



## **China Xintiandi Anti-Bribery and Corruption Policy**

### **1. Principles**

- 1.1 China Xintiandi (“**the Company**”) is committed to ensuring that its business is conducted according to ethical, professional and legal standards in a fair, honest and open manner. It is vital for us to maintain this reputation as it generates confidence in our business.
- 1.2 Bribery and corruption expose the Company and its employees and business partners to the risk of criminal prosecution, in addition to harming the Company's reputation. Therefore it is vital that we ensure that our employees and those who work on our behalf understand their responsibilities and operate to high ethical standards. This is why we have a zero tolerance approach towards bribery and corruption.

### **2. Policy**

- 2.1 China Xintiandi opposes all forms of bribery and corruption, whether it is large or small; initiated by officials, companies or individuals; or it takes place in public or private premises.
- 2.2 We prohibit the offering of a bribe in any form, including but not limited to kickbacks, facilitation payments or the use of other routes or channels to provide improper benefits to customers, agents, contractors, suppliers, employees of any such party, government officials or their family members, or family, friends, associates or acquaintances of any of the above.
- 2.3 China Xintiandi may be liable if a person associated with it bribes another person intending to obtain or retain business or a business advantage for the Company. Failing to prevent bribery by those working on our behalf, even indirectly (such as through subsidiaries, Agents, contractors, suppliers and intermediaries), can lead to prosecution. For the purposes of this policy, the term “Agent” means representatives, consultants, brokers, contractors or any other intermediaries that provides services on behalf of China Xintiandi.
- 2.4 We prohibit any employee or person associated with the Company from accepting a bribe, facilitation payment or kickback from customers, Agents, contractors, suppliers, employees of any such party, government officials or their family members, or family, friends, associates or acquaintances of any of the above.

### **3. What is Bribery?**

Bribery is the offer, promise, giving, demanding or acceptance of an advantage in monetary or other form, as an inducement or reward for the improper performance of a function or activity which is expected to be performed in good faith, or impartially by someone in a position of trust. Bribery is a criminal act.

#### 4. Anti-Bribery and Corruption (“ABC”) Program

The Board is committed to the ABC Program which contains measures designed to prevent and detect bribery and corruption. The Program contains the following elements:

- a) A policy which articulates the Company’s commitment to prevent violations of anti-corruption laws in all jurisdictions in which we operate;
- b) The assessment of risk of bribery and corruption within the Company and the development of effective, efficient and transparent controls to reduce exposure to those risks;
- c) Communication of the ABC policy and all relevant elements of the ABC Program to all employees throughout the Company and to our business partners and supply chain;
- d) The adoption of standard ABC wording in contracts and renewals with all agents and business partners;
- e) The adoption of appropriate and proportionate due diligence on business partners, subcontractors and suppliers coupled with a requirement that they implement adequate procedures for the prevention of bribery and corrupt practices and pass this obligation onto their own supply chains;
- f) Training of all relevant individuals throughout the Company so that compliance with our policies and procedures is the duty of all relevant employees at all levels and so that individuals can recognize bribery and corruption and take steps;
- g) The use of financial and accounting procedures, including a system of internal controls, designed to ensure no one individual is able to unduly influence a business decision of the Company and to ensure the maintenance of fair and accurate books, records and accounts which cannot be used to hide bribery or corruption; and
- h) Annual audits and reviews of the Company's ABC risk assessments and policies and procedures to monitor, evaluate and improve their effectiveness.

#### 5. Responsibilities

**The Ethics Committee**, on behalf of the Board, is responsible for oversight of the ABC Program and to monitor compliance.

**Regional and Department Head** is responsible for ensuring that the ABC Program is implemented into their business and is communicated to all employees and service providers.

Employees must remain vigilant and report any suspicion of bribery, corruption or improper business practices.

#### 6. Reporting and Investigation

The prevention, detection and reporting of Bribery and Corruption is the responsibility of all employees. Suitable channels of communication, by which employees or others can report in confidence any suspicions of Bribery or Corruption, will be maintained at each business unit and at project level.

Suspicions and allegations must be reported to the Ethics Committee, who will ensure an independent investigation. Please refer to the China Xintiandi <Irregularity Reporting



Policy> for the reporting procedures.

## **7. Breach of Policy**

Breach of this policy may be regarded as gross misconduct and result in action being taken under the relevant China Xintiandi disciplinary rules and procedures.

Bribery and corruption, no matter how minor the nature is, are illegal in all the jurisdictions in which China Xintiandi operates. Those who break the law may be liable to prosecution.



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### **Major Legislations and Relevant Interpretations of the People's Republic of China with respect to ABC:**

- 1) Law of the People's Republic of China Against Unfair Competition (1993)
- 2) Interims Provisions on Prohibition of Commercial Bribery (1996)
- 3) Opinions of the Supreme People's Court and the Supreme People's Procuratorate on Certain Issues Concerning the Application of Law in Handling Criminal Cases of Commercial Bribery (2008)
- 4) Criminal Law of the People's Republic of China (amended in 2011)
- 5) Interpretation of the Supreme People's Court and Supreme People's Procuratorate on Certain Issues concerning Specific Application of the Law in Handling Criminal Cases involving Bribery (2013)