

**China Merchants Port Holdings Company
Limited
Anti-corruption and Anti-bribery Policies**

(December 2023)

I. Purpose

China Merchants Port Holdings Company Limited (the "Company"), and its subsidiaries (the "Group") are committed to complying with high standards of integrity, fairness and transparency, and resisting any form of corruption and bribery in all business transactions. In the meantime, the company strictly abides by the applicable laws and regulations on fair competition, anti-bribery and anti-corruption in the countries and regions where its businesses are operated, so as to protect the Group from any and all criminal and civil penalties as well as any and all damages to its reputation as a result of its involvement in any form of bribery or corruption.

The *Anti-corruption and Anti-bribery Policies* (hereinafter referred to as "the Policies") are formulated to regulate the compliance management relating to anti-corruption and anti-bribery, guide the employees of the Group and relevant interest groups to act in strict accordance with laws, guarantee the integrity in business operation, and safeguard the fair competition, thus realizing the operational objectives and sustainable development of the Group.

II. Scope of application

The Policies are applicable to the corrupt practices of the Group and its directors and employees at all levels (including all full-time, part-time and temporary employees), joint ventures, or its business partners of the Group. The Company encourages its joint ventures and business partners to formulate and implement the anti-corruption and anti-bribery policies of the same standard.

III. Definitions

The corruption and commercial bribery specified in the Policies refer to the acts of using illegal means, such as deception, by the persons, belonging to the Group or not, to seek illegal personal gains and damage the legitimate economic interests of the Group, including but not limited to: (1) Taking advantage of one's position to solicit bribes, abuse one's power for personal gains and to seek kickbacks or bribes by deliberately placing obstacles in public services; (2) Accepting the bribes in kind, kickbacks, banquets and services from any third party, which might impair the interests of the Group ; (3) Offering any benefit to any individual or organization involving in business dealings with the Group, and thereby exert influence on them in such business dealings; (4) Disclosing the trade secret or know-how of the Group.

(i) Commercial bribery: An act of unfair competition in which a benefit is offered or promised to the trading counterparty, its employees or its agents for the purpose of obtaining a trading opportunity or a competitive advantage to affect transaction. It is mainly expressed by: (1) Offering or accepting property, including various fees (promotional fees, sponsorship fees, advertising and publicity fees, labor service fees, etc.), red envelopes, cash gifts and others (e.g., debt relief, provision of guarantees, free entertainment, trips, inspection tours, and other property-related benefits, and schooling, honors, special treatment, and other non-property benefits); (2) Offering or taking kickbacks; (3) Failing to truthfully record the commissions given or received in the account book, and engage in commercial bribery under the guise of

commission; (4) Soliciting bribes; (5) Other acts of transferring benefits to or receiving benefits from the employees and stakeholders of any state-owned enterprise.

(ii) Internal corruption: Illegal, negligent or dishonest behaviors by the directors or employees who abuse their power or breach their duty of diligence in an effort to seek illegal personal gains, such as the solicitation and acceptance of bribes, duty encroachment, conflict of interest, personnel corruption, and deal between power and sex.

(iii) Gift: It includes, but is not limited to cash, shopping cards, commercial prepaid cards, negotiable securities, payment vouchers, precious metal, and other valuables.

(iv) Business entertainment: Management of the activities and expenses incurred in entertaining the clients, joint venture partners and other external personnel for the production and operation of the enterprise. It's mainly categorized into business reception, foreign affairs reception, and other official reception activities.

(v) Travel expense: Costs associated with business travel. It includes the inter-city travel expense, intra-city travel expense, accommodation, food allowance, temporary overseas allowance, and other expenses. Other expenses mainly include the cost of exit visas, cost of necessary insurance, epidemic prevention cost, and cost of registration for international conferences.

(vi) Charitable donation: The act of voluntarily and gratuitously giving away properties for the sake of public benefit and charity.

(vii) Political donation: An individual or group engaged in election campaigns or other related political activities, who accepts movable or immovable property, payments of unequal consideration, debt relief, or other economic benefits from an external source free of charge.

(viii) Accept bribes: Directors or employees of the Group take advantage of his/her position to receive favors, kickbacks, commission charges or other things of value from other directors, employees or external parties (including but not limited to the business partners) in exchange for illegal benefits.

(ix) Conflict of interest: It refers to a conflict or potential conflict between the interests of the Group, which is represented by directors or employees during the performance of his/her job duties, and the private interests of such directors, employees, or associated parties. Such conflict may affect the duty of loyalty of the director or employee to the Group, and give rise to the risk of pursuing personal interests to the detriment of the Group's interests.

(x) Business partner: External organizations or individuals who have established business relations with the Group on the basis of mutual benefit and win-win cooperation, and have been entrusted by the Company, including: joint venture partners, suppliers, contractors, distributors, advertising agencies, public relations firms, consulting firms, representatives, agents, lawyers, brokers, and consultants, etc.

IV. Fundamental policies

(i) Prohibit any form of bribery

In the course of daily operation, the Group has always adhered to the principle of integrity and compliance, and prohibited any form of bribery. Directors and employees of the Group, and business partners doing business in the name of the Group shall not offer bribes or other benefits to any organization or individual (including but not limited to agents, intermediaries, consultants, distributors, suppliers, clients, partners or civil servants) for illegal commercial purposes.

(ii) Enhance the expense control

All gifts, souvenirs, entertainments and other related expenses must be reasonable, must not be used for illegal purposes, and must comply with the Company's relevant policies and internal systems. Heads of business departments at all levels shall take appropriate compliance control measures to ensure the authenticity, reasonableness, legality, and compliance of the aforesaid expenses incurred by the departments under their supervision.

(iii) Prevent the internal corruption

Internal corrupt practices will not only cause direct financial losses to the Group, and damage the public image and reputation of the Group on market, but also affect the confidence of clients, business partners, investors, and regulators in the Group. The Company adopts zero tolerance policy on internal corruption, and prohibits any form of corrupt practices by its directors and employees. Directors and employees of the company shall comply with relevant laws and regulations, business practices, professional ethics and social moral codes in their daily work, so as to eliminate any form of internal corruption. The management at all levels shall set an example and take the lead in complying with relevant laws and regulations as well as the systems and norms of the Group through practical actions.

V. Prevention of bribery and corruption risks in specific scenario

(i) Provide souvenirs and entertainment

In the course of official or business dealings with the external parties, the Group and its employees shall safeguard the interests of the Group, adhere to the principle of legality and compliance, treat each other in a friendly and equal manner, take polite and appropriate attitude, advocate pragmatism and thriftiness, thus demonstrating the good image and mental attitude of the company. In the course of business activities, the souvenirs and entertainment shall be provided for reasonable business purposes, shall not be provided for the sake of obtaining undue convenience, shall not be provided in a way that affects the recipient's normal performance of his/her job duties and business decisions and judgments, and shall not be provided in a way that results in the impression of immorality or dishonesty.

The Group has formulated the *Measures of China Merchants Port Holdings Limited for the Compliance Management of Souvenirs and Entertainment* for reference and execution. In the event that any employee of the company is found to have violated relevant regulations, such employee shall, depending on the seriousness of the case, be criticized, educated, disciplined or otherwise punished in accordance with relevant regulations of the Company and, if necessary, be investigated and punished by relevant supervisory and internal audit departments of the

company.

(ii) Charitable donation and political donation

1. Charitable donation

The Group is committed to making positive contributions to the regions in which it operates businesses. All charitable donations are managed in a centralized way by the Group. No business department of the company is allowed to make external donations without prior authorization or approval of the company. When making any external donation, it's required to comply with relevant laws and regulations, systematic requirements of the Company, and relevant national guidelines and policies without prejudice to social moral codes, public interests, and the legitimate rights and interests of other citizens. Moreover, the external donation shall not be made for the purpose of seeking unfair competitive advantages in financing, market access, administrative licensing, and possession of other resources, or pursuing other illegal benefits.

If the amount paid by any business department on external donation exceeds the prescribed amount, such amount shall, after being approved by the Company, should be reported to the China Merchants Group (hereinafter referred to as "CMG") for approval level by level, and then reported by CMG to the State-owned Assets Supervision and Administration Commission (SASAC) for the filing. After that, such external donation can be implemented if the SASAC does not raise objections within 10 (ten) working days. In the case of unexpected major natural disasters or other special circumstances, if the urgent arrangement for external donation is required, such external donation, regardless of its amount, shall be made in the first place, and then be reported to CMG level by level.

2. Political donation

No functional department of the Company is allowed to engage in any political donation.

3. Prohibit the solicitation and acceptance of bribes

The Company prohibits directors and employees from soliciting and accepting bribes in any form, and directors and employees are not allowed to accept any illegal payment from inside and outside of the Group. The act of any director or employee who solicits a bribe from other person, either explicitly, implicitly or by duress, shall be deemed to have constituted the solicitation of bribe, regardless of whether the director or employee helps such other person to obtain illegal benefits. Even if the aforesaid acts are committed indirectly through the interested parties or associated entities of the director or employee, such acts shall also constitute the solicitation and acceptance of bribes. The Company prohibits any of its business partners from offering bribes to its directors, employees, and their stakeholders or associated entities, so as to guarantee a corruption-free business environment.

In the course of running business activities, the employees may receive gifts and entertainment from external parties in view of local customs, business practices and etiquette of interpersonal communication. Under such circumstances, the corresponding requirements for compliance management shall be subject to the *Measures of China Merchants Port Holdings Limited for*

the Compliance Management of Souvenirs and Entertainment.

4. Properly handle the conflict of interests

In practice, the Company requires its directors and employees to make business decisions and perform their duties in line with the principles of objectivity, fairness and independence as well as in accordance with the standard of professional judgment. Furthermore, directors and employees are required to properly handle the conflict of interests that have existed or may exist between their personal interests and the businesses of the Group. When handling the conflict of interest, the directors and employees shall abide by relevant laws and regulations, put the interests of the Group first, and proactively avoid the conflict of interest.

5. Prohibit the personnel corruption

The Company is committed to promoting the fairness in workplace, improving the working environment, embracing the diversity of talent, enabling every director and employee to feel the value of work they are engaged in, giving full play to their potentials, and strictly prohibiting any personnel corruption that may affect the fairness in workplace.

6. Prohibit the supplier corruption

In order to prevent the risk of corruption and bribery in the procurement process, the Company requires its suppliers to fill in the *Self-audit Questionnaire of Social Norms for Supplier*, sign the anti-corruption contract, and provide relevant anti-corruption policies or management practices before starting the business cooperation. In the meantime, the elements relating to business ethics shall be incorporated into the procurement and assessment processes of suppliers. Moreover, the suppliers are required to assess their own compliance on a regular basis, and inform the company of their compliance status when requested.

7. Communication and training

In order to ensure that the Policies are understood by the directors and employees at all levels, each department and subsidiary under the Company shall communicate the Policies to the employees of each department, temporary employees, outsourced personnel, and personnel of suppliers involved in the transaction. In the meantime, the key personnel are required to receive the integrity and anti-corruption training organized by the Supervision Department, Human Resources Department and other departments of the company, so as to keep improving their awareness of compliance.

8. Report the illegal behaviors

All directors and employees of the Company are obligated to stop or report any violation of the Policies. Moreover, the Company encourages the external parties to report any possible violation of the Policies. If you find anyone who is suspected of violating or has violated the Policies, please report it via the following channel:

Email: relation@cmhk.com

The Company will keep the information of whistleblower strictly confidential, and prohibit any retaliation or unfair treatment against the whistleblower.

9. Disciplinary punishment

Directors and employees who violate the policies and constitute a breach of disciplines shall be investigated and punished by the discipline inspection and supervision departments of the company. Those suspected of having committed a crime shall be transferred to the judicial authorities for being handled in accordance with relevant laws. The aforesaid punishments can be applied separately or in combination, so as to eliminate any corruption and bribery. For more information about detailed policies, please refer to the *Management Regulations of China Merchants Port Holdings Company Limited on Integrity of Employees* and the *Compliance Management Provisions of China Merchants Port Holdings Company Limited*).

The Policies shall be implemented as of the date of promulgation. The Company will periodically review and revise the policies to ensure the relevance and effectiveness. The policies are available on the official website of the Company at <http://www.cmport.com.hk>.