prior written approval from relevant parties with the Group before accepting the employment or engagement. In any circumstances, all directors and staff must not take up any outside employment that may lead to a conflict of interest with the Group.

如果董事或員工希望從事兼職或外間工作，不論有否收取報酬，不論是定期或顧問性質，他/她必須在接受該工作或聘用前事先獲得集團內部相關各方的書面批准。在任何情況下，所有董事及員工都不得接受任何可能導致與集團利益衝突的外間工作。

vi. Close Family Members' Employment 近親的聘用

A director and staff should not be responsible for the recruitment or promotion exercise, if one of the candidates under consideration is his/her family member, relative or close personal friend.

在招聘或晉升中，如果被考慮的候選人之一是董事或員工的家庭成員、親戚或關係密切的朋友，該董事或員工不應負責該甄選工作。

Married couples are not permitted:

夫婦不得：

- to work in the same team or under same reporting line including the Senior Management Group;
於同組或相同的從屬線工作，包括高級管理層；
- to work in same or different departments but jointly be responsible for a key control (e.g. joint signatories).
於相同或不同的部門工作而共同負責主要監控(例如聯署簽名)。

All directors and staff are required to disclose any new or changes of relationship of close relatives in the Group as soon as possible by submitting an acknowledgment on Code of Conduct and declaration of Conflict of Interest.

所有董事及員工必須在有新的近親關係出現或近親關係轉變時，儘快提交對《紀律守則》的確認及利益衝突申報披露有關詳情。

Based on the information disclosed by the director or staff, the department head will recommend whether the director or staff shall refrain from performing or getting involved in performing the work as described above. Endorsement and approval from relevant parties within the Group on the decision are required. These records, if any, will be kept by the human resources department.

部門主管會根據董事或員工所申報的資料，建議該董事或員工是否需要按照以上所描述，避免執行或參與有關工作。有關建議需經集團內部相關各方的同意及批准。人力資源部門會保存有關記錄。

Whether a conflict of interest would in fact arise would depend on the facts of each situation. Such facts would include the amount of business involved, the extent to which the director or staff could influence the decisions of the Group with respect to the transaction, and whether the interest is of such a nature that might affect the objectivity or the business judgment of the director or staff.

實際是否出現利益衝突將視乎各情況的事實而定。此等事實將包括涉及的業務金額、董事或員工在該交易中對集團決策有多大的影響力、以及該利益的性質是否屬於可能影響董事或員工的客觀性或業務判斷力。

This Code cannot and does not set forth every possible conflict of interest scenario. Therefore, there is no substitute for sound judgment by all directors and staff in each case based upon the particular facts involved.

本守則未能及並無載列所有可能出現的利益衝突情況。因此，所有董事及員工在任何情況下均應根據涉及的具體事實作出合理判斷。

3. Prevention of Bribery and Corruption 防止賄賂與貪污

The Group prohibits all forms of bribery and corruption. All directors and staff are prohibited from soliciting, accepting or offering any bribe in conducting the Group's business or affairs, whether in the Mainland China, Hong Kong & Macau of China or other regions. In conducting all business or affairs of the Group, all directors and staff must abide by all applicable anti-bribery and anti-corruption laws and regulations in force in the jurisdictions in which the Group has operations. For example, without limitation, Prevention of Bribery Ordinance (POBO) of Hong Kong. All directors and staff must not:

本集團禁止任何形式的貪污賄賂行為。不論是在中國內地、中國香港及中國澳門或任何其他地區，所有董事及員工在執行本集團事務時，均不可向任何人索取、接受或提供賄賂。在執行本集團任何事務時，所有董事及員工必須遵守業務所在地及個人所屬司法管轄區適用的防止賄賂及反貪法例。例如但不限於中國香港的《防止賄賂條例》。所有董事及員工切不可：

- solicit or accept any advantage from others as a reward for or inducement to doing any act or showing favour in relation to the Group's business or affairs, or offer any advantage to an agent of another as a reward for or inducement to doing any act or showing favour in relation to his/her principal's business or affairs;

索取或收受他人的利益，作為作出任何與本集團事務有關的行為或對他人在本集團事務上予以優待的報酬或誘因，或提供任何利益予其他人的代理人，以作為其主事人業務有關的行為或在其主事人業務上給予他人優待的報酬或誘因；

- offer any advantage to any public servant (including government/public body staff) as a reward for or inducement to his/her performing any act in his/her official capacity or his/her showing any favour or providing any assistance in business dealing with the government/a public body;

向公職人員(包括政府及公共機構的職員)提供任何利益，作為該人員作出任何與其公職有關的行為或在其政府部門或公司機構事務上提供優待或協助的報酬或誘因；

- offer any advantage to any staff of a government department or public body while they are having business dealing with the latter;
- commit to any form of political corruption, whether domestic or foreign. All directors and staff must not use political involvement as a form of bribery or reward, or attempt to influence the impartial judgment of any person. All directors and staff must not accept or offer any unreasonable or irregular political donations, support or other benefits in exchange for commercial advantages or privileges. All directors and staff must strictly comply with the relevant legal requirements and declare any political involvement to the person responsible according to the approval matrix that is currently implemented and may be updated from time to time by the Group.

參與任何形式的政治貪污，不論是在國內或國外。所有董事及員工不可利用政治參與作為賄賂或回報，或試圖影響任何人的公正判斷。所有董事及員工不可接受或提供任何不合理或不合規的政治捐款、支持或其他利益，以換取商業優勢或特惠。所有董事及員工需嚴格遵守相關的法律規定，並根據集團現行實施且可能不時更新的批准權限矩陣向負責人申報任何政治參與的情況。

The Group also strictly prohibits any charitable contributions that involve bribery and corruption. Charitable contributions should be transparent and must not be made for personal benefits. The contribution should be made in accordance with applicable laws and regulations.

集團嚴禁任何涉及賄賂和貪污的慈善捐款。慈善捐款應在透明及不為個人利益的情況下進行。慈善捐款亦需要符合適用的法律法規。

4. Soliciting or Accepting Advantages, Gifts and Entertainment 索取或收受利益、饋贈及款待

The Group prohibits all directors and staff from soliciting or accepting any advantage for themselves or others, from any person, company or organization having business dealings with the Group or any subordinate of them. An “advantage” includes, but is not limited to money, gifts, loans, charitable sponsorship and contributions, fees, rewards, employment, contracts, services or other favours.

本集團禁止所有董事及員工為自己或他人向任何與本集團有業務往來的人士、公司或機構、或該董事或員工的下屬索取或收受任何利益。「利益」包括但不限於金錢、饋贈、貸款、慈善捐款與贊助、費用、報酬、職位、合約、服務或其他優待。

Never solicit or accept any advantages from clients, suppliers or persons that could in any way influence, or appear to influence, business decisions in favour of any person or organization with whom the Group may have business dealings.

絕不索取或收受來自客戶、供應商或個人的任何利益，當這些利益有可能或有機會被視為影響商業決定，致令與集團有業務往來的人士或機構可能得益。

In the course of conducting our business, the Group recognises that there will be occasions when it is appropriate, out of courtesy and relationship building, to receive small gifts or business entertainment from our business associates. Directors or staff may accept (but not solicit) an advantage if all the following conditions are met:

在業務往來中，集團理解在適當情況下，基於禮貌及建立業務關係等原因，或會接受業務往來人士的小禮品或業務款待。在符合後述所有條件的前提下，董事或員工可接受(而非索取)由饋贈人自願送贈的利益：

- the acceptance would not influence the outcome of a business transaction;
接受利益不會影響業務交易的結果；
- the acceptance would not affect their objectivity and integrity in carrying out their duty;
接受利益不會影響他們在履行職責時的客觀性和正直性；

- it will not create an obligation to do something in return;
不構成任何回報的責任；
- it is made in an open and transparent manner;
以公開及透明的方式進行；
- it is an advertising or promotional gift or souvenir of a nominal value;
只具象徵價值的宣傳或推廣禮物或紀念品；
- it is given on festive or special occasions;
傳統節日或特別場合意義的禮物；
- it is appropriate to the relationship and in accordance with local customs;
對有關關係而言是恰當且符合當地禮節；
- it is a discount or other special offer given as customers;
適用於其他一般客戶的折扣或其他優惠；
- it is not recurring or systematic;
不是重複或定期進行；
- it is reasonable and proportionate, and are not lavish or excessive; and
所接受的利益是合理而相稱的，而非奢華或過度的；及
- it is of a nature and value that make refusal seem impolite or unsociable.
拒絕接受可被視為無禮或不合社交禮節。

All directors and staff must ensure that the total value of the advantages received are kept within the allowable limit set out locally, obtain necessary approval and handle in compliance with local rules and internal guidelines issued by the respective local management.

所有董事及員工必須確保所獲得的利益總價值是保持在當地訂明的價值上限之內，獲得必要的批准，並按照當地規定及由當地管理層發佈的內部指引進行處理。

A director or staff may accept reasonable food and drinks for consumption on the occasion provided by suppliers, business partners, or other parties whom he/she liaises with in a business capacity, provided that there will not be a perception that it will, or is intended to, compromise sound business principles.

董事或員工可接受供應商、業務伙伴或其他與集團有業務往來的人士向他/她提供合理的食物和飲品款待，前提是接受該等款待不會被視為將會或意圖破壞合理的商業原則。

5. Offering Advantages, Gifts and Entertainment 提供利益、饋贈及款待

All directors and staff are prohibited from offering advantages, gifts or entertainment, whether directly or through a third party, to any person, company or agent for the purpose of or with an intention to soliciting preferential treatment or advantages or influencing such person or company in any business decision or dealings. When providing gifts or entertainment, they must be provided only in connection with the Group's legitimate business interests and purposes. If any gift is to be provided by any directors or staff, he/she should emphasise that such gift is for the benefit of the recipient company rather than for specific individuals. Gifts bearing the Group's logo are also preferred. Gifts must not be in the form of cash and/or cash-equivalent.

所有董事及員工不得在直接或間接經第三者的情況下，向任何個人、公司或代理人提供利益、饋贈或款待，以意圖索取優惠待遇或好處，或影響該人士或公司在任何業務決策或交易。在提供禮品或款待時，必須僅限於與集團的正當業務利益和目的相關。董事或員工如需送贈禮品，應將禮品送予公司而非個人，並盡量採用印有集團標誌的禮品。禮品不可以現金及/或現金等價物方式送贈。

When entertaining, company functions are preferred over entertaining individuals. In both cases, they must be offered only in connection with our legitimate business interests and purposes. Proper approval and record-keeping must be made when expensing business gifts and entertainment, with all such expenses fully documented with original receipts supported.

款待活動應以公司活動為主，盡量避免招待個別人士。禮品及款待只可為配合正當的業務利益及目的而提供。商業禮品及款待開支必須經過適當的批准和記錄，所有此等費用必須有完整的文件證明。

When dealing with government departments or public bodies that have more restrictive regulations or prohibitions against accepting gifts, the more restrictive regulations or prohibitions must be followed. All directors and staff should not offer entertainment to government officials. Government officials include any officer or employee of any government entity, any candidate for political office, any close relatives of such officer, employee or candidate and any company controlled by such office, employee or candidate or by any such close relative.

若政府部門或公共機構對接受禮品訂立了更嚴謹的限制或禁令時，則必須遵從更嚴謹的限制或禁令。所有董事及員工不應該向政府官員提供款待。政府官員包括任何政府單位的任何官員或僱員、政治職務的任何候選人、此官員、僱員或候選人的任何近親以及由此官員、僱員或候選人或任何其近親控制的任何公司。

6. Making Political Contributions/ Political Participation 作出政治捐獻/ 政治參與

In the course of conducting our business, there will be occasions when a director or staff is asked to make contributions to political parties, government officials or candidates for political office.

在業務往來中，董事或員工有時會被要求對政黨、政府官員或政治職務的候選人作出捐獻。

It is the Group's general principle to remain politically neutral and avoid making political contributions (donations). However, the Group's policy in no way restricts a staff, as an individual, from making political contributions or participating in local or national politics. Such contributions or participation must not create a conflict of interest with the individual's role and duties to the Group.

集團的一般原則是保持政治中立，並避免作出政治捐獻。然而，集團政策並不限制員工以個人身分作出政治捐獻或參與地方或國家政治。該等捐獻或參與不得與個人對集團承擔的責任與職責發生利益衝突。

When a director or staff is being asked to make a political contribution as a representative of the Group, the response should be a polite “no” with an explanation of the Group’s standpoint.

假如董事或員工獲邀以本集團代表的身份作出政治捐獻，請解釋本集團的有關立場並加以婉拒。

Each director and staff is individually under a duty not to use any Group names, logos, trade marks or other intellectual property in connection with any political participation.

所有董事及員工有義務不在任何政治參與方面使用任何集團名稱、標識、商標或其他知識產權。

All directors and staff have the ability to participate in their personal capacity in the political process. However, prior to seeking or accepting public office, it is necessary to report it to the Group and obtain approval according to the approval matrix that is currently implemented and may be updated from time to time by the Group, minimize the impact on their job as much as possible, and adhere to the following key principles:

所有董事及員工有權以個人身份參與政治過程。然而，在尋求或接受公職前，應事先根據集團現行實施且可能不時更新的批准權限矩陣報備集團且獲得批准，儘量減少對本職工作的影響，並必須遵循以下關鍵原則：

- participate in their own time and use their own resources;
使用業餘時間及資源從事公職工作；
- ensure their views and actions are not misconstrued as those of the Group;
確保個人觀點或行動不會被誤解為集團的觀點和行為；
- ensure that political activities do not conflict with their duties and responsibilities to the Group.
參與的政治活動不會與集團本職工作相衝突。

7. Discrimination and Harassment 歧視及騷擾

All directors and staff shall treat one another with respect, and create a workplace free of discrimination, exploitation, bullying, harassment, inappropriate language and bias.

所有董事及員工應互相尊重，以建立一個沒有歧視、剝削、欺凌、騷擾、不恰當言論及偏見的工作環境。

The Group prohibits discrimination in employment on the grounds of gender, age, marital status, family status, pregnancy, disability, race, ethnic origins or religion.

集團禁止基於性別、年齡、婚姻狀況、家庭狀況、懷孕、殘疾、種族、民族血統或宗教的就業歧視。

The Group does not tolerate unlawful harassment in any form. Sexual, disability and racial harassment are considered unlawful. Without limiting the meaning of harassment, the following behavior can be regarded as unlawful harassment:

集團不容忍任何形式的違法騷擾。性騷擾、殘疾騷擾和種族騷擾均被視為違法行為。在不限制騷擾含義的前提下，以下行為可視為違法騷擾：

i. Sexual Harassment 性騷擾

- unwelcome sexual advances – leering and lewd gestures, touching, grabbing or deliberately brushing up against another person;
不受歡迎的性挑逗 – 造成對方不舒服的眼光和猥褻的姿勢、觸碰、抓握或故意與他人擦肩而過；
- unwelcome requests for sexual favors – suggestions that sexual co-operation or the toleration of sexual advances may further a person’s career;
不受歡迎的性要求 – 暗示配合或容忍性要求能夠促進事業發展；
- unwelcome verbal, non-verbal or physical conduct of a sexual nature – sexually derogatory or stereotypical remarks; persistent questioning about a person’s sex life; or
涉及性的不受歡迎的言語、非言語或身體行為 – 性別侮辱或刻板評論；對一個人性生活的持續質問；或
- conduct of a sexual nature that creates a hostile or intimidating work environment – sexual or obscene jokes around the workplace; displaying sexist or other sexually offensive pictures or posters.
做出涉及性的行為，造成一個有敵意或具威嚇性的工作環境 – 在工作場所談及色情或猥褻笑話；展示性別歧視或其他色情的圖片或海報。

ii. Disability Harassment 殘疾騷擾

- insulting comments about a person's disability;
對殘疾帶有侮辱性的評論；
- offensive jokes about disabled persons;
針對殘疾人士的冒犯性笑話；
- unnecessary gestures mimicking someone’s disability; or
不必要地模仿他人的殘疾；或
- intentionally disclosing or threatening to disclose information on disability or medical history in circumstances that would offend, humiliate, or intimidate the staff with a disability.
故意在可能冒犯、羞辱或威脅殘疾員工的情況下，洩露或威脅洩露與殘疾或醫療歷史有關的信息。

iii. Racial Harassment 種族騷擾

- racially derogatory remarks or insults; for instance, name calling which people of certain racial groups may find offensive or impolite should be avoided;
針對種族的貶低性言論或侮辱；例如應避免對某些種族群體使用冒犯或不禮貌的稱呼；
- display of graffiti or slogans or other objects offensive to certain racial groups;
展示對某些種族群體冒犯的塗鴉、口號或其他物品；
- racist jokes, banter, ridicule or taunts;
種族主義笑話、揶揄、嘲笑或嘲弄；
- using a disparaging or offensive tone when communicating with people on the ground that they belong to certain racial groups;

在與某些種族群體的人溝通時使用輕蔑或冒犯性的態度；

- ostracize people on the ground that they belong to certain racial group; or 孤立排斥某些種族群體的人；或
- imposing excessive workloads or unrealistic performance targets on people on the ground of their race, color, descent, national or ethnic origins.

基於種族、膚色、血統、國籍或民族出身，在工作上給予過重的工作負荷或不切實際的績效目標。

8. Handling of Confidential Information/ Group Property 處理機密資訊/ 集團資產

All directors and staff must safeguard at all times the confidentiality of business or other sensitive information and the integrity of our business and operational records.

所有董事及員工必須時刻為業務或其他敏感資料保密，並保存完整的業務和營運記錄。

Confidential information includes all non-public information relating to, among other things, decisions, operations, procedures, plans, earnings, financial or business forecasts, databases, names and addresses, competitive bids, formulas, designs, configurations, technical processes, methods or characteristics of machines, trade secrets, supplies, products or materials, research, development, strategies and know-how, regarding the Group, its customers, suppliers, business partners, business relationships, staff or shareholders, that might be of use to competitors or harmful to the Group, its customers, suppliers, business partners, business relationships, staff or shareholders, if disclosed.

機密資料包括有關集團、其客戶、供應商、業務伙伴、業務關聯方、僱員或股東的決策、營運、程序、計劃、盈利、財務或業務預測、數據庫、姓名及地址、競爭性投標、公式、設計、配置、技術工藝、機器方法或性能、商業秘密、供應品、產品或物料、研究、發展、策略及專業知識有關，一經披露可能為競爭對手所用或損害集團、其客戶、供應商、業務伙伴、業務關聯方、僱員或股東的所有非公開資料。

Without the prior written consent of relevant parties with the Group, all directors and staff are not allowed to disclose confidential information to any person directly or indirectly. Unauthorized leakage of such information may lead to disciplinary and/or legal action.

未經集團內部相關各方事先書面批准，所有董事及員工不得直接或間接向第三者洩露集團機密資料。未經批准洩露該等資料者將接受紀律處分和/或法律訴訟。

All directors and staff, who are authorized to access or manage the Group's confidential information, should take appropriate security measures and handle it with the utmost care to avoid any abuse, misuse or loss of information. Examples of abusing information include disclosing information in exchange for monetary rewards and making use of information for personal interest/ gain.

獲授權查閱或管理有關集團資料的董事及員工，必須採取足夠保密措施及小心處理資料，以防該等資料遭人濫用、誤用或流失。濫用資料的例子包括洩露資料以獲取金錢利益，或挪用資料以謀取私利等。

If a government authority or regulatory body approaches any of director or staff in relation to work and requests any information or documents in relation to the Group, or requests an interview with them or their colleagues, or asks any questions, the director or staff should immediately inform and seek advice and assistance from corporate function(s) in charge of external affairs and communications (as the case may be) before taking any steps or action to accede to any such request; and when so doing, the director or staff should approach the corporate function(s) in charge of external affairs and communications in person, since issues of confidentiality may be involved, which may not be properly maintained if written memoranda, e-mails or other means of communications are used.

當任何政府機關或規管機構，在與工作相關方面，向董事或員工提出要求提供任何集團資料或文件，或要求與其或其員工面見，或提出任何問題，董事或員工應在同意該要求及作任何回應前立刻知會負責對外事務與傳訊的企業職能(視實際情況)及向其尋求意見及協助；因尋求協助一事需以保密方式處理，使用書面備忘錄、電郵或其他通訊渠道往往未能確保保密性，他們應親臨負責對外事務與傳訊的企業職能尋求意見及協助。

All directors and staff are strictly prohibited from appropriating the Group's company property for personal use or for resale. All Group property, including corporate mainframes, minicomputer systems, data networks, software packages or equipment, shall be used only for conducting the Group's business or for purposes authorized by the management.

所有董事及員工嚴禁私自使用或轉售集團的集團資產。所有集團資產，包括電腦主機、小型電腦系統、數據網絡、軟件或設備，僅可用於集團業務或經管理層授權的目的。

All directors and staff should not alter equipment, facilities or install software without specific authorization nor develop their own applications without management approval. Security precautions should be exercised when using personal computers, and personal computer software should be obtained only from sources identified in the Group's relevant policy. All computer software should be used in strict compliance with the relevant laws in the Mainland China, Hong Kong & Macau of China or other regions.

未經具體授權，所有董事及員工不應更改設備、設施或安裝軟件，也不應在未獲管理層批准的情況下開發自己的應用程序。在使用個人電腦時，應注意安全預防措施，並僅從集團相關政策所確定的來源獲取個人電腦軟件。所有電腦軟件應嚴格遵守中國內地、中國香港及中國澳門或其他地區的相關法律。

9. Handling of Personal Information 處理個人資料

The Group respects staff privacy and comply with all applicable legal requirements in this respect. All directors and staff, who in their employment capacity may have access to any personal data of other staff, should treat such data in a confidential manner in compliance with applicable laws.

集團尊重員工的私隱，並遵守所有適用的法律要求。董事及員工如因職務所需而接觸到其他員工的個人資料，須按照相關法律規定將有關資料以保密形式處理。

All directors and staff must also be committed to protecting personal information in strict compliance with the applicable laws and regulations on protection of personal data including those in the Mainland China, Hong Kong & Macau of China or other regions, such as, without limitation, the Personal Data (Privacy) Ordinance (PDPO) of Hong Kong. In addition, personal information should be used in the proper context only for authorized business purposes and shall be accessible only to those staff who have a legitimate need to know.

所有董事及員工必須致力於嚴格遵守包括中國內地、中國香港和澳門或其他地區的個人資料保護的適用法律及法規，保護個人資訊，例如但不限於中國香港的《個人資料(私隱)條例》。此外，個人資訊應僅在適當的情況下用於授權的業務目的，並且僅應由有正當需要了解員工存取。

Personal data of all directors and staff are collected for the purpose of employment related purpose, for example, engaging and determining in benefit schemes, performance review, payment of wages, internal transfer, restructuring etc., and may be transferred (locally or overseas) to the Group's service providers, other companies within the Group or third parties for the aforesaid purposes. The Group shall comply with all legal requirement in handling all personal data.

所有董事及員工的個人資料的收集均用於僱傭相關目的，例如參與及決定福利計劃、績效評估、工資發放、內部調遷及重組安排等，並可能轉移(本地或海外)到集團服務提供者、集團其下公司或第三方以用於上述用途。在處理所有個人資料時，集團必須符合所有法規。

10. Misuse of Official Position, Group Assets and Information 濫用職權、集團資產及資料

All directors and staff must not misuse their official position in the Group to pursue their own private interests, which include both financial and personal interests and those of their family members, relatives or close personal friends.

所有董事及員工不可濫用職權以獲取私人利益。私人利益包括他們及他們家庭成員、親戚或關係密切的朋友的財務及個人利益。

All directors and staff, in charge of or having access to any Group assets, including funds, property, information, and intellectual property, should use them solely for the purpose of conducting the Group's business. Unauthorized use, such as misuse for personal interest, is strictly prohibited.

獲授權管理或使用本集團資產，包括資金、財物、資料及知識產權等的董事及員工，只可將資產用於進行本集團業務的事宜上。本集團嚴禁將本集團資產作未經許可之用途，例如濫用資產以謀取私利。

All directors and staff should not disclose any classified information of the Group without prior authorization or misuse any Group information (e.g. unauthorized sale of information). For those who have access to or are in control of such information, including information in the Group's computer system, should protect the information from unauthorized disclosure or misuse. Special care should also be taken in the use of any personal data, including directors', staff's and customers' personal data, to ensure compliance with local data privacy laws and regulations (e.g. without limitation, The Personal Data (Privacy) Ordinance in Hong Kong).

所有董事及員工未經事先授權不可洩露本集團任何機密資料或濫用任何本集團資料(例如未獲授權下將資料出售)。獲授權查閱或管理該等資料的人士，包括本集團電腦系統內的資料，必須時刻採取保密措施，以防該等資料遭人濫用或未經授權下洩露。在使用任何董事、員工及客戶的個人資料時，必須格外小心，以確保符合當地資料私隱的法律法規(例如但不限於中國香港的《個人資料(私隱)條例》)。

11. Protection of Information and Group Property 保護資料及集團資產

All directors and staff have a duty to safeguard Group's assets and resources entrusted to their care from loss, theft or misuse. All Group's assets and resources should be kept in a proper manner. Group's assets and resources may include but are not limited to physical and/or intellectual properties such as Group's name, logos and trademarks, facilities (including internet and emails), equipment, materials or stock items, company records, customer information, and company services. Use of Group's assets or resources, other than for Group's business purposes, requires prior authorization and proper justification. Also, use of company records, customer and shareholder information should require prior authorization and proper justification, following Group's procedures/practices and local regulations in relation to personal data privacy.

所有董事及員工均有責任維護受托於他們管理的集團資產和資源，避免出現遺失、被竊或濫用。集團的所有資產和資源應該以適當的方式保存。集團資產和資源包括但不限於有形財產及/或知識產權例如集團名稱、標誌、商標、設施(包括互聯網及電郵)、設備、物料或存貨、公司記錄、客戶資料，以及公司服務。使用集團資產或資源作業務目的以外用途，必須有正當理由，並事先取得授權。此外，公司記錄、客戶和股東資料的使用，亦應按照與個人資料私隱有關的集團程序或作業方式及當地法例執行。

All directors and staff should exercise due care and comply with all applicable security policies, principles and instructions when handling Group information. Use only Group authorized device, hardware, software and channels to access Group information.

當處理集團資訊時，所有董事及員工需保持應有的謹慎態度，並遵守所有適用的保安政策、原則和指引。只使用集團認可的設備、硬件、軟件和渠道去處理集團資訊。

12. Use of Information and Communication Systems 使用資料及通訊系統

All directors and staff are not allowed to browse any unauthorized websites or download, e-mail, store or print any materials that may be considered inappropriate, offensive or disrespectful to others. While the email system of the Group is to be used primarily for business purposes, the Group reserves the right to monitor all email messages and internet usage.

所有董事及員工不得瀏覽任何未經授權的網站，也不得下載、電郵、儲存或打印可能被視為不適當、冒犯或不尊重他人的資料。此外，集團的電子郵件系統主要用於業務目的，集團保留監控所有電子郵件和互聯網使用情況的權利。

All directors and staff are responsible for protecting and keeping confidential their own passwords and all other network access information. Any attempt by an unauthorized person to obtain sensitive information or gain access to secure corporate locations, computers and internal information systems should be reported at once to the management.

所有董事及員工有責任保護和保密他們的密碼和所有其他網絡訪問信息。如任何未經授權的人試圖獲取敏感信息或進入安全的企業場所、電腦和內部信息系統，應立即報告給管理層。

13. Personal Social Media Activities 社交媒體活動

With the popular use of digital social media networks, the boundaries between public and private, personal and professional are blurred. Whilst the Group respects everyone's personal freedom, nonetheless, in order to protect the Group from any possible loss and damage, compliance with the following codes are essential and critical:

隨著數位社交媒體網絡的普及使用，公共與私人、個人與職業之間的界線變得模糊。集團固然尊重每個人的個人自由，然而，為了保護集團免受任何可能的損失和損害，遵守以下規定是必要且關鍵的：

- before using the Group's logos or trademarks, all directors and staff must obtain prior approval or consent from relevant parties within the Group. In all circumstances, do not misuse these logos or trademarks in their personal social media platforms;
在使用集團的標誌或商標之前，所有董事及員工必須從集團內部相關各方獲得事先批准或同意。在任何情況下，不要在他們個人的社交媒體平台上濫用這些標誌或商標；
- all directors and staff must make sure they do not disclose or use any information that they have obtained in their capacity as a director or staff of the Group and which is not freely available to the public, in any online social platform;
所有董事及員工必須確保在任何線上社交平台上，不洩露或使用他們作為集團董事或員工所獲得的任何非公開的信息；
- some sensitive issues relating to the Group should never be discussed, even if the director or staff is expressing his/her own opinion and using a disclaimer. Sensitive issues include but do not limit to the Group's future business performance, business plans, unannounced strategies or prospects, potential acquisitions or divestitures and other such similar matters involving our competitors or information about any of the Group's clients;
即使董事或員工正在表達自己的觀點並使用免責聲明，絕不應該討論一些與集團有關的敏感話題。敏感話題包括但不限於集團的未來業務表現、業務計劃、未公開的戰略或前景、潛在的收購或出售，以及涉及競爭對手或集團客戶的其他類似事項的信息；
- the Group supports open dialogue and encourages the exchange of ideas, but only those officially designated by the Group have the authorization to speak on behalf of the Group;
集團支持公開對話並鼓勵思想交流，但只有被集團正式指定的人員才有授權代表集團發言；
- for protection of the Group and staff, it is imperative that all directors and staff respect the laws governing copyright and fair use of copyrighted material owned by others, including the Group's own copyrights and brands;

為了保護集團和員工，所有董事及員工必須尊重版權法，並對他人擁有的受版權保護的材料作合理使用，包括集團自身的版權和品牌；

- the Group's clients, business partners or associates should only be cited or referenced after obtaining their prior approval;

只有獲得集團客戶、業務伙伴或合作伙伴的事先批准後，才能引用或標記他們；

- all directors and staff are personally responsible for the content they publish on-line, whether in a blog, social computing site or any other form of social media platforms (e.g. Instagram, Facebook, Weibo, WeChat, Xiaohongshu). Be mindful that what they published will become public information and could be kept for a long time. It is possible for what appears to be anonymous content to be traced back to its author. On the other hand, they should protect their privacy and take care to understand the sites they used and their service providers' terms of service;

所有董事及員工對在線上發佈的內容需負上個人責任，無論是在博客、社交網站還是任何其他形式的社交媒體平台(例如 Instagram、Facebook、微博、微信、小紅書)。請注意他們發佈的內容將成為公開信息，並可能被保存很長時間。匿名內容有可能被追溯到其作者。

另一方面，他們應保護自己的隱私，並注意他們使用的網站和服務提供商的服務條款；

- if directors and staff identify themselves as a director or staff of the Group in digital social networks, they must ensure that their profile and related content is consistent with how they wish to present themselves with colleagues and clients and aligns with the position of the Group; 如果董事及員工在數位社交網絡中以集團董事或員工的身份識別自己，他們必須確保他們的個人資料和相關內容與他們希望在同事和客戶面前展示自己的方式一致，並與集團的立場相符；
- all directors and staff should not publish content that might allow inferences to be drawn which could damage the Group's reputation or image or a client's relationship with the Group; and 所有董事及員工不應發佈可能導致對集團的聲譽或形象或與集團的客戶關係造成損害的內容；及
- all directors and staff must respect everyone, and must not publish discriminatory remarks, personal insults, obscenity, or engage in any similar conduct that would not be appropriate or acceptable in the Group's workplace. Proper consideration for others' privacy should be shown. 所有董事及員工必須尊重所有人，不得發表歧視性言論、人身侮辱、淫穢或從事任何在集團工作場所不適當或不可接受的類似行為。應適當考慮他人的隱私。

14. Fair and Open Competition/ Antitrust 公開與公平的競爭/ 反壟斷

The Group embraces fair competition and are committed to a high standard of business ethics and integrity across all of our businesses. The Group is dedicated to complying with all applicable competition and antitrust laws. All directors and staff should acquaint themselves and comply with the applicable competition laws to which the Group's businesses are subject. A non-exhaustive list of anti-competitive behaviours that violate competition laws is set out as follows:

集團擁護公平競爭原則，致力在所有業務中恪守高標準的商業道德和誠信。集團致力遵守所有適用的競爭及反壟斷法。所有董事及員工應認識適用於集團業務的競爭法並加以遵守。以下為部份可能觸犯競爭法的反競爭行為：

- abusing a position of substantial market power or market dominance;
濫用相當程度市場權勢或市場主導的行為；
- participating in bid rigging, price fixing, collective boycotts or market-sharing arrangements;
參與圍標、合謀定價、集體杯葛/抵制或瓜分市場的安排；
- exchanging competitively sensitive information with competitors; and
與競爭對手交換影響競爭的敏感資料；及
- imposing restrictions on customers or suppliers, including resale price maintenance.
對顧客或供應商實施限制，包括操控轉售價格。

15. Procurement 採購

The Group is committed to purchasing all goods and services on the basis of value for money, quality, reliability of supply and quality of after-sales services. When searching for suppliers, preferences should be given to those who operate in an ethical, socially responsible and environmentally friendly environment.

集團致力於在符合經濟效益、品質、供應可靠性和售後服務品質的基礎上採購所有商品和服務。在尋找供應商時，應優先考慮在道德、社會責任和環境友善的環境中營運的供應商。

16. Whistleblowing Policy 舉報政策

The Group has a whistleblowing mechanism in place to encourage the reporting of actual or potential fraudulent or unlawful acts or non-compliance with the Group's policies, without fear of reprisal or victimization, in a responsible and effective manner.

集團設有舉報機制，鼓勵董事及員工在毋須擔心報復或受到傷害的情況下，舉報實際或潛在的欺詐行為、非法行為或違反集團政策的行為而非忽視問題或在集團的舉報機制外舉報。

For details, please refer to the whistleblowing policy of the Group.

詳情請參閱集團的舉報政策。

17. Anti-Money Laundering 打擊洗錢

All directors and staff are expected to comply with the anti-money laundering laws and regulations of the jurisdictions in which the Group operates and to follow the relevant Group policies, manuals and regional guidelines to prevent money laundering, terrorist financing, proliferation financing, tax evasion, and sanction violation.

所有董事及員工應該遵守集團所在司法管轄區的反洗錢法律和法規，並遵循相關的集團政策、手冊和地區指引，以防止洗錢、資助恐怖主義、資助武器擴散、逃稅和違反制裁的行為。

For details, please refer to the anti-money laundering policy and the relevant manuals of the Group and the guidelines issued by the respective region.

詳情請參閱集團反洗錢政策、相關手冊、以及所屬地區發出的指引。

18. Anti-Fraud 反舞弊

The Group is committed to upholding business ethics and probity while pursuing a high standard of honesty. It supports all anti-fraud laws and regulations and will not tolerate any fraud.

集團承諾致力維護商業道德及廉潔、追求高誠信標準，支持反舞弊法律及規例，絕不姑息任何舞弊行為。

For details, please refer to the anti-fraud policy of the Group.

詳情請參閱集團的反舞弊政策。

19. Insider Dealing 內幕交易

The Group will not tolerate the use of insider information to secure a personal advantage at the expense of the Group or of those not in the Group. The use for personal gain of insider information that has not been made public is illegal, unethical and strictly prohibited.

集團絕不容忍利用內幕消息來謀取個人利益，因而犧牲集團或非集團成員的利益。利用未公開的內幕消息為個人獲利是非法、不道德的，應被嚴厲禁止。

For details, please refer to the policies on prevention of insider dealing and on statutory disclosure of inside information.

詳情請參閱集團有關防止內幕交易及內幕消息披露規定的政策。

20. Work Environment and Behaviour 工作環境和行為

All directors and staff must prioritize their own and others' health and safety, comply with all occupational safety and health regulations, as well as the health and safety standards of the Group, ensuring that everyone works in a safe, sanitary, and comfortable environment. They should take necessary preventive measures to avoid accidents, injuries, or illnesses. All directors and staff should not engage in any behavior that endanger their own or others' health and safety, such as alcohol abuse, drug use, or violence.

所有董事及員工必須重視自己和他人的健康和 safety，遵守所有職業安全與健康相關的法規與集團的健康安全規範和標準，確保大家在一個安全、衛生和舒適的工作環境中工作，並採取必要的預防措施，避免意外、傷害或疾病。所有董事及員工不應從事任何危害自己或他人健康和安全的行為，如酗酒、吸毒或暴力等。

21. Environmental Protection 環境保護

To build a resource-saving and environmentally friendly workplace, all directors and staff should actively reduce ecological footprint by conserving resources, minimizing waste emissions, and enhancing resource efficiency in daily operations and businesses.

為了建設一個資源節約、環境友好的工作場所，在日常營運及業務中，所有董事及員工應積極節能降耗、減低廢棄物排放及優化資源效益以減少生態足跡。

For details, please refer to the environmental protection policy of the Group.

詳情請參閱集團的環境保護政策。

22. Compliance with Laws and Regulations 遵守法律法規

All directors and staff should comply with all local laws and regulations when conducting the Group's business, and also those in other jurisdictions when conducting business there or where applicable.

所有董事及員工在任何地區辦理本集團事務時，須遵守當地的法例及規例，以及其他適用的法例及規例。

23. Records, Accounts and Other Documents 記錄、帳目及其他文件

All directors and staff should ensure that all records, receipts, accounts or other documents submitted to the Group provide a true representation of the facts, events and business transactions. Intentional use of documents containing false information to deceive or mislead the Group, regardless of whether there is any gain or advantage involved, may constitute a breach of the Group's ethical standards and an offence under the local laws and regulations. The Group reserves the right to investigate and take appropriate disciplinary or legal action.

所有董事及員工應確保所有提交集團的記錄、收據、帳目或其他文件，真實反映事實、事件及業務交易。如他們刻意使用載有虛假資料的文件以欺騙或誤導集團，不論有否獲取任何得益或利益，均有違集團的道德標準，亦有可能觸犯當地的法例法規，集團保留調查及採取適當紀律處分或法律行動的權利。

24. Reporting Responsibilities 匯報責任

All directors and staff have the responsibility to contribute to the good reputation of the Group. They should be alert to matters which could give rise to fraud, deception, theft, forgery, corruption or other illegal activities.

所有董事及員工均有責任維持集團的良好聲譽，對於會引起欺詐、詐騙、盜竊、偽造、貪污或其他非法活動的事項應提高警覺。

If any of director or staff, acting reasonably, suspects that an illegal activity is being perpetuated, he/she shall immediately report the case to the Group according to the procedures stated in the whistleblowing policy of the Group.

如任何董事或員工合理地懷疑有非法活動在延續，應按照集團的舉報政策中的程序，立刻向集團匯報。

No director or staff will be disciplined for reporting a concern in good faith. However, the Group will take disciplinary action against any director or staff who intentionally provides false and malicious information in connection with an alleged violation of the law or with this Code.

任何董事或員工都不會因善意舉報而受到紀律處分。然而，集團將對任何故意提供涉嫌違反法律或本準則的虛假和惡意資訊的董事或員工採取紀律處分。

25. Communication and Training to Staff 與員工溝通及培訓

The Group will communicate clearly to all director and staff the standards and requirements set out in the Code of Conduct. All directors and staff are required to sign and return an acknowledgment on this Code of Conduct and declaration of conflict of interest to human resources department annually. 集團會向所有董事及員工清楚傳達守則列載的標準及要求。所有董事及員工每年須簽署確認本《紀律守則》及完成利益衝突申報，並交回人力資源部門。

Apart from the use of internal communications channels such as employee intranet, announcements and periodic meetings, training will be provided for various level of staff in relation to this Code of Conduct. These include:

除使用內部通訊途徑，例如員工內聯網、公告、以及定期會議外，公司亦會透過下列培訓課程，向各階層員工講解有關手冊內容。包括

- induction programme for new staff on their first day of work;
新入職員工的首天培訓課程；
- orientation programme for new staff; and
迎新課程；及
- training courses or refresher courses to enhance employee integrity and skills to handle ethical dilemmas at work, such as those conducted by the Independent Commission Against Corruption (ICAC) of Hong Kong, or other relevant regulatory bodies, professional organizations or internal functions, as the case may be.

提供強化員工操守及工作中道德矛盾處理技巧的培訓課程或重溫課程，例如由中國香港廉政公署、或其他相關監管機構、專業組織或內部團隊提供的此類課程。

26. Compliance with Code of Conduct 遵守《紀律守則》

Any director or staff in breach of this Code will be liable to disciplinary action, including termination of employment. In addition, the Group reserves the right to make a report to relevant local government bodies if the breach of this Code would constitute an offence under the relevant laws and regulations.

任何董事或員工違反《紀律守則》，將可能遭受紀律處分，包括終止僱傭關係。此外，如果違反守則將構成觸犯相關法規規定的違法行為，集團將保留權利向所在地區的相關政府機構提出舉報。

All director or staff must not seek to avoid the provisions of this Code through the use of agents, partners, contractors, family members or parties acting on their behalf.

所有董事或員工不得透過使用代理人、合作夥伴、承包商、家庭成員或代表其行事的各方來尋求規避本守則的規定。

(If there is any inconsistency or ambiguity between the English version and the Chinese version, the English version shall prevail. 如英文版本與中文版本有任何不一致之處，概以英文版本為準。)