

Code of Conduct

行为守则

bluebell



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Foreword | 引言

Conducting business with our values and ethics as the guiding principles is a collective commitment. Our ambition as a leading player in the Asian retail industry is for all our employees and business partners, whatever their position, nationality or location, to carry out the principles outlined in this document in every aspect of our daily activities in an exemplary manner, all towards the sustainable growth of our business.

One of our founding values is Integrity - we must treat everyone with honesty, fairness and respect. Placing integrity at the heart of the way we operate, both internally and with our business partners, in compliance with the laws and regulations of the various countries in which we operate is essential.

The core of our business is based on partnerships, with our brand partners, our business partners and our colleagues across our Group in multiple geographies. Working together to make the right choices, addressing issues and speaking up is of utmost importance to our culture. This code of conduct should act to guide us in these everyday choices and decisions.

以本集团的价值观和道德守则作为经营的指导原则是我们的集体承诺。做为亚洲的领先零售企业，我们致力帮助全体员工及业务合作伙伴不受其职位、国籍或地点所限，能够在日常运营活动的层面执行本文件所述的原则，建立典范楷模，以促进集团业务可持续发展。

诚信是本集团的核心价值之一：我们以真诚、公平和尊重的态度对待各人。不论是面对内部运作或业务合作伙伴，我们都以诚信做为运营重点，并遵守业务所在国家和地区的法律及规定。

与品牌、业务和集团不同地区的同事建立合作伙伴关系是我们的业务核心。共同作出正确的选择、应对问题及开诚布公是本集团企业文化的重要元素。本行为守则应该成为我们日常选择及决定的指引。

Ashley Micklewright
President & CEO 总裁及首席执行官
Bluebell Group 蓝钟集团

01 Background | 背景

1.1 Bluebell Group (“Bluebell”) is a distributor of luxury, premium, and lifestyle brands throughout Asia. Since 1954, our passion for all things luxurious, inspiring, and beautiful has helped establish some of the world’s leading brand names in Asia.

蓝钟集团(“蓝钟”)是亚洲的奢华、卓越及优质生活品牌分销商。自1954年起,我们致力物色各种奢华、具魅力及出类拔萃的精品,为亚洲区引进享誉全球的品牌。

1.2 Bluebell’s growth and enduring success are underpinned by five core values that shape our culture and inspire and guide the actions of all our members:

蓝钟的业务发展和成果建基于五项塑造企业文化的核心价值,并以此做为启发及引导全体员工的行为准则:

Integrity | 诚信

We treat everyone with honesty, fairness and respect.

我们以真诚、公平和尊重的态度对待各人。

Family Entrepreneurship | 家庭创业

We have inherited a culture of entrepreneurship from our founders, and use that spirit to pioneer new opportunities every day.

我们继承了创办人的创业文化,并贯彻这种精神持续开拓新机会。

Spirit of Partnership | 合作精神

We believe in collaboration to build unique expertise and success, working closely with our brand and commercial partners for our mutual benefit.

我们与品牌和当地合作伙伴紧密合作,以实现互惠互利,建立独特的专业知识和成功案例。

Quality of Service | 服务质量

Service is at the core of our business; serving our brand partners, local commercial partners, and the Asian consumer through multi-channel retail excellence.

服务是我们业务的核心;通过多元化零售渠道为我们的品牌伙伴、本地商业伙伴和亚洲消费者提供最优质的服务。

Performance Focus | 成果主导

We are committed to delivering results, for the long term benefit and growth of our employees and stakeholders.

我们致力为员工和利益相关者的长期利益及增长创造成果。

1.3 This Code provides the foundations for our internal policies. The application of this common base in specific areas is detailed in the Group Standard Policies and various internal guidelines.

本守则为我们的内部政策奠定基础, 并将于集团标准政策和各种内部指引详细说明在特定领域使用该共同基础的原则。

1.4 Bluebell expects our business partners and suppliers to apply the same respect for applicable laws and ethics principles in the management of their own companies as Bluebell is committed to under this Code. Bluebell requires strict compliance with this Code by all our business partners and suppliers, as well as their Relevant Persons (as defined hereinbelow).

蓝钟期望我们的业务合作伙伴和供应商在管理其公司时, 同样尊重适用的法律和道德原则, 正如蓝钟在本守则所作的承诺。蓝钟要求所有业务合作伙伴和供应商, 及其相关人士(定义见下文)严格遵守本守则。

1.5 Bluebell expects our business partners and suppliers to remain responsible for the work performed by their Relevant Persons and to procure their Relevant Persons to comply with this Code. In the event of any violation of this Code by the business partner/supplier or one of their Relevant Persons, Bluebell reserves the right to review the business relationship and possibly terminate it, without prejudice to any other rights and remedies which Bluebell is entitled to.

蓝钟期望我们的业务合作伙伴和供应商继续对其相关人士所执行的工作负责, 并敦促相关人士遵守本守则。如果业务合作伙伴/供应商或其相关人士之一违反本守则, 蓝钟保留审视及可能终止业务关系的权利, 但不会影响蓝钟有权享有的任何其他权利和补救措施。

1.6 Where national legislation or other applicable regulations address the same issue as this Code, the highest standards or most restrictive provisions shall apply. Where this Code is in contradiction with applicable law, the applicable law shall apply.

如果国家法例或其他适用规定所处理的问题与本守则相同, 应使用最高标准或最严谨的条文。当本守则与适用法律互相抵触时, 则应使用适用法律。

02 Ensuring Equality and Diversity and Valuing Talents | 平等多元, 重视人才

Bluebell believes in equal opportunities for all our employees and encourages a diversity of profiles and backgrounds. Bluebell is committed to ensuring that all employees enjoy their rights irrespective of ethnic, social, cultural or national origin, sex, marital status or family situation, sexual orientation, religious beliefs, political and philosophical opinions, age, or disability. Bluebell prohibits all forms of discrimination, harassment and violence in the workplace.

Bluebell takes measures to ensure the health and safety of our employees and ensures that all our activities comply with applicable workplace health and safety laws and regulations in all countries in which Bluebell has a presence.

Bluebell seeks to attract, recruit and develop the most talented people and offers a fulfilling work environment that encourages relationships between colleagues based on trust. Bluebell also develops the skills of its employees through an extensive range of training programs and by promoting internal mobility geographically and functionally.

蓝钟相信全体员工应享有同等的机会, 并鼓励多元的个人特点和背景。蓝钟致力确保全体员工享有权利, 而不受其种族、社会、文化或国籍、性别、婚姻状况或家庭状况、性取向、宗教信仰、政治和哲学观点、年龄或残疾情况所影响。蓝钟禁止在工作场所出现各种形式的歧视、骚扰和暴力。

蓝钟采取措施保障员工的健康及安全, 并确保集团的所有活动均符合我们业务所在的全部国家/地区适用的工作场所健康和安全管理法律与规定。

蓝钟致力吸引、招聘和培训最具才华的精英, 并提供充实的工作环境, 鼓励同事之间建立互信关系。蓝钟也通过广泛的培训计划, 加上提升内部不同地区和职能的流动性来发展员工技能。

03 Operating with Respect to Our Environment | 尊重环境

Bluebell respects the environment, and seeks to minimise its environmental impact. Bluebell aims to operate responsibly. It is every Relevant Person's responsibility to seek to reduce that impact wherever possible. Bluebell encourages our employees, business partners and suppliers to operate in a manner that contributes to improving the environment, the economy and society.

蓝钟尊重环境, 并致力把对环境的影响降至最低。我们奉行负责任的经营原则, 而每个相关人士均有责任尽量减少对环境的影响。蓝钟鼓励员工、业务合作伙伴及供应商采用有助改善环境、经济和社会的经营方式。

04 Health & Safety | 健康及安全

All employees, business partners and suppliers have a right to a healthy, safe and secure working environment. Bluebell takes every reasonable precaution to maintain a safe and healthy working environment. All Relevant Persons are responsible to ensure they are not putting themselves or others at risk by their actions.

全体员工、业务合作伙伴和供应商均有权拥有健康、安全及提供良好保障的工作环境。蓝钟将采取一切合理的预防措施以维持一个安全及健康的工作环境。所有相关人士均有责任确保其行为不会将自己或他人置于危险情况之中。

05 Responsible to Our Communities | 对社区负责任

Bluebell is a responsible stakeholder in society committed to the communities in which we do business. Bluebell encourages employees, business partners and vendors to play an active role in the community.

蓝钟是社会的负责任利益相关者, 致力支持业务所在的社区。蓝钟鼓励员工、业务合作伙伴和供应商在社区中发挥主动作用。

06 Conducting Business with Ethics | 奉行商业伦理

Resonating with our core values, Bluebell is committed to conducting all its businesses with integrity and fairness. Employees, officers, agents, subcontractors and suppliers ("Relevant Persons") are expected to maintain the highest standards of professionalism in all their dealings with others. They seek mutually beneficial relationships with contractors, suppliers and joint venture partners. They are required to promote the application of this Code in all dealings and to give preference in business dealings to those who adhere to similar business ethics. All Relevant Persons must comply with all applicable legal requirements. Further, Relevant Persons shall use good judgment in the use of social media as it is essentially public

media, and always check whether you have the right to communicate internal information of Bluebell with third parties or associate any of your personal views with Bluebell in the public domain before doing so.

为配合我们的核心价值，蓝钟致力以诚信和公平的方式经营业务。与他人进行交易时，员工、高级人员、代理人、分判商和供应商（“相关人士”）都应秉持最高的专业标准，务求与承包商、供应商和合资伙伴建立互惠关系。他们必须在所有交易中推动本守则的应用，并优先考虑那些遵从类似商业伦理的业务交易。所有相关人士必须遵守全部适用的法律要求。此外，由于社交媒体基本上是公共媒体，因此相关人士在使用时应运用良好的判断力，并经常事先检查您是否有权与第三方就蓝钟的内部信息进行沟通，或公开将您的个人观点与蓝钟联系。

07 Dealing with Competitors | 应对同业竞争

Bluebell believes in maintaining an open and fair competitive environment and is committed to complying with all applicable competition and antitrust laws. Relevant Persons should acquaint themselves and comply with the applicable competition laws to which their businesses are subject. These are laws that aim to protect competition by prohibiting anti-competitive behaviour. Breach of competition laws is a serious offence and may expose Bluebell and relevant individuals to criminal sanctions. In addition to possible legal proceedings, Relevant Persons who fail to respect this Code are subject to disciplinary sanctions.

蓝钟致力维持一个开放及公平的竞争环境，并遵守所有适用的竞争法和反垄断法。相关人士应熟悉和遵守约束其业务的适用竞争法。这些法律旨在通过禁止反竞争行为来保护竞争。违反竞争法是严重的违法行为，可能会使蓝钟及相关个人受到刑事制裁。除了可能面对法律诉讼外，未能遵守本守则的相关人士也会受到纪律处分。

08 Saying No to Bribery and Corruption | 防止贿赂及贪腐

Integrity is one of Bluebell's core value and Bluebell believes that conducting business with integrity is critical to continuing to develop Bluebell as a successful, sustainable and responsible business group. Corruption hinders economic, social and political development and progress. Breach of anti-bribery laws, wherever and however this takes place, is a serious offence and may expose Bluebell and relevant individuals to criminal sanctions. In addition to possible legal proceedings, Relevant Persons who fail to respect this Code are subject to disciplinary sanctions. Even the appearance of a breach of anti-corruption laws can cause very significant damage to Bluebell's reputation.

It is Bluebell's policy that all Relevant Persons should comply with the anti-bribery laws to which they are subject. This Code sets out the standards of behaviour expected from Bluebell.

Any act through which a person solicits or accepts, regardless of whether it was actively or passively done, any advantages, including any money, gift, loan, fee, reward, commission, employment, payment, release, discharge, contract, service, promise and any other favour ("Advantages") for themselves or for a third party in exchange for performing, failing to perform or delaying the performance of an action within the scope of their responsibilities, duties or mandates, to the benefit of a third party qualifies as an act of corruption.

诚信是蓝钟的核心价值之一，而我们认为以诚信的操守来经营业务，对于蓝钟继续发展作为一家成功、可持续及负责任的商业集团至关重要。贪腐窒碍经济、社会和政治发展与进步。不论发生的地点及形式，违反反腐法例均是严重的违法行为，可能导致蓝钟和相关个人受到刑事制裁。除了可能面对法律诉讼外，未能遵守本守则的相关人士也会受到纪律处分。即使状似违反反腐法例的情况，也会对蓝钟的信誉造成非常严重的损害。

根据蓝钟的政策，全部相关人士均应遵守所约束的反腐法例。本守则列明蓝钟所期望的行为标准。

不论是主动或被动进行，任何人士只要通过任何行为从而为自己或第三方索取或接受任何利益（包括任何金钱、馈赠、贷款、费用、奖励、佣金、工作、付款、让予、解约、合同、服务、承诺或任何其他利益（“利益”），以换取在其责任、职责或授权范围内执行、未能执行或延迟执行某项行动，以使第三方受益者，一律视作贪腐行为。

8.1 Accepting Advantages | 接受利益

Relevant Persons should not solicit or accept any Advantages from any person or company having business dealings with Bluebell (e.g. clients, suppliers, contractors). However, they are allowed to accept (but not solicit) the following gifts offered voluntarily:

- Advertising or promotional gifts of a nominal value; or
- Gifts given on festive or special occasions subject to a maximum limit as determined by the respective Country Management. Such limit shall be submitted to Bluebell (Asia) Limited for information and approval.

Acceptance of all other gifts shall be approved by their direct supervisors, the respective Company Manager or the Chief Executive Officer on a case-by-case basis.

Relevant Persons should decline an offer of a gift if acceptance of it could affect the Relevant Person's objectivity, or induce the Relevant Person to act against Bluebell's interests, or lead to questions of bias or impropriety.

相关人士不得向与蓝钟有业务往来的任何个人或公司(例如:客户、供应商、承包商)索取或接受任何利益。不过,他们可以接受(但不得索取)以下自愿提供的馈赠:

- 拥有名义价值的广告或促销赠品;或
- 在节日或特殊场合赠予的礼品,其最高限额由各自国家管理层决定。该限额应提交蓝钟(亚洲)有限公司参考及批准。

接受所有其他馈赠时,应由相关人士的直属主管、相关的公司经理或首席执行官按个别情况批准。

如果接受馈赠可能影响相关人士的客观性,或导致相关人士以不利蓝钟利益的方式行事,或造成偏见或不当行为,相关人士应予以拒绝。

8.2 Offering Advantages | 提供利益

Under no circumstances may a Relevant Person offer an Advantage to any person or company having business dealings with Bluebell for the purpose of improperly influencing such person or company in any business dealings with regards to their duties. Relevant Persons should also exercise good judgment and practise moderation in giving gifts. Excessive gifts in terms of value or frequency should not be offered to potential or existing customers. Gifts bearing a principal's or Bluebell logo are preferred. For the avoidance of doubt, marketing promotions in the ordinary course of business would be excluded from this section 8.2.

Financing of political organizations, unions, cultural or charitable organizations in the name of or on behalf of Bluebell for the purpose of obtaining material, commercial or personal advantage, whether direct or indirect, is also totally prohibited.

在任何情况下,相关人士均不得向与蓝钟有业务往来的任何个人或公司提供利益,以求在任何业务往来中对其职责造成不当影响。此外,相关人士在馈赠时也应使用良好的判断能力及加以节制。不应向准客户或现有客户提供价值过高的馈赠或经常提供馈赠。首选是印上主事机构或蓝钟商标的赠品。为免生疑问,正常业务过程的营销活动不在本文第 8.2 节之内。

禁止以 Bluebell 的名义或代表 Bluebell 为政府组织、工会、文明或慈善组织提供资金,以直接或间接地获得物质、商业或佣人。

8.3 Entertainment and Corporate Hospitality | 娱乐及公司款待

Although entertainment is an acceptable form of business and social behaviour, Relevant Persons should not accept lavish or frequent entertainment from persons with whom Bluebell has business dealings if, by doing so, it might be perceived that they are placing themselves in a position of obligation to the offeror, without the prior consent of Bluebell, acceptance of these advantages is strictly prohibited. When giving entertainment, company functions are normally preferable to entertaining individuals, though this does not preclude meals and similar entertainment of moderate expense for individuals with whom Bluebell has dealings. The business purpose of entertainment and corporate hospitality should be documented and approved.

Relevant Persons should turn down invitations to meals or entertainment that are excessive in nature or frequency and appear to have no or minimal business purpose, without the prior consent of Bluebell, acceptance of these advantages is strictly prohibited. It should be noted that any free trips or travelling expenses are considered as Advantages.

尽管娱乐是可以接受的商业及社交行为,但相关人士不应接受与蓝钟有业务往来的人士提供的奢华娱乐或经常接受娱乐,否则可能予人需要向要约人履行义务的观感。未经蓝钟事前同意下,相关人士严禁接受这些利益。在提供娱乐时,举行公司活动通常较个人娱乐可取,但并不禁止为与蓝钟有业务往来的人士提供费用适度的餐饮及同类娱乐。进行娱乐及公司款待的商业目的应记录在案及获得批准。

相关人士应谢绝性质过度或频率过高,以及似乎没有或只有极少商业目的之餐饮或娱乐邀请。未经蓝钟事前同意下,相关人士严禁接受这些利益。任何免费旅游或旅行费用的代支均视作利益,敬请留意。

8.4 Agents and Consultants | 代理人及顾问

No individual or entity may be hired to commit bribery on behalf of Bluebell. Special care must be taken when Bluebell engages the service of an agent, consultant or other third party, when such party is expected to assist in developing business with potential customers or where such party will be involved in obtaining any government approvals or action. Relevant Persons should take all reasonable steps to ensure that such agent or consultant has fully complied or will comply with the applicable anti-corruption laws to which they are subject and to appropriately encourage them to adhere to the general principles as set out in this

Code. The terms of engagement of agents and consultants should be clearly documented and duly approved, and the performance of agents and consultants should be monitored. No consultant or agent should be proposed for consideration if there are suspicious circumstances that are not satisfactorily resolved. For example, that party:

- has a reputation for corruption;
- is likely to make improper payments or gifts;
- requests that his/her identity be kept secret; or
- requests (without a reasonable commercial justification) that he or she be paid offshore, up front or in cash.

不得僱用任何个人或实体代表蓝钟行贿。蓝钟在聘请代理人、顾问或其他第三方提供服务时，如果预计该方将帮助开发准客户的业务，或者该方将参与获得任何政府的批准或行动时，则必须特别审慎。相关人士应采取一切合理措施，确保该代理人或顾问已经完全遵守或将会遵守其适用的反腐法律，并适当鼓励他们遵从本守则规定的一般原则。应该明确记录代理人及顾问的聘用条款，并取得正式批准，代理人及顾问的表现应受到监控。在出现未能圆满解决的可疑情况时，不得提议考虑有关顾问或代理人。例如，该方：

- 有贪腐的记录；
- 有可能作出不当付款或馈赠；
- 要求将其身份保密；或
- 要求(在没有合理的商业理据)于海外、预付或以现金支付其报酬。

09 Protecting Confidential Data and Personal Information | 保障机密数据及个人信息

Bluebell employees are committed to protecting the confidentiality of internal information that has not been made public. Bluebell takes measures to ensure the protection of all confidential information entrusted to Bluebell by external sources and uses this information only for the purposes authorized, taking necessary precautions. Relevant Persons shall not divulge confidential information, including when using social media. Relevant Persons shall also be cautious when discussing company matters in public spaces.

While understanding customer needs and expectations is essential in order to provide them with the products they seek and deliver a personalized customer experience, Bluebell also recognizes and respects customers' privacy. Bluebell takes measures to act with complete transparency in compliance with applicable regulations concerning protection of customers' personal information.

蓝钟员工致力保护未公开的内部信息的机密性。蓝钟采取措施以确保能够保护外部来源委托予我们的全部机密信息，并仅将该等信息用于授权目的，同时采取必要的预防措施。相关人士不得泄露机密信息，包括在使用社交媒体时。相关人士在公众场所讨论公司事务时也必须审慎。

虽然蓝钟认为必须了解客户的需求和期望，从而提供他们寻求的产品及个性化的客户体验，但我们也认同和尊重客户隐私。蓝钟采取完全透明的措施行事，遵守有关保障客户个人信息的适用法规。

10 Keeping Accurate Records | 准确保存纪录

Bluebell is committed to keeping proper records and following sound accounting policies. All company books, records, accounts, invoices and other documents must be created and maintained so as to reflect fairly and accurately and in reasonable detail the underlying transactions and the disposition of company business. All relevant expenses should be properly approved and recorded in the financial records.

蓝钟致力保存适当的记录，并遵循健全的会计政策。在建立及保存所有公司帐簿、记录、帐目、发票及其他文件时，必须公平、准确及以合理的详情反映相关交易和处理公司业务的方法。所有相关费用必须获得适当批准及记录于财务纪录。

11 Whistle Blowing | 举报政策

If you are not sure if an act, either your own or someone else's, would be a potential or actual breach of this Code, you are strongly encouraged to speak up and consult at or report the matter to the following email address:

若您不确定自己或他人的行为会否可能或实际违反本守则, 我们强烈建议您直接提出, 并通过以下电子邮件地址查询或报告有关事宜:

Region 地区	Email address 电子邮件地址
Australia 澳大利亚	au.wb@bluebellgroup.com
Hong Kong and Macau 香港和澳门	gc.wb@bluebellgroup.com
Japan 日本	jp.wb@bluebellgroup.com
Korea 韩国	kr.wb@bluebellgroup.com
Mainland China 中国	gc.wb@bluebellgroup.com
Malaysia 马来西亚	my.wb@bluebellgroup.com
Singapore 新加坡	sg.wb@bluebellgroup.com
Taiwan 台湾	gc.wb@bluebellgroup.com

All emails received will be treated discreetly. An inquiry will be conducted to validate the allegations made in the emails. All allegations shall be made in good faith and with integrity, and we will protect against retaliation. If a breach is proven to have occurred, corresponding disciplinary or corrective actions will be determined by the Chief Executive Officer, Head of Group Legal and the Company Manager.

我们将审慎及认真处理所有电子邮件, 并展开调查以核实电子邮件提出的指控。所有指控均应本着真诚及诚信的态度提出, 我们将避免出现报复行动。如果违规行为属实, 首席执行官、集团法务部主管及公司经理将决定相应的纪律处分或纠正行动。

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