



新世界發展有限公司

New World Development Company Limited

(Stock Code: 17.HK)

Conflict of Interest Policy
利益冲突政策
New World Development Company Limited
新世界发展有限公司

Group Audit and Management Services Department
集团审计及管理服务部

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Table of Content 目录

	<u>Page</u>	<u>Effective date</u>
	页	生效日期
I. Overview 概论		
I.1 Introduction 介绍	1	01/08/2014
I.2 Purpose and Scope 目的与范围	1-2	01/08/2014
I.3 Policy 政策	2-4	01/08/2014
I.4 Definition 定义	5	01/08/2014
I.5 Breaches 违规	6	01/08/2014
II. Procedures and Guidelines 政策及指引		
II.1 Conflict of Interest 利益冲突	7-9	01/08/2014
II.2 Reporting Channel 汇报渠道	10	01/08/2014
II.3 Declaration Procedures and Guidelines 申报程序与指引	11-15	01/08/2014
III. Further Information 其他信息		
Appendix 1 “RADAR” Road Map		01/08/2014
附件 1 “雷达”路线图		
Appendix 2 Acknowledgment on Conflict of Interest Policy		01/08/2014
附件 2 利益冲突政策承诺书		
Appendix 3 Declaration of Interest		01/08/2014
附件 3 利益申报声明		
Appendix 4 Declaration of Potential Conflict of Interest		01/08/2014
附件 4 潜在利益冲突声明		

I. Overview 概论

I.1 Introduction 引言

New World Development Company Limited (the “Company”) and its subsidiaries (collectively the “Group”) strive to conduct all business affairs with the highest ethics standards, and acts as a socially responsible company and a good corporate citizen. This Conflict of Interest Policy (this “Policy”) sets out basic principles and practices to protect the Group’s interests, preserve reputation for integrity, secure the trust and loyalty of stakeholders and provide clear guidance to all directors and employees with regard to the Group’s expectation in this matter.

新世界发展有限公司 (“公司”)及其附属公司 (统称“集团”)作为一间具有社会责任感的公司和优秀的企业公民，力求以最高的道德标准处理所有业务。这项利益冲突政策（本“政策”）规范了基本原则和做法，以保护集团的利益、保持廉洁的声誉、稳固持份者的信任和忠诚，以及就集团在这件事上的期望，为全体董事及员工提供明确的指引。

I.2 Purpose and Scope 目的与范围

The purpose of formulating this Policy is to raise directors’ and employees’ awareness of conflict of interest and promote good corporate governance practices. Conflict of interest is one of corruption-prone areas which are vulnerable to corruption. In order to identify and manage any actual or perceived conflict of interest, the Company has established various internal control rules and procedures to safeguard the Group’s interests. Such rules and procedures help shape behavior and increase awareness which in turn create a culture of strong ethical values.

制订本政策的目的是提高董事及雇员对利益冲突的意识，并推动公司良好的企业管治方法。利益冲突属于容易引起贪污行为的原因之一。为了识别和应付任何实际或会被视为的利益冲突，公司已建立各种内部监控规则及程序，以维护集团利益。这规则及程序有助于塑造典范行为和 提高意识，从而缔造一种优良的道德价值观念的文化。

I. Overview (Cont'd) 概论 (续)

I.2 Purpose and Scope (Cont'd) 目的与范围 (续)

This Policy applies to all directors and employees of the Company and its wholly owned subsidiaries, and joint ventures or companies in which the Company holds a controlling interest (the “Group Company”). All of our business partners, including joint venture partners, associated companies, contractors and suppliers are encouraged to ensure similar standards of integrity and ethics.

本政策适用于公司所有董事及雇员、其全资拥有的子公司及合资企业或拥有該公司控股权之公司（称为“集团公司”）。我们鼓励所有的商业伙伴，包括合资伙伴、关联公司、承包商和供应商持有相同的诚信和道德标准。

I.3 Policy 政策

To drive directors and employees towards high standards of integrity and ethics, this Policy sets out key principles and guidance to help and encourage all directors and employees to ask the right questions of themselves and to develop their own internal control procedures and specific instructions in regard to conflict of interest that take account of their own circumstances in the discharge of their duties.

为推动董事及员工达至高标准的诚信和道德观念，本政策订定了重要的原则及指引，在于帮助及鼓励所有董事及雇员在履行职责，对于利益冲突发生时，因应个人情况从而作出自我反思，以及引发自我内在监控程序及明确的指引。

This Policy also provides a “**RADAR**” Road Map as a practical tool for directors and employees to reach a sound decision when encountering dilemmas.

此项政策还提供了“雷达”路线图，作为辅助董事及雇员在遇到困境时做出明智决定的实用工具。

I. Overview (Cont'd) 概论 (续)

I.3 Policy (Cont'd) 政策 (续)

The “RADAR” Road Map is underpinned by the following major principles:

"雷达"路线图以下列主要原则为基础:

- ✧ **Recognize(R):** stay alert to situations in which potential conflict of interest may occur and recognize the relationship or transaction that may result in actual or perceived conflict of interest and unfavorable publicity toward the Company or any Group Company;

识别(R): 对可能发生的潜在利益冲突保持警觉, 认识到该关系或交易可能会导致实际或会被视为利益冲突, 并引致公众对公司或集团任何公司不利的关注;

- ✧ **Ask(A):** ask the right questions and guide the decision making with each of the four pointers of the Ethics Compass¹, which are (1) Legal Requirements, (2) Rules & Guidelines, (3) Professional & Self Values and (4) Stakeholders' Interests, before choosing the most appropriate course of action. Sunshine test should always be applied while conducting corporate affairs to assess whether the issue can be discussed openly and the decision can be disclosed without misgivings;

询问(A): 选择最适当的行动方案之前, 要提出正确的问题, 利用诚信方针的四个指针¹作为决策的基础, 即(1)法例规定, (2)规则及指引, (3)专业操守及个人价值观, (4)持份者利益。在处理公司事务时, 衡量是否能够通过阳光测试, 即是否能问心无愧地公开及讨论所作的决定;

- ✧ **Declare(D):** avoid situations that may lead to or involve any actual or perceived conflict of interest, declare such conflict and report the same to immediate supervisor, Department Head and the Board, where appropriate, when such conflict arises;

申报(D): 避免出现可能导致或涉及任何实际或会被视为利益冲突的情况, 当该冲突出现时, 在适当的情况下申报这种冲突, 并向直属主管、部门主管及董事会(如适用)汇报;

¹ Ethics Compass is sourced from “Toolkit on Directors’ Ethics” issued by the Independent Commission Against Corruption (ICAC) 诚信方针来自廉政公署发出的“董事诚信实务指南”

I. Overview (Cont'd) 概论 (续)

I.3 Policy (Cont'd) 政策 (续)

- ◇ **Action(A):** specify the actions for managing declared potential conflict of interest, such as requirement to refrain from performing or getting involved in the concerned duties which may give rise to a conflict, and/or to reassign the duties;

行动(A): 为了能正确处理已申报的潜在利益冲突，必须采取明确的行动，例如要求避免执行或参与可能引起冲突的相关职责，同时/或者重新分配工作；

- ◇ **Review(R):** review and update the declaration of potential conflict of interest regularly and stay alert to situations that may lead to or involve any actual or perceived conflict of interest when making decision.

审查(R): 定期检讨及更新已申报的潜在利益冲突，决策时对于可能会导致或涉及任何实际或会被视为利益冲突的情况保持警觉。

Please refer to Appendix 1 for the “**RADAR**” Road Map.

请参阅附件 1“雷达”路线图。

By implementation of this Policy, it helps avoid misconduct or breach of the Prevention of Bribery Ordinance and other ordinances and regulations, and helps maintain effective corporate governance mechanism.

这项政策的实施有助于避免不当行为或触犯《防止贿赂条例》和其他法规条例，并有助于维持有效的企业管治机制。

I. Overview (Cont'd) 概论 (续)

I.4 Definition 定义

“**Conflict of interest**” occurs when, in the discharge of his/her duties, the individual private interest of a director or an employee interferes or appears to interfere, in any way with the interests of the Company or any Group Company.

"利益冲突"指董事或雇员在履行职责的时候，其个人利益与公司或集团公司的利益在任何情况下有所抵触。

“**Private interest**” includes both financial and personal interests of a director or an employee and his/her connections which include immediate family members and other relations, close personal friends, the clubs and societies to which he/she belongs, and any person to whom he/she owes a favour or obligated in any ways, where appropriate.

"私人利益"包括董事或雇员及其关联人士的财务和个人利益，关联人士包括直系家庭成员和其他亲属、关系密切的朋友、所属社团及组织、以及对其有债务关系或任何方面责任之任何人士。

“**Immediate family members**” means spouse, parents, child and other dependents of a director or an employee.

"直系家庭成员"是指董事或雇员的配偶、父母、子女及受其供养人士。

“**Personal investment**” includes any investment, shareholding, direct or indirect interest in any company, or undertaking registered or carrying on business in Mainland, Hong Kong or other overseas countries held by a director or an employee or his/her connections and includes any interest in land or buildings in Mainland, Hong Kong or other overseas countries. It also covers an interest held by a director or an employee in the name of his/her connections or any other person but excludes any shareholding held by a director or an employee as a trustee or for charitable purposes or otherwise where he/she has no beneficial interest.

"个人投资"包括董事、雇员或其关联人士的投资、股权、在任何公司取得的直接或间接的利益，或在内地与香港或其他海外国家从事注册或经营业务，并包括在内地与香港或其他海外国家的土地或建筑方面所获取的利益。它也涵盖了由董事或雇员以其有关联人士,或任何其它人士的名义持有的权益，但不包括任何由董事或雇员作为受托人所持有的股权、或作慈善用途、或是没有利益的投资。

I. Overview (Cont'd) 概论 (续)

I.5 Breaches 违规

All directors and employees are required to abide by this Policy all the time and to take measures to avoid conflict of interest, and where such conflict arises, they should disclose and deal with it as prescribed in this Policy.

所有董事及雇员均需要遵守这项政策,并采取适当措施避免利益冲突,当冲突发生时,按照此政策的规定而作出披露及处理。

Management of respective departments and Group Audit and Management Services Department of the Company are responsible for developing and implementing internal control procedures to ensure proper disclosure as required by this Policy and maintaining documentation of compliance with this Policy.

公司相关部门的管理人员及集团审计及管理服务部,负责制定和实施内部监控制程序,确保相关披露及存档文件符合本政策的要求。

Failure to comply with all policies herein prescribed may result in disciplinary action by the Company or any Group Company up to and including termination of employment. Furthermore, it may also result in civil or criminal penalties. The Company or any Group Company reserve the right to make a report to the Independent Commission Against Corruption (ICAC) and/or other government bodies if the breach of this Policy would constitute an offence under the Prevention of Bribery Ordinance or other related offences.

如未能遵守政策中所有的规定,公司或任何集团公司会作出纪律处分,包括与雇员终止雇佣关系。此外,还可能导致民事或刑事处罚。如果违反政策将构成触犯《防止贿赂条例》或其他有关的违法行为,公司或任何集团公司保留向廉政公署(ICAC)和/或其他政府机构提出举报的权利。

II. Procedures and Guidelines 政策及指引

II.1 Conflict of Interest 利益冲突

All directors and employees (the “Subjects”) should take it as their personal responsibility to avoid any conflict of interest situation to arise or the perception of such conflict. Examples below illustrate how such conflict can be avoided but they are by no means exhaustive:-

所有董事及雇员（“有关成员”）都应该以避免利益冲突为己任，避免任何引致或会被视为利益冲突的情况出现。以下示例说明如何避免这种冲突，但未能尽录所有情况：

Category 类别	Examples 示例
Personal Investment 個人投資	To refrain from 避免事項: <ul style="list-style-type: none"> ✧ involving in the decision making process if the Subject has personal shares, be with partnership or other connection with a company which is a subject matter under consideration by the Company. 如有關成員持有與公司相關的合夥人或關聯公司的個人股權，並參與涉及該合夥人或關聯公司的任何決策過程。
Investment Activities 投資活動	To refrain from 避免事項: <ul style="list-style-type: none"> ✧ taking part in any business decision involving an investment in which the Subject or his/her immediate family members have personal interest. 有關成員或其直系家屬成員參與任何涉及個人利益投資的商業決策。
Procurement and Tendering 採購與投標	To refrain from 避免事項: <ul style="list-style-type: none"> ✧ participating in a procurement process with a supplier, in which the Subject or his/her immediate family members have beneficial interest, being considered for selection by the Company. 有關成員或其直系家屬成員持有與公司供應商的實益權益，並參與涉及該供應商的採購過程。 ✧ giving advice such as bidding strategy to the contractor while the Subject is involved in the same tender exercise. 負責招標工作的有關成員，向參與該招標的承包商給予意見，例如提供投標策略。

II. Procedures and Guidelines (Cont'd) 政策及指引 (续)

II.1 Conflict of Interest (Cont'd) 利益冲突 (续)

Category 类别	Examples 示例
Procurement and Tendering (Cont'd) 采购与投标 (续)	<p>To refrain from 避免事项:</p> <ul style="list-style-type: none"> ✧ failing to declare the financial interests that the Subject has in the suppliers or contractors who do business with the Company. 有关成员没有申报与公司有业务往来的供应商或承包商所涉及的经济利益。 ✧ accepting frequent or lavish entertainment, not within generally accepted business practices, from suppliers or service partners of the Company. 接受供应商或公司的业务合作伙伴频繁或奢华的娱乐款待, 而该活动并非一般公认的商业惯例。 ✧ receiving personal discounts or other benefits from suppliers or service partners of the Company that are not available to all employees of the Company. 收取来自供应商或公司业务合作伙伴的私人折扣或其他好处, 而该利益不是给予公司所有员工。
Sales Activities 销售活动	<p>To refrain from 避免事项:</p> <ul style="list-style-type: none"> ✧ involving in the sales balloting exercise if the Subject or his/her immediate family members are one of the ballot registrants or sales agents of ballot registrants. 有关成员参与售楼抽签活动, 其直系家属成员是售楼抽签活动的登记人或是其委托的地产代理。 ✧ accepting frequent or lavish entertainment or other benefits from customers or sales agents, which may be recognized as a "sweetener" to build up a store of goodwill for future demands of unjustified favours. 接受顾客或销售代理频繁或奢华的娱乐款待, 而该款待会被视为以"甜头"来建立友好关系, 为了索取日后不恰当的好处。

II. Procedures and Guidelines (Cont'd) 政策及指引 (续)

II.1 Conflict of Interest (Cont'd) 利益冲突 (续)

Category 类别	Examples 示例
Others 其它	<p>To refrain from 避免事项:</p> <ul style="list-style-type: none"> <li data-bbox="576 555 1469 801"> ✧ participating in a recruitment or promotion exercise in which one of the candidates under consideration is the Subject's immediate family member, a relative or a close friend. 有关成员参与招聘或晋升过程时，候选人是其直系家属成员、亲戚或密友。 <li data-bbox="576 824 1469 1070"> ✧ accepting a consultancy work from the Company's contractor whom the Subject is responsible for monitoring during his/her employment of the Company. 有关成员任职期间接受公司所任用承包商之顾问工作，但同时又负责监控该承包商。 <li data-bbox="576 1093 1469 1227"> ✧ offering assistance to the Company's competitors by taking up a part-time employment or consultant service. 受聘于公司竞争对手担任兼职或提供顾问服务。 <li data-bbox="576 1249 1469 1384"> ✧ indulging in gambling activities with subordinates or business associates while assuming the supervisory role. 担任管理职位时，与下属或商业伙伴沉迷于赌博活动。

II. Procedures and Guidelines (Cont'd) 政策及指引 (续)

II.2 Reporting Channel 汇报渠道

All directors and employees should avoid situations that may induce actual or potential conflict of interest. Director or employee must immediately notify the appropriate Authorized Person of any relationship or proposed transaction which may induce conflict of interest and take appropriate declaration procedures as specified in Clause II.3.

所有董事及员工应避免可能导致实际或潜在利益冲突之情况。董事或员工必须立即向适当的获授权人士申报因任何关系或商议中的交易而引致的利益冲突，并按照第 II.3 章所述采取相应的申报程序。

Director or employee involved 董事或雇员	Authorized Person 获授权人士
General Employee 一般员工	Department Head 部门主管
Department Head 部门主管	Executive Director 执行董事
Director 董事	Board of Directors and/or Audit Committee 董事会或审核委员会

If it subsequently appears that the director or employee has dealt with any matters without declaring such a conflict of interest, the burden of proof in any subsequent disciplinary proceedings will be on the concerned director or employee to show that he/she had no personal knowledge of such private interest.

如果董事或雇员最终被发现未有申报利益冲突而处理任何相关事务，从而引起纪律处分，有关董事或员工就其事实需承担举证责任，以表明对于该私人利益并不知情。

II. Procedures and Guidelines (Cont'd) 政策及指引 (续)

II.3 Declaration Procedures and Guidelines 申报程序与指引

To safeguard the Group's interests, appropriate procedures and guidelines should be implemented as follows 为保障集团利益，相应程序及指引执行如下：

(1) Declaration of Interest by Newly Joined Director and Employee

新入职董事及雇员的利益申报

(1.1) The Human Resources Department should issue this Policy to newly joined director and employee upon commencement of his/her duties and he/she is required to read this Policy, acknowledge awareness and compliance by signing "Acknowledgment on Conflict of Interest Policy" (Appendix 2), which should be kept in the personal file of the concerned director or employee by the Human Resources Department.

人力资源部应向新入职的董事及员工发布此项政策，介绍工作职责前应让其细阅政策，确认了解及承诺遵守并签署《利益冲突政策承诺书》(附件 2)，人力资源部会把该承诺书妥存于员工个人档案。

(2) Declaration of Interest by Senior Management 高级管理人员利益申报

(2.1) In addition to those specified in Clause II.3(1), Senior Management of respective function as appropriate (e.g. Finance & Accounts, Information Technology, Legal, Procurement, Project Management, Property Development, Sales & Marketing, Strategic Investment, Tendering, etc.) are required to declare his/her private interest² on an annual basis (at the beginning of each financial year) irrespective of whether there is any private interest involved.

除第 II.3(1)章规定外，有关职能部门（例如：财务会计，信息技术，法律，采购，项目管理，房地产开发，销售和市场营销，策略投资，招标等）的"高级管理人员"不论是否存有任何私人利益²，都必须每年申报私人利益情况（在每个财政年度开始时）。

² If personal investment is involved, 5% or more of the issued shares held legally or beneficially in companies, public or private, should be disclosed 当个人投资涉及合法持有公共机构或私人公司发行的股份达百分之五或以上，应向公司披露

II. Procedures and Guidelines (Cont'd) 政策及指引 (续)

II.3 Declaration Procedures and Guidelines (Cont'd) 申报程序与指引 (续)

(2.2) Executive Director and Department Head should determine which employee should be considered to be the “Senior Management” according to the nature or sensitivity of his/her duties and provide a “List of Senior Management” to Group Audit and Management Services Department of the Company at the beginning of each financial year for record. The list should be reviewed and updated regularly in accordance with any personnel or duties changes. All directors and employees in the “List of Senior Management” are required to complete the “Declaration of Interest” (Appendix 3) annually, which should be submitted to Group Audit and Management Services Department of the Company and relevant Authorized Person for record at the beginning of each financial year. In cases where the Senior Management or his/her connections have any connection, direct or indirect private interest with any individual, corporation, partnership or organization which competes with the Company or any Group Company or with which the Company or any Group Company has business dealings, the “Declaration of Interest” (Appendix 3) should be further endorsed by the relevant Authorized Person.

在每个财政年度开始时，执行董事及部门主管应确定哪些员工是“高级管理人员”，根据职务性质或处理资料敏感程度，提供一份“高级管理人员名单”至集团审计及管理服务部，并按照人员或职责变化定期进行审查及更新该名单。名单中所有董事及雇员应在每个财政年开始时填写“利益申报声明”（附件3），并提交给集团审计及管理服务部及相关获授权人士，以作纪录。高级管理人员或其关联人士，如果与本公司或任何集团公司有竞争或有业务往来之个人，企业，合作伙伴或机构，相互有任何直接或间接的私人利益，该“利益申报声明”（附录3）需进一步取得相关获授权人士的审批。

(2.3) For newly joined and promoted Senior Management, he/she is required to declare his/her private interest by “Declaration of Interest” (Appendix 3), which should be submitted to Group Audit and Management Services Department of the Company and relevant Authorized Person for record within one month of his/her appointment or promotion.

对于新入职或刚晋升为高级管理人员之成员，在获委任或晋升的一个月内，必须填写“利益申报声明”申报私人利益（附件3），并提交至集团审计及管理服务部及相关的获授权人士，以作记录。

II. Procedures and Guidelines (Cont'd) 政策及指引 (续)

II.3 Declaration Procedures and Guidelines (Cont'd) 申报程序与指引 (续)

(3) Declaration of Potential Conflict of Interest by all Directors and Employees

所有董事及雇员对潜在利益冲突之申报

(3.1) It is a requirement for the management of respective departments to set out their own internal control procedures and their own specific instructions for employees of respective departments or functions after taking account of their own circumstances so as to ensure all actual or perceived conflict of interest, directly or indirectly, arisen between their/their employees' private interest and the Group's interest can be properly disclosed and dealt with as prescribed in this Policy.

各部门的管理层需根据部门内实际情况,为其部门或组别的雇员制定内部监控程序及明确指引,以确保因员工私人利益和集团利益之间所产生实际的或会被视为利益冲突、无论是直接或间接的,都可按本政策所规定作出适当的披露及处理。

(3.2) If any director or employee believes that he/she may have, either directly or indirectly, actual or perceived conflict of interest, or he/she is aware of a transaction or relationship that could be reasonably expected to give rise to such a conflict in the course of carrying out his/her duties, the director or employee should immediately report it to the relevant Authorized Person.

如果任何董事或雇员认为执行其职责过程中,不管是直接还是间接的,发生实际的或会被视为利益冲突时,或者知道某种交易或关系会预计引起这种冲突,该位董事或雇员应立即向有关获授权人士汇报。

(3.3) If any director or employee, who is involved in any investment activity of the Company or any Group Company, and who is called upon in the course of his/her duties to deal with any matters arising therefrom that affect any of his/her personal investment or personal investment of his/her connections, he/she must immediately report it to the relevant Authorized Person.

如果任何董事或雇员,参与公司或任何集团公司的投资活动,并在其执行职务时被要求去处理有关其个人或其关联人士的个人投资所引发的事情,必须立即向有关获授权人士汇报。

II. Procedures and Guidelines (Cont'd) 政策及指引 (续)

II.3 Declaration Procedures and Guidelines (Cont'd) 申报程序与指引 (续)

(3.4) Pursuant to Clauses II.3 (3.2) and (3.3) above, any director or employee so involved should refrain from participating in the process to the extent possible and necessary should there be any potential conflict of interest that could be arisen during the course of carrying out his/her duties. In such case, the relevant Authorized Person should consider reassigning the concerned duties to other staff members.

根据第 II.3(3.2)章及(3.3)章所述，任何董事或雇员若在履行职责过程中可能产生任何潜在的利益冲突时，应避免参与。在这种情况下，有关获授权人士应考虑将相关工作交由其它人员负责。

(3.5) In cases where any director or employee or his/her connections becomes aware that he/she will engage or consider to engage in business, investments or activities that might have actual or perceived conflict of interest, directly or indirectly, with the Company or any Group Company, the concerned director or employee must immediately complete and submit the "Declaration of Potential Conflict of Interest" (Appendix 4) to the relevant Authorized Person to declare the potential conflict of interest, and should refrain from engaging in the aforesaid business, investments or activities that might have actual or perceived conflict of interest, directly or indirectly, with the Company or any Group Company, unless or until he/she is subsequently allowed to do so upon proper substantiating justifications and with the proper endorsement from the relevant Authorized Person.

如果任何董事、雇员或其关联人士意识到与公司或任何集团公司将会参与或考虑去参与业务、投资或商业活动时，引起实际的或会被视为利益冲突、无论是直接或间接的，有关董事或雇员必须立即向相关获授权人士提交"潜在利益冲突声明"（附件 4）进行申报，并应避免从事上述业务、投资或活动，除非有适当及充份理由并获得相关获授权人士的允许。

II. Procedures and Guidelines (Cont'd) 政策及指引 (续)

II.3 Declaration Procedures and Guidelines (Cont'd) 申报程序与指引 (续)

(3.6) In case of any doubt as to whether an interest constitutes an actual or a perceived conflict, the concerned director or employee should immediately consult and report to the relevant Authorized Person.

如对该项利益所构成实际或会被视为冲突而产生任何疑问，有关董事或雇员应立即向有关获授权人士咨询及汇报。

(3.7) Upon receipt of any declaration of potential conflict of interest, the relevant Authorized Person should consider the nature and complexity of such conflict and assess the risk on how such conflict may adversely affect the interest of the Company or any Group Company when determining appropriate action. Inquiry should be addressed to the Legal & Company Secretarial Department, where necessary.

当收到潜在利益冲突的申报，相关获授权人士应考虑该冲突的性质和复杂性，并评估该冲突对公司或任何集团公司造成不利影响所引致的风险，从而采取适当行动。如有疑问，请向法律及公司秘书部查询。

(3.8) The properly endorsed “Declaration of Potential Conflict of Interest” (Appendix 4) should be submitted to Group Audit and Management Services Department of the Company within one month after any changes subsequent to the previous declarations.

已正式签署的“潜在利益冲突声明”（附件4），若其内容有任何更改，应于一个月内提交至集团审计及管理服务部备案。

III. Further Information 其他信息

This Policy governing situations of conflict of interest is subject to ongoing review and monitoring. Internal audit will be conducted to review the procedures and documentation to ensure compliance with this Policy.

本政策的实施是为制约利益冲突的情况,并会不断进行检讨及监察。内部审计会进行检视有关程序及文件,以确保依照本政策执行。

Any updates to this Policy will be posted under the “Corporate Policies” section under the Group Audit and Management Services Department on the Company’s intranet (<http://iii.nwd.com.hk>).

本政策内容若有任何更新,将会上载于公司内联网的集团审计及管理服务部之“企业政策”内。
(<http://iii.nwd.com.hk>).

Inquiries regarding legal issues of conflict of interest should be addressed to the Legal & Company Secretarial Department.

关于利益冲突的法律问题,请向法律及公司秘书部查询。

Other inquiries regarding the application of this Policy should be addressed to Group Audit and Management Services Department of the Company.

如对本政策的应用有其他查询,请向集团审计及管理服务部提出。

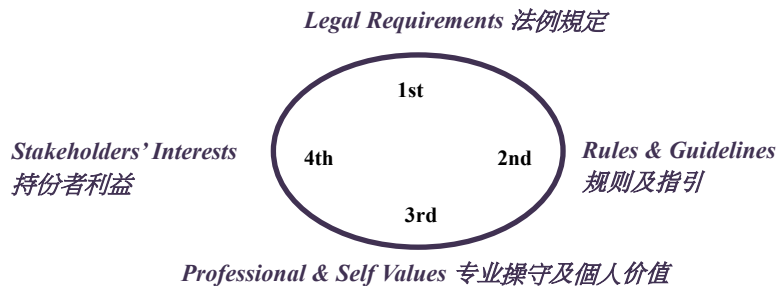
“RADAR” Road Map
“雷达”路线图

Recognize 识别

- Recognize relationship or transaction that may result in actual or perceived conflict of interest
识别可能导致实际或会被视为利益冲突的关系或交易

Ask 询问

- Ask the right questions and guide the decision making with each of the four pointers of the following Ethics Compass before choosing the most appropriate course of action
选择最适当的行动方案之前，提出正确的问题，以诚信方针的四个指针作为决策的基础



- Sunshine test should always be applied while conducting corporate affairs to assess whether the issue can be discussed openly and the decision can be disclosed without misgivings
在处理公司事务时，衡量是否能够通过阳光测试，即是否能问心无愧地公开及讨论所作的决定

Declare 申报

- Avoid situations that may lead to or involve any actual or perceived conflict of interest; AND
避免会导致或涉及任何实际或会被视为有利益冲突的情况；及
- Declare and report to the immediate supervisor, Department Head and the Board, where appropriate, any potential conflicts of interest 当该冲突出现时，在适当的情况下申报这种冲突，并向直属主管、部门主管及董事会(如适用)汇报

Action 行动

- Refrain from concerned duties; AND/OR 避免相关职责；及/或
- Reassign the duties 重新指派职责

Review 审查

- Review and update the declaration of potential conflict of interest regularly and stay alert
定期检讨和更新已申报的潜在利益冲突，保持警觉

Acknowledgment on Conflict of Interest Policy
利益冲突政策承诺书

I, _____ (name of director/employee), hereby acknowledge and agree on Conflict of Interest Policy (this "Policy"), and I will abide by this Policy all the times and take measures to avoid any actual or perceived conflict of interest related to my duties in _____ (name of employer) (the "Company").

本人, _____ (董事/员工姓名), 在此确认和同意此项利益冲突政策 (本"政策"), 本人将遵守并避免在 _____ (业务单位名称) ("公司") 工作中发生任何实际的或会被视为利益冲突的情况。

I understand that in cases where I or my connections engage or consider to be engaging in business, investments or activities that might have actual or perceived conflict of interest, directly or indirectly, with the Company, it is my responsibility to make full disclosure in writing immediately to Group Audit and Management Services Department, the Department Head and/or my immediate supervisor, where appropriate, as specified in this Policy.

本人明白当本人或本人的关联人士从事或考虑从事业务、投资或商务活动时,可能与公司存在实际的或会被视为、直接或间接的利益冲突, 本人有责任立即按照本政策规定以书面形式向集团审计及管理服务部, 部门主管及/或本人的直属主管作出全面披露。

I also fully understand that should I be found violating this Policy, I am liable to disciplinary action, including summary dismissal. In addition, the Company reserves the right to make a report to the Independent Commission Against Corruption (ICAC) and/or other government bodies if the breach of this Policy would constitute an offence under the Prevention of Bribery Ordinance or other related offences.

本人也完全明白如违反本政策, 将可能遭受纪律处分, 包括即时解雇。此外, 如果违反政策将构成触犯《防止贿赂条例》或其他有关的违法行为, 公司将保留权利向廉政公署 (ICAC) 和/或其他政府机构提出举报。

Name and Position 姓名及职位: _____ Signature 签署: _____

Department 部门: _____ Date 日期: _____

Declaration of Interest
利益申报声明

I, _____ (name of director/employee), have read Conflict of Interest Policy (this "Policy"). I am hereby writing to declare to _____ (name of employer) (the "Company") that to the best of my knowledge:
(Please tick (✓) as appropriate)

本人, _____ (董事/雇员姓名), 已细阅利益冲突政策 (本"政策")。据本人所知, 特此书面向 _____ (业务单位名称) ("公司") 申报:
(请于适当处打勾(✓))

- neither I nor my connections have any connection, direct or indirect private interest(*Note*) with any individual, corporation, partnership or organization which competes with the Company or with which the Company has business dealings.
(Authorized Person's endorsement is not required if you tick this box).

本人及本人的关联人士均与公司有竞争或有业务往来之个人,企业,合作伙伴或机构不存在任何关系、直接或间接的私人利益 (备注)。
(如选择此项,则不需要由获授权人士审批)

- I/my connections* have connection, direct or indirect private interest(*Note*) with the following individual, corporation, partnership or organization which competes with the Company or with which the Company has business dealings.
(Authorized Person's endorsement is required if you tick this box).

本人/本人的关联人士* 与公司有竞争或有业务往来之下列个人,企业,合作伙伴或机构存在关系、直接或间接的私人利益 (备注)。
(如选择此项,则需要由获授权人士审批)

Name of the concerned Individual/Company/Organization 个人/公司/机构名称	Relationship with the Company (Supplier/Customer Competitor/Others) 与公司的关系 (供应商/客户/竞争者/其他)	Nature of Private Interest(<i>Note</i>) 私人利益的性质 (备注)	Name of the concerned person and relationship with myself 相关人士姓名及与本人的关系

Declaration of Interest
利益申报声明

I certify that the information outlined above is true and correct and declare that, to the best of my knowledge, none of this private interest, if any, conflicts with any of my duties in the Company. Regarding the above declaration, I understand that in cases where actual or perceived conflict of interest between my/my connections' private interests and the Company's interests, directly or indirectly, arises, it is my responsibility to make full disclosure in writing immediately to Group Audit and Management Services Department, the Department Head and/or my immediate supervisor, where appropriate. I also fully understand that should I be found violating this Policy, I am liable to disciplinary action, including summary dismissal. In addition, the Company reserves the right to make a report to the Independent Commission Against Corruption (ICAC) and/or other government bodies if the breach of this Policy would constitute an offence under the Prevention of Bribery Ordinance or other related offences.

本人謹此作出声明，上述资料均为真实及正确，以本人所知所悉，上述私人利益(如有)与本人在公司之职责不存在冲突。关于上述声明，如本人或本人的关联人士的私人利益一旦与公司利益发生实际的或会被视为直接或间接的利益冲突，本人有责任立即以书面方式向集团审计及管理服务部、部门主管及/或本人的直属主管作出全面披露。本人也完全明白如违反本政策，将可能遭受纪律处分，包括即时解雇。此外，如果违反政策将构成触犯《防止贿赂条例》或其他有关的违法行为，公司将保留权利向廉政公署（ICAC）和/或其他政府机构提出举报。

Signed by the director/employee involved
董事或员工签署

Name and Position:
姓名及职位:

Department:
部门:

Date:
日期:

(*Delete as appropriate 删去不适用)

Signed by Authorized Person
获授权人士签署

(As defined in Clause II.2 of this Policy)
(本政策第 II.2 章定义)

Name and Position:
姓名及职位:

Date:
日期:

Note 备注: If personal investment is involved, 5% or more of the issued shares held legally or beneficially in companies, public or private, should be disclosed 当个人投资涉及合法持有公共机构或私人公司发行的股份达百分之五或以上,应向公司披露。

Declaration of Potential Conflict of Interest
潜在利益冲突声明

Part A – Declaration (To be completed by the director/employee involved)
A 部分–申报 (由董事/雇员填写)

I, _____ (name of director/employee), have read Conflict of Interest Policy (this “Policy”). I am hereby writing to declare to _____ (name of employer) (the “Company”) that to the best of my knowledge:

本人, _____ (董事/员工姓名), 已细阅利益冲突政策 (本“政策”)。据本人所知,特此书面向 _____ (业务单位名称) (“公司”) 申报:

I/my connections* will engage or consider to engage in business, investments or activities that might have potential conflict of interest, directly or indirectly, with the Company. I would like to declare the potential conflict of interest situation as follows:-

本人/本人的关联人士将会从事或考虑从事之业务、投资或活动,可能直接或间接地与公司产生潜在的利益冲突,特此声明,情况如下:

(a) Persons/companies with whom/which I/my connections have private interests and details of the private interests:

(Relationship of concerned persons/companies with me/my connections should be given, where appropriate)

有关人士/公司与本人/本人的关联人士牵涉个人利益,该个人利益详情如下:
(如适用,请提供本人/本人的关联人士与相关人士/公司的关系)

(b) Brief description of my duties which may give rise to a potential conflict with the persons/companies or the private interests mentioned in item (a) above

简短描述本人的职责所引起与上述(a)项所指的个人/公司或私人利益之间的潜在冲突

Declaration of Potential Conflict of Interest
潜在利益冲突声明

Part A – Declaration (To be completed by the director/employee involved) (Cont'd)
A 部分–申报 (由董事/雇员填写) (续)

I certify that the information outlined above is true and correct. Regarding the above declaration, I understand that in cases where actual or perceived conflict of interest between my/my connections' private interests and the Company's interests, directly or indirectly, arises, it is my responsibility to make full disclosure in writing immediately to Group Audit and Management Services Department, the Department Head and/or my immediate supervisor, where appropriate. I also fully understand that should I be found violating this Policy, I am liable to disciplinary action, including summary dismissal. In addition, the Company reserves the right to make a report to the Independent Commission Against Corruption (ICAC) and/or other government bodies if the breach of this Policy would constitute an offence under the Prevention of Bribery Ordinance or other related offences.

本人謹此作出声明，上述资料均为真实及正确。关于上述声明，本人明白到，如本人或本人的关联人士的私人利益一旦与公司利益发生实际的或会被视为直接或间接的利益冲突，本人有责任立即以书面方式向集团审计及管理服务部、部门主管及/或本人的直属主管作出全面披露。本人也完全明白如违反本政策，将可能遭受纪律处分，包括即时解雇。此外，如果违反政策将构成触犯《防止贿赂条例》或其他有关的违法行为，公司将保留权利向廉政公署（ICAC）和/或其他政府机构提出举报。

Name and Position: _____

姓名及职位

Department: _____

部门

(*Delete as appropriate 删去不适用)

Signature: _____

签署

Date: _____

日期

Declaration of Potential Conflict of Interest
潜在利益冲突声明

Part B – Record of Resolution (To be completed by the Company)
B 部分–决议记录（由公司填写）

With respect to the declaration in Part A, the resolution is:-

对于 A 部分的声明，决定如下：

- _____(name of the director/employee making the declaration) should refrain from performing or getting involved in performing the duties, as described in Part A, which may give rise to a potential conflict.

_____（作出声明的董事/员工姓名）应避免履行或参与根据 A 部分描述可能会导致潜在冲突的职务。

- _____(name of the director/employee making the declaration) may continue to handle the concerned duties, provided that there is no change in the information declared in Part A. Justification is required to be stated as below:

_____（作出声明的董事/员工姓名）可以继续处理有关职务，前提是 A 部分声明中所提供的资料并未更改。理由如下：

- Others (Please specify)
其它（请详细说明）

Signed by Authorized Person

获授权人士签署

(As defined in Clause II.2 of this Policy)

(本政策第 II.2 章定义)

Name and Position:

姓名及职位

Date:

日期