Code Of Conduct

行为守则

TOP FORM INTERNATIONAL LIMITED

黛丽斯國際有限公司

(HR Policy – 007)

Effective February, 2018

2018 年 2 月生效

Revision History 修訂時間

Issue Date 發出日期	**Version** 版本	**Changes** 更改	**Reviewed by** 審核	**Approved by** 審批
1 Feb 2018	1.0	New Release 首次	Greater China HR Manager 大中華區人力資源經理	Managing Director/ Vice Chairman 董事總經理/副主席

Approved by 批核:
Kenneth Wong 黃啟智

Approved by 批核:
Kevin Wong 黃啟聰

Top Form International Limited ("TFI") has been recognised as acting responsibly in the ways that we conduct our business. Our reputation for fair dealing and integrity is a great asset. Compliance with this Code of Conduct is an important part of preserving this asset.

This Code of Conduct applies to all designated persons and is applicable wherever TFI and its direct or indirect subsidiaries conduct its business. TFI employees and stakeholders apply these business principles to their work and actions on a daily basis. They are about doing the right thing – following the law, acting honorably and treating each other with respect.

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 TFI, measured against the highest possible standards of ethics and integrity.

Any violation of this Code provides a basis for internal disciplinary action up to and including termination of employment and potential legal actions. You have the responsibility to ensure that all your subordinates are aware of and understand the implications of our Code of Conduct.

High standards of business ethics, integrity and honesty

TFI 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 TFI, extending to other stakeholders including our business partners, suppliers, customers, investors and shareholders.

Employees should develop integrity and honesty as part of their fundamental professional ethics and reflect the same in their work. Integrity and honesty should be fundamental to the TFI development and success and instrumental in the realization of our goals.

Obey the Law

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

Conflicts of Interest

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

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

All 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 doing business with TFI which might influence or give the appearance of influencing any action or decision you make with respect to the business of the TFI.

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".

Bribery and Corruption

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

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

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

Substance Abuse

TFI has vital interests in ensuring a safe, healthy and efficient working environment for our employees, their co-workers and the customers we serve. The unlawful or improper presence or use of controlled substances or alcohol in the workplace presents a danger for everyone.

Employees are prohibited from reporting to work or working while using illegal or unauthorized drugs. Employees are prohibited from reporting to work, or working when the employee uses any 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.

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. Employees are also prohibited from consuming alcohol during working hours, including meal and break periods.

Non-Disclosure/Confidentiality

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

Confidential Information includes information obtained from internal sources such as TFI own 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.

Health and Safety and the Environment

TFI 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. It aims to create long term value for its shareholders. Achieving this depends on the sustainable development of our businesses and the communities in which we operates. To this end, TFI is committed to being 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.

Harassment Or Discrimination

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.

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.

Sexual Harassment

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.

Proper Use Of Computer And Communication Systems

TFI 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.

Whistle-blowing

All 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 by staff with the Executive Committee. 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 staff confidential. Information received will be used only for the purposes of investigating and resolving the complaint or concern raised.

Reporting Concerns

If you believe that a legal or ethical violation has occurred, you are encouraged to immediately report it to your manager, local Human Resource Department and/or Human Resources Department at hrreportline@topformbras.com. Our policies forbid any form of retaliation against you for fulfilling this obligation.

CODE OF CONDUCT ACKNOWLEDGEMENT

1. I have received a copy of the Code of Conduct of Top Form International Limited.
2. I have read, understand, and agree to abide by all its terms and principles.
3. I understand my responsibility to report questions or concerns regarding this code and report immediately to my manager, local Human Resource Department and/or Human Resources Department at hrreportline@topformbras.com of any violation thereof.

Signature	Date
Name	
Department	Position

黛丽斯被认为以负责任的方式开展业务。我们以公平交易和诚信而闻名，这是我们一笔巨大的财富。履行此行为准则是我们保护这份财富的重要一环。

此行为准则适用于所有指定人员和黛丽斯所开展的业务。黛丽斯的员工和利益相关者把这些经营原则应用于他们的日常工作和行动中。他们在做正确的事情-遵循法律、正直地行事、彼此尊重。

此行为准则为员工和利益相关者提供了一个框架，使经营原则得以最大限度地执行，它是我们在黛丽斯如何按照最高的道德标准和正直标准来衡量我们工作的基础。

任何违反本守则的行为均为内部纪律处分提供依据，最高处分可能是终止雇用和可能采取的法律行动。 您有责任确保您的所有下属了解并理解我们的行为准则的含义。

高标准的商业道德、正直及诚信

黛丽斯致力于以正直和诚信地开展我们所有的业务，且没有利益冲突和不正当影响。

通过道德承诺和对人的尊重，该守则适用于在黛丽斯企业内部和跨部门发展关系，扩展到包括我们的商业伙伴、供应商、客户、投资者和股东在内的其他利益相关者。

员工需培养正直和诚信作为其基本的职业道德，并反映在他们的工作中。正直和诚信是黛丽斯发展和成功的原则，也是实现其目标的基础。

遵守法律

所有员工都要求在开展业务时需充分遵守业务所在国家或地区的法律，无论是文字上还是精神上，如当地法律相对宽松的话，就按黛丽斯所设立的标准执行。

利益冲突

此准则严格禁止员工参与可引起个人利益与黛丽斯整体利益产生冲突的非黛丽斯业务、投资或活动。

此规则的基本原则是，员工应以黛丽斯的最佳利益行事，以排除任何个人利益。所有员工在个人利益和工作职责的履行中，都应避免任何涉及冲突或冲突的情况。

所有员工及其亲属不能持有任何投资（除公共上市交易的证券外）及与供应商、承包商、客户或所有其他与黛丽斯有业务联系的，有任何性质的私人合同或协议，那将影响或形式上可能影响任何与黛丽斯业务有关的行动或决定。

当在黛丽斯执行职务时,如有任何现有 / 可能出现的利益冲突情况出现,请填写附录一「利益冲突申报」。

贿赂和腐败

所有员工都要遵守我们开展业务的国家或地区所有的政府条例或法律，以防止贿赂。

贿赂包括在你执行或履行工作职责时，任何非法利益的提供或接受作为诱因或报酬。

贿赂可以是现金、现金等价物、贷款、佣金、实物或其他好处。然而，他们被允许接受

(但不可以要求）自愿赠送的礼物，例如象征性的广告或促销礼物。

药物滥用

公司致力为我们的员工、我们服务的客户和他们的同事提供一个安全、健康和高效的工作环境。在工作场所非法和不正当的使用受控药物或酒精给每个人都会带来危害。

禁止员工在使用非法或未经批准的药品时报告工作或工作。禁止员工在使用任何药品时报告工作或工作，除所使用的药物是遵医嘱并医生告知员工药物不会对他或她安全地履行工作职责产生不利影响。

此外，禁止员工在工作区域（包括：工作时间、工作场所、公司车辆或参加公司活动）参加非法或未经授权的制造、分销、销售或持有非法毒品和酒精。

员工也禁止在身体内含有酒精时报告工作或执行工作。员工在工作时间内也禁止喝酒，包括用餐和休息时间。

非公开/机密性

此准则严格禁止员工提供或泄露机密或内部信息给黛丽斯以外任何未被授权的人员。同样地，此准则严格禁止员工利用机密或内部信息去获取个人利益或提供给其它组织。

机密信息包含内部获取的信息，如黛丽斯的商业计划、其它没有对外公开的预算和财务数据、知识产权、客户和供应商名单、交易记录、贸易资料及所有类型的敏感数据、外部获取的数据（如从我们的客人和供应商得到的数据、他们客人和供应商应商名单、参考材料和报告、知识产权、财务数据、我们客人或相关供应商商誉的内部评估）。

健康、安全和环境

黛丽斯致力于尽力保障员工、以及与之做生意及业务所在社区的健康和安全。目的是为股东创造长期价值。实现这一点取决于我们的业务和我们经营的社区的可持续发展。为此，黛丽斯致力于在我们的影响下成为自然资源和环境的好管家，并确保把我们在运作上对环境的潜在不利影响进行识别并减至最低。

骚扰或歧视

我们禁止员工被其他员工、管理层以任何理由的骚扰或歧视，这包含但不局限于：人种、肤色、宗教、性别、国籍、身体或思想残疾、年龄。第三方对我们员工的骚扰也是被禁止的。

骚扰或歧视可以不同形式进行,包括但不限于诽谤、辱骂、威胁、贬损的评论或视觉的描写，不受欢迎的笑话和取笑。

性骚扰

我们坚决禁止任何员工被其他员工、主管或第三方性骚扰。我们的员工也禁止骚扰第三方。目的不是为了规范员工的道德，而是为了确保在工场所内，员工不会受到性骚扰。精确地定义性骚扰不容易，它包括：性骚扰、性倾向和/或口头或身体的性本能的要求，这包括但不只局限于：与性相关的图画、图片、笑话、取笑，不请自来的接触或其他与性相关的评论。

正确使用计算及通讯系统

公司提供电子邮件、信息、互联网和企业内部网的接入、电话和其他形式通讯技术，帮助员工完成工作。这些工具使得我们的工作更有效率。与此同时，每人都有责任去维护我们的信息、通讯和技术基础设施的机密性、完整性和有效性。这些信息是公司的财产。

举报

所有员工都有权利去举报潜在的准则违规问题，包括财务报告和内部控制方面的不当行为。任何有效的建议都可以通过员工执行委员会提出。收到后，经验证，将进行公平和迅速的调查。我们将尽全力去对举报人进行身份保密。所收集到的资料将只用于调查和解决投诉或提出的问题。

报告问题

如你相信有违背法律或道德的行为发生,请立即发邮件至 hrreportline@topformbras.com 向你的经理、地方的人力资源部和/或人力资源部门报告。 我们的政策对你履行此义务禁止任何形式的报复行为。

确认行为守则

1. 我已收到黛丽斯的行为守则。
2. 我已阅读、明白及同意遵守黛丽斯行为守则的所有条款及原则。
3. 我理解我有责任汇报有关本守则的问题或疑虑, 并立即向我的经理,当地人力资源部和/或 送电邮致hrreportline@topformbras.com人力资源部报告任何违规行为。

签署	日期
姓名	
部门	职位

APPENDIX I
附錄一

DECLARATION OF CONFLICT OF INTEREST
利益衝突申報

Staff Name 員工姓名	Position 職位	Department 部門

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

本人現申報在黛麗斯中履行職務時存在 / 可能* 引起利益衝突的情況：

Name of Family Member 親屬姓名	Relationship 關係	Nature of Activity 業務往來性質	Organization 機構名稱

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.
本人謹聲明以上申報的資料全部屬實。如有任何虛報，本人願意接受公司以此為由即時解僱本人。

Signature : Date:
簽署 _____ 日期 _____

* Delete as appropriate 請刪去不適用者