Code of Conduct

For partners and employees in China, including Hong Kong SAR and Macau SAR

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Leadership message

Our Values represent who we are and what we believe in. They are the guiding principles for our day-to-day actions and help us choose between right and wrong. These Values define the expectations we have of each other, and most importantly, ourselves. Ultimately, they are core to who we are as a firm and what it means to work at KPMG.

We are here for our clients and stakeholders who need us, the capital markets we protect, and the general public we are entrusted to serve with integrity.

The KPMG China Code of Conduct connects with our firm's Values and our ambition of being the most trusted and trustworthy professional services firm. It sets out the detailed policies and procedures for our people to follow consistently across the firm. It is one of our firm's most important document as it guides the actions of everyone at KPMG China. It is also closely aligned with KPMG's global Code of Conduct.

The Code of Conduct lays out very clearly how we are expected to treat each other and our clients, and our duty to uphold the public's interest. Everyone at KPMG China is expected to apply this Code of Conduct in their day-to-day responsibilities and behave in a way that is consistent with it. We put it in writing so we can hold each other accountable and never lose our way.

We all play a role in KPMG's success. By acting in accordance with our Code, doing what is right and maintaining ethical behaviours collectively, we become trustworthy and shape how we are viewed by the world.

Jacky Zou
Chairman

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Introduction

At KPMG, we know that trust is earned by doing the right thing— not just some of the time but all of the time. And as the world changes rapidly and becomes more complex, this simple principle has never been more important.

We[1] are committed to the highest standards of personal and professional behaviour throughout our firm in everything we do. Ethics and integrity are core to who we are and why everyone at KPMG is held to this promise of excellence.

In our Code of Conduct, we outline the responsibilities all KPMG people have to each other, our clients, and the public. It shows how our Values inspire our greatest aspirations and guide all our behaviours and actions. It defines what it means to work at and be part of KPMG, as well as our individual and collective responsibilities.

[1] Throughout this China Code of Conduct, "we", "KPMG China", "the firm", "us" and "our" refer to KPMG in the mainland, Hong Kong SAR and Macau SAR. "KPMG" refers to the global organisation of independent member firms operated under the KPMG name and affiliated within KPMG International. KPMG International provides no client services. No member firm has any authority to obligate or bind KPMG International or any other member firm vis-à- vis third parties, nor does KPMG International have any such authority to obligate or bind any member firm.

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The Code of Conduct ("Code") is intended for use by:

- All of our people: To understand what is expected of them and the responsibility resting on each of them to apply KPMG's Values in everything they do
- Our leadership and management teams: To help them ensure that the decisions they make, the role models they are and the expectations they have of their colleagues take into account both their responsibilities and our Values
- Prospective employees
- Regulators, clients, suppliers and the general public, as they seek to understand the values of the organisation.

The Code is a publicly available document that may be accessed through the KPMG China website at

https://home.kpmg.com/cn/en/home. html.

Code of Conduct

The Code connects our purpose and Values with the detailed policies and procedures that KPMG China and our people follow.

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Our Values

Our Values lie at the heart of the way we do things. To do the right thing, the right way. Always.

They drive our daily behaviours, guide our decisions, and shape our character. They form the foundation of a resilient culture ready to meet challenges with integrity, so we never lose sight of our principal responsibility to protect the public interest. And they propel us forward—through our work and the example we set—as we inspire confidence and empower change throughout the world.

Integrity: We do what is right.

Integrity means we are honest, fair and consistent in our words, actions and decisions—both inside and outside work. We take responsibility and accountability for our day-to-day behaviour and we hold ourselves to the highest moral and ethical standards at all times—even when under pressure. We keep our promises and set an example for others to follow.

Excellence: We never stop learning and improving.

Excellence means relentlessly delivering quality work to the highest professional standards. We do this by staying curious and taking personal responsibility for our learning. We constantly look to improve our work through data and insights and are open to new challenges and feedback because that is how we develop and improve.

Courage: We think and act boldly.

Courage is about being open to new ideas and being honest about the limits of our own knowledge and experience. It's about applying professional skepticism to what we see and asking questions where we have doubts. We speak up if we see something we believe is wrong, and we support those who have the courage to speak up themselves. Courage is being bold enough to step outside of your comfort zone.

Together: We respect each other and draw strength from our differences.

We do our best work when we do it together: In teams, across teams, and by working with others outside our organisation. Working together is important because we know it's collaboration that shapes opinions and drives creativity. We embrace people with diverse backgrounds, skills, perspectives and life experiences and ensure different voices are heard. We show care and consideration for others and strive to create an inclusive environment where everyone feels they belong.

For Better: We do what matters.

For Better means taking a long-term view, even in our day-to- day choices, because we want to build a stronger KPMG for the future. We never lose sight of the importance of our role in building trust in the capital markets and in business. We make sustainable, positive change in our local communities and in society at large, striving to make the world a better place.

We aim to live the Values, acting as role models and promoting ethical behaviour.

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Our commitments

KPMG China and our people have an overriding commitment to live our Values in everything that we do and to act lawfully, ethically and in the public interest. That is why our Values run throughout our commitments.

Our compliance with applicable laws, regulations, professional and quality standards is fundamental, but our commitments extend beyond compliance to broader obligations to clients, our colleagues and society as a whole.

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Our collective commitments:

Complying with laws, regulations and standards

— We fully comply with all laws, regulations and professional standards that apply to us.

Working with the right clients and third parties

— We carefully evaluate prospective clients and third parties with whom we intend to work, including government entities. The factors we assess include their integrity and the environment in which they operate.

— We will not work with clients or enter into business relationships with third parties who do not live up to our core ethical standards as exemplified by our Values.

Focusing on quality

— We are committed to delivering a high-quality service, applying KPMG methodologies and procedures, and following professional standards.

— We only accept engagements that we can perform consistently with our high-quality standards.

— We address challenging situations in the right way by applying professional ethics and consulting with experienced people to reach the right conclusions.

— We strive at all times to protect and enhance KPMG's brand and reputation.

Maintaining our objectivity and independence

— We maintain our objectivity in all the work that we do. We do not allow bias, conflicts of interest or undue influence to override our professional or business judgments at any time, including in deciding to accept or continue with clients or engagements.

— We maintain our independence as auditors, following the spirit as well as the letter of laws, regulations and

— standards, and understanding how the public may perceive our role.

— We identify and resolve conflicts of interest before accepting an engagement that would present a potential conflict.

— We have strict gift and entertainment policies, which are at least as restrictive as regulations require.

Not tolerating illegal or unethical acts

— We do not tolerate behaviour within KPMG, by clients or suppliers, or public officials with whom we deal, that is illegal, unethical or breaches human rights.

— We do not accept or offer bribes, or participate in corrupt practices, and have a zero tolerance for bribery and corruption in any form by any party.

Protecting information

— We protect clients' confidential information and only use it for proper business purposes.

— We are honest and transparent about our use of confidential information.

— We respect an individual's privacy and the confidentiality of their personal information, and do not use personal information other than for the purposes for which it was obtained.

— We prohibit the use of information for insider trading.

— We keep assets and resources safe and use them only for appropriate business purposes.

— We respect the intellectual property of KPMG, clients, our competitors and third parties.

— We comply with applicable measures and regulations for data security management and cross-border data transfers.

Competing fairly

— We promote KPMG's services honestly and compete fairly.

— We unequivocally support the goal of a free and competitive market.

Creating an inclusive environment where everyone can thrive

— We are committed to equality and to a culture that is free from discrimination whether based on race, ethnicity, gender, gender identity, sexual orientation, disability, age, marital status or religious belief.

— We are committed to providing a work environment free from harassment including sexual harassment.

— We treat everyone with respect and dignity.

— We value and celebrate differences and create an inclusive environment.

Helping our people to be extraordinary

— We value work/life balance.

— We provide a safe and healthy work environment.

— We maintain a just and fair approach to remuneration.

We invest in our people's professional development so that they can reach their full potential.

— We ask our people to raise ethical and professional issues without fear of retaliation.

— We train our people to be objective, ethical and professional.

Being responsible corporate citizens

— We act as responsible corporate citizens, playing an active role in global initiatives relating to climate change, sustainability and international development.

— We aspire to the ten principles of the UN Global Compact.

— We encourage good corporate citizenship.

— We enhance the role of the accounting profession and build trust in the global capital markets.

— We contribute to a better functioning market economy.

— We manage our environmental impacts to limit them.

— We work with other businesses, governments and charitable organisations to create stronger communities.

Building public trust

— Public trust is built through engaging with a broad group of external stakeholders — from regulators, investors and clients, to local communities and other spokespeople from civil society. These discussions are sometimes challenging, but they bring different perspectives and new thinking on how the firm can continue to develop and meet the changing business landscape and societal expectations.

— We know that the way our professionals work is just as important as the work itself. It requires a relentless focus on quality, keeping public trust responsibilities at the forefront of everything we do, doing the right thing in the right way, every day.

— Setting the right 'tone from the top' is also essential. There is importance in continually reinforcing a commitment as leaders and professionals to earn the public's trust every day.

Further details on KPMG's commitment to building public trust can be found in KPMG's latest Transparency report, available on www.kpmg.com.

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Our responsibilities

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The Code acts as a framework to help make ethical decisions.

Individual responsibilities

Whatever your role in KPMG, you should:

- **Stay informed about laws, regulations, professional standards and KPMG policies that apply to you in your work.** Never stop learning by participating in training, reading communications, using KPMG resources and consulting as necessary.
- **Stand firm against pressure to achieve targets or to act in an inappropriate way.** You should never compromise our Values. Do not be afraid to express differences of opinion or deliver unwelcome messages.
- **Conduct your personal affairs in a manner that is consistent with the Code.**
- **Have the courage to speak up if something does not seem right.** Our people have a responsibility to speak up when they see behaviour inconsistent with our Values. See next page for "Where to get help."
- **Consult when in doubt.** You are not expected to know everything. You should also consult if you think you, or someone else, might have made a mistake.

Leadership responsibilities

As a leader in KPMG—whether a partner or the supervisor of a team—you should also:

- **Lead by example.** Show through your actions what it means to have integrity and to act in accordance with the Values and with the principles of the Code. Always do the right thing.
- **Support your team.** Ensure that those you lead know and understand the Code and have access to the resources they need to adhere to our Values.
- **Develop your team.** Set clear, measurable and challenging goals that promote ethical behaviour and the highest standards of client service.
- **Uphold exemplary standards.** Enforce our Values and standards consistently and fairly, and promote compliance with the Code among those you lead.
- **Exercise your judgment.** Respond thoughtfully and carefully to those who raise questions and concerns in good faith.
- **Be accountable.** Be prepared to be held personally accountable for any shortcomings in your own behaviour as well as those of the people you lead.

Dealing with dilemmas

Our behaviour— our personal recognition of what is appropriate, what is right and what is in the wider public interest—guides our response to the situations that arise in the course of our work at KPMG. These behaviours must clearly be compliant with applicable laws, regulations, standards and KPMG policies. At the same time, they should reflect wider ethical considerations, including our Values and Commitments.

This applies to personal actions and to those of the team or the firm as a whole.

The Ethics Checklist set out below will help you decide how you should respond to day-to-day dilemmas as well as difficult decisions or situations.

You should always ask yourself:

- Is my behaviour consistent with KPMG Values and ethical or professional standards?
- Does my action comply with KPMG policy and applicable laws or regulations?
- Does my decision reflect the right thing to do?
- Is my decision being driven by responsible professional judgment?
- Am I capable of making an objective decision or do I need to consult?
- Could a failure to consult on a decision be seen as a mistake?
- Am I confident that my decision would not damage KPMG's reputation and brand if it were made public?
- Do the actions taken by a colleague or client comply with applicable laws, regulations and ethical standards and (if a colleague) with KPMG policy?

If the answer to any of these questions is 'no,' or if you are not sure, then you need to get help. This includes situations where:

- you are uncertain about the interpretation of applicable policies, laws, regulations or professional standards — many of these can be complex
- differences of opinion make the course of action unclear
- potential actions (or inaction) or decisions make you uncomfortable
- the situation you are involved in is complex or high risk.

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Where to get help

Help and guidance are always available. You are not expected (and should not try) to deal with complex situations on your own.

There are many avenues available to you to get help, and you should select the ones you think are most appropriate to the situation. Examples of where to go for help include:

- your supervisor, line manager or performance manager
- your engagement partner
- Head of Function
- Office Senior Partner
- Regional Senior Partner
- Firm's Risk Management Partner
- Functional Risk Management Partners
- Ethics and Independence Partner
- Human Resources Partner
- General Counsel.

If you do not feel comfortable speaking to someone else, you can use:

- KPMG China's Ethics Hotline
- International Hotline

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Compliance with the Code of Conduct

Everyone at KPMG China is required to comply with the China Code of Conduct and to confirm their compliance with the Code.

Noncompliance by our people with the Code or with relevant supporting policies or procedures may have an impact on their performance evaluation and result in disciplinary action by the firm.

The China Code of Conduct reminds each of us how to behave regardless of the challenges we face in our local business environment. That is why everyone at KPMG is required to take regular training covering the Code and will be held accountable for behaving in a way that is not consistent with it.

Speaking up

If you see something you are uncomfortable with, we ask you to act with courage and speak up. This includes situations where you believe that colleagues are acting inappropriately or not in compliance with the Code.

Everyone at KPMG is responsible for reporting — and is required to report — any activity that could potentially be illegal or in violation of our Values, KPMG policy, applicable laws, regulations or professional standards.

KPMG China will take action where non-compliance with the Code or relevant supporting policies or procedures are identified.

This includes situations when you know or suspect that colleagues, clients or parties associated with clients, or suppliers, subcontractors or associated third parties are engaged — or may be about to engage — in illegal or unethical activity.

It does not matter how large or small the matter is or who is involved.

Individuals that report in good faith will not suffer any detriment, regardless of whether the concern is ultimately substantiated. We are prohibited from retaliating against individuals who have the courage to speak up in good faith.
Retaliation is a serious violation of the Code, and any retaliation by anyone at KPMG will result in disciplinary action.

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Contacts and feedback

We welcome comments and suggestions for improving our Code. If you think something is missing or can be improved, please let us know at enquiries.cn@kpmg.com.

kpmg.com/cn/socialmedia

For a list of KPMG China offices, please scan the QR code or visit our website:
https://home.kpmg.com/cn/en/home/about/offices.html

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