



Corporate Code of Conduct of China Overseas Land & Investment Ltd.

Chapter I Purposes

Adhering to the sustainable development strategy of becoming “a Company of Four Excellences”, China Overseas Land & Investment Ltd. (“COLI” or “the Company”, the employees of which as “COLI employees”) is committed to building a team of integrity, innovation, pragmatism and striving spirit, so as to bring values to various stakeholders.

This Code is intended to serve as guidelines for all employees of the Company, and to clarify the ethical standards and principles of conduct for COLI members. The primary goal is to establish general principles. If anything covered in this Code involves other internal management measures of the Company, the more detailed provisions shall prevail.

Chapter II Scope of Application

This Code applies to all COLI employees in places where the Company operates, covering all employees of COLI’s subsidiary, regional and project companies, as well as COLI representatives in joint ventures and associates, including directors of the Board, management and other employees (collectively referred to as “COLI employees”).

Chapter III Norms of Behaviour

Subject to all applicable laws and regulations in places where the Company operates, COLI employees shall acquaint themselves with and abide by the following code of conduct, demonstrating professional integrity, pragmatic and professional behaviours both internally and externally, so as to safeguard the rights and interests of various stakeholders.

Article 1 Anti-corruption. During business operations, COLI employees and their spouses and immediate family members are strictly prohibited from corruption and bribery. COLI employees shall comply with relevant rules of handling and reporting matters related to commission, kickback, payment, entertainment and gifts. They shall not solicit or accept any facilitation payment, donation, sponsorship or other benefit in any name or form from any business affiliates. Furthermore, COLI employees shall prudently handle social activities related to the Company’s business operations, and be ready to decline banquets, entertainment and sightseeing visits organised by contractors, material suppliers or tender submission parties.



Article 2 Conflicts of interest. Unless otherwise stipulated, the Company shall not take any new recruits who are relatives of incumbent COLI employees. And COLI employees shall not use the influence of their positions to arrange services or other benefits at business affiliates for their relatives. They shall not concurrently take up unauthorised paid jobs and shall not carry out investment activities with conflicts of interest.

Article 3 Maintain fair competition. The Company is committed to complying with applicable competition laws and antitrust laws, and resorts to institutional means to prohibit interference with fair competition. Decisions in bidding shall be made in line with the Company's management system. No COLI employees shall award a bid to any business unit unless with authorisation, and they shall not overstep their authority to obstruct, press or mislead others performing their course of duties.

Article 4 Fair marketing. COLI employees engaged in sales activities shall abide by the Company's internal management measures, including procedures and codes covering subscription, deposit collection and contract signing. Internally, COLI employees shall record sales conditions with the Company's uniform tables and systems. Externally, they shall sign documents with customers with standard templates stipulated by the Company. And they shall protect the rights and interests of customers by ensuring that public information such as advertisements, sales site announcements and complaint channels are disclosed in strict accordance with local requirements.

Article 5 Insider information. Information stored in all forms of media within the Company shall be COLI's internal information, which shall be used by COLI employees only for the Company's operation and management by the legitimate reason of their duties. COLI employees shall abide by rules and regulations relating to confidentiality and intellectual property rights, and shall refrain from making use of confidential or insider information to secure advantage personally or for another party. Unless authorised by the Company, COLI employees shall not disclose any important internal information of the Company during any external speeches, exchanges or lectures.

Article 6 Privacy and information security. COLI employees shall respect and strive to maintain the personal privacy or business information security of their fellow employees, customers, business affiliates and other stakeholders. They shall follow the Company's management guidelines and confidentiality requirements for the storage, use, handling and destruction of customer data, including appropriate measures for the storage of paper and electronic data and stipulated procedures for the access to and use of data. The Company



ensures that inspections such as vulnerability scanning, risk assessment, database maintenance, account management and special audits continue on a regular basis. It is also the responsibility of COLI employees to comply with the Company's relevant management regulations on the use of passwords, accounts and network, as well as to safeguard information security.

Article 7 Protection of intellectual property rights. COLI employees shall respect and safeguard the intellectual property rights of the Company and others, including trademarks, patents, industrial designs, research results, inventions, creations and other legitimate rights and interests defined by local laws. Besides, they shall follow the Company's regulations and procedures relating to intellectual property rights, and prevent infringement in design, R&D, procurement and other business activities. They shall also strengthen the awareness of protecting intellectual property rights of internal parties and business partners.

Article 8 Environment, health and safety. The Company pays attention to the environmental, health and safety matters of its business venues and projects, and is committed to protecting the long-term health and well-being of COLI employees, business affiliates, customers and community members. COLI staff who are responsible for managing the Company's office environment, or COLI's projects in development and in operation, shall take actions to identify the environmental, health and safety impacts of the work or project sites, and shall take corresponding measures of prevention, control and mitigation, including providing appropriate guidance or training for COLI employees and other persons working in premises owned or managed by the Company (such as construction workers of contractors/subcontractors and staff of property management companies).

Article 9 Anti-discrimination, equal opportunities and diversity. COLI employees and their colleagues, customers and business affiliates shall treat each other with mutual respect, regardless of gender, age, family conditions, disability, race, religion or other factors determined under laws and regulations. The Company does not tolerate any discrimination, harassment or other illegal behaviour by COLI employees against any person on the basis of any factor aforementioned. The Company promotes a system that safeguards equal opportunities for everyone in different positions, protecting COLI employees and job applicants from discrimination or unfair treatment due to any factor aforementioned in recruitment, hiring, training, promotion, remunerations or any other terms or conditions of employment. The Company also believes that talent diversity goes hand in hand with corporate development. We strive to recruit a diverse range of talents and have established



employee diversity indicators which we continuously monitor, and we work hard to create an inclusive and harmonious working environment for employees of different genders, from different regions, cultures or professional backgrounds.

Article 10 Employment and labour rights and interests. The Company's human resources policies and measures support the basic principles and initiatives of the "United Nations Global Compact", including maintenance of and respect for labour standards. The Company prohibits and strives to eliminate all forms of forced labour and child labour, and protects the freedom of association of COLI employees. Relevant COLI employees shall monitor and safeguard the compliance with labour standards in human resources processes such as hiring and recruitment, and even during the bidding and cooperation with other business affiliates.

Article 11 Whistleblowing and appeals. Upon being aware of any violation of this Code, COLI employees shall have the responsibility to report the incident to their supervisors or the Group's Intendance & Audit Department. In case of any entity or individual receiving any complaint against COLI employees for violation of national laws, this Code or other regulations of the Company, they shall report the same directly in the above manner. COLI employees shall not spread the complaints in any other manner, so as to keep investigation-related information in strict confidence internally on a need-to-know basis, securing the independence of the investigation and the whistleblower's rights and interests.

Chapter IV Supervision, Whistleblowing and Communication

Violation of this Code by COLI employees shall be regarded as dereliction of duty, which is subject to penalties including termination of employment. COLI employees shall bear related legal responsibilities if their behaviours also violate any national laws. This Code does not define all violations of the above principles of operation. When it is difficult to make a judgement under circumstances beyond this Code, it is the responsibility of COLI employees to communicate with their supervisors or the Human Resources Department in advance.

Reporting channels including mails, emails, calls and visits are open to all stakeholders of the Company. In case of any suspected violation on the part of COLI employees, any person can report the same to the Intendance & Audit Department based on the contact information provided herein. The Intendance & Audit Department will coordinate the investigation or refer the case to a relevant department for follow-up, depending on the nature of the reported case. Investigation-related information is kept in strictly confidence internally



on a need-to-know basis, securing the independence of the investigation and the whistleblower's rights and interests.

The Company expects its business associates to follow the same corporate behavioural standards and values. The Company also has in place other standards and guidelines for different external stakeholders. COLI employees are responsible for distributing and communicating such documents to relevant entities, striving to lay the foundations of cooperation with business partners based on agreed goals and mutual benefits.

Chapter V Enquiries and Contact Information

For any questions about this Code, COLI employees or other external stakeholders can contact the Human Resources Department (email: chengbglb@cohl.com). To report suspected violations, please contact the Intendance & Audit Department (Tel: 0755-8282 6679; email: jbcohl@cohl.com; address: 10/F, China Overseas Building, 399 Fuhua Road, Futian District, Shenzhen).

Chapter VI Related Policies of China Overseas Property

Regarding the principles mentioned in this Code, COLI employees shall also refer to the internal rules and regulations below for more detailed guidelines and requirements:

Management Measures for the Appointment of Employees of China Overseas Land & Investment Ltd.

Integrity Agreement

*Confidentiality Management Measures of China Overseas Property **

Sales Management Measures of China Overseas Land & Investment Ltd.

Information Security Management Measures of China Overseas Land & Investment Ltd.

Guidelines for Customer Information Security Management

Measures for Handling Discipline Inspection and Supervision Cases (Trial)

**English translation is for identification only*