



WHARF

Established 1886

WHARF REAL ESTATE INVESTMENT COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 1997

CODE OF CONDUCT

Code of Conduct

The stance of Wharf Real Estate Investment Company Limited (the “Company”) on business ethics is set out in the Statement of Business Integrity. This **Code of Conduct** (the “Code”) establishes general principles and explains how such principles are applied throughout the Company and its subsidiaries (collectively, the “Group”).

1. PREVENTION OF BRIBERY

1.1. Legal Re-provisions

1.1.1. The Group prohibits all forms of bribery and corruption. All directors and staff¹ are prohibited from soliciting, accepting or offering any bribe in conducting the Group’s business or affairs, whether in Hong Kong or elsewhere. In conducting all business or affairs of the Group, they must comply with the Prevention of Bribery Ordinance (Cap. 201 of the laws of Hong Kong) (“POBO”) Section 9 as extracted in Appendix I and must not:

- (a) 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 principal’s business or affairs;
- (b) 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
- (c) offer any advantage to any staff of a government department or public body while they are having business dealing with the latter.

‘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),

¹ “Staff” cover full-time, part-time and temporary staff (directly or indirectly employed, including seconded staff), except where specified.

but does not include an election donation within the meaning of the Elections (Corrupt and Illegal Conduct) Ordinance (Cap. 554 of the laws of Hong Kong), particulars of which are included in an election return in accordance with that Ordinance.

‘Entertainment’ means -

The provision of food or drink, for consumption on the occasion when it is provided, and of any other entertainment connected with, or provided at the same time as, such provisions.

1.2. Acceptance of Advantages

1.2.1. Directors and staff should not solicit or accept any advantage for themselves or others, from any person, company or organisation having business dealings with the Group or any subordinate, except that they may accept (but not solicit) the following when offered on a voluntary basis (but in all circumstances, the acceptance of any gifts in the form of cash including red packets is prohibited):

- (a) advertising or promotional gifts or souvenirs of a nominal value; or
- (b) gifts given on festive or special occasions subject to a maximum limit of HK\$200.- in value but for perishable items which could be shared among office, the value or apparent value in total of the gift/gifts should not exceed HK\$500.- from any one person/company on any one occasion; or
- (c) discounts or other special offers (i) given by any person or company to them as customers, on terms and conditions equally applicable to other customers in general or (ii) arranged by a Group Company (via its Human Resources Department) to them as customers, on terms and conditions equally applicable to other relevant employees.

1.2.2. However, a director or staff should decline an offer of advantage if acceptance could affect his / her objectivity in conducting the Group’s business or induce him / her to act against the interest of the Group, or acceptance will likely lead to perception or allegation of impropriety, influence of his/her performance, or feeling obliged to do something in return for the offeror.

1.2.3. If a director or staff has to act on behalf of a client in the course of carrying out the Group’s business, he / she should also comply with any additional restrictions on acceptance of advantage that may be set by the client (e.g. directors and staff performing any duties under a government or public body contract will normally be prohibited from accepting advantages in relation to that contract).

1.3. Offer of Advantages

1.3.1. Directors and staff are prohibited from offering advantages to any director, staff 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

Group'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.

1.4. Entertainment

1.4.1. Although entertainment is an acceptable form of business and social behaviour, a director or staff should avoid accepting lavish or frequent entertainment from persons with whom the Group has business dealing (e.g. consultants, contractors, suppliers, customers or tenants) or from his / her subordinates to avoid placing himself / herself in a position of obligation and to avoid embarrassment or loss of objectivity when conducting Group's business. Likewise, a director or staff should not offer meals or entertainment that are excessive in nature or too frequent which may be construed as trying to exert undue influence.

2. **CONFLICTS OF INTEREST**

2.1. Directors and staff should avoid any conflict of interest situation such as engaging in business, investments or activities that might lead to actual or perceived conflict with the Group's interests. (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 whether direct or indirect, which they or members of their immediate family may have, in any business or other organization which competes with the Group or with which the Group has business dealings, other than a holder of securities in a company whose securities are listed on any stock exchange, the director or staff should make a declaration to his/her Company Secretary or to his/her Company via Human Resources Department Head respectively. In case of doubt, they should seek advice/instruction from their Management for advice/instruction as appropriate. Common examples include:

2.1.1. A staff 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 the Group.

2.1.2. 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 staff involved in the process.

2.1.3. A director of the Group has financial interest in a company whose quotation or tender is under consideration by the Board.

2.1.4. A staff (full-time or part-time) undertaking part-time work with a contractor whom he is responsible for monitoring.

2.2. Outside Employment

2.2.1. Full-time staff (permanent and temporary) is prohibited to take concurrent employment or any outside appointment or business during the continuance of their employment with the Group. They shall not undertake or carry on or be a partner or otherwise engage in any business or do any work or render any assistance in any capacity whatsoever for or to any persons, firm or corporation.

2.3. Gambling Activities

- 2.3.1. Directors and staff shall avoid participating in gambling activities.
- 2.3.2. Directors and staff are advised not to engage in frequent and excessive gambling of any kind, including games of mahjong, with persons having business dealings with the Group. In social games of chance with consultants, contractors, suppliers, customers or tenants, they must exercise judgement and withdraw from any high stake games.

2.4. Loan

- 2.4.1. Directors and staff shall avoid excessive borrowing.
- 2.4.2. Directors, staff, or members of their immediate family 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 borrowing from licensed banks or financial institutions, i.e. normal bank lending.

3. MISUSE OF OFFICIAL POSITION AND PROTECTION OF GROUP'S ASSETS, INFORMATION, RECORDS AND DATA

- 3.1. Directors and staff must not misuse their official position in the Group to pursue their own private interests (e.g. insider trading), which include both financial and personal interests and those of their family members, relatives or close personal friends.
- 3.2. Directors and staff in charge of or having access to any Group's assets, including funds, property, information, and intellectual property, should use them solely for the purpose of conducting the Group's business. Unauthorised use, such as misuse for personal interest, is strictly prohibited.
- 3.3. Directors and staff should not disclose any classified information of the Group without authorisation or misuse any Group's information (e.g. unauthorised sale of the information). Those who have access to or are in control of such information, including information in the Group's computer systems, should protect the information from unauthorised 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 Personal Data (Privacy) Ordinance (Cap. 486 of the laws of Hong Kong).
- 3.4. Appropriation of all Group's properties/information, records and data including but not limited to raw materials and finished goods, by a director or staff for personal use or for resale is strictly prohibited.
- 3.5. Information Technology Facilities and Resources
 - 3.5.1. Directors and staff must comply with the Group's prevailing Information Technology Policies (<http://intranet/itd/>) in relation to the proper use of the Group's IT facilities and resources to prevent data leakage, safeguard cybersecurity and ensure compliance of licensing provisions, among others.

3.6. Personal Data (Privacy)

3.6.1. Directors and staff should comply with applicable laws and regulations relating to the collection, holding, processing, disclosure and use of personal data of customers, suppliers, contractors, employees and job applicants. The privacy of others and the confidentiality of information received in the course of business must be respected and handled in confidence.

3.7. Records, Accounts and Other Documents

3.7.1. Directors and staff should ensure that all records, receipts, accounts or other documents they submit to 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 Group, regardless of whether there is any gain or advantage involved, may constitute an offence under the POBO.

3.7.2. The Group's records, accounts, invoices and other documents must be created and maintained so as to reflect fairly, accurately and in reasonable detail the transactions and business activities. Directors and staff are prohibited from making any false or misleading statements/ entries in the Group's financial, accounting or other records.

3.8. Intellectual Property Rights

3.8.1. The Group is committed to respecting the intellectual property of third parties, which in general includes patents, trademarks, copyrights, and inventions; and should utilize it only after having properly secured rights to its use.

3.8.2. Directors and staff should take the intellectual property rights of third parties into due consideration in their daily work and protect the Group's interests in the aspect of intellectual property rights in accordance with the applicable laws and regulations.

3.8.3. Any intellectual property and technology developed by a Director or staff in the course of their employment remains the property of the Group.

4. EQUAL OPPORTUNITIES AND DISCRIMINATION

4.1. The Group is an equal opportunities employer who believes that equality of opportunities for all will ensure effective use of human resources to the best interests of the Group, directors and staff. To this end, we are committed to preventing discrimination and eliminating harassment in the workplace.

4.2. Directors and staff must be fully compliant with applicable laws and regulations, and must not tolerate unlawful discrimination, harassment or other breaches of applicable law. Unacceptable conduct must be reported to line managers or Department Head or Human Resources Department Head, for serious breaches, to the Head of General Administration and Coordination Division ("GACD") of the Company as appropriate.

5. COMPETITION

- 5.1. The Group is committed to conducting our business activities in compliance with the relevant competition legislations, i.e. Competition Ordinance (Cap. 619 of the laws of Hong Kong). All directors and staff should acquaint themselves with the applicable competition laws and regulations to which their businesses and functional areas are subject.
- 5.2. Directors and staff must ensure that their actions towards business partners (including customers and suppliers), competitors and enforcement authorities at all times reflect fair and proper business practices, and are in compliance with the laws and regulations governing free and fair competition.

6. COMPLIANCE WITH THE GROUP'S CODE OF CONDUCT & LAWS OF HONG KONG AND IN OTHER JURISDICTIONS

- 6.1. Directors and staff should familiarize themselves with the content of and comply with the Code. Anyone breaching the Code will be disciplined, including termination of employment. In cases of suspected corruption or other criminal offences, a report will be made to the appropriate law enforcement authorities for handling, as appropriate.
- 6.2. In case of doubt or advice regarding interpretation of the Code or for any complaints on possible breach of the Code, should seek clarification, advice and instructions as below:
 - (a) directors should refer their queries/complaints to the Company Secretary who shall raise it to the Board of Directors as appropriate.
 - (b) staff should refer their queries/complaints to their respective Human Resources Department Head for advice or for serious breaches, directly to the Head of GACD of the Company.The Human Resources Department Heads of respective Group Companies should escalate to his/her Management or to the Head of GACD of the Company for advice/instruction should he/she have any doubt and for serious cases. The reported cases will be treated promptly and fairly.
- 6.3. Directors and staff should not seek to circumvent these provisions in the Code by using agents, partners, family members, controlled companies or parties acting on their behalf.
- 6.4. When engaging the services of an agent, consultant or other third party who is expected to assist in developing business or related liaison with potential customers, suppliers, etc., directors and staff should take reasonable 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.
- 6.5. Directors and staff must 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.

This Code will be reviewed and updated from time to time. Moreover, certain areas in this Code may be the subject of an established policy which sets forth the detailed provisions and requirements.

This Code has been issued in English with a separate Chinese translation of the same. If there is any discrepancy between the Chinese version and the English version, the English version shall prevail.

Revised on 29th June 2022

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Appendix I to Code of Conduct of Wharf Real Estate Investment Company Limited

Prevention of Bribery Ordinance (Cap. 201 of the laws of Hong Kong)

It is stipulated in **Section 9** of “**Corrupt Transactions with Agents**” that:

- (1) Any agent who, without lawful authority or reasonable excuse, solicits or accepts any advantage as an inducement to or reward for or otherwise on account of his -
 - (a) doing or forbearing to do, or having done or forborne to do, any act in relation to his principal’s affairs or business; or
 - (b) showing or forbearing to show, or having shown or forborne to show, favour or disfavour to any person in relation to his principal’s affairs or business,shall be guilty of an offence.

- (2) Any person who, without lawful authority or reasonable excuse, offers any advantage to any agent as an inducement to or reward for or otherwise on account of the agent’s -
 - (a) doing or forbearing to do, or having done or forborne to do, any act in relation to his principal’s affairs or business; or
 - (b) showing or forbearing to show, or having shown or forborne to show, favour or disfavour to any person in relation to his principal’s affairs or business,shall be guilty of an offence.

- (3) Any agent who, with intent to deceive his principal, uses any receipt, account or other document -
 - (a) in respect of which the principal is interested; and
 - (b) which contains any statement which is false or erroneous or defective in any material particular; and
 - (c) which to his knowledge is intended to mislead the principal,shall be guilty of an offence.

- (4) If an agent solicits or accepts an advantage with the permission of his principal, being permission which complies with subsection (5), neither he nor the person who offered the advantage shall be guilty of an offence under subsection (1) or (2).

- (5) For the purposes of subsection (4) permission shall -
 - (a) be given before the advantage is offered, solicited or accepted; or
 - (b) in any case where an advantage has been offered or accepted without prior permission, be applied for and given as soon as reasonably possible after such offer or acceptance,and for such permission to be effective for the purposes of subsection (4), the principal shall, before giving such permission, have regard to the circumstances in which it is sought.