

# **FOSUN GROUP**

## **Code of Business Ethics**

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[Anti-Corruption and Supervision Department, Legal Department, HR Department]

Fosun Group  
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# Chapter 1 Introduction

## Rule 1 Purpose and Requirement

1. The purpose of formulating the *Fosun Group Code of Business Ethics* (hereinafter referred to as “the Code”) is to complete and improve the Group's code of business ethics system, drive our core values, promote corporate compliance and ethical integrity, enhance the Group's governance in compliance with the law and business ethics, and maintain the Group's good reputation and brand value, to help the Group build a world-class enterprise with global competitiveness.

2. Fosun Group (hereinafter referred to as "the Group" or "the Company") and all employees shall comply with the law, regulations, rules and other regulatory documents, industry norms and self-regulatory rules, the Articles of Association, the Rules of Procedure of the Shareholders’ Meeting, the Rules of Procedure of the Board of Directors, the Rules of Procedure of the Supervisory Committee, and other regulatory requirements of the Company. Besides, all employees shall abide by the professional ethics and code of conduct generally accepted and observed in the industry, act with loyalty, self-discipline, integrity and honesty.

## Rule 2 Scope

3. Our Code of Business Ethics applies to all Fosun Group employees. The Group’s holding, shareholding companies may formulate and implement a corresponding policy in accordance with their own business governance requirements; for those without a corresponding management system, they may refer to the Code for implementation.

## Rule 3 Core Values

4. Corporate Mission: Creating happier lives for families worldwide.

Corporate Vision: Rooted in China, creating a global happiness ecosystem fulfilling the needs of one billion families in health, happiness and wealth.

Corporate Cultural Value: Self-improvement, Teamwork, Performance, and Contribution to Society.

Corporate Compliance Philosophy: Internalization in mind, Externalization in action, Active compliance, and Value creation.

Corporate Integrity Value: Upright the mind to chase the perfection, Maintain integrity to cultivate the morality, Practice business with diligence and dedication, Investigate corruption with zero tolerance.

The Eight Things Fosuners Must Bear in Mind: Customer First, Entrepreneurship, FC2M Ecosystem Mindset, Staying Innovative, One Step Ahead, Coopetition, Lifelong Learning, Persistency.

## Rule 4 References

5. The Code builds on applicable laws, rules and regulations, the Group's management system and industry-accepted codes of conduct and ethics.

6. The Code refers to some of the Group’s management system and documents, which include but not limited to:

*Fosun Group Employee Manual, the Management Regulations for Reward and Punishment of Fosun Group, Fosun Group Measures for the Protection and Reward of*

*the Informants and Witnesses(2019 Version)* and other management regulations of the Group.

7. The Chapter 2 Corporate Code of Ethics and Compliance Obligations and Chapter 3 Employees Code of Ethics and Conduct in the Code refers to applicable laws and rules, which include and but not limited to:

*the Criminal Law of the People's Republic of China, Company Law of the People's Republic of China, Anti-monopoly Law of the People's Republic of China, Anti-Unfair Competition Law of the People's Republic of China, Anti-Money Laundering Law of the People's Republic of China, Cybersecurity Law of the People's Republic of China, Administrative Measures on Information Disclosure by Listed Companies, Guidelines for the Compliance Management of Enterprises' Overseas Operation* and other relevant laws and rules.

8. If there are changes to relevant laws, regulations or industry codes, the Group and all employees shall act in accordance with the latest versions in effect after the changes. To the extent the Code requires a higher standard than required by laws, regulations or industry codes, the Group adheres to these higher standards.

To the extent that the implementation of the Code may conflict with the laws and regulations or business practices and business culture of the country/region where the Group operates, the later shall prevail.

#### **Rule 5 Management System**

9. The Group Disciplinary Committee is responsible for the overall implementation of the Code of Business Ethics in the Company, creating favorable conditions for all employees to comply with the Code, and supporting and deciding on the appropriate penalties for those who violate the Code.

We established Business Ethics Management Working Group under Disciplinary Committee, in charge of the mechanism construction, implementation and supervision of the Code. The Working Group is led by the Executive in charge and Chief Risk Control Officer serving as chairs, while the supervisors of Anti-Corruption and Supervision Department, Legal Department, Human Resource Department or their designees serving as deputy chairs.

#### 10. Violation Reporting and Supervision

The Company should ensure that employees and external customers can properly exercise the right to report and complain about violations of the law. The violation reporting and supervision mechanism includes the following aspects:

- 1) Establishing the hotline for reporting and complaints;
- 2) Encouraging real-name reporting while not excluding anonymous reporting;
- 3) Protecting complainants and whistleblowers and prohibiting any forms of retaliation;
- 4) Investigating complaints and reports.

#### 11. Violation accountability Mechanism

All employees shall abide by the Code. For individual employees who violate the Code and compliance obligations of the Company, his or her actions shall not be on behalf of the Company, and the corresponding legal responsibilities arising from such violations shall be borne by the violators themselves.

The Company shall rectify the situation where the violation is confirmed by investigation. According to the *Employee Manual, the Management Regulations for Reward and Punishment* and other policies, the Company shall impose disciplinary actions (verbal, written, serious warning and termination of labor contract, etc.) on the violator based on the specific violations.

#### 12. Ethics Management and Performance Appraisal

The Company shall establish a performance appraisal mechanism for ethics management and incorporate the effectiveness of ethics management into the scope of performance appraisal of all employees.

#### 13. Ethical Culture Construction

Ethical culture is the ideology, ethical standards and value orientation of legal compliance management generally observed by organizations, which represents the sense and behavior of a company's business integrity. The ethical culture construction mechanism includes the promotion of ethical concepts, ethics training and education system, and the cultivation of ethical culture. The Company should attach importance to the professionalism, popularity, effectiveness and standardization of ethics training.

## **Chapter 2 Corporate Code of Ethics and Compliance Obligations**

### **Rule 1 Legal employment and work safety obligations**

14. Employees are the valuable assets of the Company and the driving force for its sustainable and rapid growth. The Company attaches importance to abiding by laws and regulations related to labor employment in country/region where it operates, setting up and improving its labor employment system, respecting and protecting the legal rights and interests of employees, and creating a good working atmosphere.

The Company guarantees employees' legal rights and interests in terms of remuneration, rest and leave, occupational safety and health protection, social insurance and vocational skills training. The company shall not evade its legal obligations to employees in any form.

15. The Company creates a healthy and safe working environment. This includes establishing, improving and implementing a labor safety and health system to protect the health and safety of employees, strictly implementing labor safety and health norms and standards in the country and region where it operates, educating employees on labor safety and health, preventing safety accidents and reducing occupational hazards.

16. The Company create fair and inclusive working environment, and provide all employees and job applicants equal opportunities, including employment, promotion, rewards and trainings. The Company holds zero tolerance to employee discrimination by any factors such as gender, age, race and ethnicity, colour, religious belief, nationality, sexual orientation, physical conditions, etc. The Company protects employees from harassment at work, including sexual harassment, threats and intimidation, otherwise, serious penalties will be imposed on those who engage in above mentioned behaviors.

17. The Company respects and protects personal privacy of every employee. We comply with data privacy laws and collect personal data only for business needs. We keep and process personally data fairly and lawfully.

Electronic data generated by employees through corporate accounts, work equipment, etc. in the performance of their duties belongs to the property of the Company. The Company reserves the right to access and disclose employee records when it is necessary for legitimate business purposes and when permitted or required by law.

### **Rule 2 Tax compliance**

18. The Company shall pay taxes in accordance with the law and actively perform the obligation of withholding and paying taxes on behalf of the company.

19. The Company shall register for taxation, keep records, maintain vouchers and file tax returns in accordance with the law, and shall not conceal, omit or misreport taxes or evade taxes.

### **Rule 3 Anti-monopoly**

20. Monopoly refers to the conduct of an operating entity that uses its market position to obstruct trade, restrict and exclude fair competition without statutory permission, including entering into and implementing a monopoly agreement, abusing its dominant market position to exclude other competitors or implementing a concentration of operators that has or may have the effect of excluding or restricting competition.

Those who commit monopolistic acts will face the penalty of being ordered to cease business, confiscate the illegal income and be fined by the anti-monopoly enforcement agency. The Company should observe the principle of fair competition in their business activities, comply with the provisions of the anti-monopoly law and the antitrust laws of each country, engage in healthy competition within the legal framework and consciously avoid monopolistic practices.

21. When merging or acquiring other business units or their equity assets, the Company shall strictly comply with the provisions of the relevant national anti-monopoly laws and the legal standards for concentration of operators. In case of doubt, it should promptly declare to the Legal Department for review and seek its opinion.

### **Rule 4 Anti-unfair competition obligations**

22. Unfair competition refers to the behavior of operators who, in the course of their business activities, disrupt the social and economic order by seeking trading opportunities or undermining the competitive advantage of other operators by adopting means that violate accepted business ethics.

The commission of an act of unfair competition will result in civil damages, administrative penalties and even criminal liability.

23. The Company participating in domestic and overseas market competition should consciously maintain the fairness of the market order and comply with international and domestic laws against unfair competition.

### **Rule 5 Anti-corruption and anti-bribery obligations**

24. Commercial bribery refers to the act of providing or promising to give property or other benefits to government officials, social groups or company employees for the purpose of obtaining improper benefits, including seeking an improper advantage or improperly influencing a decision.

25. The Company prohibits all forms of corruption and bribery. Employees shall comply with the anti-bribery and anti-corruption laws applicable to the Company in China and other jurisdictions law.

26. The Company is prohibited from making facilitation payments. Facilitation payments refer to small payments to administrative or judicial authorities and office holders to facilitate administrative procedures or official acts.

The payment made for expedited handling of related matters, with receipts issued in accordance with the charging standards announced by the administrative or judicial authorities is not facilitation payment.

#### **Rule 6 Anti-money laundering obligations**

27. Money laundering refers to legitimizing the money acquired through criminal activities, such as drug crimes, smuggling crimes, organized crimes of underworld nature, terrorist activities, crimes of corruption and bribery, crimes of disrupting financial management order, and crimes of financial fraud, by disguising or concealing the origin and nature.

The Company complies with anti-money laundering and anti-terrorism laws around the world and commits to work with business partners who have legitimate sources of funding and good reputation.

#### **Rule 7 Compliance with export control and trade sanctions obligations**

28. Export control means that a government establishes a series of review, restriction and control mechanisms to directly or indirectly prevent the flow or diffusion of domestically restricted commodities or technologies to target countries through various channels, so as to protect its safety, diplomatic and economic interests.

The Company operates domestically and internationally and is committed to complying with export control laws and customs regulations applicable to domestic and international trade.

29. Trade sanction is the act of one or more countries adopting tough measures against another country by decree to cut off economic and trade relations between them. Trade sanctions are a tool for a country to implement its foreign policy. Based on foreign policy and national security objectives, a government may continue to impose trade sanctions on certain countries, individuals, groups and entities. At present, the United States and the European Union have implemented more trade sanctions.

30. The Company shall establish a complete and effective compliance management system related to export control and trade sanctions in a targeted manner according to the actual situation, so as to reduce the risk of violation or the risk of being punished.

#### **Rule 8 Business partners' business ethics and obligations**

31. Business partners refer to any party that sells products or services, and any party that provides products or services. High-quality business partners are crucial to the sustainable and healthy development of an enterprise. The company should fully understand business partners and establish appropriate ethical requirements.

32. The Company should pay close attention to the credit status of business partners and conduct due diligence, including but not limited to:

- 1) Obtain complete and true enterprise information of business partners, including the enterprise's registration, shareholding structure, human resources, industry

reputation, business performance, past credit, etc., and if necessary, require the business partners to provide necessary financial information;

- 2) Reserve the right to require business partners to cooperate in inspections and audits;
- 3) Pay close attention to media reports about business partners. If there are bad news, the Company can learn about the detailed situation by strengthening communication, and conduct corresponding investigations if necessary.

33. The Company shall communicate and promote the code of business ethics and core values of Fosun Group to business partners, and encourage them to respect and understand Fosun Group's management requirements of business on business partners, and guide them to comply with relevant requirements in the Code.

34. The Company shall stipulate business ethics and compliance clauses (including integrity agreements) in the contract, and require business partners to abide by it. For violations of relevant terms and agreements, the Company reserves the right to pursue liability for breach of contract.

### **Rule 9 Obligations for authenticity and accuracy of financial reports**

35. The Company shall prepare financial and accounting reports based on real transactions, events, complete and accurate account book records and other materials, and in accordance with the basis, reference, principles and methods of preparation required for proper accounting and financial reporting, ensuring authentic data, accurate calculations, complete content and clear descriptions.

### **Rule 10 Environmental protection obligations**

36. The Company fulfills its environmental protection obligations, implements its main responsibility for complying with environmental protection laws and regulations, and takes effective measures to prevent pollution and harm in a timely manner. The Company raises employees' awareness of environmental protection through various means such as publicity, education or employees participation in social activities.

37. The Company shall abide by the environmental protection laws and regulations of China and relevant countries, and incorporate the awareness of environmental compliance in its management.

38. The Company shall conduct environmental impact assessments in accordance with relevant regulations when constructing or transforming projects, to prevent environmental pollution and ecological damage.

### **Rule 11 Data protection and information security obligations**

39. Data protection (data security protection) refers to the use of corresponding hardware and software systems to protect various sensitive data documents of enterprises (including design documents, design drawings, source codes, marketing plans, financial statements and other related state secrets, confidential business information, documents of important data) from destruction, theft, misappropriation, misuse and other illegal acts.

In order to ensure data security, the Company should make overall plans for the development and construction of data protection systems, establish data security protection systems at all levels, fields and industries, and strengthen data security and information assurance in the data application process.

40. When Company personnel collect and manage information and data:

- 1) Do not steal personal information or publish prohibited information;
- 2) The electronic information sent by any individual or organization or the application software provided shall not be set up with malicious programs, and shall not contain information that is prohibited by laws and regulations from being published or transmitted;
- 3) Network operators shall not divulge, tamper with or damage the personal information collected, and shall not provide personal information to others without the consent of the person being collected;
- 4) Prohibit unauthorized downloading and transfer of important personal information and corporate data to personal mobile data transmission devices;
- 5) Prohibit important information and data from leaving the country at will, without the consent of the subject of personal information or personal information that may infringe on personal interests, information that may affect national security, harm public interests, or affect the Groups' information security shall not be arbitrarily exported;
- 6) Do not engage in behaviors prohibited by the rules and regulations on data protection and information management of other organizations and the Company.

#### **Rule 12 Social responsibilities**

41. Corporate social responsibility means that when an enterprise creates profits and assumes responsibilities to shareholders and employees, it also assumes responsibilities to the society. The Company always emphasizes that while operating and developing, it actively gives back to the society, including but are not limited to developing and supporting charitable causes, sponsoring donations, etc. But the Company is prohibited from making political donations.

When conducting charitable donations, the Company should follow the principles of legality, voluntary participation, integrity, and non-profitability. The Company must not violate social ethics, endanger national security, harm the public interests of society, or infringe upon the legal rights and interests of others. The Company should also take measures to prevent corruption and bribery risks.

## **Chapter 3 Employee Code of Ethics and Conduct**

#### **Rule 1 Duty of loyalty**

42. Employees shall perform their duty of loyalty to the Company and shall not engage in any behaviors that damages the Company's reputation and interests. Employees cannot abuse personal position or company resources (including but not limited to business channels, business information, trade secrets, intellectual property, etc.) to seek personal interests.

43. Employees shall truthfully provide the Company with basic personal data, employment experience and other information related to their work.



44. Employees shall abide by the non-compete regulations, and shall not engage in business or activities that have conflicts of interest with the Company during their term of office and within a reasonable period of time after resignation.

45. Employees should avoid conflicts of interest. Conflict of interest refers to a situation in which an employee may conflict with the Company's interests, client's interests or investor's interests represented by his position and his own personal interests in the course of performing his duties, which may damage the interests of the Company, clients and investors. Employees should abide by the Company's relevant management system on conflicts of interest, correctly handle the interest relationship with the Company, and avoid conflicts between personal interests and company interests. If losses are caused to the Company, they shall be liable for compensation.

### **Rule 2 Obligation to maintain company property**

46. Company property includes tangible property and intangible property. Tangible property includes all production factors such as capital, resources, products, equipment, installations, and workshops. Intangible property includes patents, trademarks, copyrights, trade secrets, domain names, etc.

47. Employees shall handle and use the company property in a responsible and diligent manner, and shall not use, abuse, embezzle or dispose of company property without authorization.

### **Rule 3 Confidentiality obligations**

48. The Company's business secrets refer to the business information and technical information that are not known to the public in the Company's business activities and have a significant impact on the Company's business operations and economic interests and need to be protected by confidentiality measures.

All undisclosed business information, personnel information, financial information, customer information, contract documents, management documents, exchange emails, work passwords, meeting minutes, etc., are all business secrets that employees need to keep.

49. Employees shall perform the obligation of keeping the Company's business secrets. Without the written permission of the Company, no employee shall disclose the above information to unrelated persons outside the Company or within the Company.

50. When an employee leaves the Company, they shall hand over all confidential documents, and shall not copy and backup them, let alone take them to work in other companies. This obligation remains in effect after the employee's employment relationship with the Company is terminated.

### **Rule 4 Integrity obligations**

51. Employees shall consciously abide by the law, faithfully safeguard the interests of the Company, work with integrity, be loyal to their duties, and shall not use their powers and work convenience to seek illegitimate benefits or harm the interests of the group, the following actions are prohibited:

- 1) Accepting and requesting property or property interests sent by business units and individuals, as well as management and service objects;
- 2) Providing property in violation of laws and regulations to seek illegitimate interests in business activities;
- 3) Embezzling, stealing, defrauding or misappropriating group property or privately setting up or privately dividing small treasuries by taking advantage of their position;
- 4) Violating the Company's regulations by using or exploiting business entertainment fees, office expenses, etc;
- 5) Other acts that damage the rights and interests of the Group and its image.

52. The Company advocates normal and reasonable business exchanges and public relations, and shall strictly implement the relevant rules and regulations of the Company regarding economic exchanges under business etiquette. If employees encounter any gifts, cash or personal favors provided by any external or internal parties for business transaction purpose, they must decline. If it is really impossible to refuse or return it on the spot, the employee shall declare or turned over to the Company in accordance with the Company's gift declaration regulations.

53. The Company advocates pure and harmonious interpersonal relationships. Employees should also abide by the obligation of integrity in interpersonal communication within the Company, and prohibit the provision of property or property benefits, extra services or discounts to superiors or other employees beyond a reasonable range.

#### **Rule 5 No insider trading obligation**

54. Inside information refers to information that has not yet been made public that involves the Company's operations, finances, personnel, or has a significant impact on the Company's development and value or the market supply and demand of listed company securities.

55. Employees with inside information shall strictly abide by the *Criminal Law of the People's Republic of China*, the *Securities Law of the People's Republic of China* and the relevant laws and regulations of the country and region where they are located, strictly abide by the relevant rules and regulations of the Group, and shall not engage in the following activities:

- 1) Trading on inside information, including insiders trading in their own name, directly or on behalf of others, or in the name of others, or for others.
- 2) Disclosing inside information, that is, an insider who knows inside information tells or spreads the inside information to a third party, so that they can use the inside information to trade or pass it on to others.
- 3) Using inside information to advise others to buy or sell securities, referring to the act of providing advice or recommendation to a third party to make a transaction based on the insider information.

#### **Rule 6. Obligation to promote company culture and maintain company image**

56. Employees should take the initiative to maintain the Company's social reputation when interacting with the external parties, actively publicize and promote the Company's culture, and devote themselves to enhancing the Company's brand value and social influence.

57. Any activities performed by employees on behalf of the Company or in the name of the Company must be authorized by the Company, and can only engage in relevant activities within the authorized scope, except in emergency situations where additional authorization is obtained upon request.

#### **Rule 7 Reporting obligations**

58. Employees can report problems or report any possible violations of laws or regulations to the Discipline Inspection and Supervision Department, Human Resources Department, and Anti-Corruption and Supervision Department in multiple real-name or anonymous whistleblowing channels(written, oral, email, etc.)

59. The Company adheres to the principle of confidentiality in reporting and investigation work. Those violating confidentiality regulations will be dealt with severely, and those who constitute a crime will be transferred to judicial organs in accordance to the law.

60. The Company prohibits retaliation against whistleblowers, including harassment, demotion, dismissal, disciplinary action, suspension, threats, or any other forms of retaliation against whistleblowers.

## **Chapter 4 Supplementary provisions**

61. With the authorization of the Company, the Anti-Corruption and Supervision Department, Legal Department and Human Resources Department are responsible for the interpretation and revision of the Code.

62. The Code shall come into force on the date of promulgation.