

GUANGDONG INVESTMENT LIMITED

CODE OF BUSINESS ETHICS FOR EMPLOYEES

I. GENERAL PROVISIONS

This code is for formalising and standardising the code of business ethics for the employees of Guangdong Investment Limited (hereinafter referred to as the “Company”) and its subsidiaries. The code enables the Company to better fulfill its social responsibility according to the highest standard of business ethics whilst carrying out its business activities. It also regards honesty, integrity and justice as the cornerstone to facilitate continuous development of the Company and its subsidiaries. The business ethical performance of the Company and its subsidiaries will be subject to regular review.

This Code applies to all employees including directors, as well as full-time staff, part-time staff and temporary staff (“Employees”) of the Company and its subsidiaries. Employees are also expected to guide the conduct of the personnel they correspond with during daily course of business, to ensure adherence with the same business ethical standards. Employees shall practise the highest ethical standards among every operating area of the Company and its subsidiaries, in conjunction with complying with all relevant laws, regulations and guidelines, as well as the applicable listing rules, in the place of operation. Meanwhile, the Company regularly identifies and manages the potential conflict of interests and regulates the reporting of such matters from the personnel concerned. A formal mechanism is in place to guide the handling of any identified cases.

II. ENVIRONMENT, HEALTH AND SAFETY

When conducting business activities, we shall keep a good record of the environment, health and safety, fulfill social responsibility, enhance corporate value, improve our work continuously, and strive to prevent all accidents, work-related injuries and environmental damages. We shall:

- understand the environmental and occupational health issues as well as safety precautions in relation to the business that we are engaged in and understand and comply with legal requirements in this regard;
- have due regard to the impact of our action or inaction on the environment, health and safety during the preparation of all business plans;

- endeavour to save natural resources, ensure that hazardous materials are stored and transported safely, and reduce the use of hazardous materials as practicable as possible; and
- create a safe working environment.

III. CONFIDENTIAL INFORMATION AND INTELLECTUAL PROPERTY RIGHTS

We shall prevent the confidential information of the Company and its subsidiaries from unauthorised access or improper disclosure and adopt preventive measures to avoid damage or loss. The intellectual property rights of the Company and its subsidiaries shall be protected through obtaining patents, protecting trademarks and avoiding the disclosure of trade secrets.

We shall adhere to the ethics in protecting the confidential information belonging to others. We shall refuse to receive other parties' confidential information except, when appropriate, in accordance with confidentiality agreements with other parties, such as valuer or others. If we have received confidential information from other parties, we shall maintain its confidentiality in compliance with relevant laws and any applicable confidentiality agreement.

IV. INTEGRITY AND ANTI-CORRUPTION

Directors or staff must comply with all anti-corruption related local laws and regulations in Hong Kong SAR or other jurisdictions when conducting the Company's business, and also applicable laws and regulations in Hong Kong SAR or other jurisdictions when conducting business there or where applicable. All directors and staff are prohibited from soliciting, accepting or offering any bribe in conducting the Company's business or affairs, whether in Hong Kong SAR or elsewhere. In conducting all business or affairs of the Company in Hong Kong SAR, they must comply with the Prevention of Bribery Ordinance ("POBO") of Hong Kong and must not:

- solicit or accept any advantage from others as a reward for or inducement to doing any act or showing favour in relation to the Company'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 principal's business or affairs;
- offer any advantage to any public servant (including Government / public

body employee) as a reward for or inducement to his performing any act in his official capacity or his showing any favour or providing any assistance in business dealing with the Government / a public body; or

- offer any advantage to any staff of a Government department or public body while they are having business dealing with the latter.

Remarks: Under POBO, “Advantage” means:

- (a) any gift, loan, fee, reward or commission consisting of money or of any valuable security or of other property or interest in property of any description;*
- (b) any office, employment or contract;*
- (c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;*
- (d) any other service, or favour (other than entertainment), including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted;*
- (e) the exercise or forbearance from the exercise of any right or any power or duty; and*
- (f) any offer, undertaking or promise, whether conditional or unconditional, of any advantage within the meaning of any of the preceding paragraphs (a), (b), (c), (d) and (e), but does not include an election donation within the meaning of the Elections (Corrupt and Illegal Conduct) Ordinance (Cap. 554), particulars of which are included in an election return in accordance with that Ordinance.*

Gifts or souvenirs that are presented to employees in official functions are deemed as offers to the Company. Employees should decline an offer of advantage if acceptance could affect their objectivity in conducting the Company’s business or induce them to act against the interest of the Company, or acceptance will likely lead to perception or allegation of impropriety.

Employees are prohibited from offering advantages to any director, staff member or agent of another company or organisation, for the purpose of influencing such person in any dealing, or any public official, whether directly or indirectly through a third party, when conducting the Company’s business. Even when an offer of advantage carries no intention of improper influence, it should be ascertained that the intended recipient is permitted by his employer/principal to accept it under the

relevant circumstance before the advantage is offered.

Employees should ensure that all records, receipts, accounts or other documents they submit to the Company give a true representation of the facts, events or business transactions as shown in the documents. Intentional use of documents containing false information to deceive or mislead the Company, regardless of whether there is any gain or advantage involved, may constitute an offence under the POBO.

Employees are advised not to engage in frequent gambling activities (e.g. mahjong) with persons having business dealings with the Company. Employees should also not accept any loan from, or through the assistance of, any individual or organisation having business dealings with the Company. There is however no restriction on borrowing from licensed banks or financial institutions.

V. PENAL PROVISIONS

The Company has the right to impose penalties for any violation of this code, including but not limited to early termination of labour contracts, submitting to relevant law enforcement agencies and judicial authorities, and claiming losses suffered by the Company and its subsidiaries.