



HENDERSON LAND DEVELOPMENT COMPANY LIMITED

恒 基 兆 業 地 產 有 限 公 司

Incorporated in Hong Kong with limited liability
(Stock Code : 12)

BUSINESS ETHICS AND CODE OF BUSINESS CONDUCT POLICY

Purpose

Henderson Land Development Company Limited (the “Company”) and its subsidiaries (collectively the “Group”) are committed to maintaining the highest standards of ethics and conducting business legally, honestly and fairly. This Policy is also designed to set out the high ethical standards as well as the whistleblowing framework.

In case of joint ventures, the Group expects their representatives concerned to act in accordance with this Policy, and use reasonable endeavours to influence those with whom they are working to upkeep similar standards of integrity and ethical behaviour.

Corruption, Bribery, Fraud and Money Laundering

The Group will :

- actively ensure full compliance with all statutory regulations in the Hong Kong Special Administrative Region of the People's Republic of China (“PRC”) and PRC.
- develop and maintain effective controls to prevent corruption, bribery, fraud and money laundering.
- investigate any report of suspected improper/irregular behaviour.

Employees will :

- have the right to pursue their careers free from discrimination.
- have responsibility to ensure that the Group assets are put to good use.
- conduct themselves with fairness, courtesy and good faith when dealing with suppliers.

Competition and Unethical Practices

The Group shall not engage in any business practice which is unethical or amounts to unfair competition, i.e. engaging in any activity or business practice whether unilaterally or in conjunction with any other party which is in breach of any applicable competition law. Employees shall comply with all the applicable laws in that regard.

Confidentiality and Data Protection

The Group shall protect confidential information in its possession from unauthorized use or disclosures, including the reports of Whistleblowing (as defined below), and comply with the provisions of confidentiality undertakings which the Group enters into in relation to potential acquisition targets, joint ventures and collaboration arrangements, and comply with the relevant applicable data protection legislation.

Conflicts of Interest

The Group shall maintain internal control systems and requirements to prevent conflicts between employees' personal interests and their duties and responsibilities awarded in their positions. Employees must strive to avoid situations that create a conflict of interests where he or she shows undue favoritism to any party or where he or she receives a benefit of some kind is potentially a conflict of interest. Below are some examples of circumstances that will potentially be deemed as a conflict of interest:

- Employee involved in the selection of a supplier has business dealings or relationship with that organization where his/her role in the Group may stand to benefit that organization.
- Employee responsible for evaluating tenders is a part-time consultant of one of the tenderers.
- Employee having business dealings with a competitor of the Group, where his/her role in the Group may stand to benefit that competitor.
- A contractor whose contract is about to be renewed grants a personal loan to the employee responsible for contract negotiation.

Gambling

Employees shall not engage in gambling of any kind with colleagues, customers, or with any other individual who has business dealings with the Group. This includes clients, suppliers and business associates. Gambling during working hours and /or on the Group's premises is not permitted.

Political Activities

Employees are prohibited from using the Group's resources to express political opinion. Participation in illegal political activities of any kind is not acceptable to the Group. Employees' participation in illegal political activities has the potential to bring the Group into disrepute and in some circumstances may impact employees' ability to fulfil their roles.

Breaches of Other Legal or Regulatory Requirements

Employees shall not breach any legal or regulatory requirements in relation to activities of the Group and shall also adhere to any in-house rules and regulations

from time to time as promulgated by the Company.

Whistleblowing and Improprieties

Under this Policy, any person (“Whistleblower”) may report concerns about any suspected or actual improprieties as mentioned above (“Whistleblowing”) relating to the Group.

The Group shall follow up and take appropriate actions against such Whistleblowing matters, which, in certain cases e.g. corruption, bribery, fraud, money laundering and anti-competition, are required to be reported to the relevant enforcement authorities.

Protection and Non-retaliation

The Company is committed to the fair treatment of all persons making genuine and appropriate reports under this Policy. Reasonable steps will be taken by the Company to protect the Whistleblower from reprisal or disadvantage as result of making a report under this Policy.

Environment

Employees shall comply with all relevant environmental laws and rules in every aspect of the Group’s operations and will strive to meet best practice in non-regulated areas. The Group shall minimise the potential of its activities that may cause harm to the natural environment. The Group shall also manage its activities to minimise the risk of pollution and contamination. This section is supported in more detail by specific Environmental Policy.

Health and Safety

Employees shall acknowledge their individual responsibility to take reasonable care in preventing injuries to themselves, fellow employees and members of the public. This section is supported in more detail by specific Health and Safety Policy which demonstrates our commitment to providing and maintaining a safe and healthy environment for our people and using stringent measures throughout our business and construction to maintain no work-related fatality or injury.

Making a Report

To facilitate the investigation, Whistleblowers are requested to provide their contact information which will be treated in strict confidence. They are expected to provide as much details as they have regarding the improprieties that they want to report.

Reports can be made in writing and addressed to the Vice Chairman of the Company (representing the Whistleblowing Committee) at 76/F., Two International Finance Centre, 8 Finance Street, Central, Hong Kong.

Review of this Policy

The Company will review this Policy from time to time as appropriate, and in any event, once every three years.