
CK Life Sciences Int'l., (Holdings) Inc.

Employee Code of Conduct

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1. Purpose and Scope

The purpose of this Employee Code of Conduct (the “Code”) is to set standards for the employees of the CK Life Sciences Int'l., (Holdings) Inc. (“the Company” or “CKLS”) and all its subsidiaries (together the “Group”) as are reasonably necessary to promote:

1. Honest and moral conduct, including the ethical handling of actual or apparent conflict of interest between personal and professional relationships;
2. Full, fair, accurate, timely and transparent disclosure in the reports and documents that any of the Group companies files or submits to the governing authorities, and in any other public communications by any of the Group companies;
3. Compliance with applicable governmental and regulatory laws, rules, codes and regulations;
4. Prompt internal reporting of any violations of this Code; and
5. Accountability for adherence to this Code.

All employees including all directors, officers and employees of the Group, whether full time or part time, contract or temporary staff (“Employees”) must become familiar and fully comply with this Code.

- 1.1 This Code should be read in conjunction with all other Group policies and/or other additional policies and procedures of the employing company of the Group from time to time related to the subject matters contained herein, including, without limitation, the relevant provisions contained in the CKLS Policy on Handling of Confidential Information, Information Disclosure, and Securities Dealing and the CKLS Procedures for Reporting Possible Improprieties in Matters of Financial Reporting, Internal Control or Other Matters (the “Whistleblowing Policy”).

Subject to any applicable legal requirements, Employees of the Group operating in Hong Kong or other jurisdictions shall observe this Code notwithstanding that they are also required to follow the policies and documents (if any) maintained by their own employing companies on the same subject matters of this Code and in the event of any conflict, this Code shall prevail.

As this Code cannot and does not cover every applicable situation or provide answers to all questions that might arise, all Employees are expected to use common sense in determining what is right or wrong, including a sense of when it is proper to seek guidance from supervisors, officers or professional advisors on the appropriate course of conduct.

This Code may be modified from time to time. Any changes to this Code will be notified to Employees. Employee shall check with the Company’s website for the most updated version of this Code.

2. Compliance with Laws

All Employees must conduct themselves in compliance with all applicable laws, rules, codes and regulations, including insider trading laws, competition laws, environmental laws, personal data protection and privacy laws and those related to taxation and financial crime, wherever the Group conducts business.

If an Employee has any material or price-sensitive non-public information regarding the Group or any other public entity that has a business relationship with the Group, the Employee may not buy, sell or otherwise deal with any securities of the Group or such other public entity or pass such material or price-sensitive non-public information along to others, until such information has become public. Violation of the law may result in civil and criminal penalties, including fines or imprisonment. Employees who are uncertain as to the legal rules and company policies governing purchases and sales of securities should review the CKLS Policy on Handling of Confidential Information, Information Disclosure, and Securities Dealing and, if in doubt, consult the CKLS Company Secretarial Department.

Any queries concerning other applicable laws, rules, codes and regulations should be directed to the legal team of the Group Company (if none, to the Group Legal Department), or in the case of taxation, to the account department of the relevant Group company.

3. Conflict of Interest

All Employees must maintain objectivity and must avoid conflict of interest and subordination of judgment in the performance of their duties and responsibilities for the Group.

Objectivity requires Employees to be impartial and free of conflict of interest. Employees must not subordinate their judgment to personal gain and/or advantage or to the judgment of others, or be unduly influenced by their own interests or by the interests of others in forming judgments. Employees must disclose their interests including those of their immediate family in which a conflict of interest may arise. Employee concerned should declare his/her interest in writing to his/her Chief Executive Officer/ General Manager (“**CEO/GM**”) and the Human Resources Department of the employing company of the Group. Employees must not, without prior approval, participate in any activity or relationship that would constitute a conflict of interest.

A conflict of interest would generally arise if an Employee participates in any activity or relationship, directly or indirectly, that may impair or be presumed to impair the Employee’s objectivity, or that is somehow inconsistent with or opposed to the best interests of the Group.

A non-exclusive list of situations where a conflict of interest could arise includes:

1. An Employee participates as an officer, director or employee of, or consultant to, or has an interest in securities or other ownership interest in (other than owning securities of a publicly traded company or where the number of securities owned is insignificant compared to the number of securities outstanding) any organization or individual that has, or is seeking to have, a business relationship with the Group (such as a creditor, contractor, supplier, or customer), or that is a competitor of the Group.
2. An Employee buys, sells or leases any kind of property, materials, supplies, services, facilities or equipment from or to the Group (other than the retail purchase of Group products or other retail services at either prevailing or employee group rates), or to any organization or individual that has, or is seeking to have, a business relationship with the Group (such as a contractor, supplier, or customer).
3. Any of the above-mentioned situations, but involving a family member of the Employee, including benefits accruing to a family member, rather than the Employee himself.

As further described in the CKLS Anti-Fraud and Anti-Bribery Policy, Employees may not solicit or offer any personal advantage from or to clients, suppliers or any person in connection with the Group's business. In addition, Employees should decline advantages offered directly or indirectly in connection with their duties if the acceptance of advantages could or might appear to affect their objectivity or induce them to act against the Group's best interests or lead to complaints of bias. The term "advantage" is defined in the Hong Kong Prevention of Bribery Ordinance and includes, without limitation, gift, loan, fee, reward, office, employment, contract, service and favour.

Whether a conflict of interest would in fact arise would depend on the facts of each situation. Such facts would include the amount of business involved, the extent to which the Employee could influence the decisions of the Group with respect to the transaction, and whether the interest is of such a nature that it might affect the objectivity or the business judgment of the Employee.

This Code cannot and does not set forth every possible conflict of interest scenario. Therefore, there is no substitute for sound judgment by the Employee in each case based upon the particular facts involved.

4. Corporate Opportunities

Employees must not:

1. Take for themselves personally any opportunities discovered through the use of property or information of or position with the Group;
2. Use any property or information of or position with the Group for personal gain; or
3. Compete with the Group.

Employees owe a duty to the Group to advance its legitimate interests when the opportunity to do so arises.

Unless expressly required or authorized by the Group, Employees must not participate as an officer, director or employee of, or consultant to, or have an equity interest in (other than owning securities of a publicly traded company or where the number of securities owned is insignificant compared to the number of securities outstanding) any organization or individual that is, or plans to be, engaged in any type of business that is similar to the types of businesses carried on by the Group.

5. Fair Dealing and Integrity

Employees should endeavour to deal fairly with customers, suppliers, competitors and employees of the Group, governmental authorities and the general public.

Employees should not take unfair advantage of or injure anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts, fraudulent behavior or any other unfair dealing practice.

Procurement of supplies and services should be conducted in accordance with the relevant Group company's procurement and tendering procedures, in a manner commensurate with the highest ethical standards which assure a quality end product as well as the continued confidence of customers, suppliers and the general public.

Employees must perform their duties and responsibilities for the Group with the highest degree of integrity.

Integrity requires Employees to perform their work with honesty, diligence, responsibility and in accordance with applicable laws. In the performance of their work, Employees must not knowingly be a party to any illegal and/or corrupt activity or engage in acts that are discreditable to the Group. Integrity requires Employees to observe both the form and the spirit of the ethical principles contained in this Code.

6. Equal Opportunities, Diversity and Respectful Workplace

The Group is committed to providing a work environment that is free from all forms of discrimination on the basis of race, ethnicity, gender, creed, religion, age, disability or sexual preference or status. It is the Group policy to provide equal opportunity to all Employees with regard to hiring, pay rates, training and development, promotions and other terms of employment.

The Group does not tolerate harassment, including sexual harassment, in any form.

The values the Group encourage in its Employees are: candour, courtesy, an ability to deal with change and respect for humanity, personal dignity and privacy.

The Group is also committed to providing a positive work environment that values the wide-ranging perspectives inherent in its diverse workforce and fosters individual growth and achievement of business goals. The Group provides open channels of communication and all Employees at all levels are encouraged to participate and engage in communication to express their opinions and suggestions.

Any act of discrimination or harassment when dealing with Employees, customers and/or suppliers will not be tolerated and the offender will be subject to severe disciplinary action, including possible termination of employment.

Harassment is any inappropriate conduct which has the purpose or effect of:

1. Creating an intimidating, hostile, or offensive work environment; or
2. Unreasonably interfering with an individual's work performance.

Forms of harassment include, but are not limited to, behaviour toward another person based on that person's race, ethnicity, gender, creed, religion, age, disability, sexual preference or status which is unwelcome and personally offensive to its recipient.

Individuals who believe they have been subjected to discrimination or harassment should immediately report the incident to their supervisors and/or the Human Resources Departments of their respective employing companies. All complaints will be promptly and thoroughly investigated.

No retaliation will be taken against any Employee because he/she reports a problem concerning acts of discrimination or harassment. Employees can raise concerns and make reports without fear of reprisal. Employees who observe or become aware of harassment should immediately advise their supervisors and/ or their respective Human Resources Departments.

Upon receipt of any complaints or concerns on acts of discrimination or harassment, the relevant Human Resources Departments should notify the relevant CEO/GM of the business units/employing company of the Group so that appropriate corrective steps can be taken.

7. Safe and Healthy Workplace

The Group is committed to providing a safe, healthy and productive work environment. Employees make a valuable contribution to the Group's success through safe, efficient and conscientious performance of their duties. Alcohol or drug abuse can adversely affect performance, productivity, business decisions, the safety and well-being of Employees and the communities in which the Group operates. No Employees will be allowed to work under the influence of alcohol or drugs.

Any Employee experiencing adverse effects of illness or medication should report to their supervisors and their respective Human Resources Departments in order to ensure the continued safe operation of the Group's business.

8. Protection and Proper Use of Company Assets

Assets of the Group shall be used by Employees for legitimate business purposes and not for personal use.

Assets of the Group include, among other things, information, resources, materials, supplies, money, property (including intellectual property, software, hardware and facilities) and the time and talent of Employees.

Employees should protect the assets of the Group by avoiding carelessness and waste and by using such assets prudently and efficiently to conduct the business of the Group.

All messages created, sent or retrieved using Company internet and email facilities remain the property of the Company and cannot be considered private. All Employees have an obligation to ensure these facilities are used in an ethical and lawful manner in accordance with the relevant laws and Group policies and procedures in each respective jurisdiction.

Any unauthorized personal use (including theft) of assets of the Group is prohibited.

9. Political Contributions

It is the Group's general policy not to make any form of donation to political associations or individual politicians. Please see also relevant provisions contained in the CKLS Anti-Fraud and Anti-Bribery Policy and the CKLS Media, Public Engagement and Donation Policy for details.

10. No Bribery

The Group is committed to upholding high standards of business integrity, honesty and transparency in all its business dealings, and does not tolerate any form of bribery, whether direct or indirect, by, or of, its directors, officers, employees, agents or consultants or any persons or companies acting for it or on its behalf.

Improper payments, kickbacks and other forms of bribery are strictly prohibited. Business gifts and hospitality are customary courtesies designed to build goodwill among business partners. In some cultures they play an important role in business relationships. However, a problem may arise when such courtesies compromise, or appear to compromise, the ability of Employees to make objective and fair business decisions. Offering or receiving any gift, gratuity or hospitality that might be perceived to unfairly influence a business relationship must be avoided. The Group is also committed to promoting anti-corruption practices amongst any third party representatives it engages. Please see further the CKLS Policy on Appointment of Third Party Representatives for details.

This Code should be read in conjunction with the CKLS Anti-Fraud and Anti-Bribery Policy which together set out the minimum standards to assist Employees in recognising circumstance which may lead to or give the appearance of involvement in fraud, corruption or unethical business conduct, to avoid conduct which is clearly prohibited, and promptly to seek guidance where necessary.

All Employees are subject to the provisions of the applicable laws in the jurisdiction of the employing company.

11. Company Books and Records

Employees are responsible for providing honest, accurate information in the course of their work with the Group.

Accounts, financial reports, research reports, marketing information, sales reports, tax returns and information, expense accounts, time reports, claims, business courtesies (as further described in the relevant provisions of the CKLS Anti-Fraud and Anti-Bribery Policy) and all other books, records and documents of the Group must be kept in such a way as to accurately and fairly reflect all Group transactions in reasonable detail.

Knowingly providing false, misleading, incomplete or inaccurate information is improper and, in some situations, illegal. Certain types of information and documents must be updated or amended if changes become known. Employees must not withhold or fail to provide information to their supervisors or management.

12. Confidentiality

In addition to the CKLS Policy on Handling of Confidential Information, Information Disclosure, and Securities Dealing, Employees must not disclose any confidential information of the Group, its associates or affiliated companies, its customers, suppliers, business partners, employees or stockholders, except when disclosure is authorized by the Group in accordance with the CKLS Information Security Policy.

Confidential information includes, without limitation, all non-public information relating to, among other things, decisions, operations, procedures, plans, earnings, financial or business forecasts, databases, names and addresses, competitive bids, formulas, designs, configurations, technical processes, methods or characteristics of machines, trade secrets, supplies, products or materials, research, development, strategies and know-how, regarding the Group, its customers, suppliers, business partners, business relationships, employees or shareholders, that might be of use to competitors or harmful to the Group, its customers, suppliers, business partners, business relationships, employees or shareholders, if disclosed.

13. External Communication

The Group designates specific executives to speak on its behalf to the public which includes the community, investors, shareholders, regulators and the media. Employees should not use any social media tools in a way that may compromise the Group's image, or otherwise bring the Group into disrepute or interfere with the privacy of colleagues or those with whom the Group has business dealings. Please see further the CKLS Media, Public Engagement and Donation Policy and CKLS Information Security Policy for details.

14. Personal Data Protection and Privacy

The Group is committed to the safeguard and protection of the personal data of its customers and Employees. Employees must only collect and use personal data in accordance with applicable data protection laws and the respective policies and procedures of its employing company.

When a data security incident occurs which involves personal data, Employees should endeavour to mitigate the potential consequences and to prevent personal data from further unauthorised access, use or damage as quickly as possible. In addition, the relevant CEO/GM of the business unit and/or legal department of the business unit (or if none, Group Legal Department) should be alerted immediately.

15. Protection of the Environment

The Group supports and cultivates a strong internal awareness on environmental issues to spearhead the reduction of energy consumption. Where appropriate, behavioural change amongst Employees through internal communication, training and other means to meet or exceed applicable law, regulations and industry practices related to the protection of the environment is encouraged. Employees should actively consider usage of innovative and energy efficient technology in the Group's operations to reduce energy consumption arising from day-to-day operations

16. Reporting of Illegal or Unethical Behaviour

Employees should report the conduct or action by any Employee that does not comply with the law or with this Code in accordance with the reporting and escalation procedures of their employing company. Reports will be treated as confidential to the extent possible as allowed by law. No Employee will be disciplined for reporting a concern in good faith. However, the company will take disciplinary action against any Employee who intentionally provides false or malicious information in connection with an alleged violation of the law or with this Code.

All business units should keep a register recording both suspected and actual cases regardless of the amounts involved, and report the relevant statistics to the CKLS Group Vice President and Chief Executive Officer, on a monthly basis. In addition, all the relevant information related to such cases should be made readily available for the CKLS Internal Audit Department ("IA") and HR Department and Group Legal Department of CKLS for review.

Actual or suspected incidents of corruption, bribery, theft, fraud, the facilitation of tax evasion, financial crime or similar offences must be notified on a confidential basis in accordance with the reporting procedures set out in the Whistleblowing Policy.

Notification for actual or suspected incidents of corruption, bribery, theft, fraud, the facilitation of tax evasion, financial crime or similar offences should be made as soon as the Employee becomes aware of the incident. Responsibility for timely reporting lies with the Employee. Reasonable liaison should then be maintained with the relevant CEO/GM, the Human Resources and Internal Audit departments of the relevant business units/company of the Group as well as the CKLS IA and Audit Committee, as applicable, in order to ensure they are kept fully apprised of material developments in the case and able to offer forensic or other assistance as appropriate.

The reported case will then be investigated and dealt with in accordance with the Investigation Procedures set out in the Whistleblowing Policy.

17. Compliance with this Code

Non-compliance with this Code will result in disciplinary action. Serious and/or deliberate non-compliance could result in termination of employment. Violation of the law may result in civil and criminal penalties, including fines and/or imprisonment.

Employees must not seek to avoid the provisions of this Code through the use of agents, partners, contractors, family members or parties acting on their behalf.