

瑞安房地產道德委員會章程

SOL Ethics Committee Charter

1. 職責 Responsibility

瑞安房地產道德委員會隸屬於瑞安房地產執行委員會（以下簡稱執委會），負責行為與商業道德相關事務。委員會針對公司關鍵原則、政策的修改給出建議，但不涉及具體業務。

The SOL Ethics Committee is a committee of the SOL Executive Committee (EXCOM). The SOL Ethics Committee handles all matters regarding the conduct and business ethics, and advises the EXCOM on any change in policy, important principles, but not the details of all the matters.

瑞安房地產道德委員會具體負責：

SOL Ethics Committee is responsible for:

- 1.1 向執委會提出瑞安房地產《行為與商業道德規範》的修改建議。
Proposing to the EXCOM in updating the SOL Code of Conduct & Business Ethics.
- 1.2 制定保證《行為與商業道德規範》得以貫徹的政策，尤其是關於確保違反條例的舉報都能得到相應的重視、調查和解決的政策。
Establishing policies for compliance with the Code of Conduct & Business Ethics, in particular to ensure that reports of alleged violations are appropriately reviewed, investigated and resolved.
- 1.3 貫徹以上政策，在全公司內部組織充分的政策培訓，向執委會匯報政策執行情況。
Implementing the above policies, in particular by organizing adequate training throughout SOL, and reporting to the EXCOM on such implementation.
- 1.4 協調公司企業傳訊及品牌部對內和對外的關於行為與商業道德規範方面的宣傳活動，包括媒體公關、參加專業性的組織和論壇等等。
Coordinating with the Corporate Communications & Branding (CCB) on any external or internal communications in the field of conduct and business ethics, including participation in specialized organizations or forum, relation with the media, etc.

- 1.5 确保所有员工都能得到充分的关于瑞安房地产《行为与商业道德规范》的相关信息和行为指导。
Ensuring that all employees receive adequate information and guidance on principles of the SOL Code of Conduct & Business Ethics.
- 1.6 在公司贯彻遵行瑞安房地产《行为与商业道德规范》。
Controlling the compliance with the principles of the SOL Code of Conduct & Business Ethics within SOL.
- 1.7 及时向执委会汇报瑞安房地产《行为与商业道德规范》在公司内的执行情况。
Informing promptly the EXCOM of any issue related to the application of the SOL Code of Conduct & Business Ethics within SOL.
- 1.8 如有需要执委会将向董事长及董事会汇报道德委员会的工作进展。
The EXCOM will report to the Chairman and the Board of Directors of SOL on such developments of the Committee's activities when it considers necessary to bring to their attention.

2 组织和工作流程 Organization and Proceedings

2.1 瑞安房地产道德委员会核心成员包括：

- 1) 执委会委派其中一名董事总经理或可信赖的代表为道德委员会核心成员，
- 2) 财务部负责人，
- 3) 法务部负责人，和
- 4) 人力资源部负责人。

The core members of the SOL Ethics Committee are:

- 1) The EXCOM appoints one of its Managing Director or a trustworthy delegate as a core member of the Ethics Committee,
- 2) Head of Finance,
- 3) Head of Legal Affairs, and
- 4) Head of Human Resources.

被执委会委派的董事总经理或执委会的代表担任瑞安房地产道德委员会主席，法务部负责人兼任道德委员会秘书。经协商一致，核心成员可以委任道德委员会的其他成员。

The appointed Managing Director of EXCOM or its delegate is the Chairman of the SOL Ethics Committee. The head of Legal Affairs is the Secretary of the SOL Ethics Committee. Upon consensus, the core members may appoint other members of the Ethics Committee.

2.2 瑞安房地产道德委员会每季度召开会议，检查工作进展，包括：
SOL Ethics Committee holds regular meetings on a quarterly basis to review activities in the relevant period including:

2.2.1 违反瑞安房地产《行为与商业道德规范》的处置；
Treatment of allegations of misconduct;

2.2.2 行为与商业道德领域的宣传；
Communications in the field of conduct and business ethics;

2.2.3 讨论与公司业务发展和利益相关的行为与商业道德的整体建设；
Discussion about general developments in the field of conduct and business ethics that may have an impact on or an interest for SOL.

2.3 瑞安房地产道德委员会将视情况召集临时会议，尤其是发生下述 2.4 条款所列举的情形。
The SOL Ethics Committee will also hold meetings as and when required by the circumstance, in particular for the purposes of paragraph 2.4 below.

另外，瑞安房地产道德委员会会根据外部情况变化和内部执行效果，每年对瑞安房地产《行为与商业道德规范》进行年度评估和调整。
Additionally, the SOL Ethics Committee will review annually the SOL Code of Conduct & Business Ethics for any updates in the light of outside developments or internal compliance experience, and conduct an annual self-evaluation to determine whether it is functioning effectively.

2.4 以下条例适用于对违反瑞安房地产《行为与商业道德规范》的举报的处置。
The following rules will apply to the treatment of reports on alleged violations of the SOL Code of Conduct & Business Ethics.

如果某位员工发现，或者如果某位经理收到关于违反瑞安房地产《行为与商业道德规范》的举报，他（她）必须及时向其上级，或部门主管，或人力资源主管报告，也可以直接向瑞安房地产道德委员会成员报告。（见附件 I）

If an employee detects, or if a manager receives a report relating to a violation of the SOL Code of Conduct & Business Ethics, he or she must contact his or her supervisor, or his or her department head, or the head of Human Resource, or a SOL Ethics Committee member. (See Appendix I)

凡涉及瑞安房地产执委会成员、执行董事级别以上（含执行董事）、瑞安房地产发展有限公司执行董事及公司道德委员会成员的举报及投诉，可采用违规举

报系统中规定的 1 级举报的联系方法。该类举报将直接由公司审计委员会主席接收并处理。

Reporting related to members of the EXCOM, Executive Directors or above of SOL, Executive Directors of Shui On Development Ltd., and members of the Ethics Committee, should be reported through the Tier 1 Reporting of the Irregularity Reporting System (IRS). Such reporting will be addressed directly to and dealt with by the Chairman of the SOL Audit Committee.

瑞安房地产道德委员会成员在接到举报以后，应及时将信息提交委员会秘书，由其向委员会主席请示，确认举报是否属实，召集委员会临时会议或采用其他方法对举报快速做出处理。瑞安房地产道德委员会可视需要调用所有公司内部资源（比如人力资源、财务、法务及内部审计）来进行调查。（见附件 II）

Members of the SOL Ethics Committee who receive communication of an allegation will relay it to the Secretary who will immediately consult with the Chairman of the SOL Ethics Committee in order to check that it is properly documented, call a meeting or set up any other appropriate method to promptly deal with the issue. SOL Ethics Committee will call as necessary on the Company's resources (e.g. Human Resources, Legal department, Finance and Accounting, Internal Audit) to investigate the matter. (See Appendix II)

瑞安房地产道德委员会在调查后，作出包括内部纪律处分在内的补救方案的决议，或向执委会（或以上）提交该等建议。

The SOL Ethics Committee will determine, or recommend to the EXCOM (or above), any remedial action, including disciplinary measures, which may be required as a result of its investigations.

2.5 瑞安房地产道德委员会运作应严格遵守保密原则。

The proceedings of the SOL Ethics Committee will be held in strict confidentiality.

2.6 瑞安房地产道德委员会秘书负责保管道德委员会会议纪要和决议。

The Secretary of the SOL Ethics Committee will keep minutes of its meetings and a record of its decisions.

2.7 瑞安房地产道德委员会保证公司不会对遵照上述程序的、提供真实信息的举报人，以及配合内部违规行为调查的双方证人，就其举报和作证行为采取打击报复。

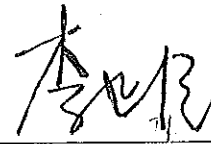
The SOL Ethics Committee will ensure that SOL will protect employees who, in good faith and in accordance with the above procedures, make any allegation of unethical conduct or truthfully participate in any investigations as a witness because of such allegation or participation, from retaliation.

2.8 瑞安房地产道德委员会负责对企业传讯及品牌部关于行为与商业道德方面的内外部工作提供指导。

The SOL Ethics Committee will coordinate with the CCB on any internal or outside communications on its actions.

如果某位员工受到外部媒体关于行为与商业道德方面的质询，应在给予任何回复前首先向其部门主管汇报，再由其主管与瑞安房地产道德委员会和企业传讯及品牌部取得联系。如果是关于违法案件调查质询，或者是来自外部律师或第三方的质询，员工可与公司法务部联系。

If an employee receives an enquiry from the media in relation to conduct and business ethical matters, he or she must before making any response contact his or her supervisor who will immediately liaise with CCB and the SOL Ethics Committee. Enquiries from the media regarding cases involving illegal conduct or inquiries from outside lawyers or third parties should be referred to the Legal Department.



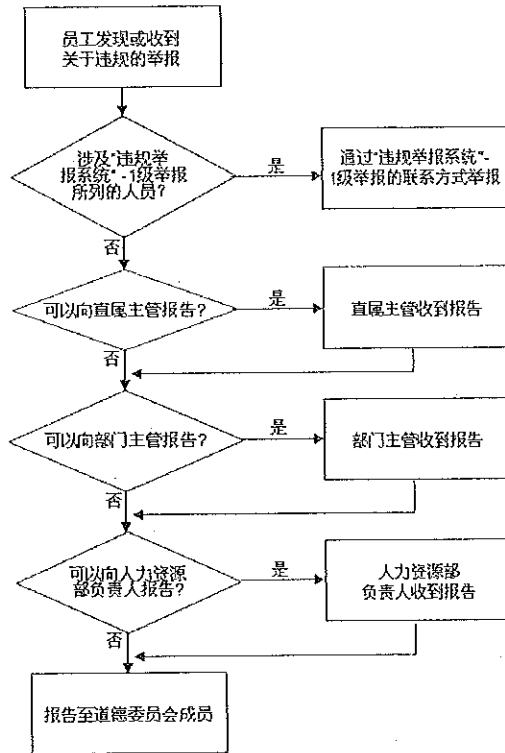
SOL EXCOM
瑞安房地产执委会
1/4/2011

瑞安房地产道德委员会成员名单及联系方法

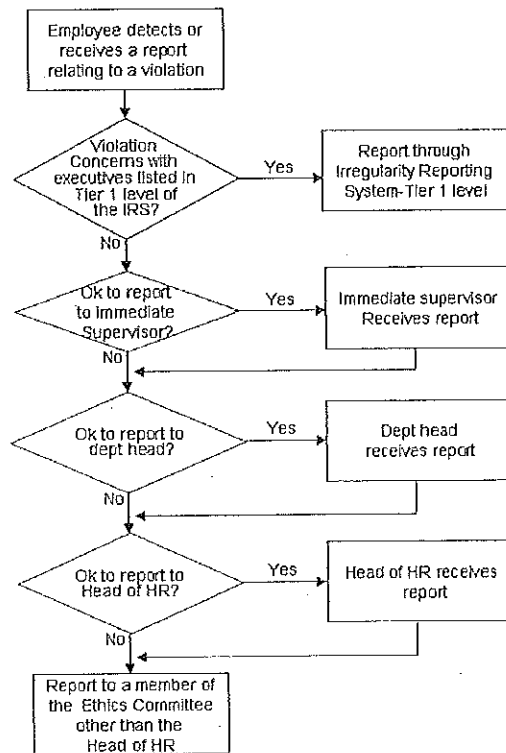
SOL Ethics Committee members contact list

Name 姓名	SOL Title 职位	Email Address 电子邮件	Secretary 秘书	Tel 电话
Louis Wong 王克活	Chairman of SOL Ethics Committee appointed by SOL EXCOM 道德委员会主席 由瑞安房地产执 委会委任	Louis.wong@shuion.com.cn	Rachel Zhou 周萍	63861818-802
Timmy Leung 梁达文	Acting Director of Finance 代财务总监	timmy.leung@shuion.com.cn	Jessie Chen 陈静	63861818-832
Willie Uy 黄金纶	Director of Legal Affairs 法务总监	Willie.uy@shuion.com.cn	Vicki Du 杜慧洁	63861818-687
Irene Yeung 杨爱莲	GM—Human Resources 总经理— 人力资源	Irene.yeung@shuion.com.cn	Carrie Chen 陈晓怡	63861818-793
委员会秘书: Secretary of SOL Ethics Committee				
Willie Uy 黄金纶	Director of Legal Affairs 法务总监	Willie.uy@shuion.com.cn	Vicki Du 杜慧洁	63861818-687

瑞安房地产道德委员会章程
对违反瑞安房地产《行为与商业道德规范》的举报处理

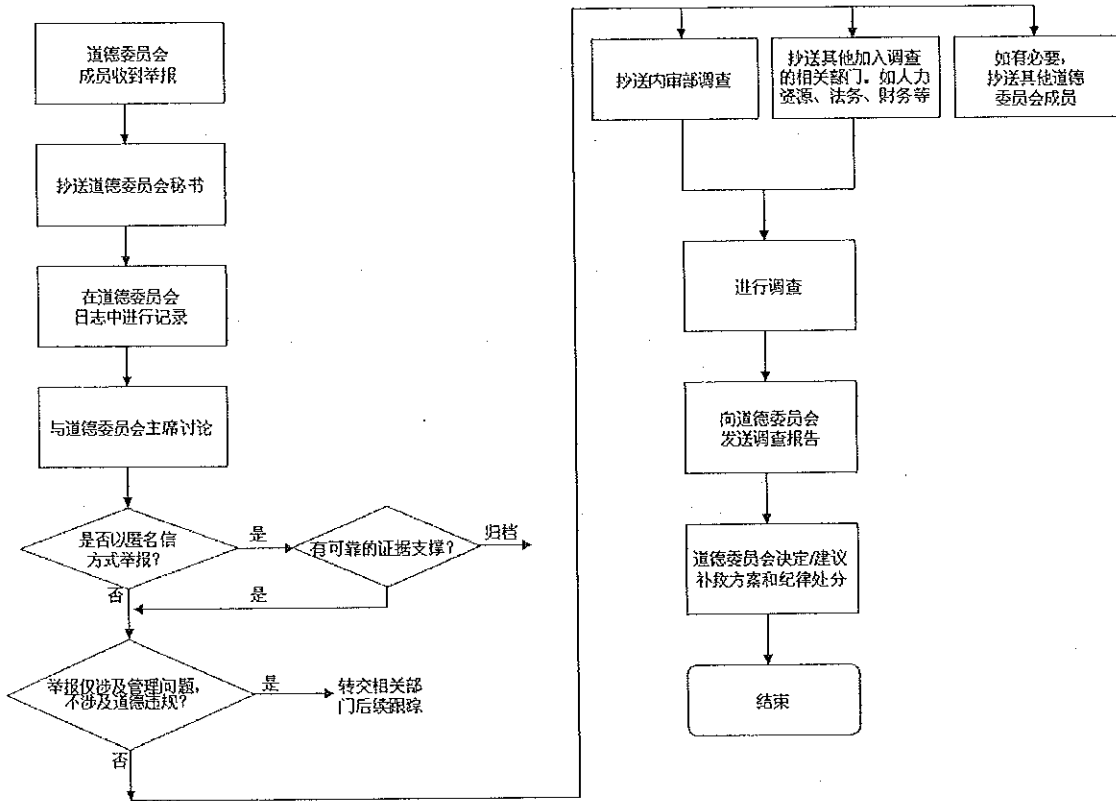


Ethics Committee Charter
Treatment of Reports on Alleged Violations of the SOL Code of Conduct & Business Ethics



瑞安房地产道德委员会章程
对违反瑞安房地产《行为与商业道德规范》的举报处理流程

附件 II



SOL Ethics Committee Charter
Procedure in dealing with Alleged Violations of the SOL Code of Conduct & Business Ethics

Appendix II

