

**POWERCHINA INTERNATIONAL GROUP LTD.**

**中国电建集团国际工程有限公司**

**ANTI-CORRUPTION POLICY**

**反腐败政策**

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# ANTI-CORRUPTION POLICY

## 反腐败政策

### CHAPTER I

#### 第一章

#### INTRODUCTION & POLICY STATEMENT

##### 序言及政策声明

Article 1: Article 164 and Article 389 of the Criminal Law of the People's Republic of China directly prohibits both commercial bribery (i.e. bribery of employees of private companies) and public bribery (i.e. bribery of Public Officials, as defined below). Further, China is a signatory to the United Nations Convention Against Corruption, and POWERCHINA INTERNATIONAL GROUP LTD. ("POWERCHINA-INTL" or the "Company"), as a state-owned entity, is bound by its principles.

第 1 条：《中华人民共和国刑法》第 164 和第 389 条严格禁止商业贿赂（即对非国家工作人员行贿）及对国家工作人员行贿（即对公职人员行贿，公职人员定义如下）。而且，中国是《联合国反腐败公约》的缔约国。作为一家国有企业，中国电建集团国际工程有限公司（以下简称“电建国际”或“公司”）将遵守上述原则。

Therefore, consistent with Chinese and international law, as well as POWERCHINA-INTL's core ethical values as articulated in the Company's Code of Ethics and other POWERCHINA-INTL Policies, it is the policy of POWERCHINA-INTL that all directors, employees, contractors, representatives, agents, consultants and venture partners of POWERCHINA-INTL comply strictly with Article 164 as well as with those laws that prohibit bribery or other forms of corruption (e.g. theft of public funds or assets) in countries in which POWERCHINA-INTL conducts business (collectively, "anti-corruption laws"). As used in this Policy, "POWERCHINA-INTL" refers also to all subsidiaries and majority-owned and controlled affiliates and joint ventures of POWERCHINA-INTL.

因此，根据中国法律、国际相关法律及电建国际《道德准则》中明确规定的核心道德价值和电建国际其他相关政策，电建国际所有董事、员工、承包商、代表、代理、咨询顾问及投资伙伴均应严格遵守《中华人民共和国刑法》第 164 条和电建国际业务所在国家禁止贿赂或其他形式腐败（例如：挪用公款或资产）的相关法律（统称为“反腐败法律”）。在本政策中，“电建国际”还包括电建国际的所有子公司及其控股和受控的关联公司以及合资企业。

Article 2: The purpose of this Policy is to ensure that POWERCHINA-INTL employees

understand the requirements of anti-corruption laws. Strict compliance with anti-corruption laws is a significant responsibility, and all POWERCHINA-INTL employees have an affirmative obligation to become familiar with, and to abide by, this Policy. It serves as a preventive tool to assist employees in recognizing and avoiding potential violations of anti-corruption laws.

第 2 条：本政策旨在确保电建国际员工理解反腐败法律的要求。严格遵守反腐败法律是一项重大责任，电建国际全体员工应积极学习并遵守本政策。本政策是帮助员工认识反腐败法律、避免可能违法行为的预防工具。

Article 3: Violations of anti-corruption laws can carry severe criminal and civil penalties, and failure to observe their requirements puts the reputation, hard work, business and investments of POWERCHINA-INTL and its employees at risk. In addition, any employee who fails to comply with the standards set forth in this Policy is subject to appropriate disciplinary action by POWERCHINA-INTL, which may include termination of employment.

第 3 条：违反反腐败法律将会受到严重的刑事及民事处罚，违背反腐败法律还将对电建国际及其员工的声誉、辛苦努力、业务和投资造成危害。另外，任何违反本政策各项标准的员工将受到电建国际的纪律处分，包括解除劳动合同。

Article 4: Anti-corruption laws are generally broad in their content and application. For example, prohibited payments under anti-bribery/anti-corruption laws include many things in addition to improper cash payments. Accordingly, anti-bribery/anti-corruption laws and POWERCHINA-INTL policy bar you from providing anything of value to a Public Official or “individual business associate” (i.e. any private sector customer, client, supplier, venture partner, or other commercial or business associate) in an effort to influence that person to obtain an advantage in the conduct of business or to induce that person to perform some duty or function improperly. Many in-kind payments such as gifts, meals, entertainment or travel also can run afoul of the law.

第 4 条：通常，反腐败法律的内容和应用比较广泛。例如，反贿赂/反腐败法律中的违禁支付除不当现金支付外还包括很多其他形式。因此，反贿赂/反腐败法律及电建国际政策禁止员工为影响他人获得业务优势或诱使他人不正当履行职责而向公职人员或“业务伙伴”（例如：私营企业客户、委托人、供应商、投资伙伴或其他的商业或业务伙伴）提供任何有价值的物品。许多非现金的支付方式，如送礼、宴请、招待或提供差旅，都有可能触犯法律。

It is imperative that you understand the policies described below and (as provided in this Policy) that you consult with the Compliance Department before taking any action that could implicate anti-corruption laws. Following your own common sense or understanding of local customs is not sufficient.

了解下文所述的政策（详见本政策）是十分必要的，并且在采取任何可能触犯反腐败法律的行动之前应向合规部门进行咨询。单凭自身的常识或对当地习俗的了解是不够的。

Article 5: Any questions and further information on this Policy should be directed to the

Compliance Department or your line manager. If a compliance-related question or concern is directed to a line manager, it shall be the line manager's responsibility to inform and consult with the Compliance Department, even if the matter has been resolved. Compliance with the Anti-Corruption Policy shall be checked regularly by the Compliance Department, who shall submit its findings to the Compliance Steering Group.

第 5 条：任何与本政策有关的问题或其它信息，应报合规部门或业务负责人处理。对于报请业务负责人处理的问题或疑虑，无论解决与否，业务负责人应通知合规部门并征求其意见。合规部门应对本政策的执行情况进行定期检查，并应将检查结果提交至合规建设委员会。

## CHAPTER II

### 第二章

#### PROHIBITED PAYMENTS AND TRANSACTIONS

##### 违禁支付和交易

Article 6: This Policy prohibits any POWERCHINA-INTL employee or anyone working on POWERCHINA-INTL's behalf (e.g. agents, lobbyists, intermediaries, consultants and representatives – collectively “Representatives,” as further defined in Chapter IV below) from, directly or indirectly, offering to pay, paying, promising to pay, or authorizing the payment of money or the provision of anything of value (each a “Prohibited Payment”) to a Public Official (as defined in Chapter III below), or to an individual business associate, for the purpose of:

第 6 条：本政策禁止电建国际员工或代表电建国际工作的其他人员（例如：代理、说客、中间人、咨询顾问及代表——统称为“代表”，详见下文第四章的定义）以直接或间接的方式向公职人员（详见下文第三章的定义）或业务伙伴提出支付、支付、承诺支付或授权支付金钱或提供有价值的物品（每一项均构成违禁支付），以达到如下目的：

- Influencing any act or decision of the Public Official or inducing the Public Official to affect or influence any act or decision of a government, a government agency, or a state-owned or state-controlled entity;
- 影响该公职人员的行为或决定，或诱导该公职人员改变或影响政府、政府机构、国有实体或国家控制实体的行为或决定；
- Assisting POWERCHINA-INTL or any of its partners, contractors or suppliers to obtain or retain business or direct business to POWERCHINA-INTL or any such other person; or
- 帮助电建国际或其合作伙伴、承包商或供应商取得或保留业务；或

- Securing any improper advantage. The term “improper advantage” typically refers to something to which an individual or company is not legally or properly entitled, such as preferential treatment in relation to pricing, delivery of goods or services, taxation, customs, procurement, obtaining a license, permit or governmental approval, or other executive, regulatory, judicial or legislative action.
- 获取不当利益。“不当利益”通常指个人或公司在法律上不允许或不该获得的利益，例如：价格、货物或服务交付、税款、关税、采购、获取执照、许可证或行政许可，或其他行政、管理、司法或立法行为方面的优惠待遇。

Article 7: This Policy also expressly forbids bribes, kickbacks and other Prohibited Payments offered, promised or made to individual business associates regardless of whether or not they are Public Officials.

第 7 条：本政策也明确禁止向业务伙伴（无论其是否为公职人员）提出、承诺提供或进行贿赂、回扣等其它形式的违禁支付。

Article 8: Prohibited Payments include more than just money and may take the form of expense reimbursements, entertainment or hospitality (including meals, entertainment, travel, lodging or transportation), gifts, loans, debt forgiveness, rebates, use of property or equipment, charitable contributions, sponsorships, political donations, job offers or employment, or any other thing of value whether tangible or intangible.

第 8 条：除现金外，违禁支付可能表现为费用报销、招待或款待（包括宴请、娱乐、差旅、住宿或交通）、礼品、贷款、债务减免、回扣、财产或设备使用、慈善捐款、赞助、政治献金、提供就业，或其他有形或无形的有价值物品。

Illustrative Prohibited Payments that are prohibited by this Policy include, but are not limited to:

本政策中违禁支付包括但不限于：

- Bribes, kickbacks, influence payments, payoffs or other legally prohibited payments to individual business associates or Public Officials;
- 向业务伙伴或公职人员提供贿赂、回扣、靠影响力获利的款项、报酬或其它法律禁止的支付；
- Payments to any person that contain or imply an understanding that would indicate that all or part of the payment is to be paid by such person to an individual business associate or Public Official as a bribe, kickback, influence payment or payoff;
- 付款给任何人，且此行为有将所有或部分款项作为贿金、回扣、靠影响力获利的款项或报酬提供给业务伙伴或公职人员之嫌；

- Contributions, in cash or any other form of consideration, to a political party, political party official, candidate for office, a political campaign, or to the holder of elected or appointive office, whether or not lawful where made, for any of the purposes stated above;
- 为达到上文所述的目的，向政党、政党官员、公职候选人、竞选团队或当选者或委任者提供现金或任何其他形式的报酬（无论合法与否）；
- Payments to individual business associates or Public Officials, or to a person with familial, personal, or business affiliation with a Public Official or individual business associate, that are or may appear to be related to obtaining business by POWERCHINA-INTL or to obtaining more favorable terms for POWERCHINA-INTL;
- 为帮助电建国际取得业务或更多优惠条件而向业务伙伴、公职人员，或是与业务伙伴或公职人员有亲属关系、个人关系或商业往来的人员进行支付。
- Providing anything of value to, entering into any transaction with, or knowingly retaining or employing a family member or close personal friend of a Public Official unless first obtaining the advice and approval of the Compliance Department; and
- 向公职人员的家庭成员或亲密朋友提供有价值物品，让上述人员参与交易，或故意留用或聘用上述人员，事先取得合规部门意见和批准的情况除外；以及
- Payment to an individual business associate or Public Official that is related to the performance of the duties by that individual's company, the individual or the Public Official.
- 向与个体公司、个人或公职人员履行职责有关的业务伙伴或公职人员进行支付。

The foregoing Prohibited Payments are often accompanied by one or more of the following actions; accordingly, the following payments and transactions also shall be prohibited under this Policy:

上文所述的违禁支付通常伴随着以下一种或多种行为；因此，本政策禁止下列支付和交易行为：

- Payments or expenses that are falsified or not recorded in the books and accounting records of POWERCHINA-INTL, its subsidiaries or controlled ventures and affiliates;
- 篡改电建国际、其子公司、控股公司或关联公司的账目和记录，或未将款项或费用列入账目和记录；

- Payments or transactions that are either not accurately reflected on the books of account of POWERCHINA-INTL, or are intentionally reflected improperly on the books of account of POWERCHINA-INTL;
- 未能将款项或交易准确地反映在电建国际账目中，或故意不恰当地入账；
- Payments or transactions in which invoices to or by POWERCHINA-INTL do not set forth the true transaction purchase or sale price (exclusive of discounts or concessions granted to or by POWERCHINA-INTL in the ordinary course of business);
- 电建国际收到或开具的发票未能记录真实的采购或销售价格（在正常业务范围内由电建国际给予/享受的折扣或优惠除外）；
- Payment by POWERCHINA-INTL for goods or services to a person other than the person with whom POWERCHINA-INTL has contracted for such goods and services, unless the reasons for such payment are adequately documented and an exception has been approved in writing by the Finance Department and a copy of the approval has been provided to the Compliance Department;
- 电建国际向未与电建国际签订货物或服务合同的人支付货物或服务款项（除非此支付行为有充分的文件证明，且已经获得财务部的书面认可，同时认可书的副本已提交至合规部门）；
- Payments or transactions in cash that are not evidenced by a receipt bearing the signature of the cash recipient, who must be the acting party in a buy-sell relationship with POWERCHINA-INTL that is also fully and accurately documented in POWERCHINA-INTL's books and records;
- 无收款人签名的收据证明的现金支付或交易，收款人必须是与电建国际形成买卖关系的当事人，并且上述支付或交易应完整、准确地记入电建国际的账目和记录中；
- The creation or maintenance for Company purposes or business of any bank account, domestic or foreign, in a name other than the name of POWERCHINA-INTL (or a subsidiary or controlled venture or affiliate); and
- 为了公司或业务目的而以电建国际（或其子公司、控股公司或关联公司）外的名义开立或使用国内或国外银行账户；以及
- Payments that otherwise violate a law or regulation or are of a questionable legality.
- 违反法律法规或合法性存在疑义的支持。

Article 9: This Policy focuses on payments to Public Officials, as defined in Chapter III below. However, it is important to remember that commercial or private sector bribery also

constitutes a crime in most countries and is strictly prohibited by POWERCHINA-INTL policies.

第 9 条：本政策主要针对向公职人员的支付，公职人员的定义详见下文第三章。但是切记，商业贿赂或向非公职人员贿赂在多数国家同样构成犯罪，电建国际政策严格禁止此类贿赂。

## CHAPTER III

### 第三章

#### DEALING WITH PUBLIC OFFICIALS

##### 与公职人员的交易

Article 10: Special care must be taken when dealing with Public Officials. The laws of many countries as well as POWERCHINA-INTL Policies include prohibitions or requirements specific to dealings with Public Officials that differ from those relating to dealings with individual business associates.

第 10 条：与公职人员进行交易时必须特别注意。许多国家的法律和电建国际的政策在与公职人员交易方面做了特别的限制和要求，这些限制和要求是不同于与业务伙伴的交易规则的。

Article 11: A “Public Official” should be broadly interpreted and includes the following:

第 11 条：“公职人员”从广义上解释，包括：

- Officials, employees and representatives of governments, including consultants and employees of Non-Governmental Organizations insofar as they hold government positions or have decision-making authority with respect to matters affecting POWERCHINA-INTL projects or transactions, directly or indirectly;
- 政府官员、员工和代表，包括非政府组织的顾问和员工，只要其担任政府职位或者直接或间接地在电建国际项目或交易的事项上具有决策权；
- Candidates for government office;
- 政府机构候选人；
- Officers and members of political parties;
- 政党官员和成员；
- Members of Royal Families;

- 皇室成员；
- International organizations (such as the International Monetary Fund, the World Bank, etc.) and their employees and consultants;
- 国际组织（例如：国际货币基金组织、世界银行等）及其员工和顾问；
- Officials of state-owned or controlled corporations or entities; and
- 国有或控制公司或实体的官员；以及
- A person in the service of a government, including members of the military, police or civil service.
- 在政府任职的人员，包括军人、警察或文职人员。

Article 12: Even if a Prohibited Payment does not go directly to a Public Official, you may violate anti-corruption laws if you make a payment to a private party and you know, should know, believe, or are aware that the private party intends to turn over all or a portion of that payment to a Public Official.

第 12 条：尽管款项并未直接支付给公职人员，但是如果您向第三人支付时知道、应当知道、认为或者意识到该第三方会将全部或部分款项交付给公职人员，那么您将违反反腐败法律。

## CHAPTER IV

### 第四章

#### USING REPRESENTATIVES

#### 使用代表

Article 13: “Representative” means any agent, consultant, intermediary, business promoter, business sponsor or any other representative (whether an individual, partnership, corporation or unincorporated entity) retained to assist POWERCHINA-INTL to (i) interact with Public Officials or individual business associates or (ii) to obtain business or promote the distribution, marketing or sales of POWERCHINA-INTL products or services.<sup>2</sup>

第 13 条：“代表”是指聘用来协助电建国际完成下列事务的任何代理、咨询顾问、中间人、业务推广人、发起人或任何其他代表（无论是个人、合伙企业、公司还是非法人实

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<sup>2</sup>“Representative” does not include duly licensed attorneys or similar advocates, lobbyists, public relations firms, chartered accountants or accounting firms (e.g. internal / external auditors, tax advisors) performing legitimate functions in their professional capacities. “代表”不包括在各自专业能力范围内履行合法职能的持正规执照的律师、代理人、说客、公关公司、注册会计师或会计师事务所（例如：内部/外部审计员、税务顾问）。

体): (一) 与公职人员或业务伙伴进行沟通; 或者 (二) 获得业务或促进电建国际产品或服务的分销、营销或销售。<sup>2</sup>

Article 14: If a POWERCHINA-INTL Representative makes an improper payment, gift or other Prohibited Payment to a Public Official, POWERCHINA-INTL as well as you individually, may be held liable under applicable anti-corruption laws, even if the Prohibited Payment is made without the express authorization or knowledge of a POWERCHINA-INTL employee. Accordingly, you are required to follow the guidelines and due diligence procedures set forth in this Policy and the Representative Due Diligence Procedure.

第 14 条: 如果电建国际代表向公职人员进行不当付款、送礼或其它违禁支付, 即使该违禁支付并没有获得电建国际员工的明示授权或者是在电建国际员工不知晓的情况下进行的, 根据相应的反腐败法律, 电建国际和个人都可能要承担责任。因此, 你必须严格遵守本政策和《代表尽职调查指南》中规定的准则和尽职调查程序。

Article 15: The Company will not enter into an agreement with any Representative unless and until appropriate due diligence is performed and a written agreement is duly executed by the parties. If you are solicited by a Representative with respect to any business opportunity, do not make any commitments (oral or written) of any kind until after the required due diligence is completed and the proposed agreement with the Representative has been prepared by the supervisor or manager of the responsible business unit and approved by the Compliance Department, Legal Department and/or other Management officers as necessary.

第 15 条: 只有在完成相应的尽职调查并且与代表签署书面协议的情况下, 公司才能与代表建立合作关系。如果代表向您寻求商业机会, 那么在完成要求的尽职调查, 拟与代表签署的协议经相应的业务部门经理拟定且在合规部门、法律部门或其他管理人员批准前, 您不应向代表做出任何形式的 (口头或书面) 承诺。

Among other goals, the due diligence process should establish that any Representative is not a Public Official (or, in the case of an entity, that no Public Official is an owner, beneficiary or other key participant in that entity). If there is any question whether a Public Official will be directly or indirectly involved in the relationship, immediately consult with the Compliance Department.

尽职调查程序的目标之一就是要查明, 代表不是公职人员 (或者在代表是实体的情况下, 任何公职人员都不是该实体的所有人、受益人或其他重要参与者)。如果对于公职人员是否直接或间接卷入关系中有任何疑问, 请立即咨询合规部门。

Article 16: Once the due diligence is completed on a prospective Representative, the terms of the relationship must be reduced to writing and approved before the contract with the Representative is executed. Oral contracts pose unacceptable business and legal risks to POWERCHINA-INTL and are not permitted. The contract must be executed before the

Representative begins work. The agreement must also comport with POWERCHINA-INTL requirements as set forth in the Due Diligence Procedure.

第 16 条：一旦完成对某位潜在代表的尽职调查，必须将合作条款形成书面文件并在签署协议前取得公司批准。因口头协议可能招致巨大的商业和法律风险，电建国际不接受口头协议。只有在协议签署后，代表方能开始工作。该协议也必须满足电建国际尽职调查程序的要求。

Article 17: If a Representative offers, promises, makes or authorizes a Prohibited Payment, POWERCHINA-INTL may be held liable even if it did not authorize the payment. To guard against such liability, POWERCHINA-INTL requires documentation and justification from the Representative for the services rendered before paying any fees or commissions or reimbursing expenses. The business unit and employee(s) responsible for dealing with the Representative must question unusual or excessive expenses, or claims for payment that are not justified in accordance with the contract, and shall notify the Representative of the Company's refusal to pay until such justification is provided.

第 17 条：若代表提议、承诺、进行或授权任何违禁支付，即使电建国际未授权上述支付，电建国际也有可能承担责任。为防止此类事件，电建国际要求在向代表支付服务费、佣金或报销费用前，代表须就其提供的服务提交证明文件。负责与代表对接的业务部门及员工必须对异常费用、超额费用或无正当理由的付款申请进行核验，并向代表发出拒付通知，直至其提交所需证明文件。

Article 18: If you suspect that violations of this Policy have occurred or may occur, including that a Representative has or will make a Prohibited Payment or is otherwise engaged in illegal activities (e.g. theft of Company or public assets), you have an obligation to immediately notify your line manager. If you feel uncomfortable doing so, you must consult with the Compliance Department. Failure to report known or suspected violations of this Policy may result in disciplinary action, including potential termination.

第 18 条：如果您怀疑违反此政策的情况已经发生或将要发生，包括代表已经或将要进行违禁支付或从事非法活动（例如：盗用公司或公共资产），您有义务立即通知您的业务部门经理。如果您有任何不便之处，应向合规部门咨询。未报告已知或涉嫌违反本政策的行为，可能受到纪律处分，包括解除劳动合同。

Article 19: For additional guidance on Representatives, please see the Representative Due Diligence Procedure.

第 19 条：有关于代表的其他指南，请参阅代表尽职调查程序。

## **CHAPTER V**

### **第五章**

#### **ENTERTAINMENT AND MEALS**

## 招待和宴请

Article 20: Reasonable business entertainment expenses do not violate the law if the entertainment is given with the intent only to offer a normal courtesy. This Policy expressly prohibits entertainment given with the intent of influencing a Public Official's or an individual business associate's objectivity in making decisions involving POWERCHINA-INTL. When providing routine and reasonable business entertainment expenses (such as a business lunch), employees must ensure the following:

第 20 条：如果招待的目的是出于正常的礼仪，那么合理的招待费并不违反法律。本政策明确禁止为了影响公职人员或业务伙伴在有关电建国际决策上的客观性而提供招待。当提供常规合理的招待费时（例如：工作午餐），员工必须确保符合下述要求：

- The meal or entertainment costs must be reasonable;
- 宴请或招待费必须合理；
- The entertainment costs must be within the limits allowed under applicable POWERCHINA-INTL policies;
- 招待费必须符合电建国际政策规定的限额；
- The meal or entertainment must have a legitimate business justification;
- 宴请或招待必须有合法的商业理由；
- The expense must avoid the appearance of impropriety - it should be modest and infrequent; and
- 应避免不当的费用支出——开销应适中，且不应过于频繁；以及
- The expense must be in line with local customs and comply with any local laws.
- 费用应符合当地习俗并遵守当地法律。
- The expense must be properly and accurately documented.
- 必须对费用进行准确和真实的记录。

Article 21: As with any expenses, entertainment (including meals, recreation, tickets to sporting, arts or other events) must be recorded properly in POWERCHINA-INTL's books and records with reasonable detail and in a manner that accurately and fairly reflects the true nature and amount of the expenses.

第 21 条：正如其它费用一样，招待费（包括宴请、娱乐、体育赛事、艺术展览或其它活动门票）均应妥善、详细地记录在电建国际的账簿和记录中，记账内容应准确、公正地反映费用的真实性质和数额。

Article 22: This Policy expressly forbids any entertainment that is of a lavish or indecent manner or that could damage POWERCHINA-INTL's reputation if publicly disclosed.

第 22 条：本政策明确禁止任何奢侈、低俗或有损电建国际声誉的招待活动。

Article 23: For additional guidance on Entertainment and Meals, please see the Gifts and Hospitality Policy.

第 23 条：有关招待和宴请的其他规定，请参阅《礼品和招待政策》。

## **CHAPTER VI**

### **第六章**

#### **PAYMENT OR REIMBURSEMENT OF TRAVEL EXPENSES**

##### **差旅费支付或报销**

Article 24: The payment or reimbursement of legitimate and necessary expenses for the travel, meals and lodging of a Public Official or an individual business associate related to the promotion or marketing of POWERCHINA-INTL's capabilities, discussions regarding POWERCHINA-INTL operations, or contract negotiations, generally are permissible under anti-corruption laws and this Policy if there is a clear and justifiable business reason for each item of expense and the expenses are reasonable.

第 24 条：如果公职人员或业务伙伴为了电建国际产品宣传、市场营销、运营讨论或合同洽判而产生必需的差旅、餐饮和住宿费用，且每项费用的用途正当合理、数额适度，那么在一般情况下，反腐败法律和本政策允许支付或报销上述费用。

Article 25: Travel expenses for Public Officials may be paid or reimbursed only if they have been cleared in advance first with the applicable supervisor or manager of the responsible business unit and then with the Compliance Department. When arranging for travel or covering the travel expenses of a Public Official, keep in mind:

第 25 条：公职人员的差旅费只有经主管或业务部门经理以及合规部门审核无误后方可予以支付或报销。当为公职人员安排差旅或者支付差旅费时，应注意：

- POWERCHINA-INTL cannot pay any travel expenses for spouses or other family members of Public Officials.
- 电建国际不得为公职人员的配偶或其他家庭成员支付差旅费。
- Payments to cover expenses of Public Officials must, whenever possible, be paid directly to vendors (e.g. hotels, airlines and restaurants). If direct payment is not

possible, reimbursement may be made only for expenses for which receipts from the Public Official are obtained.

- 公职人员的差旅费必须尽可能直接支付给经营者（例如：酒店、航空公司和餐厅）。如果不能直接支付，则只能根据公职人员提供的收据报销费用。
- Whenever possible, reimbursement must be made to the Public Official's employer rather than to the individual; but if this is not possible, the reimbursement request shall explain why.
- 报销必须尽可能支付给公职人员的雇主而非其个人；但如果不能，则应在申请报销时说明原因。
- POWERCHINA-INTL cannot both cover meals and lodging expenses and provide a per diem for "incidentals".
- 电建国际不得在支付餐饮和住宿费用的同时提供每日津贴。
- Payments and reimbursements for a Public Official's travel are permissible only for the period of time directly related to POWERCHINA-INTL business.
- 为公职人员支付和报销差旅费仅限于与国际公司业务有直接关系的时间期限。

Article 26: As with any expenses, all travel expenses must be recorded properly in POWERCHINA-INTL's books and records with reasonable detail and in a manner that accurately and fairly reflects the true nature and amount of the expenses. For further guidance please see the Gifts and Hospitality Policy.

第 26 条：正如其它费用一样，所有的差旅费均应妥善、详细地记录在电建国际的账簿和记录中，记账内容应准确、公正地反映费用的真实性质和数额。有关进一步规定，请参阅《礼品与招待政策》。

## **CHAPTER VII**

### **第七章**

#### **CHARITABLE DONATIONS**

##### **慈善捐赠**

Article 27: The promotion of charitable causes is an important part of POWERCHINA-INTL's corporate culture. However, donations to charities or similar organizations can in certain circumstances violate anti-corruption laws. Thus, whenever a charitable donation, political contribution, or social contribution by POWERCHINA-INTL is

contemplated, the prior advice and written authorization of the Compliance Department must be obtained. Please see the Gifts and Hospitality Policy for additional details and instructions.

第 27 条：促进慈善事业是电建国际企业文化的重要组成部分。但是，在某些情况下，向慈善机构或类似组织捐赠可能违反反腐败法律。因此，在电建国际进行慈善捐赠、政治捐献或社会捐助前应征求合规部门的意见并取得书面批准。有关这方面的详细规定，请参阅《礼品与招待政策》。

Article 28: Donations to charities proposed by a Public Official must be reviewed with caution and must never be given, directly or indirectly, to an individual Public Official.

第 28 条：应对公职人员提出的慈善捐赠进行认真审查，且捐赠不得直接或间接地交给公职人员个人。

Article 29: All charitable donations and social contributions must be clearly reflected in POWERCHINA-INTL's books and records.

第 29 条：所有慈善捐赠和社会捐助均应清晰地反映在电建国际的账簿和记录中。

Article 30: For additional guidance on Charitable Donations, please see the Gifts and Hospitalities Policy.

第 30 条：有关慈善捐赠的其他规定，请参阅《礼品与招待政策》。

## **CHAPTER VIII**

### **第八章**

#### **FACILITATING PAYMENTS**

##### **通融费**

Article 31: Facilitating payments (sometimes referred to as “grease payments”) are small payments for routine, non-discretionary governmental actions normally performed by low-ranking Public Officials engaged in ministerial duties. Because such payments are illegal in many countries in which POWERCHINA-INTL operates and may be considered bribes, POWERCHINA-INTL prohibits such payments, unless the payment is made in the context of an imminent threat to the health, safety or welfare of a POWERCHINA-INTL employee, a member of his or her family, or a co-worker, or for other good cause approved by the Compliance Department (e.g. to protect valuable Company assets from destruction). If you make a payment under these circumstances, you must report it immediately to the Compliance Department. The local finance manager must ensure that such payments are properly recorded on POWERCHINA-INTL's books and records.

第 31 条：通融费（有时也称“润滑金”）指低层公职人员履行行政职责时对常规、不具有自由裁量性的政府行为收取的小额费用。因为电建国际开展业务的多数国家将支付通融费视为违法和贿赂行为，所以电建国际禁止此类支付。但是，由于电建国际员工、其家庭成员、同事的健康、安全或福利受到紧迫威胁或合规部门批准的其它正当理由（例如，保护公司贵重的资产免遭破坏）而支付通融费的情况除外。如果您在上述情形下支付了一笔费用，您必须立即向合规部门汇报。当地财务负责人必须确保在电建国际的账簿和记录上妥当记录该笔付款。

## **CHAPTER IX**

### **第九章**

#### **ACCOUNTING AND BOOK-KEEPING REQUIREMENTS**

##### **会计与记账要求**

Article 32: This Policy also requires POWERCHINA-INTL and each of its subsidiaries and controlled ventures and affiliates to maintain a system of internal controls and keep adequate books and records to ensure that cash and other assets are used for bona fide business purposes and are transferred outside of POWERCHINA-INTL, its subsidiaries and controlled ventures and affiliates only in accordance with established Company policies. As a result, all transactions must be fully and accurately recorded on POWERCHINA-INTL's, its subsidiaries' and controlled ventures' and affiliates' books, records and accounts.

第 32 条：本政策还要求电建国际及其子公司、受控企业和关联公司建立内部控制体系并保持适当的账簿和记录，以确保现金和其它资产均用于真实的商业目的，并根据现有公司政策从电建国际、其子公司、受控企业及关联公司向外转账。因此，所有交易必须全面准确地记录在电建国际、其子公司、受控企业及关联公司的账簿、记录和账户上。

Article 33: All business transactions, including any travel, gifts, entertainment or hospitalities, must be properly authorized, including in accordance with this Policy and the Gifts and Hospitalities Policy, and must be completely and accurately recorded on POWERCHINA-INTL's books, records and accounts. The Company's books and records must be maintained with sufficient detail to accurately and fairly reflect all transactions, including recording a proper measure of value and the time period when the transaction occurred. This Policy's recording obligations apply to all transactions, regardless of the amount.

第 33 条：所有业务交易，包括差旅、礼品、娱乐或招待，均应根据本政策和后续的《礼品和招待政策》经过适当授权，并应完整、准确地列入电建国际的账簿、记录和帐户。公司的账簿和记录上的信息必须详尽，能够准确、客观地反映各项交易，包括交易的价值和时间期限。本政策的记帐责任适用于所有交易，不论金额大小。

Article 34: You are expressly forbidden from making false or misleading entries in POWERCHINA-INTL's books and records, including entries that fail to reflect improper or illegal transactions (e.g., kickbacks, bribes and other Prohibited Payments) and/or entries that are falsified to disguise improper transactions. You are also expressly forbidden from making "off-the-books" transactions that are not properly recorded in POWERCHINA-INTL's books, records and accounts. Additionally, no secret or unrecorded fund or asset of POWERCHINA-INTL shall be created or maintained.

第 34 条：本政策明确禁止在电建国际的账簿和记录中伪造条目或失实记录，包括未能反映不当或非法交易（例如：回扣、贿赂和其它违禁支付）的条目和/或篡改掩饰不当交易的记录。并且，明确禁止进行“不入账”交易，即无法妥善列入电建国际账簿、记录和账户的交易。另外，不得设立或使用电建国际的私密或未列账资金或资产。

## **CHAPTER X**

### **第十章**

#### **COMPLIANCE AND REPORTING PROCEDURES**

##### **合规和报告程序**

Article 35: No written policy, statement or guide can substitute for the thoughtful behavior of an ethical Employee, or provide definitive answers to all questions. Because POWERCHINA-INTL cannot anticipate every potential situation, certain policies have been established to help you deal with questions or problems as they arise.

第 35 条：任何书面政策、声明或指南都不能取代员工遵规守纪的行为，也无法明确解答所有问题。鉴于客观情形不可预测，电建国际因此制定相关政策帮助您应对可能出现的问题。

Article 36: You are encouraged to contact your supervisors, managers and the Compliance Department about behavior that potentially violates anti-corruption laws or policies, and the best course of action to take in a particular situation.

第 36 条：如果您对潜在违反反腐败法律的行为或者对特定情形下的最佳解决方案存在疑问，请与业务部门主管、经理和合规部门联系。

Article 37: You should be alert to situations that could result in violations of anti-corruption laws or this Policy. If you know or suspect that a violation of applicable anti-corruption laws or this Policy has occurred, you must report it immediately to your supervisor or line manager. If you are not comfortable bringing up the matter with such person, then you must raise the matter directly to the Compliance Department or through the below anonymous whistleblower hotline or email.

第 37 条：您应该对可能违反反腐败法律或本政策的行为保持警惕。如果您知晓或怀疑已发生违反反腐败法律或本政策的行为，您应立即向主管人员或业务部门经理报告。如果您不方便向上述人员汇报相关事宜，则应直接向合规部门报告，也可以通过以下匿名举报热线或电子邮箱报告。

[HOTLINE NUMBERS: +86-10-58382629; Email: [compliance@powerchina-intl.com](mailto:compliance@powerchina-intl.com)]

[热线电话: +86-10-58382629; 邮箱: [compliance@powerchina-intl.com](mailto:compliance@powerchina-intl.com)]

## CHAPTER XI

### 第十一章

## CONCLUSION

### 结语

Article 38: This Policy is intended as an aid to assist you in understanding and fulfilling your responsibility to comply with POWERCHINA-INTL's anti-corruption policies. It is not intended to make you an expert, but rather to help you identify issues that could arise in the course of your job responsibilities. Always contact the Compliance Department for further guidance.

第 38 条：本政策旨在为您了解电建国际的反腐败政策以及按照该政策要求履行职责提供帮助。这并非要让您成为反腐败方面的专家，而是帮助您辨识在工作中可能遇到的问题。如需其它指导信息，请与合规部门联系。