

China Merchants Port Holdings Company Limited

Code of Business Conduct

Chapter I General Provisions

Section 1 Declaration of Compliance

Article 1. China Merchants Port Holdings Company Limited (the "Company") and its subsidiaries (the "Group") abide by local laws and regulations in all the industries in which it operates, and attaches great importance to the influence of business ethics on the Company itself and its stakeholders. As a listed company in Hong Kong, the Company not only meets the business ethics standards of Hong Kong Stock Exchange, but also promises to manage the Company's business behaviors in a more active way, disclose the Company's achievements in business ethics management in a more transparent way, accept public supervision, and strive to become an ethical model of honest operation in the port industry.

Section 2 Purpose of compilation

Article 2. The purpose of formulating the *Code of Business Conduct* of the Company (the "Code") is to further improve the Company's business code of conduct system, implement the core values of the company, promote the construction of compliance and moral integrity of the company, enhance the ability to govern the company according to law and manage business ethics, and help the Group build itself into a high-quality world-class comprehensive port service provider.

Section 3 Scope of Application

Article 3. This code applies to the directors and employees at all levels (including full-time, part-time, and temporary employees) of the Group and all its affiliated companies, and shareholding enterprises may refer to this Code.

Section 4 Basis for compilation

Article 4. This Code shall be compiled in accordance with laws and regulations, company rules and regulations, industry-recognized codes of ethics and codes of conduct.

Article 5. This Code is based on laws and regulations including but not limited to the *Criminal Law of the People's Republic of China*, the *Company Law of the People's Republic of China*, the *Law of the People's Republic of China on State-owned Assets of Enterprises*, the *Anti-Monopoly Law of the People's Republic of China*, the *Law of the People's Republic of China on Anti-Unfair Competition*,

the *Law of the People's Republic of China on Anti-Money Laundering*, the *Measures for the Compliance of Central Enterprises*, the *Administrative Measures on Information Disclosure of Listed Companies*, the *Supervision Law of the People's Republic of China*, the *Law of the People's Republic of China on Administrative Punishments*, *Company Ordinance of Hong Kong*, *The Competition Ordinance of Hong Kong*, and other relevant laws and regulations.

Article 6. The Company's rules and regulations on the basis of this Code include but are not limited to the *Compliance Management Provisions of China Merchants Port Holdings Company Limited*, *Compliance Management Measures for Business Partners of China Merchants Port Holdings Company Limited*, *Measures for the Investigation of Investment Liability for Illegal Operation of Investment in Ports Attracting Investment*, *Administrative Measures for Dismissing Employees of Investment Port for Serious Negligence (Trial)*, *Regulations on Port Staff Management of China Merchants Port Holdings Company Limited*, *Measures for Risk Management* and other relevant rules and regulations.

Article 7. In case of any conflict between the Code and the relevant laws, regulations, business practices and business culture of the place where the overseas subsidiary operates, the business activities of the overseas subsidiary shall be governed by the local laws, regulations, business practices and business culture.

Article 8. If relevant laws and regulations, rules and regulations of the Company, and industry standards are updated, the business actions of the Group shall comply with the latest effective version of laws and regulations, rules and regulations of the Company, and industry standards.

Section 5 Management Mechanism

Article 9. The Company has established a joint working mechanism of administration, human resources, finance, risk control audit/legal compliance and other departments, and is responsible for the mechanism construction, implementation, supervision and violation handling of business ethics.

Article 10. The Company shall establish a violation supervision and reporting mechanism, and the Department of Supervision shall be responsible for handling the clues related to the reporting. Any organization or individual shall have the right to report to the Department of Supervision for violations of discipline and law. Department of Supervision should accept the case seriously. Informants can report charges by telephone, email, fax, letter, WeChat, SMS, visit and other means, and encourage real-name reporting and charges. Department of Supervision shall timely report the complaints and charges to the leaders of the Company, establish a research and judgment mechanism, make comprehensive analysis, and conduct classified treatment according to four methods: interview and letter inquiry, preliminary verification, temporary storage for investigation, and settlement. For

specific usage, please refer to the *Measures for Problem Clues Disposal and Case Management of China Merchants Port Holdings Company Limited*.

Article 11. The Company shall establish an informant protection mechanism:

- 1) Strictly implement the avoidance system. The personnel involved in the examination, investigation and hearing may not participate in the relevant examination, investigation and hearing work if they are the persons under investigation or close relatives of the informants, witnesses or interested persons in the case, or if there are other circumstances that may affect the impartiality of the examination, investigation, and hearing.
- 2) Strictly control the scope and time to know the matters of examination and investigation. Retaining, concealing, consulting, extracting, copying, or carrying problem clues and relevant information without authorization is not allowed, and disclosing the investigation work is forbidden. Strictly manage the security of storage devices, and do a good job in the security management of confidential information stored in storage devices for reporting matters and investigating cases.
- 3) Strictly observe the discipline of handling cases, and two or more persons must participate in the investigation and collection of evidence; No one is allowed to intercede for a party in a case by taking advantage of his position; alter, conceal, forge, change or intentionally destroy evidentiary materials is not allowed.
- 4) If there is evidence that the whistleblower and his close relatives may be retaliated against by the whistleblower using his or her power or influence, the related department and the Department of Supervision shall handle it in accordance with relevant regulations. For acts of retaliation or instigating others to retaliate against whistleblowers and their close relatives, sanctions shall be given in accordance with laws and regulations. Where whistleblowers and their close relatives suffer a personal injury, reputation damage, or property loss due to retaliation, they shall be supported in filing compensation claims in accordance with the laws.

Article 12. The Company has set up a mechanism to investigate business violations. After investigation, verification and responsibility identification, the relevant responsible persons will be held accountable for violations of regulations for the operation and management personnel of each unit who violate regulations, for who fail to perform or correctly perform their duties, and for who cause losses of assets or other serious adverse consequences in the operation and investment. The Company has set up the Risk Control Compliance and Violation Recovery Management Committee, under which the office of Violation of Operating and Investment Responsibility is responsible for organizing and coordinating the work of violation of responsibility within the scope of responsibility of the Company.

Article 13. The Company shall establish a risk control audit Department/Legal Compliance Department, Supervision Department, operation management Department, financial management Department, Human Resources Department, Administrative Affairs Department and other functional departments of the headquarters and its subsidiaries with problem clues collection and feedback mechanism. The Risk Control Audit Department/Legal Compliance Department shall consult the relevant departments for problem clues on a quarterly basis, organize the accountability work for violations, and report the real-time report and periodic report on the accountability work for investment violations to China Merchants Group in accordance with regulations

Chapter II Enterprise business ethics compliance statement

Section 1 Tax payment according to law

Article 14. The Company has established tax administration measures to clarify the establishment and responsibilities of the Company's tax administration division, the daily management of tax-related matters and tax risk management, and standardize the Group's tax registration, tax declaration and other activities.

Article 15. The Company promises to strictly abide by tax-related laws and regulations, carefully analyze tax risks, actively disclose tax information, declare and pay taxes on time, and eliminate tax evasion and tax evasion.

Section 2 Anti-monopoly and Anti-Unfair Competition

Article 16. The Company has established anti-monopoly and anti-unfair competition policies (*Compliance Management Provisions of China Merchants Port Holdings Company Limited, Official Reception of China Merchants Port Holdings Company Limited, etc.*) to standardize the Group's business behaviors of fair competition.

Article 17. The Company promises to strictly review all merger and acquisition transactions, ensure the legality and compliance of commercial transactions, eliminate any violations of laws and regulations, and consciously maintain a market order of fair competition. Clarify anti-monopoly compliance management requirements and compliance guidelines in the system, and enhance anti-monopoly compliance awareness of all employees through internal mechanisms such as annual compliance inspections, compliance training, and compliance assessments, and improve compliance capabilities.

Section 3 Anti-corruption and Anti-bribery

Article 18. The Company has established *Compliance Management Provisions of China Merchants Port Holdings Company Limited* with the aim of promoting a culture of integrity and adhering to honest and legal operations. For employees who violate regulations, those who constitute violations of discipline and should be investigated for responsibility shall be investigated and dealt with by Department of Supervision departments. Depending on the seriousness of the circumstances, corresponding administrative punishments shall be given in accordance with relevant national laws and regulations and relevant provisions of the Company. Those suspected of committing crimes shall be transferred to judicial divisions for handling according to law. The above methods can be used separately or in combination to prevent any corruption or bribery. For more information about detailed policies, please refer to the *Anti-Corruption and Anti-Bribery Policy of China Merchants Port Holdings Company Limited*, the *Management Regulations of China Merchants Port Holdings Company Limited on Integrity of Employees*, and the *Management Measures of China Merchants Port Holdings Company Limited on Dismissal of Employees for Gross Negligence (Trial)*.

Article 19. The Company undertakes to prohibit all forms of corruption and bribery, requires all employees to abide by the anti-bribery and anti-corruption laws of the Group and the place where the Group operates, and shall order employees to clear out improper economic benefits obtained by violation; if it causes losses to the assets of the enterprise, in addition to being handled according to the above provisions, it shall also be investigated for liability according to the relevant provisions and bear the responsibility for economic compensation. If an employee violates these Provisions and is held accountable, his/her qualification for excellence evaluation in the current year shall be cancelled. For more detailed policies, please refer to the *Compliance Management Provisions of China Merchants Port Holdings Company Limited*, *Compliance Management Measures for Business Partners of China Merchants Port Holdings Company Limited*.

Section 4 Anti-money laundering

Article 20. The Group will not participate in or assist any third party in money laundering, and its employees shall not engage in or assist any other person in illegal money laundering activities, so as to clearly regulate the compliance management system of anti-money laundering and anti-terrorist financing, covering all business activities and management processes.

Article 21. The Group undertakes to abide by the anti-money laundering and anti-terrorist financing laws around the world, undertake to screen business partners, and guarantee business dealings with business partners with legal and compliant sources of funds and good business practices.

Article 22. The Group undertakes to conduct due diligence in screening business partners and pay close attention to the credit status of business partners, including but not limited to:

- 1) When cooperating with business partners, investigate their ability and trustworthiness to independently perform their relevant contractual obligations or commitments, such as investigating their assets, liabilities, operating profits, cash flow and other financial conditions, performance of major contracts, etc;
- 2) To investigate their ability and performance of compliance obligations, such as paying taxes according to law, lawful employment and labor safety protection, and abiding by the laws of fair competition and anti-monopoly;
- 3) Establish a compliance risk control mechanism for business partners, implement classified management, dynamic management and closed-loop management for business partners, and take different compliance management measures according to their different types of cooperation and different levels of compliance risk;
- 4) In order to contractualize and standardize compliance obligations, in the contracts signed with business partners, the relevant business ethics are stipulated as compliance clauses or representations and guarantee clauses, and clearly stipulate the breach of contract that business partners should bear if they violate such agreements or commitments responsibility.

Article 23. The Group requires business partners to abide by laws and regulations related to business ethics, and shall not engage in any form of corruption, bribery, or commercial bribery during the cooperation process. These include but are not limited to directly or indirectly providing or promising any form of Illegal or immoral interests, regardless of whether they gain business opportunities and competitive advantages, actively implement the industry's business code of conduct.

Chapter III Supplementary Provisions

Article 24. Authorized by the Company, this Code is interpreted and revised by the Department of Supervision, Risk Control Audit Department/Legal Compliance Department and Financial Management Department.

Article 25. This Code shall come into effect on the date of promulgation.