

# **中国国际金融股份有限公司廉洁从业和反腐败 反贿赂管理政策说明**

## **Policy Statement of Integrity in Professional Conduct and Anti-Corruption/Anti-Bribery Management of China International Capital Corporation Limited**

中国国际金融股份有限公司（以下简称“公司”）高度重视廉洁从业和反腐败反贿赂，根据相关法律、监管法规和管理要求，建立了一系列有关廉洁从业和反腐败反贿赂的制度规范体系，通过不同层级的制度安排覆盖公司及其境内外机构和人员，以有效管理和促进公司工作人员廉洁从业。

China International Capital Corporation Limited (hereinafter referred to as “the Company”) places high importance on integrity in professional conduct, anti-corruption, and anti-bribery. In compliance with applicable laws, regulatory requirements, and management standards, the Company has established a comprehensive system of rules and regulations concerning integrity in business practices and the prevention of corruption and bribery. This framework effectively manages and promotes ethical conduct among all employees by covering the Company, its domestic and overseas entities, and personnel through institutional arrangements at all levels.

本政策说明依据全面性和概要性原则，对公司廉洁从业和反腐败反贿赂的相关制度进行简化和归纳，现予以披露，积极接受各方的监督。

Based on principles of comprehensiveness and conciseness, this policy statement summarizes and streamlines the Company's relevant policies concerning integrity, anti-corruption, and anti-bribery. It is hereby disclosed to welcome supervision from all stakeholders.

## **一、 廉洁从业管理目标**

### **I. Management Objectives for Integrity in Professional Conduct**

通过建立健全廉洁从业管理体系，树立廉洁理念，厚植廉洁文化，明确廉洁从业行为规范，落实廉洁从业风险防控要求，强化廉洁从业行为监督，构建廉洁从业风险防控长效机制，防范各类输送不当利益或谋取不当利益的行为，保护投资者合法权益，确保公司依法合规经营，实现持续健康发展。

By establishing a robust integrity management system, the Company aims to foster a culture of integrity and ethical awareness, define code of conduct for integrity, implement risk prevention and control requirements, strengthen oversight of professional conduct, build a long-term mechanism for integrity risk management, prevent all forms of improper benefit transfer or solicitation, protect investors' legitimate rights and interests, ensure lawful and compliant operations, and achieve sustainable and healthy development.

## **二、 廉洁从业总体要求**

### **II. General Requirements for Integrity in Professional Conduct**

公司充分发挥党建工作对廉洁从业管理的引领作用，切实建立健全廉洁从业管理领导机制。

The Company has established a sound governance mechanism.

公司建立并不断完善廉洁从业基本制度和涵盖所有业务及各个环节的廉洁从业具体规范，将廉洁从业纳入公司整体内部控制体系中，制定具体、有效的事前风险防范体系、事中管控措施和事后追责机制，强化岗位制衡与内部监督机制并确保运作有效。

The Company develops and continuously improves fundamental integrity systems and activity-specific norms across all business operations, incorporating integrity requirements into the overall internal control framework of the Company. The Company also establishes concrete and effective ex ante risk prevention systems, in-process monitoring measures, and ex post accountability mechanisms, reinforcing duty segregation and internal oversight protocols to ensure their sustained effectiveness.

公司及全体工作人员在开展业务及相关活动中严格遵守法律法规、监管规定和行业自律规则，遵守社会公德、商业道德、职业道德和一切适用的行为规范，秉持“公平竞争、合规经营、忠实勤勉、诚实守信”的理念，不得直接或者间接向他人或组织输送或者谋取不正当利益。

The Company and all personnel shall strictly comply with laws, regulations, supervisory rules, and industry self-discipline standards during business and related activities, uphold social morality, commercial ethics, professional codes, and all applicable conduct norms, and adhere to the principles of “fair competition, compliant operations, faithful diligence, and good faith”. No individual may directly or indirectly transfer improper benefits to individuals or organizations, or seek improper benefits from them.

### 三、 管理机制

#### III. Management Mechanisms

公司作为廉洁文化建设、廉洁从业风险防控的责任主体，在公司层面持续建立健全廉洁从业管理领导机制和基本制度安排，将廉洁从业管理纳入公司廉洁风险防控体系，接受公司党委的全面领导，将廉洁从业风险纳入全面风险管理体系，科学、系统地评估和识别廉洁从业风险点。

The Company, as the responsible entity for integrity culture development and integrity risk prevention, continuously establishes and develops corporate-level management mechanisms and fundamental institutional arrangements for integrity in professional conduct. It integrates integrity management into the Company's integrity risk control framework, and incorporates integrity risks into the overall risk management system to scientifically and systematically assess and identify integrity risk points.

公司董事会负责制定廉洁从业管理目标和总体要求，对廉洁从业管理的有效性承担责任。

The Board of Directors is responsible for setting integrity management objectives and overall requirements, bearing accountability for the effectiveness of integrity management.

公司高级管理人员负责落实廉洁从业管理目标，对廉洁运营承担责任。

The Senior Management is responsible for implementing integrity management objectives and bears accountability for integrity-based

operations.

公司监事会对董事、高级管理人员履行廉洁从业管理职责的情况进行监督。

The Supervisory Committee oversees the performance of integrity management duties by Directors and Senior Management.

公司主要负责人是落实廉洁从业管理职责的第一责任人。

The Principal Responsible Person of the Company bears primary accountability for fulfilling integrity management responsibilities.

公司各部门、下属机构作为廉洁从业管理的第一道防线，结合各自业务和职能，落实廉洁从业管理要求。各部门、下属机构负责人及各层级管理人员在职责范围内承担相应管理责任，并应带头遵守各项廉洁从业要求。

All departments and subsidiary entities serve as the first line of defense for integrity management, implementing relevant requirements according to their respective business functions. Heads of departments and subsidiaries, as well as managers at all levels, assume corresponding management responsibilities within their remits and must exemplify compliance with all integrity requirements.

公司全体工作人员应当熟知并确保严格遵守执行廉洁从业相关要求，主动识别并避免执业行为的道德风险，积极参加公司每年定期或不定期组织的廉洁从业培训、按照公司要求及时签署廉洁从业承诺等，对执业行为的廉洁性承担责任。

All staff members shall thoroughly understand and strictly comply with integrity requirements, proactively identify and avoid ethical risks in

professional activities, actively participate in regular or ad hoc integrity trainings organized by the Company, timely execute Integrity Commitment Letters as required, and bear responsibility for the ethical conduct of their professional activities.

公司充分发挥职能部门的监督合力，以多种方式开展廉洁从业相关监督检查和风险排查，发现问题及时处理，重大情况及时报告。

The Company fully leverages the coordinated oversight capabilities of functional departments to conduct integrity-related inspections, supervision, and risk assessments through multiple approaches, addressing identified issues promptly and reporting material incidents immediately.

公司各类委员会应在进行业务活动审核、决策过程中，充分关注廉洁风险因素。

All committees of the Company shall give full consideration to integrity risk factors during business activity reviews and decision-making processes.

## **四、 廉洁从业行为规范**

### **IV. Integrity Code of Conduct**

#### **(一) 禁止输送不正当利益**

##### **A. Prohibition of Transferring Improper Benefits**

公司各部门、下属机构及工作人员在开展业务及相关活动中，不得以下列方式向公职人员、客户、正在洽谈的潜在客户或者其他利益关系人输送不正当利益：

All departments, subsidiary institutions, and personnel of the Company shall not transfer improper benefits in business and related

activities to public officials, clients, potential clients under negotiation, or other interested parties through the following means:

1. 提供礼金、礼品、房产、汽车、有价证券、股权、佣金返还等财物，或者为上述行为提供代持等便利；

1. Providing money, gifts, real estate, vehicles, securities, equity, commission rebates, and other assets, or facilitating such actions through nominee arrangements or other means;

2. 提供旅游、宴请、娱乐健身、工作安排等利益；

2. Offering benefits such as travel, banquets, entertainment, fitness services, or employment arrangements;

3. 安排显著偏离公允价格的结构化、高收益、保本理财产品等交易；

3. Facilitating transactions in structured, abnormally high-yield, or principal-guaranteed finance products at prices significantly deviating from fair market valuations;

4. 直接或者间接向他人提供内幕信息、未公开信息、商业秘密和客户信息，明示或者暗示他人从事相关交易活动；

4. Directly or indirectly disclosing insider information, unpublished data, trade secrets, or client information to others, whether explicitly or implicitly inducing trading activities;

5. 其他输送不正当利益的情形。

5. Any other forms of improper transfer of benefits.

公司各部门、下属机构及工作人员按照公司制定的内部规定及限定标准，依法合理营销的，不适用前款规定。

The preceding prohibitions shall not apply to legitimate marketing activities conducted by departments, subsidiaries, or personnel in compliance with the Company's internal regulations and predefined thresholds.

## **(二) 禁止谋取不正当利益**

### **B. Prohibition of Seeking Improper Benefits**

公司各部门、下属机构及工作人员不得以下列方式谋取不正当利益：

All departments, subsidiary institutions, and personnel of the Company shall not seek improper benefits through the following means:

1. 直接或者间接受受、索取他人的财物或者利益；

1. Directly or indirectly accepting or soliciting money, assets, or benefits from others;

2. 直接或者间接利用他人提供或主动获取的内幕信息、未公开信息、商业秘密或客户信息谋取利益；

2. Directly or indirectly utilizing insider information, undisclosed data, trade secrets, or client information provided by others or proactively obtained to gain benefits;

3. 以诱导客户从事不必要交易、使用客户受托资产进行不必要交易等方式谋取利益；

3. Profiting by inducing clients to conduct unnecessary transactions or misusing client entrusted assets for unnecessary trading;

4. 违规从事营利性经营活动，违规兼任可能影响其独立性的职务或者从事与所在部门、机构或者投资者合法利益相冲突的活动；

4. Engaging in for-profit activities in violation of regulations, holding concurrent positions that may compromise independence, or conducting activities conflicting with legitimate interests of departments, institutions, or investors;

5. 违规利用职权为近亲属或者其他利益关系人从事营利性经营活动提供便利条件;

5. Abusing authority to facilitate for-profit activities by immediate relatives or other interested parties in violation of regulations;

6. 其他谋取不正当利益的情形。

6. Any other misconduct seeking improper benefits.

公司各部门、下属机构及工作人员在商务交往中接受的、仅具有纪念意义的物品，不适用前款规定。员工在公务活动中由于各种原因未能拒收的礼品礼金，应按公司相关制度处理。

Items of purely commemorative nature received during business interactions by departments, subsidiaries, and personnel are exempt from the above prohibitions. Gifts or monetary instruments undeniably received by employees during official activities shall be handled in accordance with applicable Company policies.

### **(三) 投资银行类业务**

#### **C. Investment Banking Business**

公司业务部门及工作人员在开展投资银行类业务过程中，不得以以下方式输送或者谋取不正当利益：

Business departments and personnel shall not transfer or seek improper benefits through the following means during investment banking

activities:

1. 以非公允价格或者不正当方式为自身或者利益关系人获取拟上市公司股权;

1. Acquiring pre-IPO equity for themselves or interested parties at non-fair prices or through improper methods;

2. 以非公允价格或者不正当方式为自身或者利益关系人获取拟并购重组上市公司股权或者标的资产股权;

2. Obtaining equity in M&A restructuring targets or subject assets for themselves or interested parties at non-fair prices or via improper means;

3. 以非公允价格为利益关系人配售债券或者约定回购债券;

3. Allocating bonds to interested parties at non-fair prices or making bond repurchase agreements;

4. 泄露证券发行询价和定价信息, 操纵证券发行价格;

4. Disclosing securities offering price inquiry or pricing information to manipulate issuance pricing;

5. 直接或者间接通过聘请第三方机构或者个人的方式输送利益;

5. Transferring benefits directly or indirectly through third-party entities or individuals;

6. 以与监管人员或者其他相关人员熟悉, 或者以承诺价格、利率、获得批复及获得批复时间等为手段招揽项目、商定服务费;

6. Soliciting projects or negotiating service fees by leveraging relationships with regulators or other relevant personnel, or through promises regarding pricing, interest rates, regulatory approvals, or approval timelines;

7. 向发行人及有关负责人或中间人协议之外、账外暗中支付财物、公关费、顾问费、无真实服务内容的服务费或其他利益；

7. Making off-book payments of money, assets, lobbying fees, consultant fees, service charges without bona fide services, or other benefits to issuers, responsible people, or intermediaries beyond formal agreements;

8. 以提供透支、回扣、或者其他不正当手段诱使他人申购股票；

8. Inducing subscriptions through overdraft facilities, rebates, or other improper inducements;

9. 直接或通过利益相关方向参与认购的投资者提供财务资助或者补偿；

9. Providing financial assistance or compensation to subscribing investors directly or through affiliated parties;

10. 在证券发行与承销过程中暗箱操作，以代持、信托等方式输送或者谋取不正当利益；

10. Engaging in opaque practices during securities issuance and underwriting, transferring or seeking improper benefits via nominee arrangements or trusts;

11. 违规收受发行人或者其利益关系人不正当利益，帮助发行人欺诈上市或者发行证券；

11. Fraudulently facilitating listings or securities issuance by accepting improper benefits from issuers or their interested parties in violation of rules;

12. 在项目申报、审核、发行承销过程中通过欺诈、胁迫发行人

获取不正当利益；

12. Obtaining improper benefits through deception of or coercion against issuers during project application, review, securities issuance and underwriting;

13. 以不正当方式教唆、指使、协助他人干预影响审核，在项目申报、审核、注册过程中通过利益输送、行贿等方式“围猎”审核、监管人员，利用证监会系统在职人员或者离职人员及其近亲属等关系或者身份谋取不正当利益；

13. Improperly instigating, directing, or assisting others to interfere with regulatory reviews, “capture” review or regulatory personnel through benefit transfers or bribery during project application, review, or registration processes, or obtaining improper benefits by exploiting relationships with current/former CSRC (China Securities Regulatory Commission) personnel or their close relatives;

14. 在证券发行过程中协助发行人直接或间接认购自己发行的债券；

14. Assisting issuers in directly or indirectly subscribing to their own bonds during the securities issuance process;

15. 其他输送或者谋取不正当利益的行为。

15. Any other acts transferring or seeking improper benefits.

工作人员在开展投资银行类业务过程中，应当向发行人做好廉洁风险提示，明确发行人不得采用本条第一款第（十三）项所述方式干预影响审核，“围猎”审核、监管人员。

During the conduct of investment banking business, personnel shall

provide issuers with integrity risk alert, explicitly stating that issuers must not employ the methods described in subsection (13) to interfere with regulatory reviews, “capture” review or regulatory personnel.

#### **（四）融资类业务**

##### **D. Financing Business**

公司业务部门及工作人员在开展融资融券、股票质押式回购交易等融资类业务过程中，不得通过以下方式输送或谋取不正当利益：

Business departments and personnel of the Company, when conducting financing businesses such as margin financing and stock pledge repurchase transactions, shall not transfer or seek improper benefits through the following means:

1. 违规为客户提升授信额度，或在融资资金、融券券源有限的情况下，违反公司相关制度私自决定钱券分配；

1. Improperly increasing credit limits for clients, or violating company policies to arbitrarily determine fund/security allocation when financing funds or securities sources are limited;

2. 向特定客户以明显低于公司资金成本或同期市场资金价格的利率提供融资，或违反公司规定设置较宽松的违约处置条件；

2. Providing financing to specific clients at interest rates significantly below the Company’s funding costs or prevailing market funding rates, or setting more lenient default handling conditions in violation of company regulations;

3. 为客户违规使用融出资金、规避信息披露义务、违规减持等违规行为提供便利；

3. Facilitating clients' improper use of provided funds, circumvention of information disclosure obligations, non-compliant share reductions, or other non-compliant activities;

4. 违规向客户提供资金、证券或者其他便利;

4. Improperly providing clients with funds, securities, or other conveniences;

5. 调查评估担保物的真实性及其价值时弄虚作假;

5. Falsifying investigations into the authenticity or value of collateral;

6. 其他输送或者谋取不正当利益的行为。

6. Other acts of transferring or seeking improper benefits.

#### **(五) 交易、投资类业务**

#### **E. Trading and Investment Business**

公司业务部门及工作人员在开展自营业务、资产管理业务、另类投资业务、私募基金业务或提供有关服务的过程中，不得通过以下方式输送或谋取不正当利益：

Business departments and personnel of the Company, when conducting proprietary trading, asset management, alternative investments, private fund businesses, or providing related services, shall not transfer or seek improper benefits through the following means:

1. 利用他人提供或主动获取的内幕信息、未公开信息从事或明示、暗示他人从事相关交易活动;

1. Using insider/non-public information provided by others or obtained proactively to engage in, or explicitly/implicitly induce others to engage in, relevant trading activities;

2. 侵占或挪用受托资产；

2. Misappropriating or embezzling entrusted assets;

3. 不公平对待不同投资组合、同一受托产品的不同投资者，在不同账户之间输送利益；

3. Treating different investment portfolios or different investors of the same entrusted product unfairly, or transferring benefits between different accounts;

4. 以明显偏离市场公允估值的价格进行交易；

4. Trading at prices significantly deviating from fair market valuations;

5. 编造、传播虚假、不实信息，或利用信息优势、资金优势、持股持券优势，单独或者通过合谋，影响证券、期货及其他衍生品交易价格、交易量；

5. Fabricating or disseminating false/misleading information, or leveraging informational, capital, or positional advantages—either individually or in collusion—to influence trading prices or volumes of securities, futures or other derivatives;

6. 让渡资产管理账户实际投资决策权限或实际交易权限；

6. Transferring actual investment decision-making authority or actual trading authority of asset management accounts;

7. 以获取佣金或者其他利益为目的，用客户资产进行不必要的证券交易；

7. Conducting unnecessary securities transactions with client assets for the purpose of obtaining commissions or other benefits;

8. 代表投资组合对外行使投票表决权的过程中，不按照客观独

立的专业判断投票；

8. Failing to vote in accordance with objective and independent professional judgment when exercising voting rights on behalf of investment portfolios;

9. 串通相关方进行明显偏离公允价值的估值核算；

9. Colluding with relevant parties to conduct valuation accounting significantly deviating from the fair value;

10. 其他输送或者谋取不正当利益的行为。

10. Other acts of transferring or seeking improper benefits.

#### **(六) 经纪业务、产品销售**

#### **F. Brokerage Business & Product Sales**

公司业务部门及工作人员在证券经纪业务及其他销售产品或提供服务过程中，不得通过以下方式输送或谋取不正当利益：

Employees and business departments of the Company shall not engage in the following conduct to transfer or seek improper benefits during securities brokerage activities, the sale of products, or the provision of services:

1. 协助客户通过提供虚假个人信息、伪造资料、代持等方式，向不满足适当性要求及合格投资者要求的客户销售产品或者提供服务；

1. Assisting clients in purchasing products or receiving services that violate suitability requirements or qualified investor criteria by means of providing false personal information, fabricating materials, or using nominee arrangements;

2. 直接或者变相向客户返还佣金、赠送礼品礼券或者提供其他

非证券业务性质的服务，违规给予部分客户特殊优待；

2. Directly or indirectly rebating commissions, providing gifts and vouchers, offering non-securities services, or granting preferential treatment to specific clients;

3. 误导、诱导客户进行不必要的交易；

3. Misleading or inducing clients to conduct unnecessary trades;

4. 通过返还佣金或者其他利益、违规给予部分客户特殊优待等方式，输送或者谋取不正当利益；

4. Transferring or seeking improper benefits through rebating commissions or other benefits, granting preferential treatment to specific clients in violation of rules, or similar means;

5. 安排向特定客户销售显著偏离公允价格的理财产品等交易；

5. Arranging the sale of wealth management products to designated clients at prices significantly deviating from fair value;

6. 违规向其他个人或机构泄露客户资料、账户信息、交易情况等；

6. Illegally disclosing client data, account information, or trading details to other individuals or institutions;

7. 委托不具备资质的人员或机构招揽客户，并输送不正当利益；

7. Engaging unqualified individuals or institutions to solicit clients and transferring improper benefits;

8. 以公司名义或以公司员工身份，销售未经公司核准销售的金融产品；

8. Selling unapproved financial products under the Company's name or as its employee;

- 9. 私下接受客户委托从事证券投资;
- 9. Accepting client mandates for securities investments privately;
- 10. 向客户违规承诺投资收益或者承担投资损失;
- 10. Making unauthorized promises of investment returns or assuming investment losses for clients;
- 11. 将机构投资者缴纳的证券交易佣金直接或间接返还给个人;
- 11. Directly or indirectly rebating securities transaction commissions paid by institutional investors to individuals;
- 12. 其他输送或者谋取不正当利益的行为。
- 12. Other acts of transferring or seeking improper benefits.

#### **(七) 证券投资咨询业务**

#### **G. Securities Investment Consulting Business**

公司业务部门及工作人员在证券投资咨询业务中, 不得通过以下方式输送或谋取不正当利益:

Employees and business departments of the Company shall not engage in the following conduct to transfer or seek improper benefits during securities investment consulting activities:

- 1. 收受任何可能对其独立客观执业构成影响的财物或其他好处;
- 1. Accepting any property or benefits that may compromise their independence and objectivity;
- 2. 违反独立客观执业原则发布或允诺发布有利于发行人、上市公司以及其他利益关系人的研究观点;
- 2. Issuing or committing to issuing research views favorable to issuers, listed companies, or other interested parties in violation of independent and

objective practice principles;

3. 将证券研究报告内容或者观点优先提供给公司相关销售服务人员、客户及其他无关人员;

3. Providing securities research report content or viewpoints to the Company's sales personnel, clients, or unrelated parties on a preferential basis;

4. 以不正当手段为本人或团队谋取有利评选结果、佣金分配收入或绩效考核结果;

4. Using improper means to secure favorable ratings, commission allocations, or performance evaluations for oneself or one's team;

5. 向上市公司、证券发行人、基金管理公司、资产管理公司以及其他利益相关者提供任何贵重财物或可能对证券分析独立客观性构成不利影响的其他利益;

5. Offering valuable gifts or other benefits to listed companies, securities issuers, fund management firms, asset managers, or other interested parties that may impair the independence and objectivity of securities analysis;

6. 以个人名义或者冒用他人名义私自接受客户委托, 提供证券投资顾问服务并收取费用;

6. Privately accepting client mandates under one's personal name or fraudulently under others' names to provide investment advisory services for compensation;

7. 为非法活动提供便利;

7. Facilitating illegal activities;

8. 向他人泄露客户的投资决策计划信息；
8. Disclosing clients' investment decision plans to third parties;
9. 其他输送或者谋取不正当利益的行为。
9. Other acts of transferring or seeking improper benefits.

### **(八) 基金托管业务**

#### **H. Fund Custody Business**

公司相关部门及其工作人员在开展基金托管业务过程中，不得以  
下列方式输送或者谋取不正当利益：

Relevant departments and their staff shall not engage in the following  
conduct to transfer or seek improper benefits during fund custody  
operations:

1. 侵占或者挪用托管资产；
1. Misappropriating or embezzling custodial assets;
2. 出具虚假证明材料；
2. Issuing false certification documents;
3. 直接或间接为基金管理人违规行为提供便利或者纵容基金管  
理人违法违规、违反合同条款的行为，如违规划款、违规支付，协助  
客户进行超限投资，允许基金管理人借用基金托管人名义增信等；
3. Directly or indirectly facilitating fund managers' regulatory  
violations, or condoning their illegal, non-compliant, or contractual breach  
behaviors, including but not limited to processing unauthorized transfers  
or payments, assisting clients in exceeding investment limits, permitting  
fund managers to use the custodian's name to enhance creditworthiness;
4. 其他输送或者谋取不正当利益的行为。

4. Other acts of transferring or seeking improper benefits.

### **(九) 基金份额登记、估值核算业务**

#### **I. Fund Share Registration and Valuation Services**

公司相关部门及其工作人员在开展基金份额登记、估值核算业务过程中，不得以下列方式输送或者谋取不正当利益：

Relevant departments and their staff shall not engage in the following conduct to transfer or seek improper benefits during fund share registration, valuation, and accounting operations:

1. 在基金份额的申购和赎回以及基金收益的分配过程中违规给予部分客户特殊优待；

1. Granting preferential treatment to specific clients during fund share subscriptions, redemptions, or distribution of fund income in violation of rules;

2. 串通相关方进行明显偏离公允价值的估值核算，并从中输送或者谋取不正当利益；

2. Colluding with related parties to conduct valuation accounting that significantly deviates from fair value, thereby transferring or seeking improper benefits;

3. 未经基金管理人授权，泄露或者使用所服务的基金产品数据、产品组合信息、交易信息、客户信息等；

3. Disclosing or using serviced fund products data, portfolio information, transaction records, or client information without authorization from fund managers;

4. 协助基金管理人制作虚假材料或者披露虚假信息；

4. Assisting fund managers in creating false materials or disclosing false information;

5. 其他输送或者谋取不正当利益的行为。

5. Other acts of transferring or seeking improper benefits.

#### **(十) 业务招揽**

#### **J. Business Solicitation**

公司各部门、下属机构及工作人员应不断提高专业胜任能力，强化公平竞争意识，在客户招揽、项目承揽过程中，应通过合法正当竞争获取商业机会，不得以明显低于行业定价水平、利益输送、商业贿赂、不当承诺等不正当竞争方式招揽业务，不得侵犯其他证券经营机构的商业秘密，不得从事其他违反公平竞争、破坏市场秩序的行为，不得输送或者谋取不正当利益。

All departments, subsidiaries, and staff shall continuously enhance professional competence and strengthen fair competition awareness. In client solicitation and project acquisition processes, commercial opportunities shall be obtained through legal and fair competition. They shall not solicit business via unfair competition methods including pricing significantly below industry standards, improper benefits transfer, commercial bribery, or improper commitments; shall not infringe upon other securities institutions' business secrets; shall not engage in other activities violating fair competition or disrupting market order; and shall not transfer or seek improper benefits.

### **(十一) 第三方有偿支付**

#### **K. Third-Party Compensated Engagements**

公司各部门、下属机构应当加强对第三方机构或者个人有偿支付的管理，建立健全规范委托、聘用第三方的相关机制及制度，明确第三方的资质条件及遴选流程，不得利用聘请第三方进行利益输送、商业贿赂等行为。委托、聘用第三方机构或者个人提供投资顾问、财务顾问、产品代销、专业咨询等服务，应当依法合规进行遴选，履行内部审批程序，并签署服务协议，协议中应明确约定服务内容、服务期限以及费用标准等；相关规定对第三方的资质条件、信息披露事项有明确要求的，还应符合其规定。

All departments and subsidiaries shall strengthen the management of compensated engagements with third parties or individuals, establish standardized mechanisms and systems for commissioning/retaining third parties, and define qualification criteria and selection procedures. They shall not leverage third-party engagements for improper benefits transfer or commercial bribery. When commissioning/retaining third parties to provide investment advisory, financial consulting, product distribution, or professional consulting services, selection shall be conducted in compliance with laws and regulations, internal approval procedures shall be fulfilled, and service agreements shall be executed. Such agreements shall explicitly specify service content, duration, and fee structures. Where regulations impose explicit requirements on third-party qualifications or disclosure matters, such requirements shall be satisfied.

公司各部门、下属机构应当加强与第三方的关联关系核查，严格

履行合同审查、费用审批等程序。如存在关联关系，应当论证委托、聘用第三方提供服务的必要性、合理性、公允性，确保不存在利益输送。

All departments and subsidiaries shall enhance affiliation verification with third parties and strictly implement procedures such as contract review and fee approval. Where affiliations exist, the necessity, reasonableness, and fairness of commissioning/retaining third parties shall be demonstrated to ensure absence of improper benefits transfer.

公司各部门、下属机构及其工作人员不得签署虚构服务主体或者服务内容的协议、利用公司或者客户资产，向不具备相关专业能力或者未提供相应服务的第三方支付咨询费、顾问费、服务费等费用。

All departments, subsidiaries, and staff shall not execute agreements with fictitious service providers or for non-existent services, nor use company or client assets to pay consultation fees, advisory fees, service fees, or other compensation to third parties lacking professional capabilities or failing to provide corresponding services.

## **（十二）业务相关活动**

### **L. Business-Related Activities**

公司各部门、下属机构及其工作人员在信息技术服务外包、物品和服务采购、项目招投标、人员招聘等业务相关活动中，不得违反公平公正原则。各部门和下属机构应当结合实际情况建立严格的内部监督管理机制，防范相关工作人员输送或谋取不正当利益。

All departments, subsidiaries, and their staff shall not violate the principles of fairness and impartiality in business-related activities

including information technology service outsourcing, goods and services procurement, project bidding and tendering, and personnel recruitment. Each department and subsidiary shall establish rigorous internal oversight mechanisms tailored to actual circumstances to prevent relevant staff from transferring or seeking improper benefits.

### **(十三) 监管沟通**

#### **M. Regulatory Communications**

公司各部门、下属机构及工作人员不得以下列方式干扰或者唆使、协助他人干扰证券监督管理机构或证券交易所、行业协会等自律组织的管理工作：

All departments, subsidiaries, and their staff shall not interfere with, instigate, or assist others in interfering with the regulatory functions of securities supervisory and regulatory authorities or self-regulatory bodies (including stock exchanges and industry associations) through the following means:

1. 以不正当方式影响监督管理或者自律管理决定；  
1. Influencing the decisions of supervisory and regulatory bodies or self-regulatory bodies through improper means;
2. 以不正当方式影响监督管理或者自律管理人员工作安排；  
2. Affecting work assignments of personnel in supervisory and regulatory bodies or self-regulatory bodies through improper means;
3. 以不正当方式获取监督管理或者自律管理内部信息；  
3. Obtaining non-public information in supervisory and regulatory bodies or self-regulatory bodies through improper means;

4. 在进行监管申报、监管审核过程中通过利益输送、行贿等方式“围猎”监管人员；

4. Exerting “regulator capture” through improper benefits transfer or bribery during regulatory filings or review processes;

5. 协助利益关系人，拒绝、干扰、阻碍或者不配合监管人员行使监督、检查、调查职权；

5. Assisting interested parties in refusing, obstructing, hindering, or non-cooperation with regulatory personnel exercising supervisory, inspection, or investigative authority;

6. 利用监管系统在职人员或离职人员及其近亲属等关系或身份谋取不当利益；

6. Exploiting relationships with current/former regulatory system personnel or their immediate family members to seek improper benefits;

7. 安排所聘证监会系统离职人员就超出其工作职责范围的事项与监管部门进行沟通接洽；

7. Engaging retained former CSRC system personnel to communicate with regulators on matters beyond their responsibilities;

8. 其他干扰证券期货监督管理或者自律管理工作的情形。

8. Other activities interfering with securities/futures regulatory or self-regulatory functions.

## **五、供应商廉洁及反腐败管理**

### **V. Supplier Integrity and Anti-Corruption Management**

公司高度重视供应商廉洁及反腐败管理，在员工廉洁从业管理方面，要求公司员工在从事采购行为时应严守廉洁从业底线，遵守法律

法规、自律规则和中金公司关于廉洁从业的要求，如发现与候选供应商产生利益冲突需及时汇报并回避。在供应商管理方面，一是明确候选供应商来源渠道及供应商准入底线要求，对供应商开展全生命周期管理，二是定期对重点供应商进行绩效评估，根据绩效评估结果对供应商采取不同采购策略，三是完善供应商经营风险管理及识别，关注供应商信用状况、经营状态、不良行为等潜在风险，对于风险供应商不予准入或合作。

The Company places high importance on supplier integrity and anti-corruption governance. Regarding employee integrity compliance, all staff must strictly uphold integrity standards in procurement, comply with laws, self-regulatory rules, and CICC's integrity requirements, promptly reporting and recusing themselves upon identifying conflicts of interest with potential suppliers. In supplier management, firstly, establish clear sourcing channels and baseline qualification thresholds, implementing end-to-end lifecycle management of suppliers; secondly, conduct periodic performance evaluations for key suppliers to adjust procurement strategies based on assessment outcomes; thirdly, strengthen operational risk management and identification for suppliers, focusing on creditworthiness, operational status, and misconduct risks, denying access or cooperation to high-risk suppliers.

在《供应商管理实施细则》中，公司明确建立供应商黑名单机制及惩罚处理机制，对于违反商业道德、存在“围猎”和商业贿赂行为、围标串标、合同违约等违法违规行为的供应商，可采取立即解除合同、书面警告、限制准入、终止合作等惩罚处理措施。

The *Supplier Management Implementation Rules* of the Company expressly establish a supplier blacklisting mechanism and disciplinary procedures. Suppliers engaging in commercial ethics violations, “regulator capture”, commercial bribery, bid-rigging, collusion, contract breaches, or other illegal acts may face disciplinary actions including but not limited to immediate contract termination, formal written warnings, access restrictions, or termination of business relationships.

在采购合同中明确列出反腐败和反商业贿赂条款及防范利益冲突条款，如应要求供应商增强自身的合规和廉洁从业意识，自觉抵制任何腐败行为，在参与中金公司采购项目比选及合作过程中，如发现其公司及公司员工与直接参与采购项目人员存在利益冲突情况，应明确告知中金公司。

Procurement contracts must explicitly incorporate provisions of anti-corruption, anti-bribery clauses and conflict-of-interest safeguards. For instance, procurement contracts shall require suppliers to enhance their compliance awareness and integrity consciousness to voluntarily reject corrupt practices. Should any conflict of interest arise between their personnel and individuals directly involved in CICC’s procurement selection or cooperation processes, suppliers must immediately disclose such conflicts to CICC.

## **六、监督与报告**

### **VI. Supervision and Reporting**

廉洁从业相关检查或风险排查，可由公司党委办公室/党建工作部、纪委办公室、组织部/人力资源部、法律合规部/风险督察办公室、

内部审计部、财务部等各职能部门单独或联合开展，充分发挥部门合力。

Integrity compliance inspections or risk screenings may be conducted separately or jointly by CICC's CPC Office/Party Building Department, Disciplinary Committee Office, CPC Organization Department/Human Resources Department, Legal and Compliance Department/Risk Supervision Office, Internal Audit Department, Financial Control Department and other functional departments to maximize cross-departmental collaboration.

公司每年至少开展一次廉洁从业内部专项检查，各部门应积极配合相关检查，并就检查中发现的问题及时按照要求进行整改。

The Company shall conduct at least one specialized internal integrity compliance inspection annually; all departments shall actively cooperate with such inspections and rectify identified issues promptly as required.

公司设置了投诉举报专用邮箱（以公司官网公布的邮箱为准）。各部门、下属机构及工作人员如发现任何廉洁从业风险线索或者违法违规情况，均可通过专用邮箱进行投诉或报告。投诉举报可采取匿名或实名方式。公司根据投诉举报情况组织调查与反馈，调查程序依照公司投诉举报相关制度执行。各部门、下属机构及相关人员应主动配合检查和调查，如实提供有关资料，不得拒绝、阻挠、逃避检查，不得谎报、隐匿、销毁相关证据材料。

The Company has established a dedicated whistleblowing email (as published on the official website). Any department, subsidiary, or staff member identifying integrity compliance risks, violations, or illegal

activities may report via this channel anonymously or non-anonymously. The Company shall investigate and provide feedback based on the reported circumstances and established procedures, with all departments, subsidiaries, and relevant personnel obliged to cooperate proactively with inspections/investigations, provide information truthfully, refrain from refusing, obstructing, or evading inspections, and prohibit falsifying, concealing, or destroying evidence.

有下列情形之一的，公司各部门、下属机构、工作人员应自相关决定作出之日或知悉、发现相关情形之日起2个工作日内，向法律合规部/风险督察办公室报告，法律合规部/风险督察办公室按照相关规定，对需要报送的情况，组织向监管机构、行业协会等进行报告：

Under any of the following circumstances, all departments, subsidiaries, and personnel must report to the Legal and Compliance Department/Risk Supervision Office within two business days of the decision date or awareness/discovery of the circumstances. The Legal and Compliance Department/Risk Supervision Office shall, in accordance with applicable regulations and based on the circumstances requiring disclosure, organize reporting to regulatory authorities, industry associations, and other relevant bodies.

1. 在内部检查中发现工作人员存在违反廉洁从业相关规定的行为；

1. Discovery of staff violations of integrity-related regulations during internal inspections;

2. 发现监管人员、协会工作人员存在应当回避的情形而未进行

回避、利用职务之便索取或者收受不正当利益等违反廉洁从业规定的行为；

2. Discovery that regulatory personnel or association staff have failed to recuse themselves in situations requiring recusal, or have solicited or accepted improper benefits by exploiting their positions, in violation of integrity regulations;

3. 发现公司股东、客户等相关方以不正当手段干扰监管工作的；

3. Discovery that Company's shareholders, clients, or other related parties have interfered with regulatory work through improper means;

4. 工作人员因违反廉洁从业相关规定被公司追责，且符合《证券行业执业声誉信息管理办法》有关报送规定的；

4. Staff being held accountable by the Company for violating integrity-related regulations, in accordance with the reporting requirements of the *Professional Reputation Information Management Measures of the Securities Industry*;

5. 公司、下属单位或其工作人员因违反廉洁从业工作规定被纪检监察部门、司法机关立案调查或者被采取纪律处分、行政处罚、刑事处罚等措施的；

5. The Company, its subsidiaries, or their staff being subject to investigation by disciplinary inspection authorities or judicial bodies, or facing disciplinary actions, administrative penalties, or criminal sanctions due to violations of integrity regulations;

6. 工作人员因廉洁从业问题被证监会系统以外单位追责的；

6. Staff being held accountable by entities outside the CSRC system

for integrity-related issues;

7. 发现廉洁从业违法违纪线索的。

7. Discovery of leads related to integrity-related violations or disciplinary breaches.

## **七、问责处罚**

### **VII. Accountability and Penalties**

对于违反廉洁从业管理要求的工作人员，公司根据相关制度进行处理，涉及应当问责情形的，按照公司相关制度进行问责和惩戒。对涉嫌犯罪的行为，公司有权依法移送监察机关、司法机关，追究其法律责任。

For employees who violate integrity and compliance management requirements, the Company shall take disciplinary action in accordance with relevant internal policies. If the circumstances warrant accountability, the Company shall impose accountability and disciplinary measures as stipulated by its policies. For actions suspected of constituting crimes, the Company reserves the right to refer the matter to supervisory or judicial authorities to pursue legal liability in accordance with the law.