



Top Form Code of Conduct

黛丽斯行为守则

Top Form International Limited and its subsidiaries (collectively “Top Form”) strive to conduct all business affairs with the highest ethics standards, and acts as a socially responsible company and a good corporate citizen.

黛丽斯国际有限公司及其属下公司（统称“黛丽斯”）致力以最高道德标准处理所有商业事务，并作为一家对社会负责的公司和良好的企业公民。

This Code of Conduct applies to all directors and employees of the Company and its wholly owned subsidiaries, and joint ventures or companies in which the Company holds a controlling interest. All of our business partners, including joint venture partners, contractors and suppliers are encouraged to ensure similar standards of integrity and ethics. The Code of Conduct provides a framework for employees and stakeholders to put business principles into practice with the utmost integrity. It is the foundation of how we do our work at Top Form, measured against the highest possible standards of ethics and integrity.

本行为守则适用于黛丽斯及其属下全资子公司、合资企业或黛丽斯持有控股权益公司的所有董事和员工。我们鼓励所有业务合作伙伴，包括合资企业合作伙伴、承包商和供应商确保统一的诚信和道德标准。行为守则为雇员和持份者提供一个框架，使他们能够以最高的诚信将商业原则付诸实践。行为守则亦是我们如何以最高的道德标准和诚信来衡量我们工作的基础。

Any violation of this Code provides a basis for internal disciplinary action up to and including termination of employment and potential legal actions.

任何违反本守则的行为都将构成内部纪律处分，包括终止雇佣关系以及潜在的法律行动。

High standards of business ethics, integrity and honesty

高标准的商业道德、诚信和诚实

Top Form is committed to conducting all our businesses with integrity and honesty, with no conflict of interest or undue influence. With ethical commitment and respect for people, the Code of Conduct serves for development of relations within and across different business units in Top Form. Directors and employees should develop integrity and honesty as part of their fundamental professional ethics and reflect the same in their work. 黛丽斯致力以诚信和诚实，在没有利益冲突或不当影响下经营所有业务。凭借对道德的承诺和对人的尊重，行为守则为不同业务部门内部和之间提供发展关联。董事和雇员应将诚信作为其基本职业道德的一部份，并体现于工作中。

Obey the Law

遵纪守法

All directors and employees are required to conduct business in full compliance with the laws, both in letter and spirit, of the respective country or jurisdiction in which Top Form business unit operates, or follow Top Form’s standards set forth if local laws are more permissive.

所有董事和雇员都必须完全遵守黛丽斯运营业务单位所在国家或司法管辖区的法律；如果当地法律较行为守则宽松，则应遵守黛丽斯的行为守则为标准。



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Conflicts of Interest

利益冲突

This Code of Conduct strictly prohibits employees from engaging in any non-Top Form business, investment or activity that might pose a conflict between your individual interests and those of Top Form.

本行为守则严格禁止雇员从事任何与黛丽斯有利益冲突的非黛丽斯业务、投资或活动。

The underlying principle of this rule is that employees should act in the best interest of the Top Form to the exclusion of any personal advantages. All directors and employees should avoid any situation involving a conflict, or the appearance of a conflict, between your personal interests and performance of your job duties.

这规则的基本原则是雇员应以黛丽斯的最佳利益为出发点。所有董事和雇员应避免在个人利益和履行工作职责之间发生冲突或出现冲突。

All directors and employees, and immediately family, should not own any interest in (excluding publicly traded securities) or have any personal contract or agreement of any nature with suppliers, contractors, customers or all others which might influence or give the appearance of influencing any action or decision you make with respect to the business of the Top Form.

所有董事和雇员及其直系亲属不应与供应商、承包商、客户或所有其他可能影响或看似能影响你在黛丽斯业务上做出行动或决定的人有任何利益（不包括证券交易）、合同或协议关系。

If there is any existing/potential conflict of interest situations arising when performing duties in Top Form, please complete Appendix I “Declaration of Conflict of Interest”.

如你在黛丽斯出现任何现有/潜在的利益冲突的情况，请填写附录一“利益冲突申报声明”。

Bribery and Corruption

贿赂和腐败

All directors and employees are required to abide by all government ordinances or laws of the respective country or jurisdiction to prevent bribery wherever we do business.

所有董事和雇员都必须遵守所在国家或司法管辖区的所有政府条例或法律，以防止经营业务时触犯贿赂行为。

Bribes include any illicit advantage offered or accepted as an inducement to or reward for performing or abstaining from performing any of your duties.

贿赂包括提供或接受任何非法好处，作为履行或放弃履行任何职责的诱因或报酬。

Bribes can be in the forms of cash, cash equivalents, loans, commissions, and benefits in kind or other advantages. However, it is allowed to accept (but not solicit) the gifts offered voluntarily as advertising or promotional gifts of a nominal value.

贿赂指收取现金、有现金价值的物品、贷款、佣金、利益或其他好处。作为广告或宣传自愿馈赠（非索取）的礼品可以接受。



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Substance Abuse

滥用药物

Top Form has vital interests in ensuring a safe, healthy and efficient working environment for our employees, their co-workers and the customers we serve. Employees are prohibited from reporting to work or working while using illegal or unauthorized drugs, except when the use is pursuant to a doctor's orders and the doctor advised the employee that the substance does not adversely affect the employee's ability to safely perform his or her duties.

黛丽斯确保为雇员、合作伙伴和客户提供安全、健康和具效率的工作环境。禁止雇员在使用非法或未经授权的药物时或之后工作。除非获得医生的指示，并且被告知相关药物对雇员安全履行职责不会有不良影响。

In addition, employees are prohibited from engaging in the unlawful or unauthorized manufacture, distribution, sale or possession of illegal drugs and alcohol in the workplace including: on working time, on work premises, in company vehicles or while engaged in company activities. Employees are also prohibited from reporting for duty or remaining on duty with any alcohol in their systems.

此外，禁止雇员在工作场所非法或未经授权制造、分发、销售或持有非法药物和酒精饮料，当中包括在工作时间、工作场所、公司车辆内或从事公司活动期间。雇员也禁止在上班或工作时携带任何酒精饮料到工作岗位。

Non-Disclosure/Confidentiality

保密义务

This Code of Conduct strictly prohibits directors and employees from providing or making available confidential or inside information to anyone outside Top Form without proper authorization. Similarly, this Code of Conduct strictly prohibits employees from making use of confidential or insider information to secure advantage personally or for another party.

本行为守则严格禁止董事和雇员未经授权向黛丽斯以外任何人提供机密或内部信息。同样，本行为守则严格禁止雇员利用机密或内部信息为个人或另一方谋取利益。

Confidential Information includes information obtained from internal sources such as business plans, budgeting and other financial data not publicly disclosed, Intellectual Property, customer and supplier lists, trading records, commercial details and all kinds of database which are sensitive in nature, and that obtained externally, such as information received from our customers and suppliers, their customer and supplier lists, reference materials and reports, Intellectual Property, financial data, our internal assessment of the creditworthiness of the customer or the reliability of the supplier.

机密信息包括从内部来源获得的信息，如业务计划、预算和其他未公开披露的财务数据、知识产权、客户和供应商名单、交易记录、商业细节和各种性质敏感的数据，以及从外部获得的信息，例如从客户和供应商处收到的信息、他们的客户和供应商名单、参考资料和报告、知识产权、财务数据、我们对客户信誉或供应商可靠性的内部评估。



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Health and Safety and the Environment

健康与安全及环境

Top Form is committed to doing its best to safeguard the health and safety of its employees, those with whom it does business and the communities within which it operates. We are also committed to be a good steward of the natural resources and environment under our influence and to ensuring that all potential adverse impacts of our operations on the environment are identified and minimized.

黛丽斯致力保护雇员、合作伙伴以及其运营所在社区的健康和安全。我们亦致力守护受我们影响的自然资源和环境，并确保减少因运营为环境带来所有潜在的不良影响。

Harassment or Discrimination

骚扰或歧视

We prohibit harassment or discrimination of one employee by another employee, supervisor for any reason including, but not limited to: race, color, religion, sex, national origin, physical or mental disability and age. Harassment of third parties by our employees is also prohibited.

我们禁止雇员与雇员之间、上司与下属间发生任何骚扰或歧视，包括但不限于种族、肤色、宗教、性别、国籍、身体或精神残疾和年龄。我们也禁止雇员骚扰第三方。

Harassment or discrimination could arise in different forms, they include but not limited to: slurs, epithets, threats, derogatory comments or visual depictions, unwelcome jokes and teasing.

骚扰或歧视可能以不同形式出现，包括但不限于诽谤、流言、威胁、贬损性评论或视觉图片、冷笑话和戏弄。

Sexual Harassment

性骚扰

We firmly prohibit sexual harassment of any employee by another employee, supervisor or third party. Harassment of third parties by our employees is also prohibited. The purpose is not to regulate the morality of employees. It is to assure that in the workplace, no employee is subject to sexual harassment. Sexual harassment include: unwelcome sexual advances, requests for sexual favors and/or verbal or physical conduct of a sexual nature including, but not limited to: sexually-related drawings, pictures, jokes, teasing, uninvited touching or other sexually-related comments.

我们坚决禁止雇员、管理人员或第三方对任何雇员进行性骚扰。我们也禁止雇员性骚扰第三方。此目的不仅为规范雇员的道德，更是为了确保没有雇员在工作场所内受到性骚扰。性骚扰包括性侵犯、要求性方面的利益及/或具有性方面的言语或身体行为，包括但不限于与性有关的绘画、图片、笑话、戏弄、触摸或其他与性有关的评论。



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Proper Use of Computer and Communication Systems

正确使用电脑及通讯系统

Top Form provides e-mail, messaging, internet and intranet access, telephones and other forms of communication technology to help employees to do their jobs. These tools help many of us work more productively and efficiently. At the same time, it's everyone's responsibility to help maintain the confidentiality, integrity and availability of our information, communications and technology infrastructure.

黛丽斯提供电子邮件、电子通信平台、互联网和内联网、电话和其他形式的通信技术，以协助雇员完成工作。这些工具帮助我们更高效地工作。同时，每人都有责任维护信息、通信和技术设施的机密性、完整性和可用性。

Whistle-blowing

举报不当行为

All directors and employees have a responsibility to raise concerns about potential violations of the Code of Conduct, including possible improprieties in financial reporting and internal controls. Any valid concerns can be raised to the reporting channel provided in the Reporting Concerns clause. Upon the receipt of validated complaint, an impartial and prompt investigation will be held. We will make every effort to keep the identity of the reporting person confidential. Information received will be used only for the purposes of investigating and resolving the complaint or concern raised.

所有董事和雇员都有责任举报潜在违反行为守则的事情，包括财务报告和内部可能存在的的行为。任何可能违反行为守则的具体事项可通过举报机制提出。在收到经核实的投诉后，将进行公正和迅速的调查。我们将尽力确保举报人身份的保密性。收集的信息仅用于调查和调解所提出的投诉或问题。

Consequence of False or Malicious Accusation

虚假或恶意指控的后果

No abuse of the whistle-blowing mechanism will be tolerated. Any whistle-blowing has to be made in good faith and any malicious allegations will lead to disciplinary actions, which may include dismissal.

不容忍滥用举报机制。任何举报都必须是出于真诚的，恶意指控将导致纪律处分，包括解雇。



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Reporting Concerns

举报机制

If any directors or employees believe that a legal or ethical violation has occurred, they are encouraged to immediately report through below reporting channels. Our policy forbid any form of retaliation against anyone for fulfilling this obligation.

如果任何董事或雇员认为发生了违反法律或道德的行为，我们鼓励你马上通过以下渠道报告。我们的政策禁止对履行这义务的人员进行任何形式的报复。

Person involved 当事人	Report to 汇报对象
Employees 雇员	Local HR Manager and/or General Manager and e-mail to hrreportline@topformbras.com 当地人力资源经理及/或总经理，及发电子邮件至 hrreportline@topformbras.com
Executive Directors 执行董事	Chief People Officer (CPO) by e-mail or phone, and CPO submits valid claims for Audit Committee review and recommendation for next step 首席人才官：通过电子邮件或电话向首席人才官汇报，首席人才官提请审计委员会审视及给予建议

Approved by: Kevin Wong (CEO)

审批人：首席执行官黄启聪

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CODE OF CONDUCT ACKNOWLEDGEMENT 行为守则确认书

I have received a copy of the Code of Conduct of Top Form.
本人已收到黛丽斯的行为守则。

I have read, understand, and agree to abide by all its terms and principles.
本人已阅读、明白并同意遵守其所有条款和原则。

I understand my responsibility to report questions or concerns regarding this code and report immediately to my manager, local Human Resources Department and/or Group Human Resources Department of any violation thereof.
本人明白有责任报告有关本守则提及的问题。本人应立即向我的经理、人力资源部及/或集团人力资源部报告任何违反本守则的行为。

Signature: _____
签名

Name: _____
姓名

Department: _____
部门

Position: _____
职位

Date: _____
日期



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APPENDIX I
附錄一

DECLARATION OF CONFLICT OF INTEREST

利益衝突申報聲明

Staff Name 员工姓名	Department 部门	Position 职位

I hereby declare the following existing/potential* conflict of interest arising from the discharge of my official duties:

本人现申报在黛丽斯履行职务时存在/可能*引起利益冲突的情况:

Name of Family Member 亲属姓名	Relationship 关系	Nature of Activity 业务往来性质	Organization 机构名称

I declare that the above details are correct to the best of my knowledge. A false statement or dishonest information will result in the dismissal of employment by the company.

本人声明以上申报的内容全部属实。如有任何虚报，本人会被公司即时解雇。

Signature: _____
签署

Date: _____
日期

* Delete as appropriate 请删去不适用者