

# 上海工程公司诚信合规管理手册

(2025 版)

**SSEC Integrity and Compliance Management Handbook**  
(2025 Version)

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## 第一部分 关于本手册

### 一、目的意义

诚信是立企之本，合规是治企之基，依法合规、诚信经营是中国石化建设世界领先洁净能源化工公司的重要保障，是上海工程公司（以下简称“公司”）创建世界领先技术先导型工程公司的重要基础。制定发布《上海工程公司诚信合规管理手册》（以下简称《手册》），是公司强法治、促合规、铸诚信、防风险的重要举措，对外宣示公司坚定不移打造法治企业的决心和态度，对内弘扬契约精神、立起合规标尺、明确行动指南，引领和推动公司及全体员工依法合规、重信守诺、精细严谨地开展工作，消除或降低因不合规行为引发法律责任、受到相关处罚、造成经济或声誉损失及其他负面影响等风险，为公司全方位推进高质量发展筑牢基石，为实施世界领先发展方略保驾护航。

### **Part One About this Handbook**

#### **I. Purpose**

Integrity is the foundation upon which a lasting business is built, and compliance is essential to corporate governance. Compliance with laws and regulations and honest operations provides a crucial guarantee for Sinopec to build itself into a world-leading clean energy chemical company and an important foundation for Sinopec Shanghai Engineering Company (hereinafter referred to as the "**Company or SSEC**") to build a world-class technology leading engineering corporation. The formulation and release of this *Integrity and Compliance Management Handbook* of Sinopec Shanghai

Engineering Company (hereinafter referred to as the "**Handbook**") is an important measure for the Company to strengthen the rule of law, promote compliance, cultivate integrity and prevent risks. Externally, this Handbook declares the Company's unswerving determination to build a law-based enterprise ( "law-based enterprise. Internally, it promotes adherence to the spirit of contract, sets compliance criteria and specifies action guidelines. By leading and encouraging enterprises at all levels and all employees to carry out their work in accordance with laws and regulations, in good faith and in a meticulous and rigorous manner, and eliminating or reducing risks such as legal liabilities, relevant penalties, economic or reputational losses and other negative impacts due to non-compliance, this Handbook aims to lay a solid foundation for the Company to promote high-quality development in all respects, and works hand-in-hand and protects the Company in implementing world-leading development strategies.

## 二、制定依据

公司始终把依法合规经营放在企业改革发展的核心位置，贯彻落实国务院国资委《中央企业合规管理指引（试行）》（国资发法规〔2018〕106号）、国家发改委等七部门发布的《企业境外经营合规管理指引》（发改外资〔2018〕1916号）等外部监管规定，建立健全以《中国石化全面依法依规治企强化管理的意见》为引领，以《上海工程公司合规管理办法》为基本，与集团公司《员工守则》《职工处分规定》等企业内部规定相契合的合规经营管理制度规范体系。

## II. Basis of this Handbook

The company always puts running the company according to laws and regulations at the core of enterprise reform and development. The Company implemented external regulatory provisions such as the *Guidelines on Compliance Management for Central State-owned Enterprises (for Trial Implementation)* published by the State-owned Assets Supervision and Administration Commission of the State Council (Guo Zi Fa Gui [2018] No. 106), the *Guidelines on the Compliance Management of Enterprises' Overseas Operations* promulgated by seven departments including the National Development and Reform Commission (Fa Gai Wai Zi [2018] No. 1916), and established and improved a compliance management system guided by *Opinions on Strengthening Sinopec's Comprehensive Corporate Governance According to Laws and Regulations*, based on the *SSEC Compliance Management Measures*, and in line with the Company's internal rules such as the *Employee Handbook* and *Regulations on Penalties of Employees*.

《手册》秉承公司合规管理制度体系的工作要点和主旨精神，适应公司市场化、法治化、国际化发展需求，把握关键环节，突出问题导向，根据我国现行法律法规，结合联合国反腐败公约、世界银行《诚信合规指南》等国际规则，并充分吸收借鉴商业伦理、社会公德、行业准则相关要求，聚焦重点业务领域及可能引发重大民事、行政、刑

事责任的风险行为，明确了企业和员工开展业务、行权履职不可触碰和逾越的底线、红线，教育引导企业和员工知敬畏、存戒惧、守底线，严格践行合规要求，坚决抵制违规行为，努力实现人人讲合规、处处重合规、事事做合规。

This Handbook adheres to the key points and spirit of the Company's compliance management system, adapts to the market-oriented, rule-of-law and international development needs of the Company, grasps crucial links and highlights problem-oriented approaches. Based on existing Chinese laws and regulations, taking into consideration international rules such as the *United Nations Convention against Corruption* and *World Bank Group Integrity Compliance Guidelines*, fully drawing on business ethics, social ethics and industry guidelines, and focusing on key business areas and risky behaviours that may trigger major civil, administrative and criminal liabilities, this Handbook clearly defines the "bottom lines" and "red lines" that cannot be touched or crossed by the Company or its Employees in carrying out business activities, exercising powers and performing duties. This Handbook educates and guides the Company and its Employees to respect and hold the "bottom line", strictly comply with compliance requirements, firmly oppose violations and strive to achieve compliance by everyone, from everywhere and in everything.

《手册》以维护国家、企业利益和职工合法权益为根本，以规范企业和员工行为为主线，以推动企业核心价值观、企业治理的基本原

则和方法融入合规管理为重点，贯彻落实“治理完善、经营合规、管理规范、守法诚信”法治央企建设要求，弘扬和倡导合规从高层做起、合规人人有责、合规创造价值等合规理念，巩固和强化公司依法治企、合规管理、诚信经营智慧结晶，明确了公司和员工坚守合规意识、恪守商业伦理、严守风险防线的基本要求和行为准则。

For the purposes of protecting the interests of the State and the Company as well as the legitimate rights and interests of Employees, standardizing the behaviors of the Company and its Employees, and promoting the integration of the Company's core values and basic principles and methods of corporate governance into compliance management, this Handbook implements the requirements for the development of centrally administered enterprises' rule by law such as "*sound governance, operational compliance, standardized management, law-abiding and integrity*". This Handbook promotes and advocates compliance philosophies, such as *compliance starts from the top, compliance is everyone's responsibility, and compliance creates value*; strengthens and consolidates the Company's management according to law, compliance management and integrity; and sets forth the basic requirements and codes of conduct for the Company and its Employees to build compliance awareness, observe business ethics, and prevent risks.

### 三、适用范围

企业主体：《手册》适用于公司本部及分（子）公司，规范约束以

公司名义开展的一切活动，以及公司内部一切经营活动。

### **III. Scope of Application**

**Enterprises:** This Handbook applies to SSEC headquarters and its wholly-owned subsidiaries, branches and affiliated entities, and regulates and governs all activities conducted in the name of the Company and all internal business activities of the Company.

员工主体：《手册》适用于与公司签订劳动合同的人员，包括委派到参股公司或者其他单位工作的人员（以下统称员工），规范约束员工行权履职行为，以及员工可能影响公司品牌形象、资产权益等企业利益的私人活动。

**Employees:** This Handbook applies to persons who enter into employment agreements with the Company, subsidiaries, branches and affiliated entities controlled by the Company, including persons seconded to equity participating companies or other entities (the "**Employees**"), and regulates and governs the Employees' exercise of rights and performance of duties, as well as the private activities of the Employees which may affect the Company's brand image, asset rights and other interests of the Company.

对于代表公司或以公司名义工作或与公司合作的第三方，与之联络的公司员工应确保其了解《手册》要求，同意遵守诚信合规要求并做出承诺。发现上述第三方未遵守诚信合规承诺时，应及时采取行动，甚至终止合作。

Employees of the Company in contact with third parties who carry out work on behalf of, or in the name of, the Company or cooperate with the Company must ensure that the third parties understand the requirements of this Handbook and agree to comply with the integrity and compliance requirements and make a commitment accordingly. If the third parties are found to violate the integrity and compliance commitments, Employees of the Company shall take immediate actions, even at the cost of terminating cooperation.

#### 四、注意事项

《手册》以正向引导与负面清单相结合方式，聚焦原则性、概括性基本行为规范，列举了公司治理和经营，安全、环保、员工健康和公共安全，反商业贿赂和反腐败，客户权益保护，反对不正当竞争，财税和资产，社会责任与员工权益，知识产权和数据信息，国际化经营和投资及商业伙伴等 10 个重点领域的 50 条公司声明与 49 条职业操守。

#### IV. Notes

This Handbook, by providing positive guidance and negative examples, and focusing on fundamental and generally applicable codes of conduct, lists 50 statements of the Company and 49 professional ethics in ten key areas covering Company Governance and Operation; Safety, Environmental Protection, Employee Health and Public Security; Anti-commercial Bribery

and Anti-corruption; Client Rights Protection; Unfair Competition; Finance, Tax and Assets; Social Responsibility and Employee Rights; Intellectual Property Rights and Data; International Business Activities and Investment; and Business Partners.

公司员工在认真学习并严格遵守《手册》要求的基础上，还应了解和遵守本职工作适用的其他法律法规、监管要求和制度规定。公司将以《手册》要求为基础，制定重点业务领域的合规工作指引，确保合规管理更具针对性和可操作性。

Employees should not only carefully study and strictly comply with the requirements of this Handbook, but shall also understand and observe other applicable laws and regulations, regulatory requirements and rules related to their own jobs. The Company will develop specific compliance guidelines for crucial business area based on the requirements of this Handbook to ensure targeted and practical compliance management.

公司各级管理人员应带头学习与遵守《手册》要求，以身作则带动全员诚信合规，指导和监督下属员工遵守有关规定，定期与员工就诚信合规表现进行沟通交流，正确对待来自员工的意见和建议，积极引导员工牢固树立业绩永远不会比遵守《手册》要求更重要的观念，切实履行预防、发现和应对合规问题的管理责任。

Management personnel at all levels of the Company should take the lead in respecting and complying with the requirements of this Handbook and promoting the integrity and compliance of all Employees, guiding and

supervising Employees to comply with relevant provisions of this Handbook. They should also establish a regular communication mechanism to talk to Employees about integrity and compliance performance, deal with comments and suggestions, instill the principle that performance never outweighs compliance, and fulfill their management responsibilities by preventing, detecting and addressing compliance issues.

在《手册》与适时、适用的法律法规、监管要求出现差异情况下，应遵守最严格规定。

If this Handbook is inconsistent with then-effective and applicable laws and regulations and/or regulatory requirements, the most stringent requirements should prevail.

公司员工在执行《手册》中若遇到问题，可向公司合规管理部门、职能管理部门及合规管理监督部门咨询。

If any problems arise in the implementation of this Handbook, Employees may consult the Compliance Management Department, Functional Management Department or Supervision and Audit Department of the headquarters and the relevant enterprise.

## 第二部分 诚信合规行为准则

### 一、公司治理和经营

公司坚持依法依章程治理，健全完善权责法定、权责透明、协调运转、有效制衡的治理机制，充分发挥党组织、董事会、经理层、职

工代表大会作用。全体员工应认同公司文化和价值观，守法合规、重信守诺，忠诚企业、勤勉尽责。董事、高级管理人员自觉履行对公司的忠实义务和勤勉义务，依法依规维护出资人和企业利益。

## **Part II Code of Conduct for Integrity and Compliance**

### **I. Corporate Governance and Operation**

The Company commits to governance in accordance with laws and the articles of association, improvement and perfection of the governance mechanism featuring legally defined rights and responsibilities, transparent rights and responsibilities and coordinated and effective balanced governance, and, gives full play to the role of the Party organisation, the board of directors and the management and the staff and workers ' representative congress. All Employees should agree with the culture and values of the Company, abide by laws and regulations, honor commitments, be loyal to the Company and work in a responsible and diligent manner. Directors and senior executives shall consciously perform the Duty of Loyalty and Duty of Care and protect the interests of investors and enterprises in accordance with laws and regulations.

公司声明：

1. 坚持依法合规经营，关注所有利益相关方，履行经济、政治、社会责任。所有商业行为都以维护国家、社会、股东、企业及员工合法利益为基本原则。

Statement of the Company:

The Company shall continue to operate in compliance with laws and regulations, pay attention to all interested parties and fulfil economic, political and social responsibilities. All business activities shall be conducted based on the principles of safeguarding the legitimate interests of the State, society, shareholders, the Company and its Employees.

2. 合法取得并持有经营业务适用的许可、资质、证照，严格按照法律监管要求真实、准确、完整、及时披露信息。

The Company shall legally obtain and hold the permits, qualifications and licenses for conducting business, and disclose information in a truthful, accurate, complete and timely manner in strict accordance with legal and regulatory requirements.

3. 坚持依法依规治企，健全以公司章程为基础的企业制度体系，严格执行“三重一大”决策制度，落实重大决策合法合规性前置审议，努力打造治理完善、经营合规、管理规范、守法诚信的法治企业。

The Company shall adhere to governance in accordance with laws and regulations; improve the corporate system based on the Company's articles of association; strictly implement a decision-making system based on "*Three Major Issues and One Significant Matter*" (i.e. collective deliberation major issues, major personnel appointments and dismissals, major investment projects and use of large amounts of money); implement pre-deliberation on compliance of major decisions; and strive to build a

well-governed, compliant, well-managed, law-abiding and honest enterprise ruled by law.

4. 严格规范对股东代表，委派董事，派出高级管理人员的管理，按照子公司章程规定程序行使对全资、控股、参股子公司所享有的股东权利，不违反程序直接决定子公司具体事项。

The Company shall strictly standardise the management of shareholders' representatives, appointed directors, and dispatched senior executives, and exercise its shareholder's rights in wholly-owned, controlled and/or equity participating subsidiaries in accordance with the procedures stipulated in the articles of association of the subsidiaries, and shall not directly decide on specific matters of the subsidiaries in violation of relevant procedures.

5. 不聘用存在从业禁止情形的人员担任董事、高级管理人员和法定代表人。

The Company shall not employ personnel who are subject to any Occupational Disqualification to act as directors, senior executives or legal representatives.

职业操守：

1. 严格遵守国家法律法规、监管要求，以及公司各项规章制度、劳动纪律、工作纪律和职业道德，不从事损害公司利益、品牌形象的行为。

Professional Ethics:

Employees shall comply with the laws, regulations and regulatory requirements of the State, as well as the Company's various rules and regulations, labour disciplines, work disciplines and professional ethics, and shall not engage in any conduct that damages the Company's interests and brand image.

2. 在行权履职过程中，正确处理个人利益与公司利益的关系，避免发生利益冲突。对可能产生利益冲突的事项，要履行报告义务，在决策、办理相关事项时主动回避。

In exercising their powers and performing their duties, Employees shall properly handle the relationship between personal interests and the interests of the Company in order to avoid Conflicts of Interest. Employees shall report matters that may give rise to Conflicts of Interest, and voluntarily refuse to participate in the decision-making or handling of the relevant matters.

3. 董事和高级管理人员应严格遵守公司决策程序和议事规则，不超越权限、违反程序决策。

Directors and senior executives shall strictly comply with the decision-making procedures and procedural rules of the Company, and shall not make decisions beyond their authority or in violation of procedures.

4. 董事、和高级管理人员对公司内幕信息负有保密责任，不得以任何方式向任何单位或个人泄漏尚未公开披露的信息。任何知悉证券

交易内幕信息的员工，不得利用内幕信息从事或建议他人从事证券交易活动。

Directors and senior executives shall keep the Company's inside information confidential, and shall not disclose in any way to any entity or individual any information that has not been made public. Employees who know securities trading inside information shall not use such inside information to engage in securities trading or recommend others to engage in securities trading.

5. 董事和高级管理人员不得利用职务便利为自己或他人谋取属于公司的商业机会，严禁自营或者为他人经营与所任职公司同类业务。

Directors and senior executives shall not take advantage of their positions to seek business opportunities that belong to the Company for themselves or for others, and are strictly prohibited from engaging in the same business as the company they work for, either for themselves or for others.

## 二、安全、环保、员工健康和公共安全

公司始终坚持以人为本、安全第一、预防为主、综合治理方针，秉承安全环保先于一切、高于一切、重于一切理念，全面实施“绿色企业行动计划”，坚持从严从实、强化责任、科学治理，推动提升企业本质安全环保水平，积极推进“碳达峰、碳中和”进程，实现企业、社会与自然的和谐共生。

## **II. Safety, Environmental Protection, Employee Health and Public Security**

The Company constantly carries out people oriented, safety first, prevention-oriented and comprehensive governance policies, adheres to the philosophy of safety and environmental protection before everything else, above everything else, and more important than everything else, comprehensively implements the "Green Enterprise Initiative", and promotes the improvement of the Company's safety and environmental protection level in a strict and practical manner, with strengthened responsibility and scientific governance. The Company actively promotes the process of "*emissions peak and carbon neutrality*", and achieves the harmonious coexistence of enterprises, society and nature.

公司声明：

1. 在任何地方，遵守所在国家和地区法律、法规，尊重当地风俗习惯，在所有业务领域对 HSE 的态度始终如一，依法建立健全 HSE 责任制，规范设置安全、环保管理机构并配备专（兼）职人员，坚持安全生产管理人员、特种作业人员等定期培训并持证上岗。

Statement of the Company:

The Company shall comply with the laws and regulations of the countries and regions where it conducts business, respect local customs and traditions, and maintain a consistent attitude towards HSE in all business

areas. The Company shall establish and improve the HSE responsibility system in accordance with law, set up and provide safety and environmental protection management departments with full-time (part-time) personnel and adhere to regular training and certification for safety production management personnel and special operation personnel.

2. 关爱生命健康，保护生态环境，始终坚持违章零容忍，追求零伤害、零污染、零事故的目标，建立健全风险分级管控与隐患排查治理预防机制，积极采取有效措施防控重大风险、治理重大隐患。

The Company shall care for life and health, protect the ecological environment, always adhere to zero tolerance for violations, pursue a goal of zero harm, zero pollution and zero accidents, establish and improve the risk classification management system and the mechanisms for the investigation and prevention of hazards, and actively take effective measures to prevent and control major risks and manage major hazards.

3. 实施绿色洁净战略，严格履行环境保护的责任和义务，向社会提供清洁、绿色、优质的产品和服务。

The Company shall implement a green and clean strategy, rigorously perform environmental protection responsibilities and obligations, and provide clean, green and quality products and services to society.

4. 依法保证 HSE 相关人力、物力、财力支持，严格落实“三同时”要求，生产装置、设备、设施、场所依法配备安全生产、劳动保护、

应急处置的装备、设备、设施、工具、防护用品等，建设项目未取得相关安全、环保、消防、职业病防护设施许可或评价不得开工建设，配套设施未建成、未经验收或验收不合格不得投入生产或使用。

The Company shall guarantee HSE-related human, material and financial support according to law, strictly implement the "three simultaneities" requirements, and equip production equipment, facilities and sites with relevant equipment, facilities, instruments and tools and premises, as well as labour protection and emergency treatment equipment, facilities, instruments and tools. The Company shall not commence any construction project without obtaining the required permits or completing the necessary evaluations in respect of safety, environmental protection, fire control and occupational disease protection facilities, or put into production or use any supporting facilities that have not been completed and inspected or which failed to pass acceptance inspections.

5. 为员工提供符合国家职业卫生标准和卫生要求的工作环境和条件。对从事接触职业病危害作业的员工，按照相关规定进行上岗前、在岗期间和离岗时职业健康检查。

The Company shall provide Employees with a working environment and working conditions that meet national occupational health standards and health requirements. The Company shall conduct occupational health checkups for Employees engaged in operations with exposure to

occupational disease hazards before, during and after their employment in accordance with relevant regulations.

6. 对承包商、分包商、供应商实施相同的安全生产、环境保护要求。严禁将生产经营项目、场所、设备发包或者出租给不具备安全环保生产条件及相应资质的单位或个人。

The Company shall implement the same requirements on safety production and environmental protection for contractors, sub-contractors and suppliers. The Company is strictly prohibited from contracting or leasing production and operation projects, sites or equipment to entities or individuals who do not have the safe and environment-friendly production conditions and corresponding qualifications.

7. 定期向社会公布 HSE 业绩，关注投资者、客户、承包商等相关方需求，主动接受社会各界监督，实现持续改进。

The Company shall regularly announce the HSE performance results to the public, pay attention to the needs of investors, customers, contractors and other related parties, and actively accept the supervision of the public to achieve continuous improvement.

职业操守：

1. 遵章守纪，主动接受 HSE 培训和业务技能培训，开展风险识别与管控，报告 HSE 信息，参与管理制度的有效性检查，提出 HSE 合理化建议等。

## Professional Ethics:

Employees shall comply with rules and regulations, take the initiative to receive HSE trainings and business skill trainings, carry out risk identification and control, report HSE information, participate in the inspection of effectiveness of the management system, and make reasonable suggestions on HSE.

2. 严禁无证上岗，未经培训合格不得独立顶岗。

Employees are strictly forbidden to work without professional certificates, and are not allowed to work independently without training and qualification.

3. 不得违章指挥他人冒险作业，不得违反操作规程或者安全管理规定作业。

Employees shall not instruct others to carry out risky work in violation of rules or regulations, or carry out work in violation of operating procedures or safety management regulations.

4. 不得伪造、编造 HSE 数据和事实，不得瞒报、谎报、迟报 HSE 事故（事件），禁止破坏事故现场。

Employees shall not falsify or fabricate HSE data and facts, and shall not conceal, mispresent or delay the reporting of HSE accidents (events) or damage the scene of accidents.

5. 不得关闭、破坏直接关系生产安全及环保的监控、报警、防护、

救生设备、设施，或篡改、隐瞒销毁其相关数据、信息。

Employees shall not shut down or destroy monitoring, alarm, protection and lifesaving equipment and facilities that are directly related to production safety and environmental protection, and shall not falsify, conceal or destroy relevant data and information.

6. 作业过程中正确佩戴和使用劳动防护用品，发现事故隐患或其他不安全因素时，及时按照规定流程报告。

Employees shall wear and use labour protection articles correctly in the course of operations, and promptly report accidents, risks or other unsafe matters found in accordance with the specified procedures.

7. 履行环境保护的责任和义务，严禁违规处置危险废物，不得无证排污、不按许可证要求排污，不得开展可能对环境造成污染、对生态造成破坏的违法行为。

The Company and its Employees shall fulfil environmental protection responsibilities and obligations, and shall not dispose of hazardous waste in violation of regulations, discharge pollutants without a permit or in violation of the requirements of the permit, and shall not commit illegal acts that may cause environmental pollution or ecological damage.

### 三、反商业贿赂和反腐败

公司严守廉洁从业底线，实施对商业贿赂和腐败“零容忍”的政策，健全反商业贿赂和反腐败体系，强化对各单位的监督指导，开展

反商业贿赂和反腐败教育培训，致力于让商业伙伴了解并认同公司的反商业贿赂和反腐败立场、政策。

### **III. Anti-commercial Bribery and Anti-Corruption**

The Company strictly adheres to a baseline of ensuring integrity in its conduct of business, implements a "zero tolerance" policy towards commercial bribery and corruption, improves its anti-commercial bribery and anti-corruption systems, strengthens the supervision and guidance of its subsidiaries and branches, provides anti-commercial bribery and anti-corruption education and training, and ensures that its Business Partners understand and agree with the anti-commercial bribery and anti-corruption positions and policies of the Company.

公司声明：

1. 遵守我国及业务所在国（地区）所适用的反商业贿赂和反腐败法律法规、国际惯例和国际公约，遵守公司及商业伙伴廉洁从业和反腐败的规定、承诺。

Statement of the Company:

The Company shall abide by anti-corruption and anti-bribery laws and regulations, international practices and international conventions applicable in China and the countries (regions) where the Company conducts business,

and comply with the integrity and anti-corruption regulations and commitments of the Company and its Business Partners.

2. 健全完善反商业贿赂和反腐败制度和流程，加强廉洁文化建设，禁止以任何理由、任何形式在任何国家（地区）实施、接受商业贿赂和腐败行为。

The Company shall improve and perfect the anti-commercial bribery and anti-corruption systems and processes, strengthen the construction of the culture of integrity, and shall not engage in or accept commercial bribery or corruption in any country (region) for any reason and in any form.

3. 完善财务会计制度，加强内部和外部审计，保留合理详细、准确的账簿和记录，如实反映业务实际情况。

The Company shall improve its financial and accounting systems, strengthen internal and external audits, and keep reasonably detailed and accurate books and records that reflect the business's actual situation truthfully.

4. 积极宣贯反商业贿赂和反腐败立场和政策，做好商业伙伴准入尽职调查，在业务交往、商业合同中明确反商业贿赂和反腐败声明与承诺，重点加强代理商、中介机构等第三方商业贿赂和腐败风险管控。

The Company shall actively promote and implement anti-commercial bribery and anti-corruption positions and policies, conduct due diligence on Business Partners, clarify anti-commercial bribery and anti-corruption

statements and commitments in business dealings and commercial contracts, and strengthen the management of commercial bribery and corruption risks of third parties such as agents and intermediaries.

职业操守：

1. 不得为谋取商业机会、取得竞争优势或个人私利，直接或间接向任何组织和个人给予或承诺给予贿赂，不得以慈善公益捐赠、社会责任费用等方式变相实施贿赂。

Professional Ethics:

The Company and its Employees shall not directly or indirectly give or promise to give Bribes to any organisation or individual for the purpose of seeking business opportunities, obtaining competitive advantages or personal gains, and shall not conduct Bribes in disguised form by means of charitable and public welfare donations or social responsibility fees, etc.

2. 不得为谋取商业机会、取得竞争优势或个人私利，违反规定直接或间接向业务所在国（地区）政府官员支付好处费、疏通费、封口费等。

The Company and its Employees shall not directly or indirectly pay commissions, facilitation fees or ‘hush money’ to Government Officials of the countries (regions) where the Company conducts business in violation of applicable regulations in order to seek business opportunities, obtain competitive advantages or for personal gain.

3. 不得在任何国家（地区）以任何形式，直接或间接向竞选政治职务的候选人和政党官员支付政治献金。

The Company and its Employees shall not directly or indirectly pay political contributions to candidates running for political positions and officials of political parties in any form in any country (region).

4. 确因公务活动、商业往来需要，提供或接受礼品、宴请或招待应控制在合理范围内，符合适用的法律政策及公司和接收方制度规定。接受的礼品应按规定申报或交予公司。

The Company and its Employees may, based on the actual needs of business activities or business dealings, may provide or accept gifts, entertainment or hospitality within reasonable limits only for legitimate business purposes and in compliance with applicable laws, policies and regulations of the Company and the recipient's systems. Gifts received shall be declared or handed over to the Company in accordance with the regulations.

5. 组织或参加他人组织的差旅、会议和培训等公务活动应符合公司制度和标准规定，严格限制非公务活动行程安排，不得通过公务活动提供或接受住宿等差旅方面的特殊待遇和旅游安排等。

The Company and its Employees shall organise or participate in business travel, meetings and training organised by others in accordance with the Company's regulations and standards. Travel arrangements for non-business purposes are strictly restricted. The Company and its

Employees shall not provide or accept special or favorable treatment in respect of accommodation or sightseeing arrangements in business activities.

6. 董事和高级管理人员之间不得利用职权互相为对方或对方的特定关系人输送利益，不得利用掌握的公共资源为特定关系人或他人谋利。

Directors and senior executives shall not use their powers to transfer benefits and interests to each other or to Related Persons with Common Interests, and shall not use the public resources in their possession to seek gain for Related Persons with Common Interests or others.

#### **四、消费者（客户）权益保护**

公司恪守社会公德，依法诚信经营，听取客户意见，接受客户监督。公司和员工不以任何方式损害客户的合法权益。

#### **IV. Protection of Consumers' (Client's) Interests**

The Company shall abide by social morality, operate honestly and in accordance with the law, listen to clients' views and accept the supervision of clients. Neither the Company nor its Employees shall harm the legitimate rights and interests of clients in any way.

公司声明：

1. 向客户保质保量提供产品、工程、服务，符合法律、法规、强制性标准规范。

## Statement of the Company:

The Company shall provide products, projects or services complying with mandatory standards and specifications stipulated by laws and regulations.

2. 依法保障客户的知情权，真实、全面地向客户提供产品、工程或服务的质量、性能、使用寿命、注意事项等信息，不作虚假或者引人误解的宣传。

The Company shall protect clients' right to information in accordance with the law, provide clients with true and comprehensive information in respect of the quality, performance, service life and cautions of products, projects or services, and shall not issue false or misleading advertisements.

3. 向客户提供产品、工程、服务，遵循自愿、平等、公平、诚信原则，尊重客户的自主选择权，不设定不公平、不合理的交易条件。

In providing products, projects or services to clients, the Company shall adhere to the principles of voluntariness, equality, fairness and good faith, respect clients' independent choice, and shall not impose unfair or unreasonable trading conditions.

4. 收集、使用客户信息遵循合法、正当、必要原则，明示收集、使用信息的目的、方式和范围，并经客户同意。公司采取技术措施和其他必要措施，确保信息安全，防止客户信息泄漏、丢失。

The Company shall collect and use clients' information based on legitimate, appropriate and necessary principles, expressly state the purpose, method and scope of collection and use of information, and obtain

the consent of clients. The Company shall adopt technical measures and other necessary measures to ensure data security, and prevent disclosure and loss of clients' personal information.

职业操守：

1. 在客户购买、使用产品和接受服务时，充分尽到合理注意义务，维护其人身、财产安全不受损害。

Professional Ethics:

When clients purchase and use products and receive services, the Company and its Employees shall fully exercise the Duty of Reasonable Care to protect the personal and property safety of clients.

2. 对客户问询的产品、服务质量和使用方法等问题，作出真实、明确的答复。

The Company and its Employees shall provide true and clear answers to clients' enquiries about the quality and methods of use of products and services.

3. 对收集的客户信息必须严格保密，未经客户许可不得泄漏、出售或者非法向他人提供。

The Company and its Employees must keep in strict confidence information of clients, and not reveal, sell or illegally provide such information to others unless approved by clients.

五、反对不正当竞争

公司恪守公平竞争原则，依法维护客户合法权益和社会公共利益，抵制和反对欺诈、胁迫、串通、妨碍等违法违规行为，禁止以不正当竞争方式损害其他经营者或客户合法权益、扰乱市场竞争秩序。

## **V. Anti-Unfair Competition**

The Company shall adhere to the principle of fair competition, protect the legitimate rights and interests of clients and the public interest in accordance with the law, resist and oppose Fraud, Coercion, collusion, Obstruction of Investigation and other illegal acts, and shall not harm the legitimate rights and interests of other business operators or clients or disrupt market competition by way of unfair competition.

公司声明：

1. 积极维护公平公正的市场秩序，遵守招标投标法律规定，不串通投标，或以行贿手段谋取中标不在没有正当理由的情况下低于成本价竞标。

Statement of the Company:

The Company shall actively maintain a fair and just market order, abide by bidding and tendering laws and regulations, do not collude with other bidders or seek to win the bid by means of bribery, and do not bid with the price lower than cost price without justified reasons.

2. 不与竞争者达成协议，限制购买新技术、新设备或限制开发新技术、新产品，联合抵制交易等协议、决定或协同行为。

The Company shall not enter into agreements with competitors, restricting the purchase of new technology or equipment or restricting the development of new technologies or products, or jointly boycotting transactions.

3. 通过合并、获得股权或资产、合同等方式取得其他经营者控制权或者对其他经营者施加决定性影响时，严格按法定程序进行。

The Company shall strictly comply with statutory procedures in acquiring control of other business operators or exerting decisive influence on other business operators through mergers, acquisition of equity or assets, contracts or otherwise.

4. 接受执法机构依法实施的审查和调查，积极配合提供有关材料、信息。

The Company shall accept the examination and investigation conducted by the law enforcement authorities in accordance with the law, and actively cooperate in providing relevant materials and information.

职业操守：

1. 不得为取得竞争优势或交易机会，编造、传播虚假信息或者误导性信息，实施混淆、商业诋毁等损害竞争对手商业信誉、商品声誉的行为。

Professional Ethics:

The Company and its Employees shall not fabricate or spread false or misleading information, or create confusion or commit commercial defamation or other acts that damage the commercial reputation or reputation of a competitor's goods in order to gain competitive advantages or transaction opportunities.

2. 不得作虚假或者引人误解的商业宣传，欺骗、误导用户。

The Company and its Employees shall not deceive or mislead consumers by making false or misleading commercial promotions.

3. 不得以不正当手段获取、披露、使用、允许他人使用公司及竞争对手商业秘密。

Employees shall not improperly obtain, disclose, use or allow others to use the trade secrets of the Company or its competitors.

4. 加入任何协会、团体，或参加任何协会、团体组织的联合研究、标准制定、信息收集、会议讨论等，须提前报公司有关部门审查，避免出现可能损害竞争者和用户利益、破坏市场公平竞争的敏感事项和行为。

The Company and its Employees shall report to the relevant departments of the Company for examination before joining in any association or group, or participating in any joint research, the setting of market standards, information collection, meeting discussions, etc. organised by any association or group, so as to avoid sensitive issues and behaviours that

may harm the interests of competitors and consumers or undermine fair competition in the market.

5. 发现他人混淆使用公司名称及有关标识时，及时向公司有关部门反映，积极维护公司权益。

Employees shall report to the relevant departments of the Company in a timely manner upon discovery of any use of confusingly similar name or logo of the Company by others, so as to actively protect the Company's rights and interests.

## 六、财税和资产

公司坚持合法经营、依法纳税，遵守国家财务、税务、资产管理有关法律法规和监管要求，不编制、提供虚假财务信息，不违法违规处置公司资产。

## VI. Finance, Taxation and Assets

The Company shall operate and pay taxes in accordance with the law, comply with national laws, regulations and regulatory requirements on finance, taxation, asset management, and shall not produce or provide false financial information or dispose of the Company's assets in violation of laws and regulations.

公司声明：

1. 严格按照财务会计准则和法律法规要求，真实、客观、全面、及时履行会计、财务记录和财务报告义务，不伪造、变造会计账簿、

不编制虚假财务会计报告。

Statement of the Company:

The Company and its Employees shall strictly observe financial accounting standards and laws and regulations, fulfil accounting and financial record and reporting obligations in a true, objective, comprehensive and timely manner, and shall not fabricate or falsify accounting books or prepare false financial accounting reports.

2. 依法建立会计档案，妥善完整保存各项财务票据、审批文件、财务账册和资料，不隐匿或者故意销毁依法应当保存的会计凭证、会计账簿、财务会计报告。

The Company shall establish accounting archives in accordance with the law, properly and completely keep all financial receipts and invoices, approval documents, financial books and materials, and shall not conceal or intentionally destroy accounting documents, accounting books and financial accounting reports that should be kept in accordance with the law.

3. 严守财经纪律，资金筹集和使用按照企业内部控制制度履行决策和审批程序，杜绝“小金库”。

The Company shall strictly observe financial and economic regulations, raise and use funds subject to the decision-making and approval procedures in accordance with the internal control systems of the Company, and eliminate "off book accounts".

4. 不通过隐匿财产、虚构债务等方式侵害相关权益人合法权益。

The Company shall not violate stakeholders' legitimate rights and interests by concealing property or making up false debts.

5. 遵守境内外税务法律法规，依法履行纳税义务和税收代扣代缴义务，不瞒报、漏报、误报，不偷税漏税。

The Company shall comply with domestic and foreign tax laws and regulations, and fulfill its tax payment and withholding obligations in accordance with the law, and shall not conceal, omit or misreport taxes or evade taxes.

6. 遵守国有资产管理相关法律法规和监管规定，依法交易和处置国有资产，严格履行内部决策审批程序和外部批准备案手续。

The Company shall observe applicable laws and regulations as well as regulatory provisions on state-owned assets management, deal in, and dispose of, state-owned assets in accordance with the law, and strictly carry out internal decision-making and approval procedures and external approval and filing procedures.

职业操守：

1. 依法履行个人纳税义务。

Professional Ethics:

Employees shall fulfil individual obligations to pay tax according to law.

2. 不授意、指使、强令会计人员伪造、变造会计凭证、账簿和其他会计资料、提供虚假财务会计报告。

The Company and its Employees shall not authorise, instigate or force accountants to fabricate or falsify accounting documents, accounting books or other accounting materials, or provide false financial and accounting reports.

3. 不报销未实际发生的费用或非业务原因发生的费用，不截留、坐支、挪用和侵占公司资金、虚列成本费用。

The Company and its Employees shall not reimburse expenses that are not actually incurred or incurred for non-business reasons, and shall not withhold, spend without authorisation, misappropriate or embezzle any funds of the Company, or falsely list any costs or expenses.

4. 遵守发票管理和使用规定，依法取得和开具发票，不虚开、倒卖发票，不提供虚假发票。

The Company and its Employees shall comply with invoice management and use regulations, obtain and issue invoices in accordance with the law, and shall not falsely issue or sell invoices or provide false invoices.

5. 合理使用和保护公司资产，不浪费、毁损和用于谋取私利、非法用途，不擅自将公司资产转让、赠与、出租、出借、抵押给其他单位和个人。

The Company and its Employees shall reasonably use and protect the Company's assets, and shall not waste, damage or use such assets for personal gains or other illegal purposes, or transfer, donate, lease, lend or

mortgage the Company's assets to other entities or individuals without authorisation.

## 七、社会责任与员工权益

公司坚持共建共享原则，积极履行企业社会责任，奉献社会、关爱员工，保障、维护员工合法权益，重视和支持业务所在地社区公益事业，与社会共享企业发展成果。

## VII. Social Responsibility and Employee's Rights and Interests

The Company shall uphold the principles of joint development and sharing, actively perform its corporate social responsibilities, contribute to society and care for Employees and safeguard and protect the legitimate rights and interests of Employees, pay attention to and support community public welfare undertakings at places where the Company conducts business, and share the fruits of enterprise development with society.

公司声明：

1. 遵守我国及业务所在国（地区）人权保护法律法规以及国际人权公约，严禁雇佣、使用童工，保护劳动者不因民族、种族、性别、宗教、国籍、地区等不同而受到就业歧视，抵制任何漠视与践踏人权的行爲。

Statement of the Company:

The Company shall comply with the laws and regulations of China and the countries (regions) where it conducts business as well as international

human rights conventions, strictly prohibit the employment and use of child labour, protect workers from employment discrimination based on ethnicity, race, gender, religion, nationality or region, and resist any disregard for and abuse of human rights.

2. 尊重和维护员工合法权益，遵循合法、公平、平等自愿、协商一致、诚实信用原则，依照我国及业务所在国（地区）法律法规与劳动者订立、履行、变更、解除或终止劳动合同。

The Company shall respect and protect the legitimate rights and interests of Employees, observe the principles of legality, fairness, equality, voluntariness, consensus, honesty and integrity, and enter into, perform, amend, rescind or terminate employment agreements with Employees in accordance with the laws and regulations of China and the countries (regions) where the Company conducts business.

3. 建立完善职业健康、劳动保护制度，开展员工帮助计划（EAP），保障员工的生命安全和身心健康。

The Company shall establish and improve an occupational health and labour protection system and develop an Employee Assistance Program (EAP) to protect the physical and mental health and safety of Employees.

4. 依法保障员工参加养老、医疗、工伤、失业、生育等社会保险，依法依规支付员工薪酬。

The Company shall ensure that Employees participate in social insurances, covering pension, medical care, work injury, unemployment, childbirth in accordance with the law, and offer remuneration to Employees pursuant to laws and regulations.

5. 尊重员工依法享有的人身自由权、休息休假权、择业权，不得以任何非法理由和手段限制员工对新工作的选择，不得以任何非法方式限制员工的人身自由，杜绝任何理由的强迫劳动。

The Company shall respect the right to personal liberty, the right to rest and vacation, and the right to choose occupations enjoyed by Employees in accordance with law. The Company shall not restrict Employees' choice of new jobs based on any illegal reasons or by illegal means, or restrict the personal freedom of Employees in any illegal way. Any form of forced labour for whatever reason must be prohibited.

6. 健全民主管理、民主监督机制，充分听取员工意见和建议。制定直接涉及员工切身利益的规章制度或重大事项时，严格履行民主程序。

The Company shall improve democratic management and democratic supervision mechanisms, and fully consider the comments and suggestions of Employees. The Company shall strictly follow democratic procedures when formulating rules and regulations directly related to the immediate interests of Employees or making decisions on major issues.

职业操守：

1. 维护彼此信任、平等沟通、团结协作、公平竞争的员工关系，服从上级，关爱下级，同事间坦诚相待，相互尊重。

Professional Ethics:

Employees should maintain staff relationships of mutual trust, equal communication, solidarity, cooperation and fair competition, and follow instructions of superiors and care about subordinates, and treat each other with frankness and mutual respect.

2. 爱岗敬业，自觉维护公司形象。不在社交媒体、网络平台等散播、发布或参与评论不利于公司形象的虚假信息和言论。

Employees should be dedicated to work, and consciously maintain the image of the Company, and shall not spread, publish or participate in commenting on false information and statements detrimental to the image of the Company on social media, online platforms, etc.

3. 遵守我国及业务所在国（地区）的法律法规、社会公德、职业道德，了解、掌握并尊重当地风俗习惯，文明办公，礼貌待人。

Employees should observe the laws and regulations, social morality and professional ethics of China and the countries (regions) where the Company conducts business, and understand, master and respect local customs and traditions, and work in a civilised manner and treat people politely.

4. 尊重他人的民族习俗和宗教信仰，不得有侮辱和骚扰的语言和

行为，不传播谣言或其他诽谤性、歧视性信息。

Employees should respect the ethnic customs and religious beliefs of others, and shall not speak or act in an abusive or harassing manner, or spread rumors or other defamatory or discriminatory information.

5. 遵守公司工作纪律，服从工作指挥和安排，在工作场所和对外交往中着装整洁得体，在生产作业现场按规定穿戴工装和配备劳保护具。

Employees shall observe the Company's working discipline, accept work instructions and arrangements, dress neatly and properly in the workplace and during external communications, and wear uniforms and labour protective gear as required at the production worksite.

6. 遵守劳动合同、聘用合同、保密协议、竞业限制协议、廉洁承诺、合规承诺等合同、协议或承诺书的约定。

Employees shall comply with the employment agreements, engagement agreements, confidentiality agreements, non-competition agreements, integrity undertakings, compliance undertakings and other contracts, agreements or undertakings.

## 八、知识产权和数据信息

公司遵守知识产权和数据信息领域法律法规、国际规则、国际条约等监管规范，合理保护使用知识产权和数据信息，严格保守国家秘密和商业秘密，积极构建知识产权和数据信息保障体系。

## VIII. Intellectual Property and Data

The Company shall comply with laws and regulations, international rules, international treaties and other regulatory rules in respect of Intellectual Property Rights and Data, reasonably protect the use of Intellectual Property Rights and Data, hold state secrets and trade secrets in strict confidence, and actively build a protective system for Intellectual Property Rights and Data.

公司声明：

1. 尊重、保护知识产权，遵守我国和业务所在国（地区）知识产权、网络安全与数据信息保护相关法律法规和监管要求，遵守有关国际规则、国际条约，不侵犯他人权益，也保护自身权益不受侵害。

Statement of the Company:

The Company shall respect and protect Intellectual Property Rights, abide by laws and regulations and regulatory requirements regarding Intellectual Property Rights, cyber security and data protection applicable in China and the countries (regions) where the Company conducts business, and comply with relevant international rules and international treaties. The Company shall not infringe on the rights and interests of others, and shall also protect its own rights and interests from infringement.

2. 重视商标、专利、著作权等知识产权的创设、保护和利用，鼓励员工开展职务发明创造，依法依规做好知识产权的确权、使用、授

权、许可、交易、处置等工作，抵制各类侵权行为。

The Company shall attach importance to the creation, protection and utilisation of Intellectual Property Rights such as trademarks, patents and copyrights, encourage Employees to create service inventions, deal with the establishment, use, authorisation, licensing, trading, and disposal of Intellectual Property Rights properly in accordance with laws and regulations, and resist all sorts of infringement.

3. 尊重他人知识产权，不侵犯他人知识产权，未经许可不非法获取、使用或超出被许可范围使用他人的知识产权、数据信息，不私自泄漏或允许第三方使用他人知识产权、数据信息。

The Company shall respect and refrain from infringing on the Intellectual Property Rights of others. Without the permission of others, the Company shall not illegally obtain and use the Intellectual Property Rights and Data of others nor use the Intellectual Property Rights and Data of others beyond the scope of permitted use, and shall not disclose or allow any third party to use the Intellectual Property Rights and Data of others without authorisation.

4. 建立数据信息安全类制度，加强对数据信息保护，遵守我国和业务所在国（地区）数据安全保护规定，恪守商业道德，严守国家秘密和商业秘密。

The Company shall establish a Data security system, strengthen Data protection, comply with the data security protection regulations of China

and the countries (regions) where the Company conducts business, abide by business ethics, and hold state secrets and trade secrets in strict confidence.

5. 强化网络安全意识，加强网络安全保护和应急处理，有效防范网络攻击、计算机病毒感染、数据安全等信息化风险。

The Company shall strengthen cybersecurity awareness, enhance cybersecurity protection and emergency responses, effectively prevent information technology risks, such as cyberattacks, computer viruses and data security (data breaches).

职业操守：

1. 自觉遵守有关知识产权、数据信息保护和保密的法律法规、监管要求以及公司内部管理制度，未经公司授权或批准，不得擅自使用或对外披露公司知识产权信息和数据信息，不得私自制作、复制、储存、保管、篡改、销毁公司的商业秘密和数据信息。

Professional Ethics:

Employees shall conscientiously comply with the laws and regulations, regulatory requirements and the internal management system of the Company regarding the protection and confidentiality of Intellectual Property Rights and Data, shall not use or disclose the Company's Intellectual Property Rights and Data without the authorisation or approval of the Company, and shall not make, copy, store, keep, falsify or destroy the trade secrets or Data of the Company.

2. 依法合理保护公司知识产权和数据信息。当公司知识产权或数据信息遭受侵害时，应及时报告并积极收集、保护证据。

Employees shall reasonably protect the Company's Intellectual Property Rights and Data in accordance with the law, and shall promptly report and actively collect and protect evidence in the event of infringement on the Company's Intellectual Property Rights and Data.

3. 遵守劳动合同、聘用合同、保密协议、竞业限制协议等约定的保密、竞业限制规定，严格保守在工作过程中所知悉的保密信息，不违反公司与他人签订的保密协议，不向境外非法提供商业秘密。

Employees shall observe confidentiality and non-compete requirements as stipulated in employment agreements, engagement agreements, confidentiality agreements and non-competition agreements, and hold in strict confidence all confidential information obtained during work, shall not violate confidentiality agreements executed between the Company and others or transfer trade secrets outside the country illegally.

4. 依法依规使用网络。不登录非法网站、不接收可疑邮件、不下载安装恶意插件；不非法侵入、干扰他人网络，非法获取网络数据；不为他人从事危害网络安全行动提供支持；不利用网络从事传输违法信息，编造、传播虚假信息，以及侵害他人名誉、隐私、知识产权和其他合法权益等违法行为。

Employees shall use the internet in accordance with laws and regulations, and shall not log on to illegal websites, receive suspicious emails,

download or install malicious plug-ins, illegally intrude or interfere with others' network, illegally obtain network data, or provide support for others to take actions that endanger cyber security, and shall not use the network to transmit illegal information, fabricate or spread false information, or infringe on the reputation, privacy, Intellectual Property Rights and other legitimate rights and interests of others.

## 九、国际化经营与投资

公司遵守我国和业务所在国（地区）投资、贸易、国土安全、环境保护、进出境、就业、签证等相关法律法规、监管规则以及相关国际规则，尊重业务所在国（地区）文化、宗教、习俗，依法合规开展经营活动，切实履行出口管制责任和义务，确保国际化经营活动全流程、全方位合规。

## **IX. International Business Activities and Investment**

The Company shall abide by applicable laws and regulations, as well as regulatory provisions of China and the countries (regions) where the Company conducts business and relevant international rules regarding investment, trade, homeland security, environmental protection, entry and exit, employment, visas, etc.; respect the culture, religion, and customs of the countries (regions) where the Company conducts business; carry out business activities in compliance with laws and regulations; effectively perform export control responsibilities and obligations; and ensure

compliance throughout the whole process and in all respects of international business activities.

公司声明：

1. 遵守我国境外投资经营相关法律法规，熟知限制性和禁止性规定，严格履行国有资产境外投资经营的审批流程，不开展负面清单中禁止类境外项目，严禁违反规定从事非主业投资或开展负面清单中特别监管类境外项目。

Declaration by the Company:

The Company shall abide by applicable laws and regulations of China regarding overseas investment and operations, be familiar with restrictive and prohibitive provisions, strictly follow the approval procedures for overseas investment and operations for state-owned assets, and shall not carry out prohibited overseas projects on the negative list, or engage in non-core business investment or carry out overseas projects subject to special supervision on the negative list in violation of relevant regulations.

2. 遵守我国出口管制法律法规，确需出口管制物项的，依法取得经营资格和出口许可。

The Company shall abide by the laws and regulations of China on export control, and obtain business qualification and export licenses according to law to the extent necessary to export Regulated Items.

3. 全面掌握业务所在国（地区）投资经营法律法规，严格遵守、

执行业务所在国（地区）的产业政策、国家安全、环境保护、出口管制、经济制裁等法律规定和监管要求。

The Company shall have a complete knowledge of the investment and operation laws and regulations of the countries (regions) where it conducts business, strictly observe and implement the industrial policies, national security, environmental protection, export control, economic sanctions and other legal provisions and regulatory requirements of the countries (regions) where the Company conducts business.

4. 健全完善境外投资经营合法合规决策流程，明确境外投资经营的管控模式、责任制度、财务制度、审计制度，重视境外投资经营项目的合法合规论证与尽职调查，强化风险评估，加强与国家有关部门和驻外使（领）馆的联系。

The Company shall improve and perfect the legal decision-making process for overseas investment and operations, clarify the management and control model, responsibility system, financial system and audit system for overseas investment and operations, attach importance to the legality and compliance demonstration and due diligence for overseas investment and operation projects, strengthen risk assessment and enhance communications with the relevant authorities in China and the embassies (consulates) in foreign countries.

5. 坚决反对洗钱行为、恐怖主义，健全反洗钱、反恐怖主义融资管控机制，严格遵守我国、业务所在国（地区）和国际组织要求，加

强交易对手、商业伙伴身份识别和尽职调查，禁止为洗钱、恐怖主义提供帮助和便利。

The Company shall firmly oppose money laundering practices and terrorism, improve anti-money laundering and anti- terrorism financing management and control mechanisms, strictly comply with the requirements of China, the countries (regions) in which the Company conducts business and international organisations, strengthen the identification and due diligence on transaction counterparties and Business Partners, and prohibit assistance and facilitation of money laundering and terrorism.

职业操守：

1. 积极开展投资所在国（地区）及所投资行业的合规调查，确保拟投资项目符合我国及所在国（地区）监管规定。

Professional Ethics:

The Company and its Employees shall actively carry out compliance investigations in the countries (regions) and the industry in which investments are made so as to ensure that proposed investment projects meet the regulatory requirements of China and the relevant countries (regions).

2. 充分了解交易对手和商业伙伴的身份信息，对商品、技术和服务的原产国、目的地、最终用途和最终用户正确分类，及时发现并排

除可能涉及出口管制、经济制裁、洗钱、恐怖主义融资等方面的潜在不当交易。

Employees shall be fully aware of the identity of transaction counterparties and Business Partners, correctly classify the country of origin, destinations and end users of the commodities, technologies and services, and promptly detect and eliminate potentially improper transactions that may involve export controls, economic sanctions, money laundering, terrorist financing, etc.

3. 发现境外投资项目存在法律合规风险和违规交易情形时，及时报告公司有关部门，积极采取有效应对措施，将危机控制在最小限度。

Upon discovery of legal and compliance risks and noncompliant transactions in overseas investment projects, Employees shall promptly report to the relevant departments of the Company and actively take effective countermeasures to minimize the risk.

4. 严格遵守投资所在地关于环保、安全、劳工、质量、社会责任、进出口管制、经济制裁、禁运、反腐败等法律法规政策。对相关法律法规不熟悉或存有疑问时，及时咨询公司合规管理归口部门。

Employees shall strictly comply with the laws, regulations and policies of the countries where investments are made in respect of environmental protection, safety, labour, quality, social responsibility, import and export controls, economic sanctions, embargoes and anti-corruption, etc. and shall

promptly consult the Company's Compliance Management Department if they are unfamiliar with, or have doubts about, relevant laws and regulations.

## 十、商业伙伴

公司坚持平等互利、合作共赢理念，与诚信合规、依法守诺的商业伙伴建立合作关系。

### **X. Business Partners**

The Company shall adhere to the concept of equality, mutual benefit and win-win cooperation, and enter into cooperative relationships with honest, compliant and law-abiding Business Partners.

公司声明：

1. 积极倡导合规意识、契约精神，不与有严重违法违规行为或有严重失信记录的组织、机构、公司、个人发生业务往来。

Statement of the Company:

The Company shall actively promote compliance awareness and adherence to the spirit of contract, and shall not engage in business dealings with organisations, institutions, companies or individuals that have committed serious violations of laws or regulations or have record of serious breaches of trust/dishonesty.

2. 主动向商业伙伴传递公司诚信合规理念和要求，帮助商业伙伴

理解公司合规理念，在商业合同中明确合规义务和违约责任，督促商业伙伴做出合规承诺、遵守合规义务。

The Company shall actively convey its integrity and compliance philosophy and requirements to Business Partners, help Business Partners understand the Company's compliance philosophy, define compliance obligations and liabilities for breaches of contract in commercial contracts, and urge Business Partners to make compliance commitments and comply with compliance obligations.

3. 建立健全对商业伙伴的调查、审核、批准、执行、审计、监督、培训等合规风险管控机制，对商业伙伴实行名录管理、分级管理、动态管理。

The Company shall establish and improve the compliance risk management and control mechanisms in respect of the investigation, review, approval, enforcement, audit, supervision and training of Business Partners, and implement directory management, graded management and dynamic management of Business Partners.

4. 建设完善商业伙伴诚信合规信息库，定期或不定期审查更新商业伙伴资质和诚信合规表现，及时排查清退失信与不合规商业伙伴。

The Company shall build and improve the integrity and compliance information database in relation to Business Partners, review and update the qualifications and integrity and compliance performance of Business

Partners on a regular basis or from time to time, and promptly identify and dismiss dishonest and noncompliant Business Partners.

职业操守：

1. 熟知公司关于商业伙伴的管理规定及制度要求，按流程开展商业伙伴的尽职调查、监督、考核、评价，完整、真实提供相关信息，不弄虚作假，瞒报、谎报。

Professional Ethics:

The Company and its Employees should be familiar with the management regulations and requirements in respect of the Company's Business Partners, carry out due diligence, supervision, assessment and evaluation of Business Partners pursuant to procedures, and provide complete and truthful information, and shall not falsify, conceal or misrepresent relevant information.

2. 确保合同的合规条款与公司合规理念相一致，按合同约定正确行使合同权利，积极履行合同义务。

The Company and its Employees shall ensure that the compliance clauses of contracts are consistent with the Company's compliance philosophy, properly exercise contractual rights and actively perform contractual obligations in accordance with the contract.

3. 积极向商业伙伴传递、宣贯公司合规理念、合规要求和合规文化，保证商业伙伴尊重、理解、遵守合规要求。

The Company and its Employees shall actively convey and promote the Company's compliance philosophy, compliance requirements and compliance culture to Business Partners, and ensure that Business Partners respect, understand and comply with compliance requirements.

4. 发现商业伙伴违约、侵犯公司权益，或发现商业伙伴有不合规行为时，按公司制度规定及时报告，并积极主张权利，避免公司利益受损。

Upon the discovery of breaches of contract, infringement on the rights and interests of the Company or noncompliance by Business Partners, Employees shall report promptly in accordance with the Company's rules and regulations, and actively claim rights to avoid any loss or damage to the interests of the Company.

### **第三部分 诚信合规管理体系**

公司建立完善组织体系健全、制度体系完备、业务流程规范、工作机制有效运转的合规管理体系，践行合规从高层做起、合规人人有责、合规创造价值等合规理念，引领广大员工人人讲合规、处处重合规、事事做合规，为打造世界领先技术先导型工程公司提供合规保障。

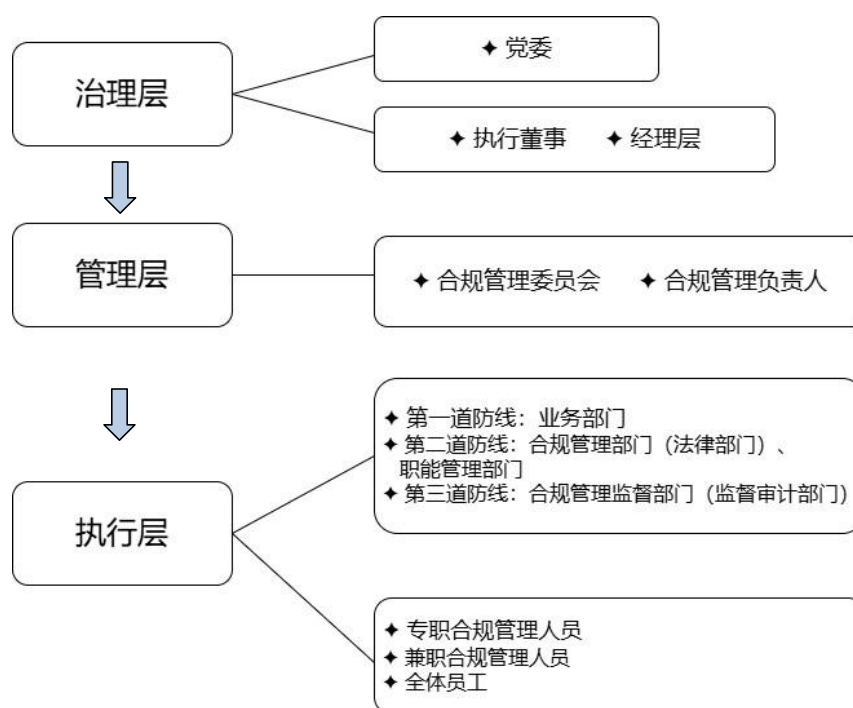
#### **Part Three Integrity and Compliance Management System**

The Company shall establish and improve a compliance management system with a sound organisational system, complete rules and regulations, standardised business processes and effective working mechanisms; put

into practice compliance philosophies such as *compliance starts from the top management*, *compliance is everyone's responsibility* and *compliance creates value*; and ensure compliance by everyone, from everywhere and in everything, so as to provide compliance protection for the Company in building a world-class technology leading engineering corporation.

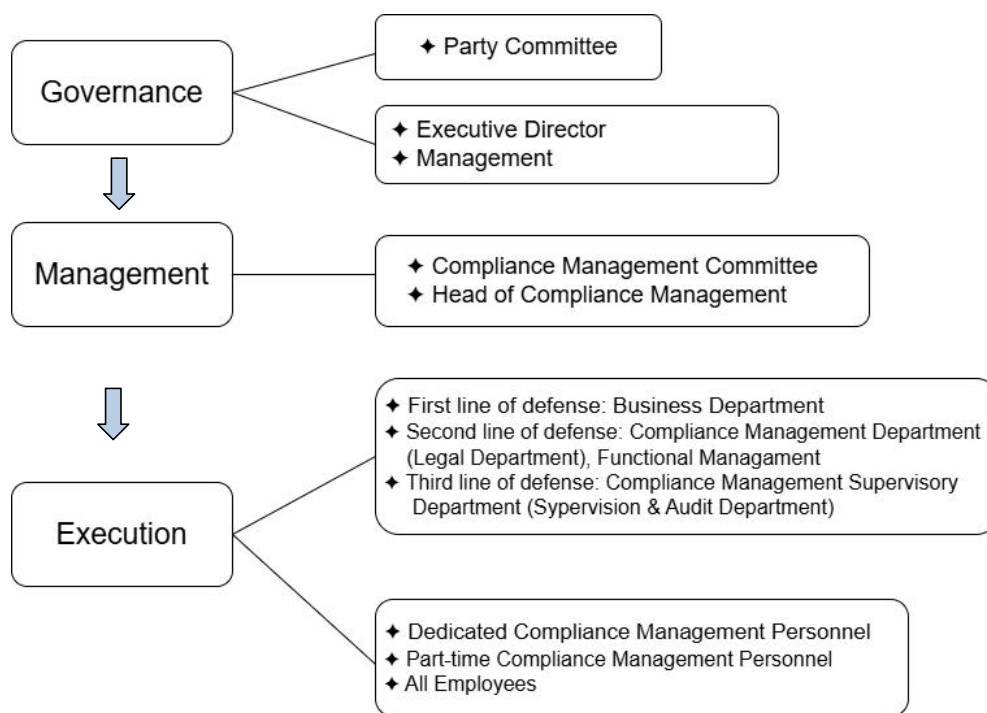
## 一、组织体系

公司建立完善权责明确、边界清晰、运转高效的合规管理组织体系，明确治理层、管理层、执行层的合规管理职责要求。



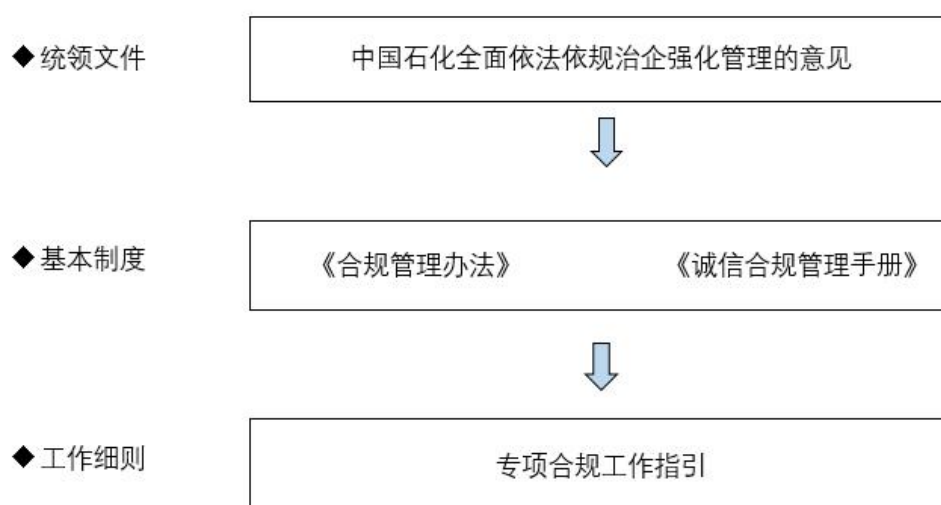
### I. Organisational System

The Company shall establish and improve a compliance management organisational system with well-defined rights and responsibilities, clear boundaries and efficient operation, and clarify the compliance management responsibilities of the governance, management and execution levels.



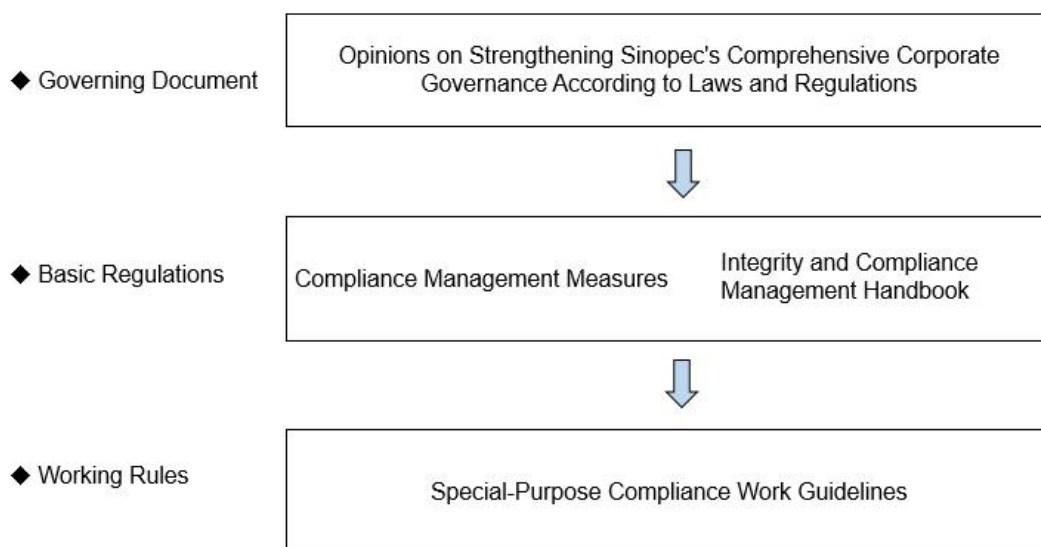
## 二、制度体系

公司根据自身经营范围、业务规模、适用法律法规及其他外部监管要求，强化合规管理工作的制度性、规范化安排，形成严密完善的合规管理制度体系，并随着内外部环境变化定期评估、持续调整和改进完善。



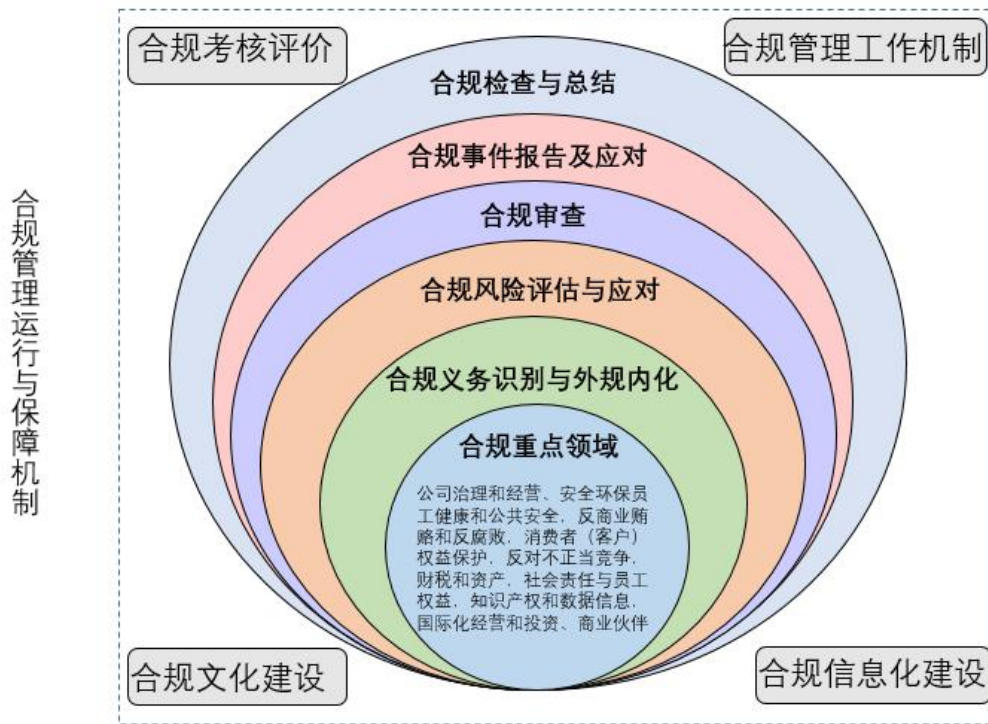
## II. Institutional System

The Company shall strengthen the institutional and standardised compliance management based on its business scope, business scale, and in accordance with applicable laws and regulations and other external regulatory requirements and form a rigorous and complete compliance management system which will be regularly evaluated, continuously adjusted and improved in light of changes in the internal and external environment.



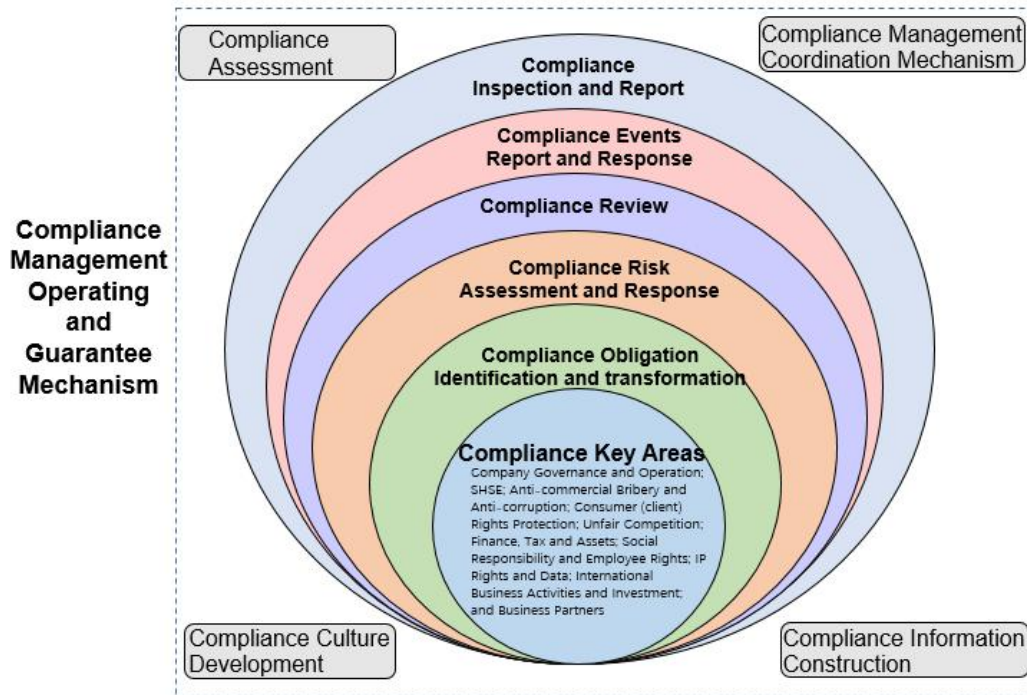
## 三、工作机制

公司立足关口前移、事先预防和过程控制，推进合规、内控、风险管理一体化运行，推动合规管理实现常态化、规范化、长效化，建立完善全面有效的合规管理运行和保障机制。



### III. Working Mechanism

Based on early recognition and identification of risks and early prevention and process controls, the Company shall promote integrated operations of compliance, internal control and risk management, drive the normalisation, standardisation and long-term effect of compliance management, and establish and improve a comprehensive and effective compliance management operating and guarantee mechanism.



## 第四部分 附 则

### 一、《手册》涉及的专用术语含义

#### Part Four Supplementary Provisions

#### I. Defined terms referred to in this Handbook have the following meanings:

**忠实义务。**即董事和高级管理人员在行使权力、履行职责过程中应当对公司忠心、诚实，当个人利益与公司利益发生冲突时，要以公司利益为重，不得以牺牲公司利益为代价获取个人利益。忠实义务包括但不限于：不得利用职权收受贿赂或者其他非法收入，不得侵占公司的财产；不得挪用公司资金；不得将公司资金以个人名义或者其他个人名义开立账户存储；不得违反公司章程的规定，未经股东会、

股东大会或董事会同意，将公司资金借贷给他人或者以公司财产为他人提供担保；不得违反公司章程的规定或者未经股东会、股东大会同意，与本公司订立合同或者进行交易；未经股东会或者股东大会同意，不得利用职务便利为自己或者他人谋取属于公司的商业机会，自营或者为他人经营与所任职公司同类的业务；不得接受他人与公司交易的佣金归为己有；不得擅自披露公司秘密等。

**Duty of Loyalty**, means directors and senior executives shall be loyal and honest to the Company when exercising their powers and performing their duties. When personal interests conflict with the interests of the Company, they should give priority to the interests of the Company and shall not pursue personal interests at the sacrifice of the interests of the Company. The Duty of Loyalty includes but is not limited to: no director, supervisor or senior executive shall accept any Bribe or other illegal gains by taking advantage of his powers, or encroach on the property of the Company; misappropriate the Company's fund; deposit the Company's funds into a bank account under his/her own name or any other individual's name; loan the Company's fund to others or provide any guarantee to any other person by using Company's property without the consent of a shareholders meeting, general meeting of shareholders, or board of directors or in violation of the provisions of Company's articles of association; enter into any agreement or carry out any transaction with the Company in violation of Company's articles of association or without the consent of a

shareholders meeting or the general meeting of shareholders; seek business opportunities that belong to the Company for himself or any other person by taking advantages of his position, or operate similar business of the Company for himself or for any other person without the consent of a shareholders meeting or the general meeting of shareholders; take commissions on the transactions between others and the Company into his own pocket; or disclose Company's secrets without authorisation.

**勤勉义务。**即董事和高级管理人员在经营管理公司时,应当像善良管理人那样尽自己最大的努力谨慎处理好公司事务,实现公司利益最大化。勤勉义务包括但不限于:谨慎、认真、勤勉地行使公司赋予的权利,以保证公司的商业行为符合国家法律、行政法规以及国家各项经济政策的要求;公平对待所有股东;及时了解公司业务经营管理状况;对公司定期报告签署书面确认意见;保证公司所披露的信息真实、准确、完整。

**Duty of Care**, means directors and senior executives shall, when operating and managing the Company, act as good and honest managers, do their best to deal with the affairs of the Company in a prudent manner and maximise the interests of the Company. The Duty of Care includes but is not limited to: directors and senior executives shall exercise the rights granted by the Company prudently, carefully and diligently to ensure that the Company's commercial activities comply with laws, administrative regulations and the requirements of various national economic policies; treat all shareholders

equally; have a real-time understanding of the Company's operation and management conditions; sign written confirmations of the periodic reports of the Company; ensure that the information disclosed by the Company is true, accurate and complete.

**从业禁止。**即在一定期限内剥夺行为人继续从事某种职业资格。禁止情形包括但不限于：有未清偿到期大额个人债务的自然人；处于失信记录状态的自然人；对安全生产事故负有责任的生产经营单位负责人；因贪污、贿赂、侵占财产、挪用财产等犯罪被判处刑罚，执行期满未逾五年的自然人；对所任职公司、企业的破产负有个人责任的厂长、经理，自该公司、企业破产清算完结之日起未逾三年的人员等。

**Occupational Disqualification**, means a person is deprived of his qualification to continue engaging in a certain occupation for a certain period of time. Persons subject to an Occupational Disqualification include, but are not limited to, natural persons bearing a large amount of outstanding personal debts that are due; natural persons found to be dishonest in the personal credit system; persons in charge of production and operations who are found to be responsible for safety accidents; natural persons who have been sentenced to punishment for corruption, Bribery, misappropriation or embezzlement of property and less than five years have passed since the expiry of their penalty period; factory directors and managers who are personally accountable for the bankruptcy of their companies or enterprises

where less than three years have passed since the completion of bankruptcy or liquidation of such companies or enterprises.

**利益冲突。**是指企业员工代表的公司利益与其自身具有的私人利益之间的冲突，其表现形式包括但不限于：参与或协助任何与公司相竞争的活动；投资与公司存在竞争关系的非上市公司；在与公司存在竞争关系的单位兼任职务或为其提供帮助；直接或间接作为供应商或经销商与公司交易；离职并签署竞业禁止协议后，在约定时间内经营或为他人经营公司同类业务，作为供应商或经销商与公司直接或间接交易，从事有损公司利益的活动等。

**Conflicts of Interest**, means a conflict between the Company's interests represented by the Employees of the Company and their own personal interests, which manifests itself in forms which include but are not limited to: participating or assisting in any activities that compete with the Company; investing in non-listed companies that compete with the Company; concurrently holding a position in, or providing assistance to, an entity that competes with the Company; directly or indirectly dealing with the Company as a supplier or distributor; after leaving the Company and executing a non-competition agreement with the Company, operating for his/her own account or for others similar businesses of the Company within the agreed period, directly or indirectly dealing with the Company as a supplier or distributor, engaging in activities that are detrimental to the interests of the Company.

**合理注意义务。**是指在可预见的一般情况下，合理预判可能会发生的事情，并谨慎采取行动以避免给他人造成人身或财产损害的义务。

**Duty of Reasonable Care**, means the obligation to reasonably predict what may happen under foreseeable general circumstances and to act prudently to avoid causing personal or property damages to others.

**贿赂。**是指向政府机构、国际组织、商业伙伴及其官员、员工或特定关系人提供的财物或非财物性利益。其中，财物包括金钱和有价证券、股票、银行票据、电子红包、礼品卡、购物卡、支付凭证等金钱等价物，以及房产、车辆、古董等具有财产价值的各类实物；非财物性利益包括但不限于旅游度假、会员服务、就业机会、职务晋升等不能直接以金钱衡量的利益。

**Bribery (or Bribe)**, means the property (financial) or non-property (non-financial) benefits provided to government agencies, international organisations, Business Partners or their officials, employees or Related Persons with Common Interests. In particular, ‘property’ includes money and negotiable securities, stocks, bank bills, electronic red envelopes (lucky money packets), gift cards, shopping cards, payment vouchers and other monetary equivalents, as well as real estate, vehicles, antiques and other physical objects with value. ‘Non-property’ benefits include, but are not limited to, benefits that cannot be directly measured by money such as tourism and vacations, membership services, employment opportunities, and job promotions.

**政府官员。**包括在我国及业务所在国的政府及其部门、机关或机构任职的官员、员工；政府所有或控股的任何实体或企业的工作人员，或者受政府委派在私人企业行使公共职能的人；联合国、世界银行、国际货币基金组织等公共国际组织的官员或代理人；政界职位的候选人等。

**Government Officials**, shall include officials and employees serving in the government and its departments, agencies or organisations in China and in the countries where our businesses operate; staff of any entity or enterprise owned or controlled by the government, or persons appointed by the government to perform public functions in private enterprises; officials or agents of international public organisations such as the United Nations, the International Monetary Fund or the World Bank, and candidates for political positions.

**商业伙伴。**包括供应商、承包商、分包商、代理商、分销商、中介机构，以及合资合作方和客户等。

**Business Partners**, shall include suppliers, contractors, subcontractors, agents, distributors, intermediaries, joint venture partners, and customers.

**特定关系人。**是指与董事、高级管理人员有近亲属、情妇（夫）以及其他共同利益关系的人。

**Related Persons with Common Interests** means a person who is a close relative of, or is in an inappropriate love relationship with, directors or

senior executives or who shares common interests with directors or senior executives.

**欺诈。**是指违背实情误导或企图误导消费者或交易对手，以获取利益或避免义务的行为。包括任何相关的作为或不作为行为，如失实陈述等。

**Fraud,** is the act of misleading or attempting to mislead consumers or counterparties against facts in order to obtain benefits or avoid obligations, including any related acts or omissions, such as misrepresentations, etc.

**胁迫。**是指滥用公司优势地位或相对方需要，强迫相对方接受不公平合作的行为。

**Coercion,** is the act of forcing the counterparty to accept unfair cooperation by abusing the dominant position of the company or the need of the counterparty.

**串通。**是指在经营过程中，与相关方私下沟通与对接，掩盖事实真相损害消费者或其他交易对手利益的行为。

**Collusion,** is the act of concealing the truth and damaging the interests of consumers or other counterparties by way of private communications and connection with related parties in the course of business.

**妨碍。**是指通过破坏、伪造、改变或隐瞒调查所需的证据材料或向调查人员提供虚假材料等手段，故意阻挠监管机构依法开展腐败、欺诈、胁迫等调查的行为。

**Obstruction of Investigation**, is the act of deliberately obstructing regulatory agencies from investigating corruption or Fraud or Coercion in accordance with the law by destroying, falsifying, altering or concealing evidentiary materials necessary for the investigation or by providing false materials to the investigators.

**知识产权**。包括专利权、商标权、著作权、域名权、电子数据，以及不为公众所知悉、具有商业价值并经权利人采取相应保密措施的技术信息、经营信息等商业秘密。

**Intellectual Property Rights**, shall include patents, trademarks, copyrights, domain names, electronic data, and trade secrets such as technical information and business information that are not known to the public and have commercial value, and for which the rights holder has adopted the corresponding confidentiality measures.

**数据信息**。是指任何以电子或者其他方式对信息的记录，包括但不限于任何与公司、业务相关的信息，以及员工、客户的个人信息等。

**Data**, means any record of information by electronic or other means, including but not limited to any information related to the Company and its business and the personal information of employees and customers.

**管制物项**。是指我国规定的两用物项、军品、核以及其他与维护国家安全和利益、履行防扩散等国际义务相关的货物、技术、服务等（含物项相关的技术资料等数据）。

**Regulated Items**, refer to dual-use items, military products, nuclear, and other goods, technologies and services (including technical data and information related to the items) involving the obligation to safeguard national security and interests and fulfil international obligations such as non-proliferation obligations.

二、《手册》条文中在没有特别明示情况下，“员工”包括高级管理人员。

II. Unless otherwise expressly specified in the provisions of this Handbook, the term "Employees" in this Handbook shall include "Senior Executives".

三、《手册》由公司合规管理归口部门负责解释。在《手册》执行过程中，公司会根据外部监管环境变化和内部管理需求，对《手册》进行更新完善并及时发布最新版本。

III. The Handbook shall be interpreted by the department in charge of Compliance Management Department of the Company. During the implementation of this Handbook, the Company will update, improve and reissue updated versions in a timely manner according to changes to the external regulatory environment and internal management requirements.

四、公司及员工有义务向其上级部门或领导报告任何潜在或疑似违法违规的行为。任何人违反本手册有关规定，将依据公司《职工处分规定》或其他有关制度规定给予相应处罚；涉嫌犯罪的，将依法移送司法机关追究法律责任。

IV. Affiliates and their employees are obliged to report any potential or suspected violations of laws and regulations to their superior departments or leaders. Anyone who violates the relevant provisions of this Handbook will be punished in accordance with the *Company's Regulations on Penalties of Employees* or other relevant rules and regulations. Legal liabilities will be pursued against those suspected of committing crimes by judicial authorities in accordance with the law.

五、公司决不姑息打击报复行为，对举报疑似违法违规行为或举报对公司的业务造成其他风险的个人进行报复的任何人都将受到严厉处罚。

V. The Company has zero tolerance for retaliatory acts and will severely punish those who retaliate against whistle-blowers who report suspected violations or risks threatening the Company's business.

六、咨询和举报

合规管理部门电话：021-68991105

监督部门电话：021-68991085

受理举报邮箱：[jw.ssec@sinopec.com](mailto:jw.ssec@sinopec.com)

VI. Consulting and Tip-off

Compliance Management Department Tel: 021-68991105

Supervision Department Tel: 021-68991085

Tip-off E-mail: [jw.ssec@sinopec.com](mailto:jw.ssec@sinopec.com)