

**The Hong Kong Retirement Scheme Association (the “Association”)
Code of Conduct on Conflict of Interest
for Members of the Executive Committee and Sub-Committee (the “Committee
Members”)**

Definition of conflict of interest

A conflict of interest arises when there is an actual, potential or perceived conflict between Committee Members’ personal interests and such Committee Members’ duties, obligations and responsibilities as a Committee Member. A conflict of interest is any affiliation or other circumstance of an individual that might cause or motivate that person to act or advocate for an interest other than that of the Association or that might give the appearance that this might be the case. A perceived conflict of interest is one that a third party might reasonably believe could cause the individual’s action or advocacy to be affected by self-interest in whole or in part.

Participation in Decision Making

In discharging their duties owed to the Association, Committee Members shall declare any actual, potential or perceived conflict of interest and any benefit the Committee Member’s employer, its employees, officers, directors or a member of the Committee Member’s immediate family could gain from the relevant decisions in accordance with the procedures noted below. If a Committee Member has any doubt whether the situation falls into any of the scenarios discussed above, the Committee Member should err on the side of caution and declare the actual, potential or perceived conflict.

If any of the above situations should arise, the Committee Member must disclose the nature and extent of any interest that the Committee Member has in the matter before the Executive Committee and/or Sub-Committee, as applicable. Such disclosure must be made immediately following the Committee Member becoming aware of such conflict and before any discussions are held, or actions are taken in the matter.

The disclosure, in writing where possible, should be made to the Chairman of the Executive Committee and the Chairman of the Sub-Committee, if applicable, who shall report the disclosure at the meeting where the matter is being considered. Such disclosure and the steps taken by the Executive Committee and/or Sub-Committee to address the conflict must be documented in the minutes of the Executive Committee and/or Sub-Committee meeting, as applicable.

The rest of the Committee Members may resolve that the interested Committee Member:

- be allowed to maintain a full involvement in deliberation about and/or action concerning the relevant matters,
- be allowed to maintain a qualified (limited) involvement in deliberation about and/or action concerning the relevant matters, or

- be refused any involvement in deliberation about and/or action concerning the relevant matters.

Committee Members must never use, or attempt to use, their positions as Committee Members to directly or indirectly benefit themselves, their employers, a member of their immediate families or any person or entity with which the Committee Members have a significant relationship. Committee Members and members of their immediate families must not accept material gratuities, gifts of money, discounts or other favoured treatment from any person associated with any entity or organization that may be affected by a decision of the Executive Committee.

Member as a Representative of the Association When a member represents or holds him or herself out to be a member or officer of the Association and speaks in that capacity, if the matter deals with any sectorial interests of the member either in a personal capacity or that of his or her employer or investment, he or she must immediately declare such interest and as appropriate recuse him or herself from further comment.

In this Code of Conduct,

“**immediate family**” means a spouse, mother, father, sister, brother, child, or other legal relative with whom a Committee Member is permanently living, or a “live-in” partner.

“**significant relationship**” means a relationship a Committee Member has with another person, including a professional, personal, financial or family relationship, which an independent third party might reasonably consider could affect the Committee Member’s actions, or those of a personal associate (whether or not it does affect the Committee Member’s conduct).