



中國建築國際集團有限公司

CHINA STATE CONSTRUCTION INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 3311)

(the “Company”)

ANTI-CORRUPTION POLICY

(“Policy”)

1. INTRODUCTION

- 1.1 The Company takes a zero-tolerance approach towards all forms of bribery and corruption and is committed to observing and upholding high standards of business integrity, honesty, fairness, impartiality and transparency in all its business dealings at all times.
- 1.2 The Company strictly prohibits any form of fraud or bribery, and is committed to prevention, deterrence, detection, reporting and investigation of all forms of fraud and bribery.
- 1.3 An ethical environment in the workplace contributes to profitability, secures the trust with stakeholders, improves the operational efficiency and enhances the mutual trust among employees.

2. SCOPE

- 2.1 This Policy sets out the basic standard of conduct which applies to all directors, officers and employees (including full time and part time) of the Company and its subsidiaries (excluding subsidiary(ies) listed on any stock exchange) from time to time (the “**Group**”) (collectively known as “**employee(s)**”) and their spouses and immediate family members (including any person cohabiting with the employee as a spouse). It also provides guidance to all employees on acceptance of advantage and handling of conflict of interest when dealing with the business of the Group.
- 2.2 The Company encourages and expects its clients to abide by the principles of this Policy and will use its reasonable endeavours to request its suppliers, contractors and business partners, etc. to abide by the principles of the Policy and develop an implementation plan.

3. ACCEPTANCE OF ADVANTAGE

- 3.1 All employees should not solicit or accept any advantage for themselves or others, from any person, company or organization or its staff, having business dealings with any company within the Group, except that they may accept (but not solicit) the following when offered on a voluntary basis:
 - (a) advertising or promotional gifts or souvenirs of a nominal value;

- (b) discounts or other special offers given by any person or company to them as customers, on terms and conditions equally applicable to other customers in general; or
 - (c) other presents and gifts that meet the requirements of the employee handbook and relevant management regulations of the Company.
- 3.2 Gifts or souvenirs described in paragraphs 3.1(a) and (c) that are presented to the employees in official functions are deemed as offers to the Group. The employees concerned should properly handle in accordance with the employee handbook of the Company (e.g. report to their Head of Department or Human Resources Department to seek direction as to how to handle the gifts or souvenirs).
- 3.3 However, employees should decline an offer of advantage if acceptance could affect his/her objectivity in conducting the business of any company within the Group or induce him/her to act against the interest of the Group, or acceptance will likely lead to perception or allegation of impropriety.
- 3.4 If an employee has to act on behalf of a client in the course of carrying out the business of any company within the Group, he/she should also comply with any additional restrictions on acceptance of advantage that may be set by the client (e.g. employees performing any duties under a government or public body contract will normally be prohibited from accepting advantages in relation to that contract).

4. OFFER OF ADVANTAGE

- 4.1 All 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 business of any company within the Group. 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/supervisor to accept it under the relevant circumstance before the advantage is offered (Except for advertising or promotional gifts or souvenirs of the Group of a nominal value. All employees who provide those gifts or souvenirs on business matters should be regarded as gifts provided by the Group. The gifts providers should report to, and be approved by, their Head of Department for providing such gifts or souvenirs).

5. ENTERTAINMENT

- 5.1 Although entertainment (e.g. provision of food and drink) is an acceptable form of business and social behaviour, all employees should avoid accepting lavish or frequent entertainment from persons with whom the Group has business dealing (e.g. suppliers or contractors) or from its staff to avoid placing himself/herself in a position of obligation.

6. CONFLICT OF INTEREST

- 6.1 All employees should avoid any conflict of interest situation (i.e. situation where their private interest conflicts with the interest of the Group or the perception of such conflicts. When actual or potential conflict of interest arises, the subject employee should make a declaration to the Human Resources Department.
- 6.2 Some common examples of conflict of interest are described below but they are by no means exhaustive:
- (a) An employee involved in a procurement exercise is closely related to or has financial interest in the business of a supplier who is being considered for selection by any company within the Group.
 - (b) One of the candidates under consideration in a recruitment or promotion exercise is a family member, a relative or a close personal friend of the employee involved in the process.
 - (c) A director of any company within the Group has financial interest in a company whose quotation or tender is the project of the Group and under consideration by the board of directors of the company within the Group.
 - (d) An employee (full-time or part-time) undertaking part-time work with a contractor whom he is responsible for monitoring.

7. RECORDS, ACCOUNTS AND OTHER DOCUMENTS

- 7.1 All employees should ensure that all records, receipts, accounts or other documents they submit to any company within the Group 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 relevant company, regardless of whether there is any gain or advantage involved, is prohibited.

8. COMPLIANCE WITH LAWS OF HONG KONG AND IN OTHER JURISDICTIONS

- 8.1 All employees must comply with all local laws and regulations when conducting the business of any company within the Group, and also those in other jurisdictions when conducting business there or where applicable.
- 8.2 Failure to comply with this Policy and applicable laws and regulations relating to anti-corruption may result in disciplinary action (which may include immediate termination) and where applicable, criminal prosecution against the parties concerned.

9. REPORTING AND INVESTIGATION PROCEDURES

- 9.1 If an employee becomes aware of any actual or suspected breach of this Policy, he/she must report such incident in accordance with the reporting channels and process stated in the Whistleblowing Policy of the Company which provides a mechanism for employees and those who deal with any company within the Group to raise concerns on any suspected impropriety, misconduct or malpractice through confidential reporting channels.

10. TRAINING AND COMMUNICATION

- 10.1 The Company provides anti-corruption/ethics and integrity training to all new employees. Further training will also be arranged to employees annually and provide ethics and integrity training materials to all employees for reference to ensure that employees are aware of the anti-corruption practices of the Company as well as the compliance with laws, regulations and standards of conduct, which are relevant for their field of business.
- 10.2 When the Company engages in various transactions with suppliers, contractors and business partners, it will use its reasonable endeavours to request them to sign a document in relation to integrity commitment or include an integrity commitment in the contracts to ensure that they comply with laws, regulations and standards of conduct related to the business ethics of the Company. Furthermore, the zero-tolerance approach of the Company on bribery and corruption will be communicated to clients, suppliers, contractors and business partners regularly.

11. REVIEW OF THE POLICY

- 11.1 The Company shall review regularly and revise, if necessary, this Policy to improve its effectiveness.
- 11.2 This Policy is available to all employees, and all clients, suppliers, contractors and business partners, etc., where appropriate.
- 11.3 The Company shall review timely on the implementation in the various aspects of clients, suppliers, contractors and business partners, etc., as well as review their business conduct related to ethical standards.

Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.