

# Code of Conduct

行為守則

bluebell



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## Foreword | 引言

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Our core values and ethics are the guiding principles and a collective commitment across our organisation. As a leading player in the Asian retail sector, we require every employee and business partner, regardless of role, nationality, or location, to execute the principles in this document with exemplary conduct in all daily activities, ensuring the sustainable growth of our business.

Integrity is one of the foundations of our identity, requiring honesty, fairness, and respect for all stakeholders. Placing integrity at the heart of our internal operations and external partnerships, alongside full compliance with the laws and regulations of every country we operate in, is fundamental to our trust and legitimacy.

Our business is built upon partnerships - with our brand partners, strategic business partners, and colleagues across the Group. Fostering a culture where we collaborate to make ethical choices, address issues, and speak up without hesitation is paramount. This Code of Conduct is our essential guide for these everyday choices and decisions.

我們的核心價值觀和道德守則是引領整個集團的指導原則，也是我們的集體承諾。作為亞洲零售業的領導者，我們要求全體員工及業務合作夥伴，不論其職位、國籍或所在地，均須在日常活動中以模範行為實踐本文件所述之原則，以確保業務的持續增長。

誠信是我們集團身份的基石之一，要求我們對所有利益相關者保持真誠、公平與尊重。將誠信置於內部運作與外部夥伴關係的核心，並全面遵守業務所在地之法律法規，是建立信任與合法性的根本。

我們的業務建立在夥伴關係之上——包括品牌合作夥伴、戰略業務合作夥伴，以及集團內的全體同事。培養一種共同做出倫理抉擇、應對問題並毫不猶豫地建言獻策的文化至關重要。本行為守則是我們在日常選擇及決策中的必備指南。

**Philippe Guettat**  
President & CEO 總裁及執行長  
Bluebell Group 藍鐘集團

## 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.

藍鐘集團(「藍鐘」)是亞洲的奢華、卓越及優質生活品牌分銷商。自1954年起，我們致力物色各種奢華、具魅力及出類拔萃的精品，為亞洲區引進享譽全球的品牌。

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:

藍鐘的業務發展和成果建基於五項塑造企業文化的核心價值，並以此作為啟發及引導全體員工的行事準則：

### Integrity | 誠信

We treat everyone with honesty, fairness and respect.  
我們以真誠、公平和尊重的態度對待各人。

### Family Entrepreneurship | 家庭創業

We have inherited a culture of entrepreneurship from our founders, and use that spirit to pioneer new opportunities every day.  
我們繼承了創辦人的創業文化，並貫徹這種精神持續開拓新機會。

### 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.  
我們與品牌和當地合作夥伴緊密合作，以實現互惠互利，建立獨特的專業知識和成功案例。

### Quality of Service | 服務品質

Service is at the core of our business; serving our brand partners, local commercial partners, and the Asian consumer through multi-channel retail excellence.  
服務是我們業務的核心；透過多元化零售途徑為我們的品牌夥伴、本地商業夥伴和亞洲消費者提供最優質的服務。

### Performance Focus | 成果導向

We are committed to delivering results, for the long term benefit and growth of our employees and stakeholders.  
我們致力為員工和利害關係人的長期利益及增長創造成果。

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.

本守則為我們的內部政策奠定基礎，並將於集團標準政策和各種內部指引詳細說明在特定領域使用該共同基礎的原則。

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).

藍鐘期望我們的業務合作夥伴和供應商在管理其公司時，同樣尊重適用的法律和道德原則，正如藍鐘在本守則所作的承諾。藍鐘要求所有業務合作夥伴和供應商，以及其相關人士（定義見下文）嚴格遵守本守則。

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.

藍鐘期望我們的業務合作夥伴和供應商繼續對其相關人士所執行的工作負責，並敦促相關人士遵守本守則。如果業務合作夥伴／供應商或其相關人士之一違反本守則，藍鐘保留審視及可能終止業務關係的權利，但不會影響藍鐘有權享有的任何其他權利和補救措施。

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.

如果國家法例或其他適用規定所處理的問題與本守則相同，應使用最高標準或最嚴謹的條文。當本守則與適用法律互相抵觸時，則應使用適用法律。

## 02 Ensuring Equality and Diversity and Valuing Talents | 平等多元，重視人才

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.

藍鐘相信全體員工應享有同等的機會，並鼓勵多元的個人特點和背景。藍鐘致力確保全體員工享有權利，而不受其種族、社會、文化或國籍、性別、婚姻狀況或家庭狀況、性取向、宗教信仰、政治和哲學觀點、年齡或殘疾情況所影響。藍鐘禁止在工作場所出現各種形式的歧視、騷擾和暴力。

藍鐘採取措施保障員工的健康及安全，並確保集團的所有活動均符合我們業務所在的全部國家／地區適用的工作場所健康和安全管理法律與規定。

藍鐘致力吸引、招聘和培訓最具才華的精英，並提供充實的工作環境，鼓勵同事之間建立互信關係。藍鐘亦透過廣泛的培訓計劃，加上提升內部不同地區和職能的流動性來發展員工技能。

## 03 Operating with Respect to Our Environment | 尊重環境

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.

藍鐘尊重環境，並致力把對環境的影響降至最低。我們奉行負責任的經營原則，而每個相關人士均有責任盡量減少對環境的影響。藍鐘鼓勵員工、業務合作夥伴及供應商採用有助改善環境、經濟和社會的經營方式。

## 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.

全體員工、業務合作夥伴和供應商均有權擁有健康、安全及提供良好保障的工作環境。藍鐘將採取一切合理的預防措施以維持一個安全及健康的工作環境。所有相關人士均有責任確保其行為不會將自己或他人置於危險情況之中。

## 05 Responsible to Our Communities | 對社區負責任

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.

藍鐘是社會的負責任利害關係人，致力支持業務所在的社區。藍鐘鼓勵員工、業務合作夥伴和供應商在社區中發揮主動作用。

## 06 Conducting Business with Ethics | 奉行商業倫理

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.

為配合我們的核心價值，藍鐘致力以誠信和公平的方式經營業務。與他人進行交易時，員工、高級人員、代理人、分判商和供應商（「相關人士」）都應秉持最高的專業標準，務求與承包商、供應商和合資夥伴建立互惠關係。他們必須在所有交易中推動本守則的應用，並優先考慮那些遵從類似商業倫理的業務交易。所有相關人士必須遵守全部適用的法律要求。此外，由於社交媒體基本上是公共媒體，因此相關人士在使用時應運用良好的判斷力，並經常事先檢查您是否有權與第三方就藍鐘的內部資料進行溝通，或公開將您的個人觀點與藍鐘聯繫。

## 07 Dealing with Competitors | 應對同業競爭

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.

藍鐘致力維持一個開放及公平的競爭環境，並遵守所有適用的競爭法和反壟斷法。相關人士應熟習和遵守約束其業務的適用競爭法。這些法律旨在透過禁止反競爭行為來保護競爭。違反競爭法是嚴重的違法行為，可能會使藍鐘及相關個人受到刑事制裁。除了可能面對法律訴訟外，未能遵守本守則的相關人士亦會受到紀律處分。

## 08 Saying No to Bribery and Corruption | 防止賄賂及貪污

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.

誠信是藍鐘的核心價值之一，而我們認為以誠信的操守來經營業務，對於藍鐘繼續發展為一家成功、永續及負責任的商業集團至關重要。貪污窒礙經濟、社會和政治發展與進步。不論發生的地點及形式，違反反腐法例均是嚴重的違法行為，可能導致藍鐘和相關個人受到刑事制裁。除了可能面對法律訴訟外，未能遵守本守則的相關人士亦會受到紀律處分。即使狀似違反反腐法例的情況，亦會對藍鐘的信譽造成非常嚴重的損害。

根據藍鐘的政策，全部相關人士均應遵守所約束的反腐法例。本守則列明藍鐘所期望的行為標準。

不論是主動或被動進行，任何人士只要透過任何行為從而為自己或第三方索取或接受任何利益（包括任何金錢、饋贈、貸款、費用、獎勵、佣金、工作、付款、讓予、解約、合約、服務、承諾及任何其他利益（「利益」），以換取在其責任、職責或授權範圍內執行、未能執行或延遲執行某項行動，以使第三方受益者，一律視作貪污行為。

## 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.

相關人士不得向與藍鐘有業務往來的任何個人或公司(例如:客戶、供應商、承包商)索取或接受任何利益。不過,他們可以接受(但不得索取)以下自願提供的饋贈:

- 擁有名義價值的廣告或促銷贈品;或
- 在節日或特殊場合贈予的禮品,其最高限額由各自國家管理層決定。該限額應提交藍鐘(亞洲)有限公司參考及批准。

接受所有其他饋贈時,應由相關人士的直屬主管、相關的公司經理或執行長按個別情況批准。

如果接受饋贈可能影響相關人士的客觀性,或導致相關人士以不利藍鐘利益的方式行事,或造成偏見或不當行為,相關人士應予以拒絕。

## 8.2 Offering Advantages | 提供利益

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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.

在任何情況下,相關人士均不得向與藍鐘有業務往來的任何個人或公司提供利益,以求在任何業務往來中對其職責造成不當影響。此外,相關人士在饋贈時亦應使用良好的判斷能力及加以節制。不應向準客戶或現有客戶提供價值過高的饋贈或經常提供饋贈。首選是印上主事機構或藍鐘商標的贈品。為免生疑問,正常業務過程的行銷活動不在本文第 8.2 節之內。

禁止以 Bluebell 的名義或代表 Bluebell 為政治組織、工會、文化或慈善組織提供資金,以直接或間接地獲得物質、商業或個人利益。

### 8.3 Entertainment and Corporate Hospitality | 娛樂及公司款待

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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.

儘管娛樂是可以接受的商業及社交行為，但相關人士不應接受與藍鐘有業務往來的人士提供的奢華娛樂或經常接受娛樂，否則可能予人需要向要約人履行義務的觀感。未經藍鐘事前同意下，相關人士嚴禁接受這些利益。在提供娛樂時，舉行公司活動通常較個人娛樂可取，但並不禁止為與藍鐘有業務往來的人士提供費用適度的餐飲及同類娛樂。進行娛樂及公司款待的商業目的應記錄在案及獲得批准。

相關人士應謝絕性質過度或頻率過高，以及似乎沒有或只有極少商業目的之餐飲或娛樂邀請。未經藍鐘事前同意下，相關人士嚴禁接受這些利益。任何免費旅遊或旅行費用的代支均視作利益，敬請留意。

### 8.4 Agents and Consultants | 代理人及顧問

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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.

不得僱用任何個人或實體代表藍鐘行賄。藍鐘在聘請代理人、顧問或其他第三方提供服務時，如果預計該方將協助開發準客戶的業務，或者該方將參與獲得任何政府的批准或行動時，則必須特別審慎。相關人士應採取一切合理措施，確保該代理人或顧問已經完全遵守或將會遵守其適用的反腐法律，並適當鼓勵他們遵從本守則規定的一般原則。應該明確記錄代理人及顧問的聘用條款，並取得正式批准，代理人及顧問的表現應受到監控。在出現未能圓滿解決的可疑情況時，不得提議考慮有關顧問或代理人。例如，該方：

- 有貪污的記錄；
- 有可能作出不當付款或饋贈；
- 要求將其身份保密；或
- 要求（在沒有合理的商業理據）於海外、預付或以現金支付其報酬。

## 09 Protecting Confidential Data and Personal Information | 保障機密數據及個人資料

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.

藍鐘員工致力保護未公開的內部資料的機密性。藍鐘採取措施以確保能夠保護外部來源委託予我們的全部機密資料，並僅將該等資料用於授權目的，同時採取必要的預防措施。相關人士不得洩露機密資料，包括在使用社交媒體時。相關人士在公眾場所討論公司事務時亦必須審慎。

雖然藍鐘認為必須了解客戶的需求和期望，從而提供他們尋求的產品及個人化的客戶體驗，但我們亦認同和尊重客戶隱私。藍鐘採取完全透明的措施行事，遵守有關保障客戶個人資料的適用法規。

## 10 Keeping Accurate Records | 準確保存紀錄

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.

藍鐘致力保存適當的記錄，並遵循健全的會計政策。在建立及保存所有公司帳簿、記錄、帳目、發票及其他文件時，必須公平、準確及以合理的詳情反映相關交易和處理公司業務的方法。所有相關費用必須獲得適當批准及記錄於財務紀錄。

# 11 Whistle Blowing | 舉報政策

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:

若您不確定自己或他人的行為會否可能或實際違反本守則，我們強烈建議您直接提出，並透過以下電子郵件地址查詢或報告有關事宜：

Region 地區	Email address 電子郵件地址
Australia 澳洲	au.wb@bluebellgroup.com
Hong Kong and Macau 香港和澳門	gc.wb@bluebellgroup.com
Japan 日本	jp.wb@bluebellgroup.com
Korea 韓國	kr.wb@bluebellgroup.com
Mainland China 中國大陸	gc.wb@bluebellgroup.com
Malaysia 馬來西亞	my.wb@bluebellgroup.com
Singapore 新加坡	sg.wb@bluebellgroup.com
Taiwan 臺灣	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.

我們將審慎及認真處理所有電子郵件，並展開調查以核實電子郵件提出的指控。所有指控均應本著真誠及誠信的態度提出，我們將避免出現報復行動。如果違規行為屬實，執行長、集團法務部主管及公司經理將決定相應的紀律處分或糾正行動。

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