Code of Business Conduct and Ethics



Code principles

CDL is committed to good corporate governance, conducting business with integrity and in compliance with all applicable laws and regulatory requirements

CDL strongly believes that the actions and conduct of all its employees are essential to maintaining these high standards of business ethics



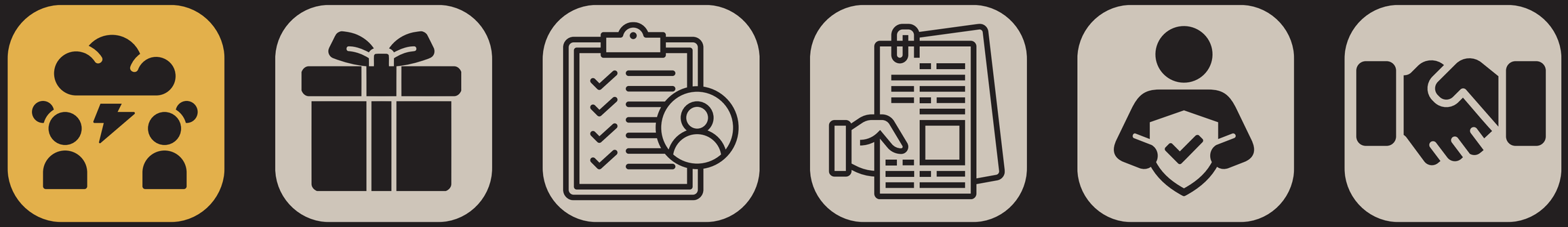
Code principles

Conflict of interest (videos)





Code principles

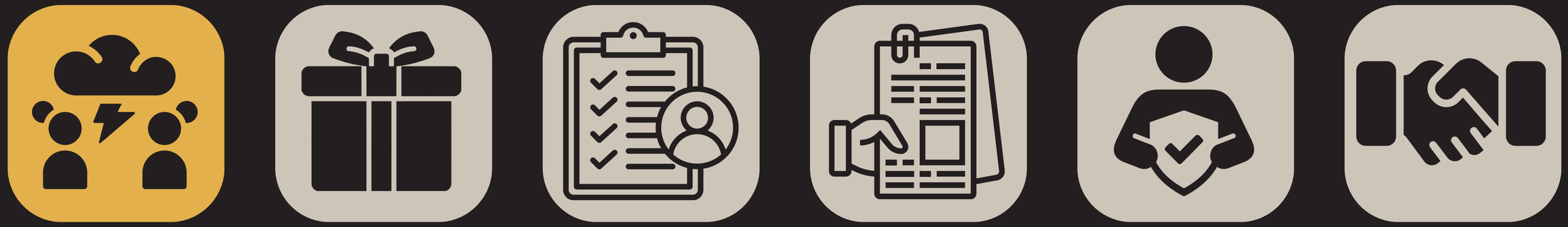


Conflict of interest

Avoid engaging in conduct or activity that:

- poses an actual or apparent conflict of interest with the Company
- interferes with your performance or responsibilities to the Company
- affects your ability to perform your work objectively and effectively
- conflicts with, or prejudicial to the Company's interests

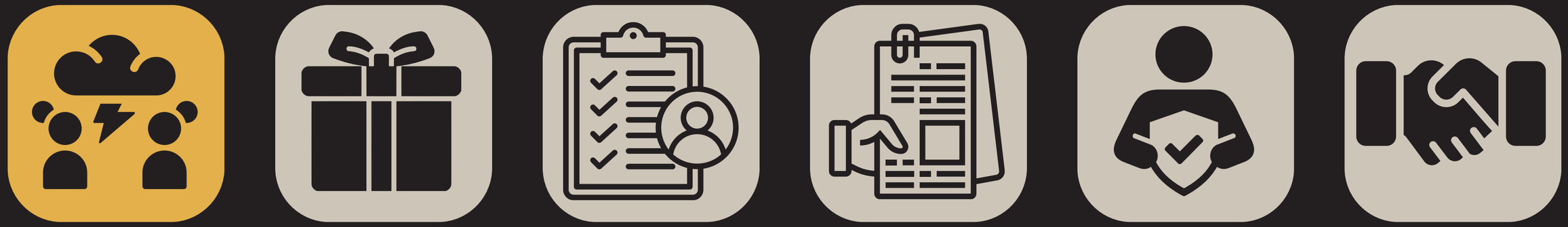
Code principles



Conflict of interest (examples)

- **Corporate opportunities**
  - Exploiting the company's property/information/your position/influence with the company for your own personal gain
- **Outside employment or services**
  - Accepting simultaneous employment with a material supplier, customer or competitor of the company

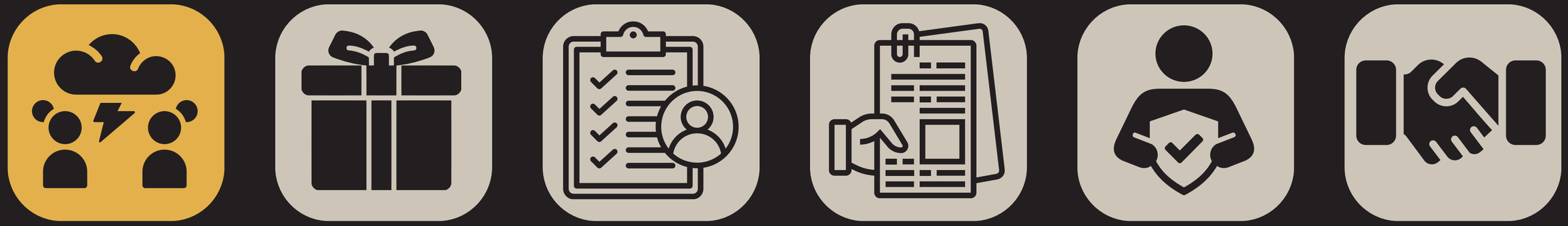
Code principles



Conflict of interest (examples)

- **Outside commercial interests and investments**
  - Holding substantial financial interest (e.g. shareholding stake of 5% or more) in any outside concern that creates a conflict of interest with your responsibilities to the company
- **Outside boards**
  - You may not serve on the board of directors of a supplier, customer or competitor of the company

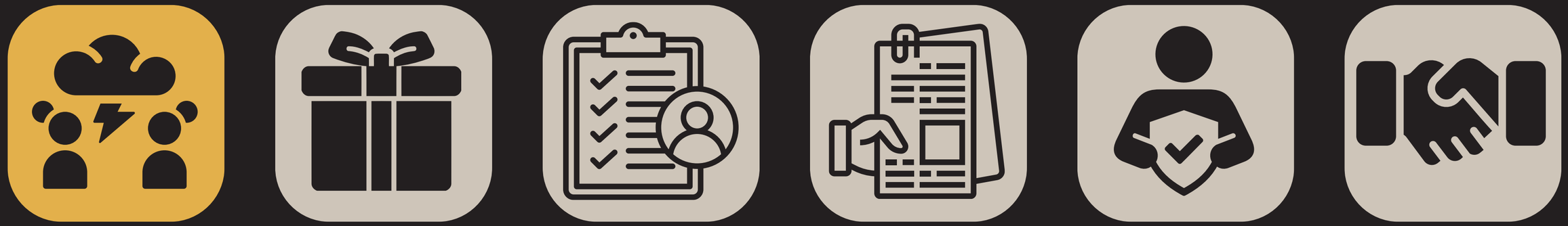
Code principles



Conflict of interest (examples)

- **Transactions with interested parties**
  - Conducting company's business with an immediate family member or with a business in which an immediate family member holds a substantial stake or senior management role
- **Loans and financial transactions**
  - Obtaining personal loans or guarantees of personal obligations from or enter into any other personal financial transaction with, any supplier, customer or competitor of the company

Code principles



Conflict of interest

Disclosure of conflict of interest

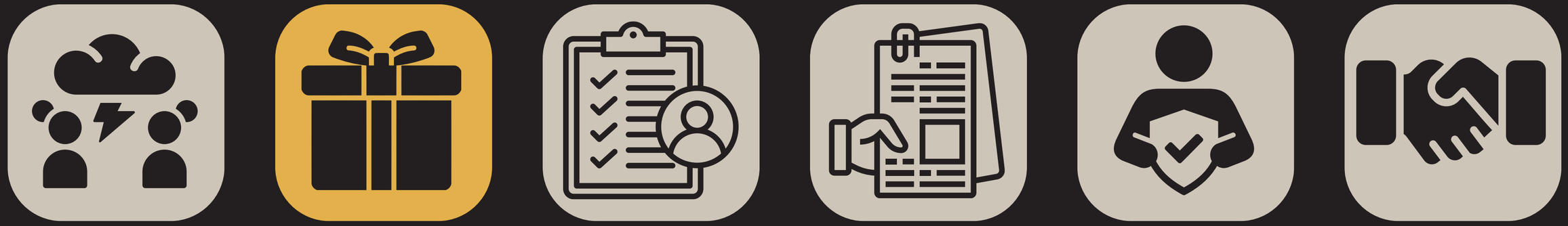
- If you think you may have a conflict of interest or a proposed transaction or situation or situation arises where others could reasonably perceive that you may be engaged in an activity or relationship that creates a conflict of interest, promptly report the same to your supervisor or the company's senior management

Code principles

Gifts, entertainment and kickbacks (video)



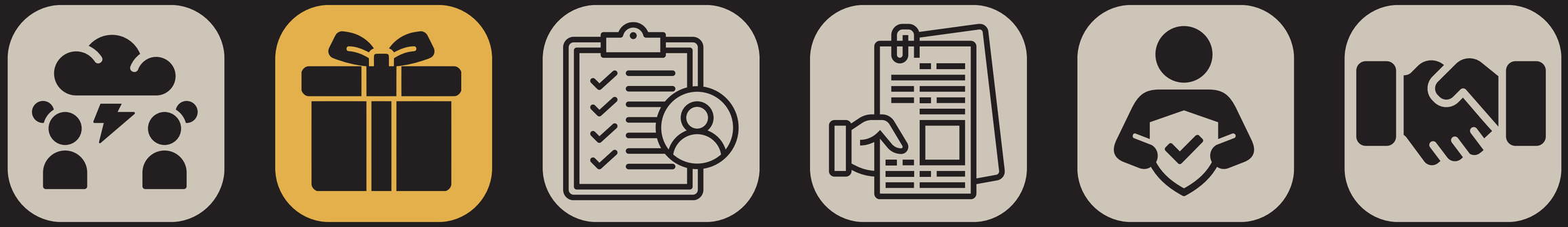
Code principles



Gifts, entertainment and kickbacks

- "Kickbacks" are defined as any payment, services or gift that is to be in exchange for business or to influence any business or decision or action
- The company does not encourage giving or receiving any kickbacks under any circumstances, and the practice of receiving or giving gifts of any form if they could be viewed as an improper inducement to or a reward for any other particular business decision
- You may occasionally give or accept meals, refreshments or other entertainment if the same are not extravagant and are of modest value **(Any value of cash is considered improper)**

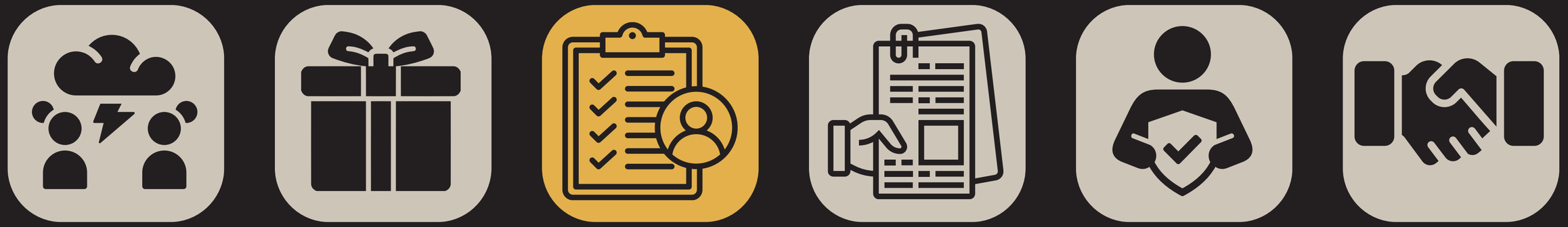
Code principles



Gifts, entertainment and kickbacks

- Acceptable business gifts are always unsolicited, modest in value, given openly and directly, and given with no sense of obligation on either side
- All gifts received must be declared and forwarded to the Head of Human Resources
- All expenses incurred for gifts and entertainment should be properly authorised and accounted for

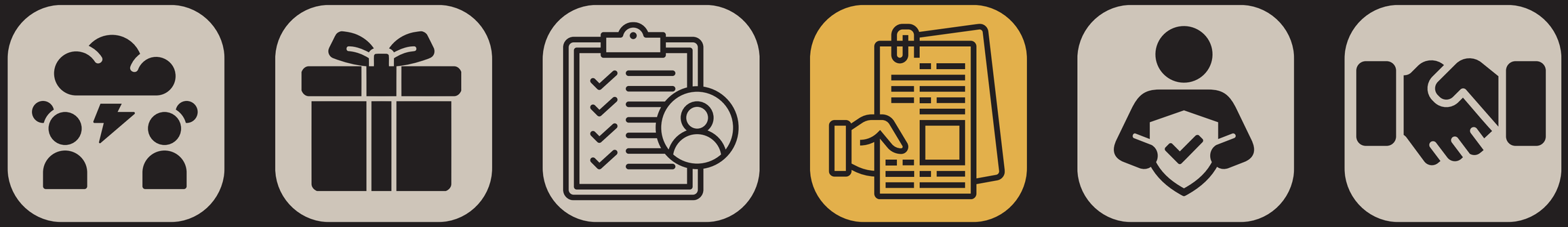
Code principles



Compliance with laws and regulatory requirements

- Each employee has an obligation to comply with all laws, rules and regulations applicable to the company's business operations
- You are expected to have a basic knowledge of the laws and regulatory requirements applicable to your work for the company
- **Environmental laws**
  - The company is committed to complying with applicable environmental laws and regulations and to providing a safe and healthy workplace, protecting the environment, conserving energy and natural resources and preventing pollution

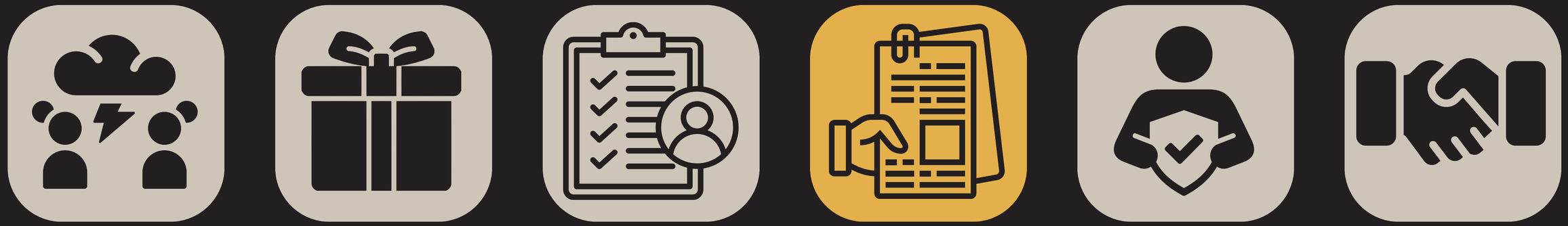
Code principles



Company's records and internal controls

- **Operational records and accounts**
  - All transactions must be accurately recorded in the company's books and records in compliance with the requisite accounting principles
  - There are to be no secret or unrecorded activities, bank accounts, corporate funds or other assets; no liabilities are to be knowlingly unrecorded or not provided for; and no "off-the-books" transactions

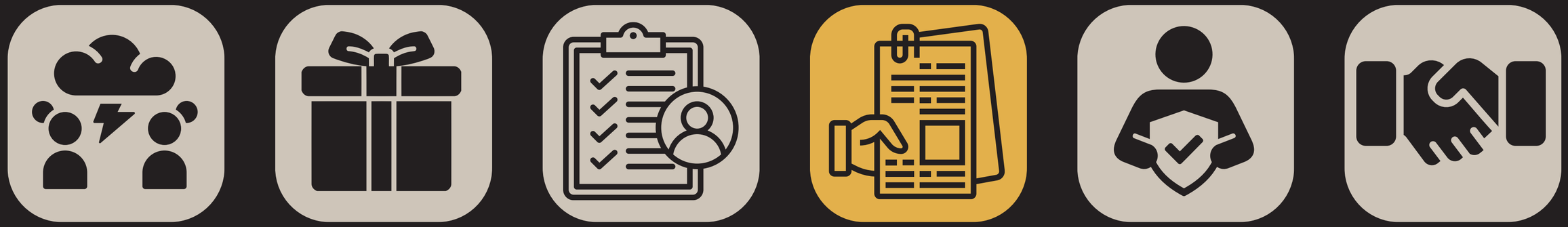
Code principles



Company's records and internal controls

- **Payments**
  - All company's payments and other transactions must be properly authorised by management and be accurately and completely recorded on the company's books and records in accordance with the requisite principles and policies
  - Payments without appropriate supporting documentation and approval will be strictly prohibited

Code principles

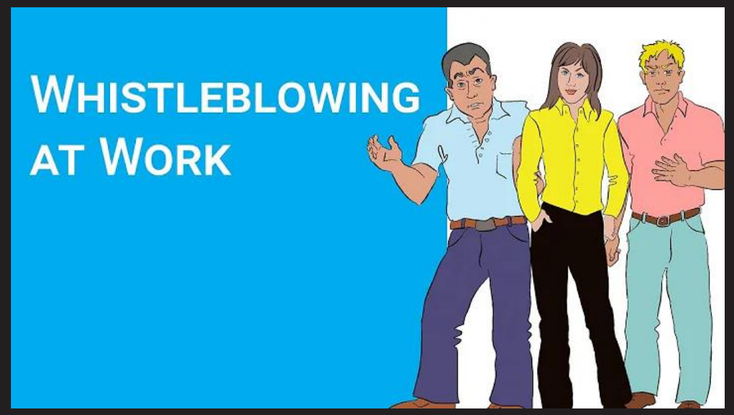


Company's records and internal controls

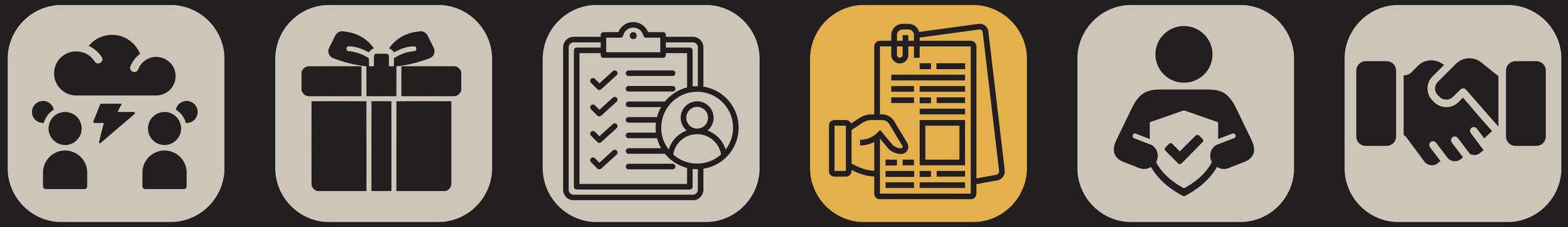
- **Internal controls**
  - The company maintains an effective system of internal controls deisgned to provide reasonable assurance that the company's assets are safeguarded (proper accounting methods are maintained, and that financial information used within its business and for reporting and publication is reliable

Code principles

Company's records and internal controls (video)



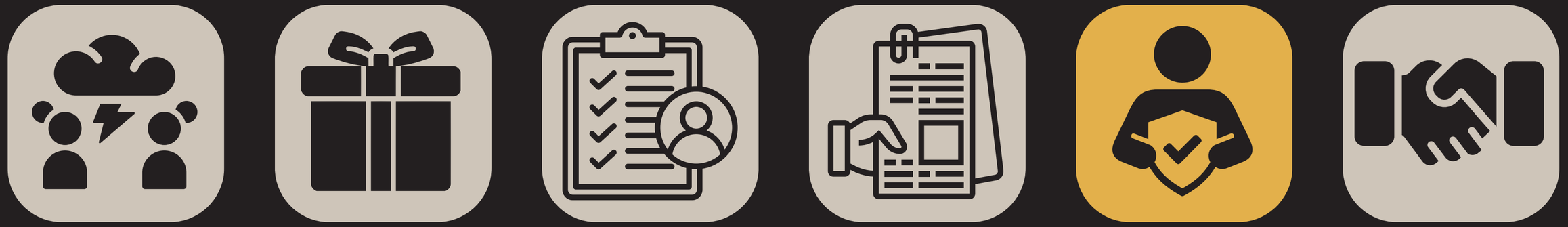
Code principles



Company's records and internal controls

- **CDL Whistle-Blowing Policy**
  - If you have any legitimate bona fide concerns or issues relating to accounting, financial reporting, internal controls and auditing matters, the same can be raised to the Chairman of the Audit Committee or the Head of Internal Audit without fear of reprisals in any form

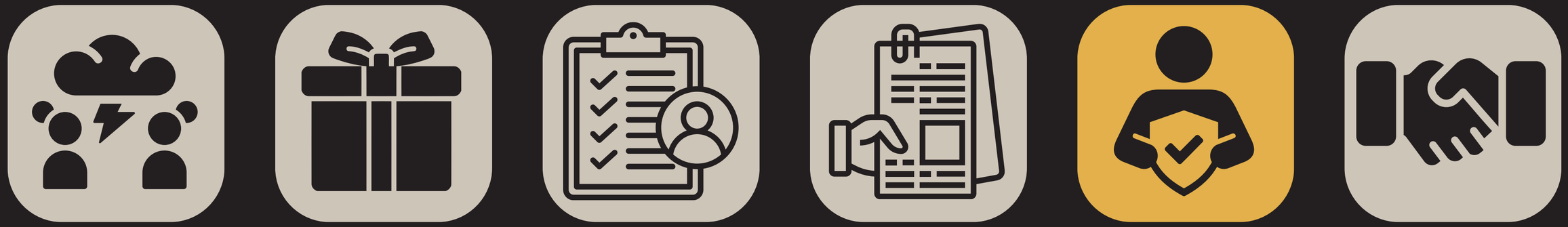
Code principles



Protection and use of company assets (video)



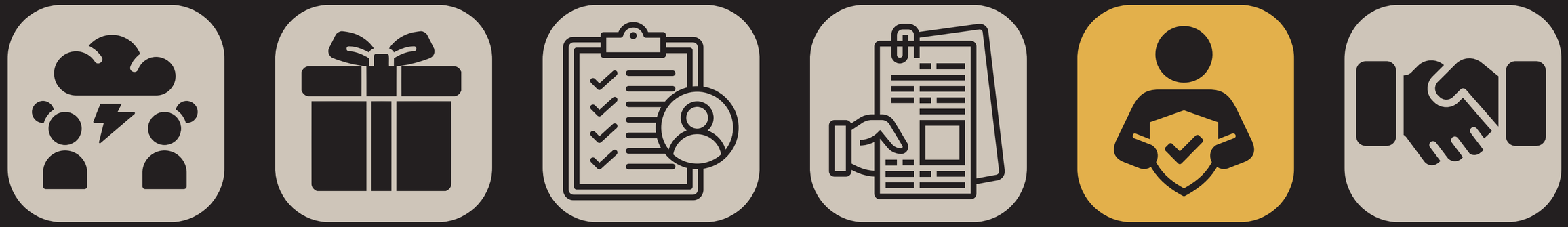
Code principles



Protection and use of company assets

- **General**
  - The use of company assets or funds for any unlawful or improper business is strictly prohibited
  - You should only exercise reasonable care at all times to prevent theft, damage or misuse of company property
  - You should only use company property for legitimate business purposes, as authorised in connection with your job responsibilities

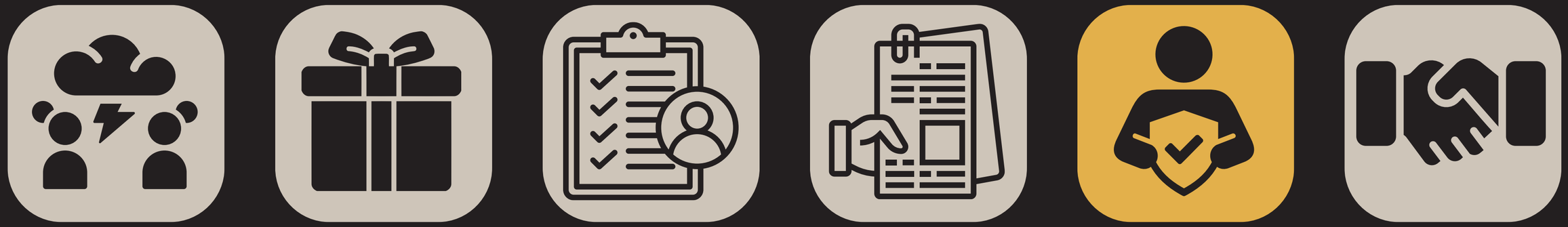
Code principles



Protection and use of company assets

- **Security of facilities and systems**
  - The company has policies and procedures covering the security of the company's facilities and systems to ensure employee safety, privacy of communications, security of the company's electronic communication systems and equipment, and to safeguard the company's assets from theft, misuse and destruction
  - You are personally responsible for complying with any security procedures or physical access restrictions that are implemented in any company facility at which you are present or have access to

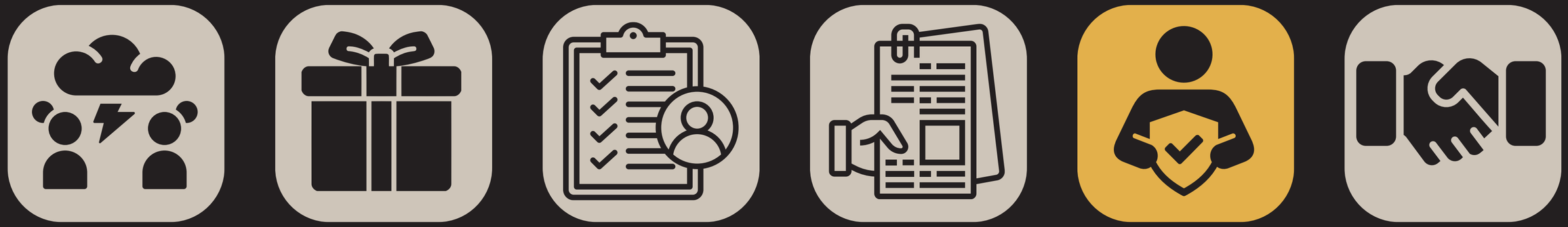
Code principles



Protection and use of company assets

- **Computer security policies, standards and procedures**
  - All employees are expected to familiarise themselves and comply with the company's computer security policies, standards and procedures as established andupdated from time to time

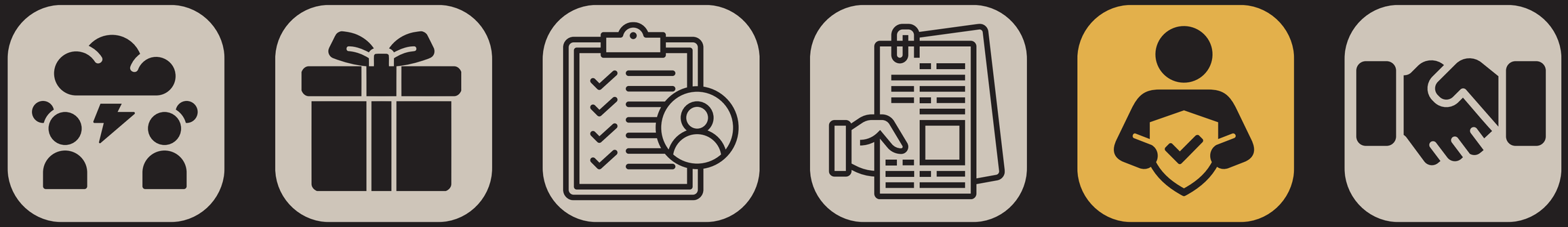
Code principles



Protection and use of company assets

- **Confidential information I**
  - Information which is internally generated by the company concerning its business (non-public information that might be of use to competitors or id disclosed may place the company at a potential or actual disadvantage or be harmful to the company
  - Unauthorised use or disclosure of confidential information could cause a disadvantage or be harmful to the company or its customers, and could result in legal liability to the company and you

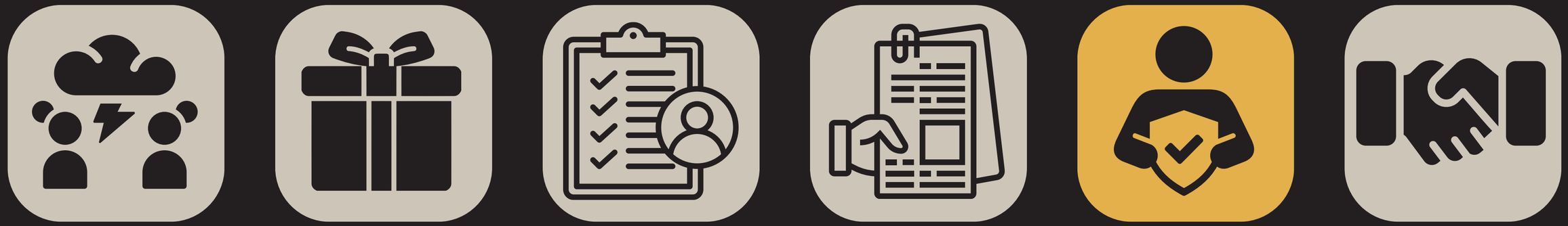
Code principles



Protection and use of company assets

- **Confidential information II**
  - You should not discuss confidential information with other employees who have not been granted access to such confidential information or with anyone outside the company without proper authorisation
  - Improper disclosure of confidential information includes without limitation, disclosure on internet sites not authorised by the company, including chat rooms and message boards

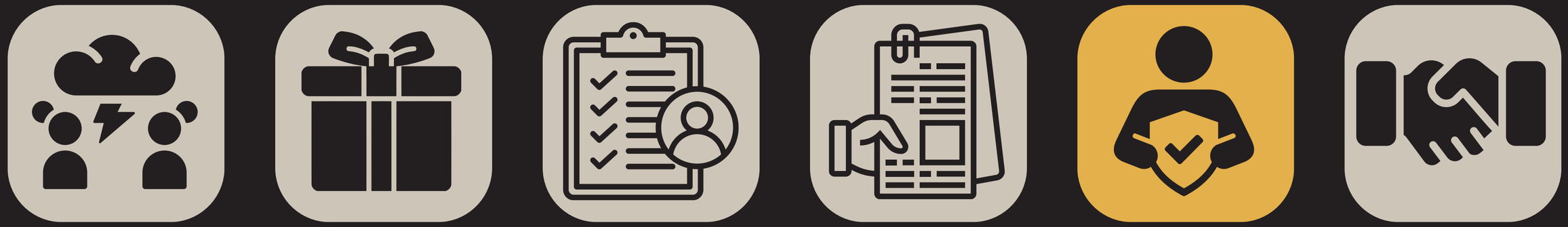
Code principles



Protection and use of company assets

- **Confidential information III**
  - Where disclosure of the company's confidential information to potential busines partners is required to further the company's business, you should always seek approval from the company's senior management and execute an appropriate written non-disclosure agreement which has been vetted by the company's legal department
  - You should never attempt to obtain a competitor's confidential information by improper means

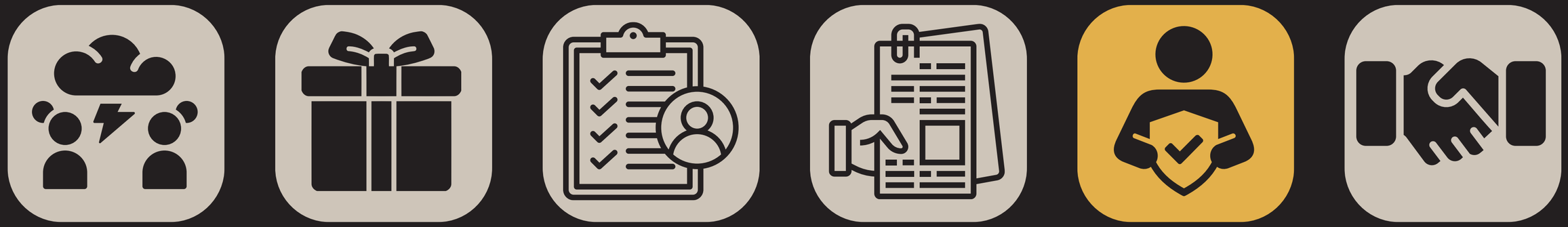
Code principles



Protection and use of company assets

- **Confidential information IV**
  - If you are a former employee of a competitor and you are in possession of confidential information of your former employer, you should not reveal such confidential information to the company or use such confidential information in the course of your employment with the company
  - When you leave the employment of the company, you are not allowed to delete, destroy or erase any confidential information of the company to which you may have access to

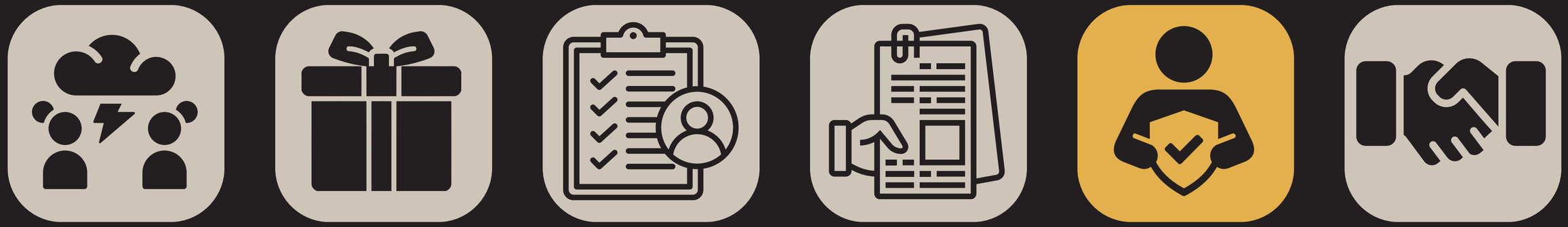
Code principles



Protection and use of company assets

- **Confidential information V**
  - All company equipment must be returned by you to the company and remain fully accessible by the company

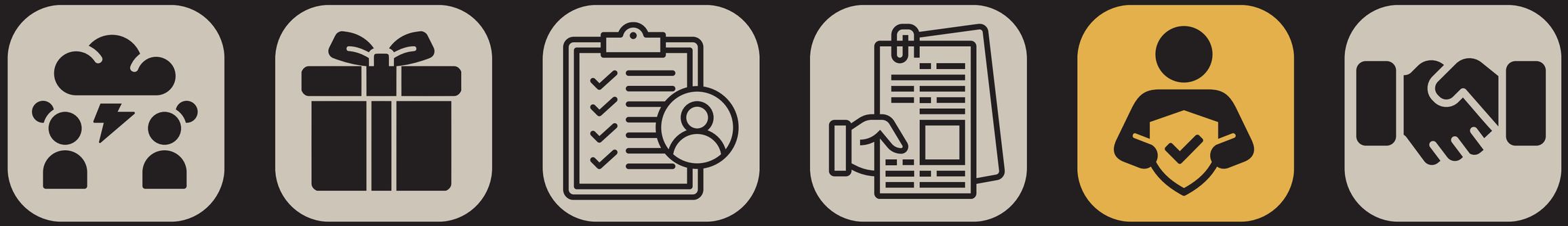
Code principles



Protection and use of company assets

- **Intellectual property rights**
  - Intellectual property includes patents, trademarks, copyrights, trade secrets, propriety designs and any other intangible personal property
  - Employees must comply with the conditions and restrictions applicable to the use of intellectual property rights of the company and of third parties which may be included in the terms of the company's contracts with third parties

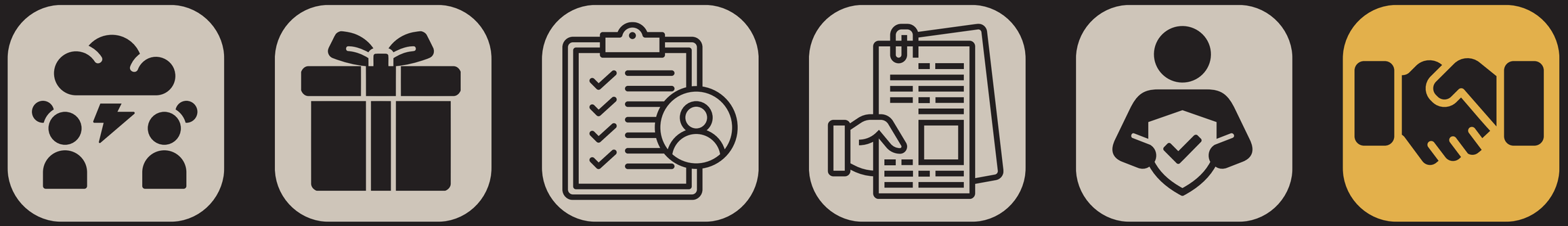
Code principles



Protection and use of company assets

- **Intellectual property rights II**
  - Any improper use of intellectual property of the company or third parties may subject the company to liability and can seriously harm the company's reputation and relationships with third parties

Code principles

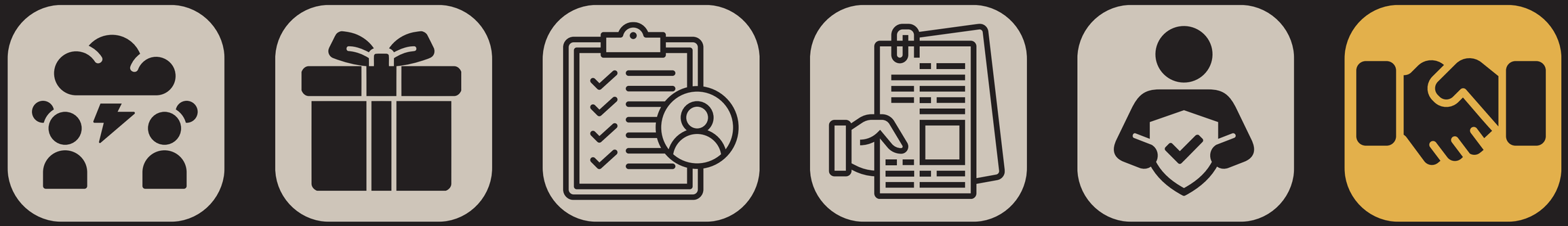


Competition and fair dealing

All employees are obliged to deal fairly with fellow employees and with the company's customers, suppliers, competitors and other third parties

- **Relationships with customers and product quality I**
  - The company strives to ensure that its products and services meet or exceed customer statutory requirements; that the product information is reliable
  - The company is responsive to customers' enquiries
  - The company is committed to dealing with customers fairly, honestly and with integrity

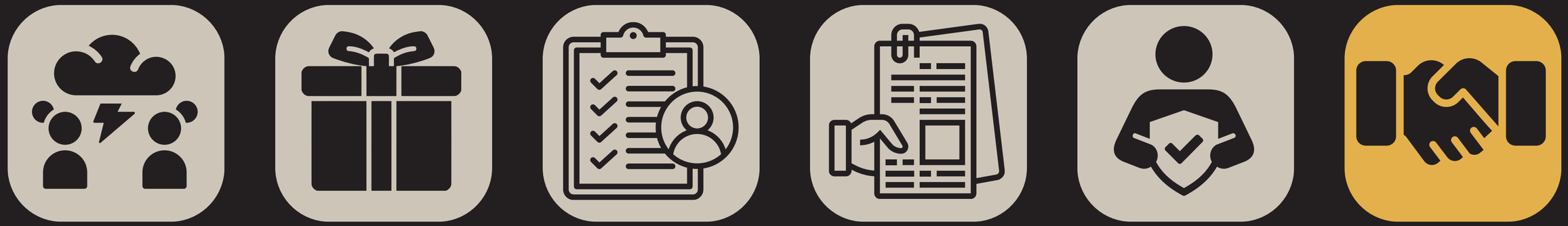
Code principles



Competition and fair dealing

- **Relationships with customers and product quality II**
  - Employees should not deliberately misrepresent information to customers
  - Employees must refrain from misinterpreting the company at any time when advertising or promoting the company or its products or its services

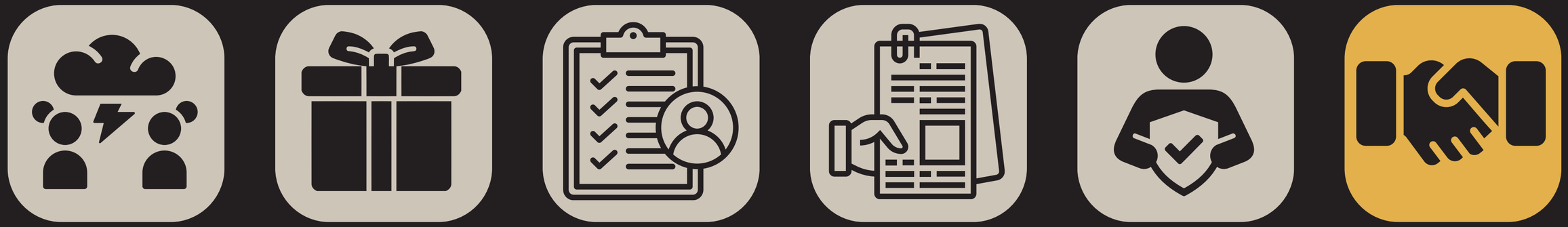
Code principles



Competition and fair dealing

- **Relationship with suppliers I**
  - The company sets out to observe the terms of purchase orders and contracts, including the payment of suppliers according to agreed payment terms
  - The company is committed to deal fairly and honestly with its suppliers, and its relationship with suppliers is based on needs, quality, service, price, terms and conditions, and reputation

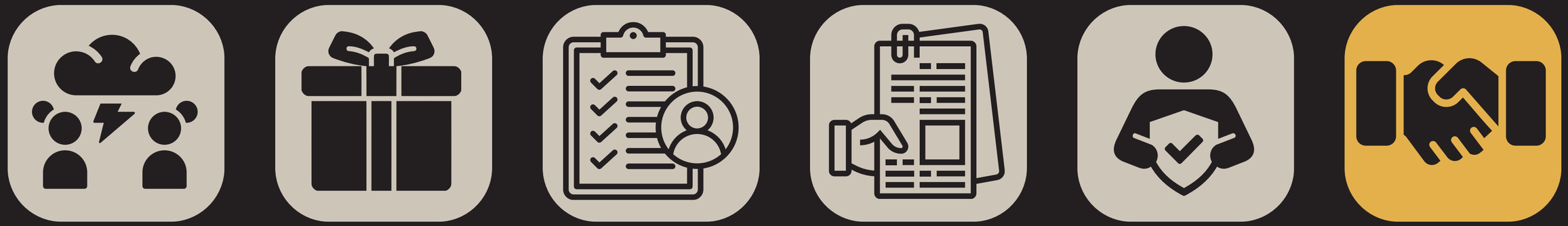
Code principles



Competition and fair dealing

- **Relationship with suppliers II**
  - Employees dealing with suppliers should at all times maintain objectivity
  - No employee should accept or solicit any personal benefit or gain from a supplier that might compromise, or appear to compromise, their objective assessment of the supplier's products and prices

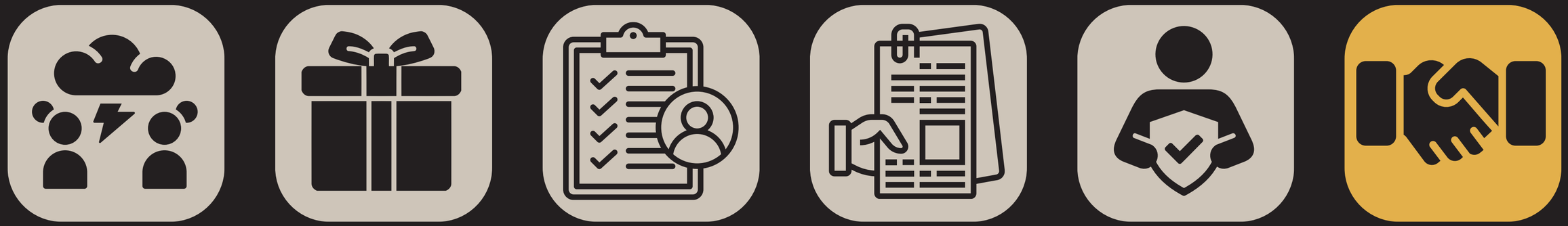
Code principles



Competition and fair dealing

- **Relationship with competitors**
  - The company is committed to free and open communication in the marketplace
  - Employees should avoid actions that could reasonably be construed as being anti-competitive, monopolistic, a restraint of trade or otherwise contrary to laws governing competitive practices in the marketplace

Code principles



Competition and fair dealing

- **Conduct towards employees**
  - The company seeks to create a work environment which allows employees to perform to their personal highest potential through their employment with the company
  - The company does not tolerate harassment or discrimination of any kind, including sexual harassment, at the workplace

Code administration





Corrective or disciplinary actions

- Any employee who violates this Code will be subject to appropriate corrective or disciplinary action that may include termination of employment
- Employees who violate this Code or any laws or regulations applicable to them as employees of the company may also expose themselves to potential civil damages, criminal fines and jail terms

Code administration





Reporting violations of the Code

If you become aware of any conduct by an employee of the Company that you know or may have reasonable grounds to believe is unlawful, unethical or may violate this Code, please immediately report the same to your supervisor, the Head of Internal Audit or the company's senior management



Thank You!