

## ETHICAL & COMPLIANCE PRINCIPLE

# 道德与合规性原则

### INTRODUCTION & STATEMENT 简介及声明

China Three Gorges Corporation (hereinafter called ‘CTG’ or ‘the Company’) continued success and global growth can only be maintained and guided by the Core Values of Dedication, Responsibility, Innovation, and Harmony. This *Ethical & Compliance Principle* (hereinafter called ‘the Principle’) defines and guides CTG’s commitment to maintaining and fostering compliance, and being recognized both in China and globally as an ethical company.

奉献、担当、创新、和谐是中国长江三峡集团公司（下称“三峡集团”）的核心价值理念，也是三峡集团取得持续成功和全球业绩增长的指导原则。三峡集团承诺并致力于将自身建设成为符合国内外道德规范的企业，而本道德与合规性原则（以下简称“本原则”）将为三峡集团的实践提供指导和规范。

We are committed to complying with the law wherever we do business and to adhering to our own high ethical standards. No employee may compromise our *Ethical & Compliance Principle*, and no objectives should be accepted if they can be achieved only by compromising *the Principle*.

我们承诺遵守业务所在区域的法律，并坚持我们自身高水平的道德规范标准。所有员工必须一丝不苟地遵守集团道德与合规性原则，不接受任何牺牲道德原则才能实现的目标。

Each and every CTG employee should undertake to deal fairly with the Company's customers, suppliers, contractors and other business partners, competitors, and employees. They should not seek to take advantage of one another through manipulation, corruption, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practices. We should all keep in mind that any violation of the compliance program is a serious matter that could have damaging consequences for us all individually and collectively and it could seriously harm the Company's reputation and require each employee to follow *the Principle*.

三峡集团的每一位员工应承诺公平对待公司的客户、供应商、承包商及其他商业合作伙伴、竞争对手及同事，不得通过玩弄权术、贪污受贿、故意隐瞒重要信息、滥用特权信息、虚报重要事实或任何其它不公平行为试图相互利用。我们应谨记，任何违反本原则的行为均属严重事件，均可能对公司每一位个体和公司整体造成破坏性影响，严重损害公司声誉。因此，所有员工在开展工作的过程中，都必须严格执行本原则。

## **IMPLEMENTATION 实施**

### ***Purpose 目的***

*The Principle* is intended to clearly and openly set forth the ethical principles that govern all the Company's operations. It serves not only to provide rules and guidance to employees, but as a public commitment by CTG to embrace its highest ethical aims and implement them in its daily operations around the globe.

本原则公开明确地规定了公司运营过程中需遵守的道德准则和规范，其不仅让公司员工有章可循，同时也是三峡集团致力于在全球业务中实践其最高道德规范目标的公开承诺。

## ***Scope* 范围**

*The Principle* applies to all employees and all business partners, who are also expected to adhere to *the Principle* in all of their dealings with or on behalf of CTG. All employees should comply with *the Principle* and all applicable laws, regulations, and policies. Any employee who fails to comply with *the Principle* shall be subject to disciplinary measures, which may include the termination of his/her employment.

本原则适用于三峡集团所有员工及商业合作伙伴，在处理三峡集团事宜或代表三峡集团行事的过程中，上述人员应始终遵循本原则。所有员工皆须确保遵守本原则和相关适用法律、法规及政策。违反本原则的任何员工都将受到纪律处分，严重者将解除劳动关系。

## ***Leadership* 领导责任**

Management team's responsibilities go beyond those of other employees. They must actively promote *the Principle* and CTG's Core Values in the workplace, showing commitment through their actions. Management teams are directly charged with demonstrating that the Company puts *the Principle* first in everything we do. They must be vigilant in preventing and correcting to any violations, and in protecting employees who report them.

管理层责任大于员工责任。管理层必须在工作场所积极推进本原则和三峡集团的核心价值理念，以实际行动履行承诺。管理层对本原则的实践直接负责，并做出表率--公司将本原则放在一切工作的首位。管理层需时刻保持警惕以预防和纠正违规行为，同时保护举报违规行为的员工。

### ***Guidance* 指引**

All the line managers or the compliance departments that in charge of audit, disciplinary supervision and legal are important resources, employees should consult whenever they have questions about *the Principle*, CTG policies, or any legal or ethical concerns.

如员工对本原则有任何疑问，或关注到任何法律或道德合规的相关问题，可咨询直接领导和公司审计部门、纪检监察部门、法律部门等部门。

### ***Reporting* 合规问题的举报**

Evidence of actual or suspected violations of *the Principle* may be reported to line managers or related departments including the disciplinary supervision, the audit, in accordance with the Company's policies and procedures.

如员工掌握了任何违反本原则的线索或证据，可向直接领导、纪检监察部门、审计部门等相关管理部门举报。

No sanction will be inflicted upon an employee who has reported an infraction in a justified manner and in good faith. However, any employee who takes part in a prohibited activity may be subject to the resulting disciplinary measures, even if he/she is the one to report it.

对于以正当方式诚实举报违规情况的员工不得采取报复措施，但任何员工参与了违规活动均要受到纪律处罚，即使他/她是该事件举报人。

## ***CORE POLICIES*** 核心政策

CTG maintains — and may implement further — ethical compliance policies and procedures regarding various aspects of our operations and conduct. Below are the key policies and guiding principles that employees are required to comply with.

三峡集团颁布并将进一步实施涉及公司业务和行为等方面的道德与合规性政策，以下几项为关键政策和指导原则，公司所有员工必须遵守。

### ***Prevention of Fraud and Criminal Conduct*** 反欺诈及反犯罪行为

CTG has been an advocate for a fair, transparent, and corruption-free environment. Fraud, deception, falsification of records, bidding documents, or other materials will never be tolerated under any circumstances. Theft or abuse of the Company property or of a position of trust is absolutely unacceptable. Such actions directly contradict our fundamental principle of Integrity.

三峡集团一直倡导创建一个公平、透明、廉洁的环境，对任何欺诈、欺骗、伪造记录或招标文件等行为采取零容忍，绝不容忍任何窃取或滥用公司财产、滥用职权的行为。这些行为与我们的基本诚信原则相悖。Moreover, it is the personal responsibility of all employees to know the laws, regulations, and requirements relating to their jobs. Any breach of these laws or other legal or regulatory requirements may lead to civil or criminal prosecution as well as damage to CTG's reputation. Activities which could involve CTG in any unlawful or proscribed unethical practices are therefore prohibited.

此外，所有员工有责任了解与其工作职责相关的法律、法规及规定。任何违法违规行为均可能导致公司或员工受到民事或刑事检控，并损害

三峡集团的声誉。因此，禁止任何可能将三峡集团卷入非法或不道德行为的活动。

### ***Anti-Corruption*** 反腐败

We prohibit, under all circumstances, the use of bribery and similar practices in any form and at all levels of our business. We prohibit the offer, giving or acceptance of a bribe or kickback in any form, direct or indirect, from or to any person or party, including customers, representatives, contractors, suppliers, and government officials. CTG aims to ensure that its business success remains based on our competitiveness, performance and the quality of our products, services, and technologies.

禁止在各业务环节有任何形式的行贿受贿等行为。我们禁止直接或间接向任何人士或相关方（包括客户、代表、承包商、供应商及政府官员）提供、给予或收受任何形式的贿赂或回扣。出色的竞争力，良好的业务表现，先进的技术，优质的产品和服务是三峡集团取得业务发展和成功的基石。

No employee (nor anyone working on our behalf) may offer, promise, authorize, give, or receive bribes, any type of commercial or financial advantage, or other payments or items of value that are intended to influence any act or business decision, secure any improper advantage, or compromise independent judgment. Employees must not offer, promise, or give money, services, gifts, or other items of value (including hospitality) in order to obtain or retain business or otherwise benefit CTG; and they must not receive money, services, gifts, or other items of value (including hospitality) for having given the Company's business to an individual or organization.

禁止员工（包括任何代表公司工作的人士）以影响商业行为或决策、获取不正当利益或影响独立判断为目的收受贿赂、提供、承诺任何形式的商业、资金便利、其他款项、或贵重物品。任何员工不得以提供、承诺或给予资金、服务、礼品或其他贵重物品（包括宴请）的方式获取或保持与三峡集团相关的业务或其他收益。

In some cultures, good business relations may sometimes involve the exchange of symbolic gifts and hospitality. If the ultimate goal is to improperly influence business decisions, however, employees may not give, offer, or accept such gifts or hospitality (including money, loans, invitations, expense payments or reimbursements) or any other form of special treatment from anyone involved in business dealings with CTG.

有些习俗，如象征性交换礼物和宴请是良好业务关系的体现。但任何员工不得以影响商业决策为目的，向与三峡集团有业务往来关系的人士提供或允诺提供宴请、礼品（包括资金支持，贷款，活动邀请，代为支付或报销费用）以及任何形式的特殊待遇，同时也不能接受有关人士给予的上述任何待遇。

### ***Dealings with Business Partners*** 对待合作伙伴

CTG's commitment to ethics and compliance extends to our dealings with business partners, and we expect that our business partners will respond to CTG's value and *the Ethical & Compliance Principle*. We request that improper payments are not being channeled through intermediaries including joint venture partners, consultants, agents or other representatives, suppliers, and subcontractors.

三峡集团在道德与合规性方面的承诺也体现在与商业合作伙伴的相处上，合作伙伴需响应三峡集团的企业价值理念及道德与合规性原则。

我们要求任何中间机构——包括合资公司合作方、咨询公司、代理商或其他商业代表、供应商及分包商皆不参与不正当款项的支付。

- **Customers:** CTG must treat all of its customers honestly and fairly. Employees who negotiate contracts must ensure that any statements, communications, and presentations made to customers are accurate and truthful. Customers' confidential, sensitive and private information may never be disclosed by any employee to any person except as is required or permitted within the contract and under applicable law.
- **客户关系:** 三峡集团对所有客户一视同仁，坦诚相待。员工在合同谈判中，必须保证向客户提供的任何声明、分享的任何信息和业务陈述都是准确真实的。除非项目需要且相关合同和适用法律允许，所有员工都不得向任何人士披露客户的机密、敏感和私人信息。
- **Subcontractors and Suppliers:** Bribery and kickbacks in all forms, and conflicts of interest, between or among CTG and its subcontractors and suppliers, are strictly prohibited. CTG requires its suppliers and subcontractors to strictly comply with all applicable legal requirements related to their activities.
- **分包商和供应商关系:** 严禁三峡集团与其分包商和供应商之间有任何提供或接受贿赂、回扣的行为，或产生任何利益冲突。三峡集团也要求其供应商和分包商严格遵守与其业务活动相关的所有适用法律规定。
- **Representatives:** Any representative acting on CTG's behalf is required to comply with all applicable laws and regulations and with CTG's *Ethical & Compliance Principle*. Improper payments, fraudulent practices, and other criminal, improper, or unethical conduct

cannot be conducted through the use of representatives in any situation; and employees with any knowledge or suspicion of such conduct by a representative must report the matter immediately to the Compliance Department who's in charge of disciplinary supervision, audit and as may otherwise be provided in the Company's policies and procedures. Further, representatives may only be engaged in activities in accordance with the Company policy, procedures, and approval requirements.

- **商业代表关系：**代表三峡集团从事业务活动的任何第三方机构与个人都必须所有遵守相关法律法规及三峡集团的道德和与合规性原则。在任何情况下，都不得利用第三方机构和个人支付不正当款项、从事欺诈活动或参与任何不正派、不道德甚至犯罪行为；任何员工若知悉或怀疑任何第三方机构存在上述行为，应即刻向三峡集团纪检监察部门、审计部门或公司政策流程中制定的其他部门举报。此外，第三方机构和个人在从事业务活动的过程中，必须遵守公司的政策、流程以及审批要求。
- **Government Officials:** Contracts with government-owned or public entities require legal and integrity compliance with the highest standards and must be conducted with the highest business ethics. Special care should be used when dealing with state-owned or public entities or when seeking government approvals, licenses, permits, and similar approvals. In order to prevent conflicts of interest, special care also must be given to the hiring of former or current government employees, which will only be permitted in accordance with the Company policy, procedures, and approval requirements.

- ▶ **政府官员关系：**与国有或公共企业签订合同时，必须符合法律法规和遵循最高的诚信标准，遵守最严的商业道德规范。在与国有或公共企业进行业务往来，或申请政府审批、执照、许可以及类似手续时尤应注意合规。为避免利益冲突，要特别注意只有在公司政策流程以及审批要求允许时，才可雇佣已离职或在职的政府官员。

### ***Conflicts of Interest* 利益冲突**

Conflicts of interest distort judgment and generally are improper. All employees must avoid any situation that involves or may involve a conflict of interest.

利益冲突通常会影晌正常判断并导致决策失误。所有员工都必须避免涉及或可能涉及利益冲突的情况。

Business decisions and actions must be based solely on the best interests of the Company, and must not be motivated by personal considerations or relationships. Relationships with prospective or existing suppliers, subcontractors, representatives, contract employees, customers, competitors, or regulators must not affect one's independent and sound judgment on behalf of the Company. No employee shall engage in any business or other activity, whether in an employed, self-employed, personal or unpaid capacity, which may give rise to a conflict with the Company's interests.

商业决策和行为必须以公司利益为唯一出发点，不得掺杂任何个人好恶或个人关系。代表公司从事业务时，与潜在或现有供应商、分包商、商业代表、从业人员、客户、竞争对手或监管方的关系，不得影响个人独立、合理的判断。无论以员工、个体经营者还是个人的身份或者以不

获取酬劳的形式，任何员工都不得参与可能导致与集团产生利益冲突的业务或其它活动。

### ***Fair Competition* 公平竞争**

CTG expressly prohibits participation in any agreement with our competitors that have improper intent or effect of fixing prices, distorting a bidding process, dividing a market, limiting production, or boycotting a customer or supplier. Employees must not exchange sensitive information with competitors in infringement of competition or anti-trust laws. Generally speaking, competition laws forbid agreements or activities that restrain trade or limit competition, and prohibit attempts to monopolize. CTG is committed to vigorous and fair competition in compliance with all applicable laws and in keeping with recognized international standards.

三峡集团明令禁止与企图或者已经实施价格操纵、扰乱投标程序、分割市场、限制产量、抵制某一客户或供应商等行为的竞争对手签订合同。三峡集团员工不得违反公平竞争法律或反托拉斯法，与竞争对手交换敏感信息。总而言之，公平竞争法律禁止一切控制交易或限制竞争的合约和活动等一切垄断行为。三峡集团承诺，将严格遵守相关适用法律法规和通用准则，公平参与市场竞争。

### ***Confidentiality* 涉密事项**

Each employee is required to keep confidential and not to disclose or use any confidential information belonging to the Company, or belonging to a third party which has been received by the Company pursuant to a confidentiality agreement, or which has been received by the Company in circumstances where it is clear that the information is proprietary and confidential.

公司的涉密信息、公司按照保密合约规定从第三方机构获取的、属于第三方机构的涉密信息以及公司在特定情形下获取的、明显属于公司且涉密的信息，员工必须严格保密，不得保存或披露。

Employees who may have access to confidential and proprietary data, including information on customers and suppliers, must only be those whose function and responsibilities specifically include the handling, use, and communication of such data, and such data must never be improperly disclosed (either within the Company or to a third party) or misused.

除职责中明确需要处理、使用和交流涉密数据的员工外，禁止任何员工掌握包括客户和供应商信息在内的涉密和专属数据。禁止滥用或以不当方式在公司内部或向第三方公司披露涉密数据。

### ***Internal Controls 内部监管***

Our books and records must always be truthful and complete, and prepared with the utmost accuracy and integrity. Books and records must be supported by sufficient documentation so as to provide a full and auditable record of the transaction.

公司账目和档案必须保持真实、完整，制备方式必须准确，制备过程必须诚信透明。账目和档案必须具有充足文件凭据，以提供全面且可供审计的交易记录。

Employees who maintain or submit false documentation or who maintain off-books accounts or other means of avoiding or subverting the Company's internal controls will be subject to severe sanctions.

保存或使用伪造文件、私设账外账目或以其它方式规避或破坏公司内部监管的员工将会受到严厉处罚。