

(April-2024)



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”)

Code of Business Ethics

(“Code”)

A. Code of Business Ethics

The Code of Business Ethics of China State Construction International Holdings Limited (hereinafter referred to as "the Code") outlines the fundamental ethical principles and standards of conduct that the Company must adhere to in its operations to ensure compliance with the law. This Code serves as a crucial foundation for the Company's continued success.

The Code clarifies the basic requirements and behavioral norms of the Company and its subsidiaries (the “Group”) and their employees in terms of production operations, business dealings, social activities, etc., so that employees can increase their awareness and make behaviors consistent with professional ethics when performing their duties. conduct their duties in a law-abiding, honest, fair and upright manner.

This Code applies to all employees of the Company's constituent units, as well as to third parties engaged in business activities on behalf of these units.

1 Adherence to Laws and Regulations

1.1 Compliance with National Laws

1.1.1 Employees must be fully cognizant that any violation of laws, regulations, and compliance requirements may result in civil or criminal liability and damage to the Company's reputation.

1.1.2 Employees must refrain from engaging in any unethical behavior that is expressly prohibited or may lead to suspicions of unlawful conduct by the

Company.

- 1.1.3 Financial record-keeping must be honest, objective and fair. Records and statements must accurately reflect the financial condition of the Company's business activities and comply with relevant accounting principles, standards, and accounting and financial reporting regulations.
- 1.1.4 The Company shall strictly adhere to all corporate policies and applicable laws and regulations pertaining to documentation and record retention.
- 1.1.5 Employees must not unduly influence the behavior of any co-worker, customer, competitor, or other persons by endangering or threatening to endanger the safety of persons or property.
- 1.1.6 Employees shall comply with and uphold the Anti-Unfair Competition Law, the Anti-Monopoly Law, and other laws, regulations, and compliance requirements for maintaining fair competition in the market.
- 1.1.7 Employees shall not violate laws and regulations on anti-money laundering and anti-terrorist financing, and shall not conduct business with customers whose sources of funds are illegal.
- 1.1.8 Employees shall comply with all export controls, economic sanction provisions, and customs regulations governing the cross-border transfer of goods and technology.
- 1.1.9 Employees shall strictly comply with all applicable health, safety, and environmental laws and regulations for manufacturing and operations.
- 1.1.10 The Company shall adhere to international policies and regulations regarding countries that support terrorism and other countries subject to economic sanctions.

1.2 Fair Competition

- 1.2.1 Employees shall not collude or participate jointly with competitors in activities that have an improper purpose or influence, including bid-rigging, forming price alliances, sabotaging bidding procedures, dividing markets, and restricting the production output of products.

1.3 Prevention of Commercial Bribery

- 1.3.1 The Company firmly believes that success in business should be based on competitiveness in the market, performance and quality of products,

services, and technology. Under no circumstances shall employees obtain commercial success in any business activity through any form of corrupt practices such as bribery or other misconduct of the same nature.

- 1.3.2 Bribes, commercial or property benefits, cash payments, or gifts of value (including hospitality) in any form shall not be offered, promised, authorized, given, or accepted for the purpose of influencing business conduct or decision-making, obtaining or maintaining business opportunities, obtaining an unfair advantage, or interfering with independent judgment. Employees are also not permitted to carry out the above behaviors through relatives or proxies.

2 Protection of Company Assets

2.1 Insider Trading

- 2.1.1 Any employee who becomes aware of the Company's insider information shall be responsible for keeping the insider information confidential. Employees shall not disclose information that has not yet been publicly disclosed to any organization or individual in any way.
- 2.1.2 The Company prohibits any employee who is aware of insider information on securities trading from utilizing the insider information to engage in or suggest others to engage in securities trading activities.
- 2.1.3 Any employee who violates the Company's confidentiality policy for insider information, leaks insider information without authorization, or causes the leakage of insider information due to negligence, resulting in serious impacts or losses to the Company, will be subject to disciplinary actions, financial penalties, and bear legal responsibilities.

2.2 Security of Communications

- 2.2.1 Communication resources, such as e-mail, the Internet, telephones (including mobile phones), and other means of communication, are assets of the Company and must be used for professional-related purposes. The Company is the legal owner of the professional data on users' personal devices when they are connected to the company's information systems. When a user leaves the Company, the professional data on that device should be deleted by the Company. The use of communication resources is based on the recognition that private life and business are closely related,

and that a proper balance between the two is in the interest of the Company and its employees. However, such use must be limited to what is reasonable and necessary.

2.3 Protection of Trade Secrets

2.3.1 Employees should comply with the Company's commercial secret protection regulations, keep the commercial secrets of the company and its business partners, and are prohibited from leaking commercial secrets to others.

2.3.2 Employees shall not release, discuss in public, disclose to unauthorized persons or institutions, or use commercial confidential and/or exclusive information of the Company or relevant third parties without proper authorization or internal communication with leaders. If confidential information disclosure is needed due to business requirements, the approval procedure shall be carried out in advance in accordance with the regulations.

2.3.3 Confidential information includes, but is not limited to, results, forecasts, and other financial data; human resources and personal information; information relating to mergers and acquisitions, divestitures, new products and orders; and supplier/customer information. Proprietary information includes, but is not limited to, business strategies, technologies, product improvements, inventions, information systems, trade secrets, and know-how developed or realized by the Company, as well as matters covered by any confidentiality agreements.

2.3.4 Employees responsible for the management, use, and transmission of confidential and proprietary information, including information about customers and suppliers, shall not improperly disclose and misuse relevant data within the Company or to external third parties.

2.3.5 Employees shall enhance data protection and data security to ensure the security of the Company's information, network, and products.

2.3.6 Employees shall not use the Company's business opportunities, property, information, or other resources for their own or others' benefit.

2.4 Intellectual Property Rights

2.4.1 The Company shall strengthen intellectual property protection and hold accountable those who use the Company's intellectual property without authorization. The Company shall respect valid intellectual property rights and avoid unauthorized use of intellectual property belonging to others or to

other organizations.

2.5 External Communications

- 2.5.1 Media: The Company actively engages in communications campaigns to reinforce its image with customers, opinion leaders, analysts, investors, the public, and stakeholders. The Company is publicly traded, and any interaction with the media or analysts that may affect the Company's image or reputation must be carefully scrutinized and controlled. The General Office is responsible for all media relations. All statements issued to the media or responses to media inquiries must be handled or coordinated by the General Office without exception.
- 2.5.2 Investors: The Corporate Finance Department is responsible for financial communications with analysts and investors. Any requests from analysts or investors wishing to obtain information about the Company should be forwarded to the Corporate Finance Department. Any employee who is invited to events or meetings where an investor is present must notify the Corporate Finance Department in writing and obtain prior written authorization from the department before accepting the invitation.

3 Overseeing and Maintaining Cooperative Relationships

3.1 With Clients

- 3.1.1 The Company treats all of its clients honestly and fairly, regardless of the size of their business. The Company is committed to providing its customers with quality products and services that meet their needs.
- 3.1.2 Employees shall provide detailed information about the company's products and services in advertisements, public statements, and quotations provided to customers. When employees are negotiating contracts, they must ensure that any statements, promotional materials, and presentations provided are honest and accurate.

3.2 With Suppliers

- 3.2.1 Procurement of goods or services must be evaluated on the basis of superiority in price, quality, performance, delivery and suitability. All forms of bribery and kickbacks are strictly prohibited, as are any conflicts of interest between the Company and its subcontractors and suppliers. The Company requires its suppliers and subcontractors to strictly comply with laws and regulations related to their business activities.

3.3 With the Government

3.3.1 Contractual relationships with state-owned or public entities must be conducted in strict compliance with the law and integrity compliance requirements, and the highest standards of business ethics shall be enforced. Particular care should be taken when doing business with state-owned or public entities or obtaining licenses, permits or similar approvals from government agencies. To prevent conflicts of interest, special care should also be taken when hiring former or current government employees, which should only be done in accordance with Company policies and procedures, and only after approval.

3.4 Managing and Avoiding Conflict of Interest

3.4.1 Conflicts of interest may distort an employee's business judgment, and employees of the Company are expected to recuse themselves from any action that may involve the employee himself/herself or a relative and conflict with the interests of the Company and its related parties.

3.4.2 Employees' business decisions and actions should be based on the best interests of the Company and should not compromise independent judgment and sound decision-making due to relationships with potential or current suppliers, subcontractors, representatives, hired employees, customers, competitors, or regulators.

3.5 Gift-giving and Hospitality

3.5.1 Under certain social customs and cultures, employees may exchange symbolic gifts, non-cash courtesy tokens or offer friendly accommodations in the course of business activities. However, gifts, souvenirs, hospitality (including money, loans, invitations and payments or reimbursements) or any other form of special treatment may not be given, offered, or accepted in connection therewith, if it is for the purpose of influencing business decisions. Nor is it permissible for the above to occur through relatives or other proxies.

4 Protecting the Environment

4.1 Environmental and Ecological Protection

4.1.1 The Company focuses on environmental protection and ecological construction in the workplace and is committed to promoting the cleanliness and conservation of soil, water and air, as well as biodiversity and cultural heritage. The Company encourages the development and promotion of environmentally sound technologies. The Company expects all employees to pay attention to the protection of the environment in the performance of their duties.

5 Safeguarding Employee Rights and Interests

5.1 Respect for the Human Rights of Employees

5.1.1 The Company complies with all laws and regulations prohibiting forced and unpaid labor, child labor, human trafficking, and discrimination in employment.

5.1.2 The Company shall protect the basic rights of its employees, including the employees' right to work safety, health, and personal privacy.

5.1.3 The Company shall create work environments that prohibit harassment and bullying, including sexual harassment, physical abuse, etc. towards employees and coworkers.

5.2 Career Development

5.2.1 The Company strives to promote the development of its employees by addressing their needs in terms of career aspirations and development by rational goal-setting and review of performance, putting the Company's values into practice.

5.3 Equality and Diversity

5.3.1 The Company shall comply with all applicable laws and regulations that treat all employees fairly and with mutual respect, and provide equal employment opportunities. Employment decisions shall be free from any discrimination, including race, color, religion, national or ethnic origin, sex (including pregnancy), sexual orientation, gender identity or expression, age, disability, military service, or any other characteristics protected by law. Employees are expected to respect the basic rights of others in their work and business interactions.

5.4 Health and Safety

5.4.1 The Company is committed to providing safe and healthy working environments at all sites, maintaining the same high standards wherever it conducts business. The Company pays strong attention to high-risk activities and strives to reduce the number of accidents to zero by providing intensive training and enforcing zero tolerance policies for breach of standards. Measures to eliminate risks associated with health and safety issues are applied at all sites and throughout all projects.

B. Compliance Responsibilities of Management and Employees

In conjunction with the implementation of this Code of Ethics, the following compliance responsibilities shall be imposed on all levels of management and employees of the Company as follows:

1 Management Responsibilities

- 1.1 Managers at all levels shall bear a higher degree of responsibility than non-managerial employees for ensuring implementation of this Code of Ethics within their respective areas of oversight.
- 1.2 Managers shall actively promote adherence to this Code through both instruction and demonstrated commitment to its principles in business activities.
- 1.3 Managers shall emphasize to subordinate employees the importance and necessity of upholding ethical standards and compliance requirements in all business operations and manufacturing activities under their purview.
- 1.4 Managers shall remain vigilant for any violations of this Code and take appropriate preventive, detective and corrective measures. Managers shall protect employees who report potential violations from retaliation.
- 1.5 Upon receipt of a compliance violation report from employees, managers shall expeditiously escalate the report to the Compliance Department while maintaining confidentiality and protecting the reporting employee from retaliation.

2 Employee Responsibilities

- 2.1 Employees shall be obligated to maintain full awareness and adherence of this Code in the performance of their daily duties and business activities in

addition to all applicable laws, regulations and compliance requirements related to their respective roles and responsibilities.

- 2.2 Employees have a duty to report any known or suspected violation of this Code or related compliance programs to their direct manager or the Compliance Department in a timely manner, providing comprehensive details.

3 Compliance Performance Evaluations

- 3.1 The Company shall conduct annual compliance performance evaluations for all employees on a progressive basis.
- 3.2 The Compliance Department of each operating unit shall formulate specific compliance performance evaluation standards applicable to that unit in coordination with relevant departments and aligned with the unit's particular circumstances.

C. Inquiries, Reporting and Handling Violations

1 At any time, employees may consult the Compliance Department or relevant authorities specified in the Company's compliance program regarding this Code, compliance policies, ethical standards or applicable laws and regulations under various circumstances including but not limited to:

- 1.1 Clarifications on ethical or compliance matters.
- 1.2 Facing difficult situations in adhering to the Company's ethical standards.
- 1.3 Encountering actions or requests from business partners or colleagues that potentially violate laws, regulations or compliance requirements.
- 1.4 The operating unit or individuals being subject to external compliance investigations, inquiries or allegations.
- 1.5 Any other compliance-related issues or situations.

2 The following communication channels are available to any department, employee, business partner or other parties aware of an actual or

suspected violation of the Company's compliance policies, relevant laws and regulations, or other requirements, regardless of materiality:

Hotline: 852-28233665

Email: 3311jubao@cohl.com

The following reporting channels shall be available to employees:

- 1 Whistleblower Hotline
- 2 Direct report to the Compliance Department
- 3 Report to a senior business executive who shall then notify the Compliance Department

3 The identity of the whistleblowers, content of the reports, subsequent investigations, witnesses and all other pertinent information shall be treated with strict confidentiality. No persons or entities shall impede whistleblowing activities or retaliate against whistleblowers, investigators, witnesses or their relatives through any means or under any pretext. Employees who report non-compliance or provide suggestions to prevent significant losses to the Company shall be eligible for rewards.

4 Any substantiated violation of this Code by an employee shall result in disciplinary action commensurate with the violation, including but not limited to termination, demotion, reprimand or warning.

D. Supplemental Provisions

- 1 This Code of Ethics shall be interpreted by the Corporate Finance Department.
- 2 This Code shall enter into force on 26 April 2024.

