

A Matter of
TRUST



Code of Conduct

caring for life's journeys
www.mtr.com.hk



Nineth issue in October 2024

© 2024 MTR Corporation Limited

All rights reserved. Reproduction of this work or any part of it by whatever means is not permitted without the prior written consent of MTR Corporation Limited.

Please visit the Ethical Series Learning Portal to read the up-to-date version.

Should there be any discrepancies between the English and Chinese versions, the English version shall prevail.

Our Vision, Purpose and Values

Our VALUES

Excellent Service

We anticipate, listen and respond to customer needs and provide a safe, effective and caring service.

Mutual Respect

We work internally and externally in a collaborative environment based on trust, joint commitment and respect.

Value Creation

We create profit and community goodwill through growth, effective execution, continuous improvement and innovation.

Enterprising Spirit

We question the status quo, proactively seek improvement and take ownership to overcome obstacles.

Our VISION

We aim to be an internationally-recognised company that connects and grows communities with caring, innovative and sustainable services.

Our PURPOSE

Keep Cities Moving

MTR was established and exists today to Keep Cities Moving.

Through our transportation network and property developments, we enable cities and their people to move forward and make progress. And through the fulfilment of our purpose, we create long term sustainable value for all of our stakeholders - our customers, our employees, our supply chain and the community.



Contents

- 
- 04** A Better MTR for You
 - 06** Chapter 1
Prevention of Bribery and Illegal Practices
 - 12** Chapter 2
Ethics and Compliance in the Workplace
 - 16** Chapter 3
Relationships with Employees
 - 24** Chapter 4
Conflicts of Interest
 - 32** Chapter 5
Ethics in Business Relationships
 - 40** Chapter 6
Relationships with Shareholders
 - 46** Chapter 7
Relationships with Customers
 - 48** Chapter 8
Responsibilities to the Community
 - 52** Chapter 9
Protection of Corporate Image, Property and Information
 - 62** Chapter 10
Compliance and Enhancement

Our Reputation is Your Responsibility

Dear colleagues,

As a leading internationally-recognised company that connects and grows communities with caring services, we must be seen as a reliable and trustworthy organisation. We all need to take responsibility for protecting MTR's reputation by behaving ethically in all aspects of our operations and day-to-day activities.

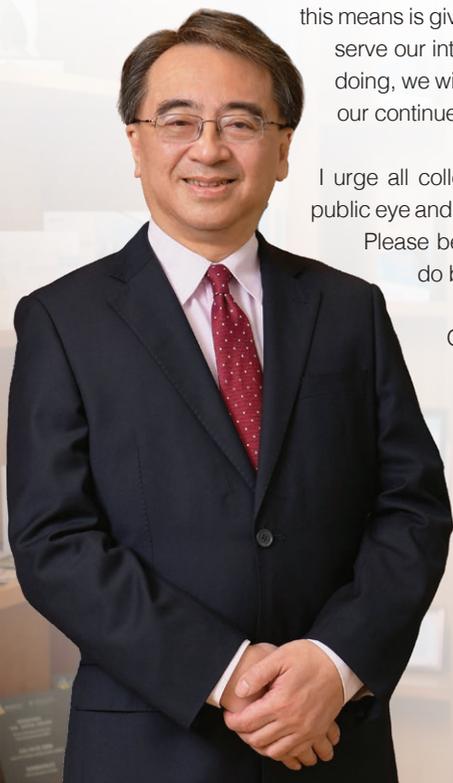
Our Code of Conduct outlines the high level principles guiding our business ethics and obligations. It describes the policies and procedures every employee is required to follow while also providing real-life examples of situations we may encounter in our daily work and how to respond to them.

We should all strengthen awareness of the Code, enforce its principles, and identify areas for improvement. We also have to work together to provide a total customer experience as part of our customer-centric approach. What this means is giving our colleagues the right tools and environment to serve our internal and external customers more effectively. In so doing, we will be better able to protect our reputation and ensure our continued growth in the markets where we operate.

I urge all colleagues to remember that we are constantly in the public eye and as such must live up to the highest ethical standards. Please become thoroughly familiar with the Code so we can do business right and serve our customers better.

Our success depends on it!

Jacob Kam
Chief Executive Officer



A Better MTR for You

Complying with the Code of Conduct (the “Code”) benefits both our stakeholders and MTR Corporation Limited (the “Corporation”). Supported by the corporate policies and guidelines, the Code provides guidance in the following areas:

- Identifying and avoiding unlawful and unethical business practices
- Effective communication between management and staff
- Projecting a professional image
- Safe and healthy work practices
- Identifying and avoiding conflicts of interest
- Proper procurement and tendering
- Our relationship with stakeholders and the community
- Protecting our assets and reputation
- What to do if you suspect unethical behaviour

We encourage you to read through the Code carefully and to comply with its provisions.



What is in this Code?

The Code is written in a reader-friendly format with general guidelines and real life examples that enable you in the course of business to uphold our reputation as a fair and ethical Corporation.

What is the role of management?

Ethical behaviour at the Corporation must start at the top. MTR managers and supervisors must encourage the highest ethical standards and set an example for all staff. They should identify potential issues, encourage compliance with the Code, challenge unethical behaviour, be alert to signs of malpractices, and address any reported violations or business practices that do not match our standards. Code compliance is essential for the Corporation’s continuous success in the markets where we operate.



OUR CODE OF CONDUCT



When should it be followed?

You should follow the guidelines contained in the Code at all times and attend training as appropriate to enhance understanding of the Code.

Why is it important?

The Code is based on the Corporation's Vision, Purpose and Values. When all staff of the Corporation follow the Code, as well as those of our subsidiaries and associates follow their own codes of conduct, we can ensure an ethical environment for our customers, business partners and suppliers. It also helps us build trust with our stakeholders, which is critical for the continuous success of the Corporation.

Who is it for?

The Code is intended for all staff of the Corporation employed full-time, part-time or on a temporary basis at all our business locations around the world. It serves as a guideline to promote a comparable ethical culture in our subsidiaries and associates in and outside Hong Kong, which are also required to develop their own code of conduct that are appropriate to their businesses and operations.

Staff who are seconded to work in a subsidiary or associate, are required to observe and comply with the code of conduct or equivalent of that entity, in addition to this Code.



1

Prevention of Bribery and Illegal Practices



Prohibition of Bribery and Corrupt Practices

What You Should Know

As an organisation with high ethical standards, we expect all staff to uphold the anti-bribery and anti-corruption regulations of every country where we do business. This means zero tolerance for all forms of bribery or corruption.

What You Should Do

Uphold all applicable laws and corporate rules at all times. Whenever the laws or customs of the country where we do business impose stricter standards than our own anti-bribery regime, the higher standard prevails.

Avoid any activities that are, or could be perceived as, corrupt. Clearly communicate our anti-bribery policy to all staff working under your supervision.

Report bribery, corruption or malpractice concerns to the Whistle-blowing Panel. You will receive fair treatment and protection against reprisals.



Soliciting or Accepting Advantages

You could face prosecution if you solicit or accept any advantage (including money, gifts, commissions, loans, fees, rewards, offices, employment, contracts, services, sponsorship or other favour) as an inducement to, or reward for, performing or abstaining from performing any act in your capacity as an employee of the Corporation, or favouring or hindering any person in the transaction of any business with the Corporation.

Never solicit any advantages from clients, suppliers or persons having official dealings with the Corporation's business.

Always refuse a personal advantage offered to you, irrespective of whether the offeror has any business dealings with the Corporation, if the acceptance may cloud your objectivity, cause you to act against the Corporation's interests or lead to perceptions or allegations of impropriety.

You may accept an advantage only if all the following conditions are met and the other requirements in CGI 123 are complied with:

- (a) the acceptance would not influence the outcome of a business transaction;
- (b) it will not create an obligation to do something in return;
- (c) it is made in an open and transparent manner;

What You Should Know

What You Should Do

- (d) it is not recurring or systematic;
- (e) it is appropriate to the relationship and in accordance with local customs;
- (f) it is reasonable and proportionate, and are not lavish or excessive; and
- (g) it is of a nature and value that make refusal seem impolite or unsociable.

What To Watch Out For

You may accept reasonable food and drinks for consumption on the occasion provided by contractors, business partners, or other parties whom you liaise with in a business capacity, provided that there will not be a perception that it will, or is intended to, compromise sound business principles.

You should decline invitations to entertainment that is lavish or excessive in nature or in frequency.

Offering Advantages

What You Should Know

Legitimate day-to-day business can call for **reasonable and proportionate** offers of entertainment, sponsorship or gifts to professional contacts as symbolic acts of solidarity, felicitations or gratitude.

What You Should Do

You should never offer advantages, whether directly or through a third party, to any person or company for the purpose of influencing such person or company in any dealings with the Corporation, or to any public official who has business dealings with the Corporation, when conducting the Corporation's business.

Facilitation payments or "**grease payments**" mean payments to local officials in order to speed up or facilitate actions the officials are already duty-bound to perform. The Corporation strictly prohibits any facilitation payment. It is also illegal in many of the places where we operate.

Get proper approval for expenses. Forms for different types of entertainment, sponsorships or gift expenses are available on the Intranet.

Maintain records for all entertainment, sponsorships, gifts, charitable donations or other benefits you have gained permission to offer.

Dealing with public or government departments, state-owned enterprises or foreign officials can involve a complicated array of laws and regulations. Take extra care in these situations to ensure we follow all rules applicable in respective jurisdictions governing the provision of any benefit, advantage or entertainment with such individuals or organisations.

Charitable donations are part of the Corporation's efforts to help the communities we serve. However, there should not be any link between any donation and a business decision. We do not use charity to influence contracts, transactional conditions or business outcomes.

Political-party donations from the Corporation will not be approved. Your personal political donations, funded with your own time, resources or assets are acceptable if they do not trigger any actual or perceived linkage with the Corporation.

What To Watch Out For

Q

&

A

I am an employee of the Corporation in Hong Kong but was recently seconded to Australia for an overseas project.

Do I need to comply with the Corporation's Code of Conduct while in Australia?



Answer:

Yes. However, in cases where the laws or customs of the country where we do business impose a stricter standard than the Code, then the higher standard will prevail.

Q

&

A

My department started working with a contractor, and we enjoy a good working relationship. As one of the sponsoring companies, the contractor gave us several theme park tickets as a gift.

Can we accept the tickets?

Answer:

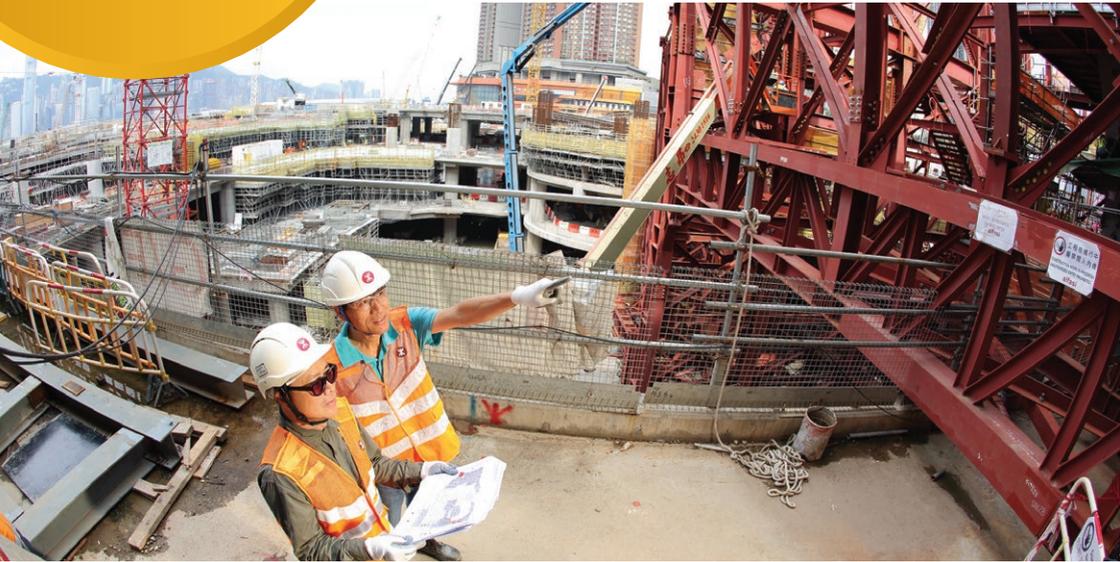
You should always refuse personal advantages offered to you if accepting them may cloud your objectivity, cause you to act against MTR's interests or lead to perceptions or allegations of impropriety.

However, you may accept it only, with approval from the Corporation, when it will not create you an obligation to do something in return, the acceptance will not influence the outcome of a business transaction, you can openly discuss it without reservation and refusal could be seen as unsocial or impolite. Please refer to CGI 123 for details.



2

Ethics and Compliance in the Workplace



Building an Ethical Culture

What You Should Know

An ethical culture is built on a set of ingrained values and beliefs shared by every staff. It forms the basis for making business decisions. If compliance with regulatory requirements and observance of high ethical standards become a state of mind for staff at all levels, regulatory issues will be automatically addressed whenever they arise.

An ethical culture also enhances profitability, secures the trust and loyalty of stakeholders, improves operational efficiency and promotes a sense of mutual trust among staff.

As a manager:

You are a role model. Managers should uphold and enforce ethical principles, demonstrate ethical behaviour and set a good example. How you behave influences those around you, so strive to uphold the Corporation's Vision, Mission and Values at all times.

As a staff member:

You are a foundation stone in maintaining an ethical culture. Compliance throughout the Corporation is essential. The responsibility for compliance falls on each and every staff of the Corporation, from the supervisory ranks to operational levels.

Follow corporate policies and procedures and comply with our Corporation General Instructions and Corporation Notices. You are also expected to comply with all legal requirements, as well as follow all applicable business unit/functional and departmental rules / procedures and reasonable instructions from supervisors or managers.



Violations of, or non-compliance with, any legal requirements, corporate policies or procedures erode our integrity, fairness, honesty and transparency. These values are the foundation of our business, and your ethical behaviour is the key to our success.

What You Should Do

What To Watch Out For

Fitness for Duty and Behaviour at Work

What You Should Know

All staff must be physically and mentally fit to perform their roles. It is essential that you are capable of performing your duties and focused on providing a safe and high quality service.

Illness, medication side effects or emotional distress could hinder your ability to perform your assigned tasks. When in doubt about your fitness to perform your duties, obtain medical advice on your suitability to report for duty.

Working under the influence of drugs or alcohol is unsafe and strictly forbidden.

We adopt a non-smoking workplace policy. Smoking is prohibited in the Corporation's premises. Staff in uniform should refrain from smoking in the presence of the public, even when not on the Corporation's premises.



Obtain medical advice if you require any kind of pharmaceutical remedy for an injury, illness or stress. Consult your doctor about your ability to report for duty while taking any kind of medication.

What You Should Do

Alcohol or illegal drug containers could indicate non-compliance with our rules. If you possess these items, you invite suspicion of violation of the Code.

What To Watch Out For

Gambling at any time in the workplace, sleeping during working hours or causing disruption on the job is absolutely prohibited.

3

Relationships with Employees



Open Communication and Consultation

What You Should Know

Open communication is key.

Mutual trust and respect between management and staff is critical for smooth business operations and a healthy working environment. The Corporation is committed to fostering open communication. The Joint Consultative Committees and the Staff Consultative Council are well-established two-way channels in the Corporation for discussing matters of mutual concern.

We encourage open dialogue with integrity, fairness, honesty and transparency. We have many channels for communication within the Corporation, such as staff communication sessions, intranet portals, newsletters, notice boards or business unit/functional messages.

Managers and supervisors should pursue mutual respect and encourage an enterprising spirit.

What You Should Do

Managers and supervisors should give clear direction and explain the purpose of a project and how staff contributions fit into our overall Vision, Purpose and Values as well as strategy.

Be inclusive and share long-term plans so your staff know they play a role in the Corporation's growth and progress.

Encourage your staff to speak up. Listen to and value their opinions to build a collaborative working relationship.

Empower people to make decisions and facilitate them to get the tools they need to make the right choices. Recognising staff input and contributions is the key to engaging staff and enhancing their job satisfaction.

Staff should take ownership to overcome obstacles.

Speak up and engage your manager or supervisor if you have concerns or queries. Communication is a two-way channel, and you should feel comfortable about asking questions and making suggestions.



Foster an environment of constructive debate where your colleagues' ideas will be considered and where our people are encouraged to speak up.

Inform your immediate manager or supervisor in the case of a grievance, or escalate it to your Section or Department Head

if the grievance cannot be resolved. The Human Resources Business Partner can provide support as appropriate.

What To Watch Out For

If approached by Government or law enforcement bodies in relation to investigations, staff should generally cooperate with and not obstruct such investigations. However, you always have the right to seek legal advice – even when, as is the case for certain bribery related investigations, the subject matter and details of the investigation must (by law) be kept strictly confidential. Staff who receive such requests are encouraged to contact the Legal & Governance Director, who will treat these requests in the strictest confidence.

A Diverse Workforce and An Inclusive, Respectful and Safe Workplace

What You Should Know

We recognize the value of a diverse workforce and commit to providing equal employment opportunities and an inclusive, respectful and safe work environment for our staff.

We do not tolerate any form of workplace harassment or discrimination on the grounds of gender, sexual orientation, disability, age, race, skin colour, national or ethnic origin, family status, religion, political beliefs or other characteristics in the places we operate. The Corporation's non-discrimination policy applies to recruitment, promotion, transfer, reward provisions, training and the like.

It is our corporate strategy to attract, retain and motivate high-calibre people and develop their potential to build competent, committed and successful teams. Knowledge, skills and competencies form the basis of our hiring practices, and we reward and promote staff for performance and for upholding our values.

Base employment decisions on genuine occupational requirements and candidates' qualification profiles, such as education attainment, prior work experience, professional or technical expertise, performance, leadership capability and other job-related competencies.

Use a fair system of recognition to reward and promote staff. Set goals that are fair across the team. Denying a promotion or development opportunity on the basis of gender, sexual orientation, disability, age, race, skin colour, national or ethnic origin or family status, religion or political beliefs is discriminatory and prohibited.

Embrace the spirit of equality and the value of diversity. Treat all colleagues with respect. Know that all staff have a role to play in creating a work environment that is engaging, supportive and inclusive and where all employees can grow, develop and perform their best as their true selves.

Report to your Department Head, Human Resource Business Partner or the Whistle-blowing Panel if you experience or witness any form of discrimination or harassment.

Never engage in unwelcome sexual behaviour or make unwelcome sexual advances or sexual requests to a colleague that might offend, humiliate or intimidate him/her.

Never engage in abusive, bullying or other intimidating or offensive acts. Be mindful of the impact that offensive language and behaviour could have on your colleagues.

Beware of unconscious bias. Recognise the risk of any unconscious bias that could influence your actions and decisions. Managers and supervisors should play an active role in eliminating bias, creating an inclusive environment, and avoiding any form of discrimination in recruitment and promotion.

What You Should Do

What To Watch Out For



Privacy of Employees

What You Should Know

We respect staff privacy and comply with all applicable legal requirements in this respect. Staff who, in their employment capacity, may have access to any personal data of other staff should treat the data in a confidential manner.

What You Should Do

Respect privacy rights when using, maintaining or transferring any personal data.

Explicitly inform other staff whenever collecting their personal details. Tell them the purpose of the data collection, how it will be used and to whom the data may be transferred.

Limit the use of the personal data to the original purpose for which it is collected or a directly related purpose and ensure the accuracy of the personal data having regard to the purpose for which it is to be used.

Comply with and refer to our Personal Data Privacy Compliance Manual and the relevant CGIs for more details and procedures for protecting staff's personal data.

Avoid collecting unnecessary personal information.

What To Watch Out For

Health and Safety

Protecting your safety, health and welfare is a corporate priority, and we comply with all occupational safety, health and hygiene legislation to provide a safe working environment. In addition, we monitor the health of staff performing safety-critical duties to ensure their suitability to work and maintain equipment, installations and facilities to ensure workplace safety and occupational health.

The Corporation is committed to fostering a culture of safety and operational excellence and we encourage reporting of errors, safety concerns, and near misses.

Ensure compliance with safety, health and environmental laws and regulations.

Understand the hazards associated with your work, know and comply with all our policies, rules and procedures on safety, and understand how they apply to your work.

Take ownership of safety management. Every member of the Corporation has a responsibility and duty to protect his/her own safety and to report accidents, potential hazards and other safety concerns to managers or supervisors.

Promptly report any errors or near misses and co-operate fully with incident investigations.

Reported health or safety hazards or accidents should be followed up. Follow procedures for correcting deficiencies and seek continuous improvement from the lessons learnt.

What You Should Know

What You Should Do

What To Watch Out For



Q**&****A**

A supervisor believes that touching others is a harmless act of friendship. During an event he gripped the arm of a female co-worker and touched her waist, which caused her to feel uncomfortable.

Was there anything wrong with this? What should I do about this?

Answer:

MTR is committed to providing a safe and harassment-free workplace for our staff. The supervisor should avoid behaviours that could be regarded as sexually offensive or intimidating in the workplace. Unwelcome sexual behaviours or advances can amount to sexual harassment under the Sex Discrimination Ordinance. You should report to your Department Head, Human Resources Business Partner or the Whistle-blowing Panel if you witness any form of sexual harassment.



4

Conflicts of Interest



What You Should Know

Act in the Corporation's best interests.

A conflict of interest situation arises when your private interests compete or conflict with the interests of the Corporation. Private interests include both your financial and personal interests, and include the interests of your family members, relatives and close personal friends.

You should avoid any actual or perceived conflict of interest and report to your Section Head or above when such a situation arises. A perceived conflict of interest, even if it does not involve

an actual abuse of position or actual gain, can be just as damaging as an actual conflict because it may undermine public confidence in us.

Declare any conflict or potential conflict of interest. If you become aware of a conflict of interest, or a transaction or relationship that may lead to one, inform your Section Head or above, or speak to the Legal & Governance Director in case a member of the Executive Directorate is involved.

What You Should Do



You must not take for yourself a potential corporate opportunity that is discovered in the course of your employment or through the use of corporate property, information or position. You owe a duty to the Corporation to advance its interests when the opportunity to do so arises.

What To Watch Out For



Business or Workplace Engagement

What You Should Know

Business or workplace engagements with family members, relatives or close personal friends are likely to create actual or perceived conflicts of interest. To preserve corporate integrity and remove yourself from questionable situations, you should make every effort to avoid and declare possible conflicts.

What You Should Do

Make arrangements to mitigate conflicts. Declare any private interest in any business, investment, financial approval or staff management situation that could involve a conflict of interest and, except where approval is given, excuse yourself from decision making. Acting with transparency helps avoid perceptions of conflict and improves our reputation.

Report to your manager or supervisor and Human Resources Business Partner if you have any immediate family members working in the Corporation. Immediate family members include husband, wife, parents, children, siblings as well as parents-in-law and sons/daughters-in-law.

Outside Work

Undertaking outside work, regardless whether remuneration is provided, goes against the conditions of employment unless prior written approval from your Department Head and Human Resources Business Partner has been obtained. In general, no approval is required for unpaid volunteering or charitable work outside normal working hours, provided that there is no actual or perceived conflict of interest.

[Apply for approval before accepting outside work](#) and re-apply for approval annually. Make full disclosure of any conflicts of interest when applying for approval.

[Undertaking part-time work with a contractor](#) whom you are responsible for monitoring or providing advisory services to a competitor even without pay is a clear case of conflict of interest and must be avoided.

*What You
Should Know*

*What You
Should Do*

*What To
Watch Out For*

Financial Transactions with Colleagues or Business Partners

What You Should Know

Conducting any financial deal with colleagues or corporate business partners may impact upon your ability to work objectively or in the best interests of the Corporation. Buying a coffee for a colleague is a sign of goodwill. Borrowing money for a large investment or engaging in frequent or high-stakes gambling is not.

What You Should Do

Exercise good judgment in all your dealings with colleagues and business partners.

What To Watch Out For

Financial transactions among co-workers, including personal loans, acting as a guarantor or entering into joint investments, or engaging in frequent or high-stakes gambling could make you seriously indebted to other staff, which creates conflicts of interest. Transactions of such nature are prohibited.

Financial dealings with corporate-related organisations or businesses, other than with banks or financial institutions or the Metro Credit Union and on prevailing market rates and terms, cannot be accepted.



Q

&

A

I am a member of an interview panel responsible for filling a position in my department. One of the candidates is my cousin, but I am sure that I can make an objective assessment.

Should I inform the interview panel?

Answer:

You are required to inform the interview panel and declare any relationship with a candidate as this may constitute a conflict of interest. Appropriate arrangements should be made to avoid any actual or perceived conflict of interest, such as refraining from decision-making or inviting an impartial third party to join the interview panel.



My friend's company supplies railway-related equipment to the Corporation.

**Q
&
A**

Can I accept my friend's invitation to provide a part-time consultancy service to his company, even though it is unpaid?

Answer:

You are generally prohibited from undertaking any outside work with or without remuneration. Although special approval may be given on a case-by-case basis, no approval however will be given where there is any actual or perceived conflict of interest. For further details, you may refer to CGI 80.



5

Ethics in Business Relationships



Open and Fair Competition

What You Should Know

Fair, open and honest competition is part of our corporate culture. Compliance with competition laws is core to our commitment to a high standard of business ethics and integrity across all of our businesses.

Our business involves bidding for work and partnering with suppliers or customers in many jurisdictions, and we must follow the applicable laws concerning competition in each of these places. Complying with all legal frameworks is important to our business.

Never assume a project or business cooperation is legal just because a government or a state-owned enterprise proposes it. Even state-owned companies may be subject to competition laws.

What You Should Do

Consult the [Legal - General Department](#) with any questions about local competition laws. Each jurisdiction in which we operate has its own requirements.

Report any suspicion of [anti-competitive behaviour](#) to the Legal - General Department.



[Bid rigging, price fixing or market sharing arrangements](#) with competitors or contractors is unethical and illegal in most jurisdictions.

What To Watch Out For

[An agreement to boycott particular customers or suppliers](#) runs contrary to our commitment to integrity, fairness, honesty and transparency in business.

[Colluding with a competitor](#) about the introduction of new technology or an innovation which we are both developing independently is a form of anti-competitive behaviour.

[Discussing competitive business issues](#) such as product prices, terms of sale, marketing or allocation of markets or clients at trade-association meetings could be interpreted as anti-competitive behaviour.

Procurement and Tendering

What You Should Know

We strive to be fair, transparent and competitive in our procurement activities. Under normal circumstances, works, goods and services must be procured through competitive tendering undertaken by the Procurement & Contracts Department (P&CD).

Procurement and tendering activities should be based on the following principles:

- Impartial selection of capable and responsible suppliers and contractors;
- Effective use of competition;
- Selection of appropriate contract types according to needs;
- Compliance with laws, relevant regulations and contractual obligations;
- Adoption of an effective monitoring system and management controls to detect and prevent bribery, fraud or other malpractices in the processes of procurement and tendering; and
- Fair and equitable tender assessment and award criteria.

We ensure that fair opportunities are provided to capable, qualified suppliers, contractors and consultants who are interested in doing business with us, wherever they may operate. We properly value and pay them for the works, goods or services delivered.

Make purchase decisions solely in the Corporation's best interests.

What You Should Do

Select suppliers and contractors based on the principle of compliance and value for money (usually, lowest price) in tenders and, where appropriate, consider other key attributes such as quality, safety, environmental and social performance, delivery or completion lead time, reliability, after-sales service, payment terms, and other factors pre-determined by the procurement teams.

Follow the spirit and intent of all contracts.

Biased or ambiguous prequalification and assessment criteria that allow incapable suppliers or contractors to be shortlisted or capable ones to be blocked are not permissible.

What To Watch Out For

Releasing sensitive tender information to individual bidders or any non-approved parties is a breach of this Code.

Preparing fictitious quotations is a criminal offence.

Intentional split orders that circumvent controls are further examples of a bias towards individual suppliers or contractors.

Falsified records to cover up non-deliveries, short supplies or acceptance of substandard goods harm the Corporation and its reputation. It could also expose you to prosecution.

Protection of Personal Information

What You Should Know

We collect relevant personal data from staff, customers, tenants, residents, visitors, business partners and other individuals for legitimate business or operational purposes. We commit to protecting personal data privacy and complying with all applicable laws and regulations.

If you are required to handle personal data, ensure that you comply with the legal requirements and our internal procedures and guidelines. Take appropriate steps in relation to the collection, accuracy, retention, usage, access and security of such personal data.

What You Should Do

Collect personal data for lawful purposes only, by fair means and on a need-to-know basis. This extends to cases where agents, contractors or business partners are engaged to collect personal data on behalf of the Corporation.

Ensure data accuracy and comply with our internal policy on the retention period.

Use the data for agreed purposes only. Use of personal data should be limited to the purpose communicated to the data subject at the time of collection. Always consult the Legal - General Department whenever you are in doubt about the use and transfer of personal data.

Protect the security of personal data by taking reasonable steps to prevent unauthorised or accidental access to processing, erasure, loss or use of personal data.

Incorporate appropriate terms in contracts with any third party data processor to ensure proper handling of personal data.

If you receive any [Data Access Request](#) or [Data Correction Request](#), consult the Personal Data (Privacy) Officer, Legal - General Department immediately.

*What To
Watch Out For*

[Loss of or unauthorised access](#) to personal data should be reported to the Legal - General Department at the earliest opportunity.

Q

&

A

I recently collected the mobile phone numbers of some colleagues when coordinating a team-building event. Afterwards, another colleague asked me for the list of mobile phone numbers to help him organise a separate event.

Should I provide this information to him?

Answer:

No, you should not provide such data because the numbers should be used for the original purpose of collection. You can, however, provide this data if subsequent consent is obtained for the new purpose.



Q

&

A

My mother-in-law's company is bidding for a project tendered by the Corporation. During a family dinner, she asked me to falsify the quotation results so her company would have a better chance of winning the tender bid.

What should I do?

Answer:

You should reject her request as preparing fictitious quotations is a criminal offence and will expose you to prosecution.



6

Relationships with Shareholders



We optimise returns and manage our business and financial affairs prudently to maintain the Corporation's high credit standing. Good corporate governance is fundamental to ensuring the Corporation is managed in the best interests of all of its stakeholders, including investors.

Transparency and Disclosure of Information

What You Should Know

We are accountable to our stakeholders and we respect our investors' right to the information that is necessary for evaluating their investment in the Corporation. Such information is to be provided to the investment community as stipulated by relevant statutory and regulatory authorities.

The Governance & Risk Management – Company Secretarial is responsible for disseminating information to all shareholders via the e-Submission System operated by the Hong Kong Stock Exchange.

Employees are expected to be familiar and comply with the Corporation’s disclosure controls and procedures applicable to their respective areas of responsibility, including release of the Corporation’s public reports and documents.

Consult the Governance & Risk Management - Company Secretarial regarding the disclosure of unpublished inside information. Further details on handling inside information can be found in the section “Inside Information and Trading in Securities” of this chapter.

Refer all enquiries from institutional investors and shareholders to the Investor Relations Department.

What You Should Do

What To Watch Out For



Financial Accounting Policies and Practices

MTR’s policy on financial accounting and reporting requires all employees to observe both the form and spirit of all relevant government laws, rules and regulations and to maintain integrity, fairness, honesty and transparency. Sound internal controls should be employed to ensure the accuracy and completeness of records and accounts.

What You Should Know

What You Should Do

[Insist on accuracy and completeness for all reports](#) or records within your area of responsibility. Document and record all business expenses in a timely and truthful manner.

[Report any hidden funds or false entries](#) you discover in corporate records promptly to the Head of Internal Audit.

[Cooperate with internal and external auditors](#) truthfully and completely.

[Submit regulatory filings](#) with the relevant authorities of the countries where we do business in an accurate and timely manner.

Ensure all accounting information systems for data capturing or processing information contained in financial reports for public disclosure and their operations [adhere to stringent internal controls](#).

What To Watch Out For

[Making of any ambiguous, inaccurate or misleading](#) statements or entries in the Corporation's books, accounts, records, documents or financial statements is strictly prohibited.

[Destroying, altering or forging records](#) connected to any investigation or litigation proceedings is strictly prohibited and could lead to prosecution.

["Off-the-record"](#) accounts or acts to circumvent review or approval procedures are strictly prohibited.

Inside Information and Trading in Securities

Inside information is specific information about the Corporation, a shareholder or officer of the Corporation, or the Corporation's securities, which is not generally known to persons who are accustomed or would be likely to deal in the securities of the Corporation, but would, if generally known to them, be likely to materially affect the price of the securities.

Using inside information for personal gain is illegal and strictly prohibited. You should not deal on your own account or encourage someone else to deal in the securities, futures contracts or derivatives of the Corporation, or any MTR related listed company, based on unpublished inside information.

If you come under the restrictions of the Model Code for Securities Transactions by Directors of Listed Issuers of the Hong Kong Listing Rules (the "Model Code"), check with the Governance & Risk Management – Company Secretarial about the prohibition and approval before dealing in securities.

[Officers of the Corporation](#) should monitor business, corporate developments and events so that [any potential inside information is promptly identified, assessed and escalated](#) for the attention of the Authorized Persons as defined in the CGI 308 – Inside Information.

[Maintain confidentiality](#). Do not convey inside information to anyone before formal disclosure has been made by the Corporation.

What You Should Know

What You Should Do

*What To
Watch Out For*

Make sure you follow the Corporation's internal procedures and guidelines before dealing in securities (including exercise of share options), futures contracts or derivatives of the Corporation.

I have access to confidential information about the Corporation's business relationship with a listed company, which will terminate soon. One of my relatives holds a financial derivative with this listed company, and I would like to tell her to sell it to avoid potential financial loss.

Will I violate corporate guidelines by disclosing this information?

Answer:

Yes. If you disclose this information, you will be violating the internal guidelines discussed in CGI 213 – Information Management Corporate Policy as well as other relevant CGIs. You will also be exposed to potential prosecution under the Securities and Futures Ordinance.



7

Relationships with Customers



What You Should Know

We aim to be a customer-focused organisation, ready to listen and respond to customer needs to provide safe, efficient, reliable and value-for-money services.

Our ultimate objective is to continuously improve all aspects of our operations, satisfy the needs and exceed the expectations of our customers, and bring a better quality of life to the communities we serve.

Provide a high standard of professional service to all customers. Be prepared to go the extra mile to deliver solutions that offer lasting value.

What You Should Do

Follow and enforce all relevant safety, health and environmental laws or procedures regarding staff, contractors, and customer safety.

Treat customers with honesty, fairness and courtesy. Address enquiries, suggestions and complaints in a receptive and professional manner. Consider issues from the customer's standpoint.

Uphold the privacy of customers' personal data. Further details are available in Chapter 5 of this Code.



Misrepresentation, exaggeration or overstatement of our capabilities sets unrealistic expectations and may lead to customer disappointment. Operating in a transparent manner means we are truthful about even seemingly inconsequential aspects of our business.

What To Watch Out For

8

Responsibilities to the Community



Care for the Environment

What You Should Know

The Corporation recognises the importance of combating climate change and is committed to integrating low carbon measures into our policies, strategies, planning and operations as well as strengthening our resilience and adaption to climate-related risks.

We have adopted a proactive approach to environmental management in all our construction and property development work as well as our railway operations around the world.

We are committed to complying with all applicable environmental legislation and adopting industry best practices to enhance our environmental performance.

Comply with environmental legislation and the Corporation's environmental policies, strategies and procedures when planning new development projects, carrying out regular operations and conducting construction works.

Practise environmental measures in your daily work. You can help reduce our carbon footprint and make your workplace greener by practising reduce, reuse and recycle.

Any failure to follow environmental regulations or procedures, or to report environmental hazards or accidents, affects our reputation, as well as the community.

What You Should Do

What To Watch Out For



Community and Political Activities

The Corporation recognises its role in creating value for the community through operating its businesses in a socially and environmentally responsible manner. This is key to maintaining our social licence to operate as we strive to grow and connect communities for a better future.

We introduced the "More Time Reaching Community" Scheme to encourage our staff to organise and participate in volunteer activities.

What You Should Know

The Corporation also supports charitable activities, such as organising donations by staff, and providing financial and/or in-kind support to non-profit/social service organisations.

The Corporation does not make political contributions or provide assistance to political parties. We do, however, respect your right to participate in political activities or make political contributions in your personal capacity.

What You Should Do

Ensure that your participation in any community or political activities, or the making of political donations, complies with the Corporation's policies and procedures and does not create a conflict of interest with your role and duties to the Corporation.

What To Watch Out For

You should not promote personal political views during working hours to colleagues, contractors, customers or anyone else whom you come into contact in your capacity as a staff of the Corporation.

You should not use the Corporation's premises or assets in connection with the promotion of political views or activities.

I am an active member of a political party, which has asked me to use the business contacts I have made at MTR to help expand their membership base.

Q
&
A

Can I do this?

Answer:

No. You should not promote your personal political views during working hours to colleagues, business partners or anyone else with whom you come into contact in your capacity as an employee of the Corporation.



9

Protection of Corporate Image, Property and Information



Protection of the Corporation's Reputation

What You Should Know

Our reputation for world-class performance is one of our main competitive advantages, and any risk to it must be a primary consideration when assessing business relationships, transactions or other activities. As a part of the MTR team, you have the responsibility to protect our corporate image, credibility and reputation.

Contribute to the enhancement of our corporate image and reputation by building, maintaining and safeguarding the trust and confidence of our customers, shareholders and the general public.

What You Should Do

Only use the MTR name for authorised corporate business and never for personal gain or activities.

Exercise caution and sensitivity when using online or instant communication channels as a means of personal communication and ensure that such usage will not conflict with your responsibilities as an employee of the Corporation.

Do not make defamatory or false statements about the Corporation.



Act and behave properly and do not engage in any practice that may damage the Corporation's image and reputation.

Expressing views in a way that implies corporate endorsement could create misunderstandings in the wider community. When speaking to any media on private matters or events unrelated to the Corporation, make it very clear that the stance or position is your own and not that of the Corporation.

What To Watch Out For

Alert senior management to any incidents that could potentially harm our reputation.

Protection of Corporate Assets

What You Should Know

Protecting and making proper use of corporate property, such as company cars, office furniture, equipment, documents and information, is part of your responsibility as a member of the MTR team. Our corporate property also includes intangible intellectual property, which comprises trademarks, patents, copyrights, registered designs, confidential proprietary information and domain names.

We provide the facilities, computer equipment, software and peripherals you will need to carry out your work. The Corporation's telephones, voice-mail, mobile devices, fax machines, e-mail systems, internet access, computers and other communication or information technology facilities are provided for business purposes and personal use of such systems should be kept to a minimum. To the extent permitted by applicable laws and regulations, we may access, reproduce and make copies of the data you use, browse, send, receive or store with the Corporation's equipment, systems and services and/or monitor your use of the same.

What You Should Do

Take good care of corporate property and ensure it is used properly and only for the purposes it has been allocated to you.

Identify, evaluate, document and protect our intellectual property rights within each specific area of accountability and retain all materials that evidence our intellectual property ownership.

Report irregularities and potential infringements of our intellectual property rights to your Department Head and a further report should be made to the Legal - General Department.

Exercise good judgment in the use of the communication channels provided by the Corporation. Never use them in a manner that could be harmful or cause embarrassment to the Corporation.

Follow all security and acceptable-use policies for our computer systems.

Immediately report to the Corporate Security Department any suspected misuse, fraud or theft of corporate property for investigation.

Report data security issues and any suspected breach to the Information Technology Services Department.

Whenever commissioning a third party to develop new technology or a new process, to invent or provide design services or to produce works in which copyright subsists, there must always be a written agreement clearly setting out the ownership of subsisting intellectual property rights. Consult the Legal - General Department for preparation of the agreement.

Appropriation or disposal of corporate property without proper authorisation, including items allocated to you for business or personal use, is not allowed.

Damage or waste of corporate property increases our costs, which ultimately lowers our effectiveness, profitability and community value.

What To Watch Out For



Handling Corporate Information

What You Should Know

We place great importance on protecting our information against unauthorised disclosure, use, modification, loss and/or corruption. It is your responsibility to protect classified information or other sensitive corporate information and be accountable for the confidentiality, integrity and security of the information which you may come into contact within the course of your duties.

What You Should Do

Exercise due care and comply with all applicable security policies, principles and instructions when handling classified or sensitive corporate information. Use only corporate approved hardware, software and channels.

Use corporate information only for authorised corporate business or purposes.

Exercise due care when handling corporate information and adhere to corporate guidelines in work-from-home situations.

Classified information that is no longer required should be destroyed and disposed of in accordance with proper procedures and legal requirements.

What To Watch Out For

Never disseminate false or unconfirmed information concerning the Corporation. Report such information promptly to your manager or supervisor, who will then seek clarification.

Never disseminate corporate information to unauthorised personnel including fellow colleagues and/or external parties through channels such as internet forums or social media.

Release of Corporate Information to External Bodies

We adopt an open approach to maintain good relations with the media and the communities we serve.

What You Should Know

The Corporate Affairs and Branding Function is our official public representative. Do not give media outlets opinions or comments concerning the Corporation without the approval of the Corporate Affairs and Branding Function.

Refer any media enquiries or requests on corporate matters to the Corporate Affairs and Branding Function.

What You Should Do

Seek approval from the Corporate Affairs and Branding Function before accepting any interviews on matters concerning the Corporation.

Prior approval should be sought from the Corporate Affairs and Branding Function before publishing any letters or articles concerning the Corporation's business or interests in a newspaper, journal or other public media.

What To Watch Out For



Q

&

A

As a member of a popular online forum, I often see discussions about MTR. I am interested in sharing my personal opinions and work experiences at the Corporation with other forum members.

Is there anything I need to be aware of?

Answer:

We recognise that online channels have become increasingly common for sharing information and opinions. Nevertheless, you should exercise caution and sensitivity, and behave responsibly when using these channels. Please refer to CGI 305 for details.



Q & A

When submitting an application for corporate resources for our team's use, a team member deliberately overstated the requirements of the team to get higher priority for allocation.

What should I do?

Answer:

Deliberately overstating resource requirements to get unfair prioritization for allocation of resources, such as car parking space, computers and other corporate assets, is a clear case of misrepresentation and is unacceptable. You should report the issue and seek to correct the information.





10

Compliance and Enhancement



What You Should Know

We have a firm commitment to comply with our Code, and you are required to understand and comply with it. We review the Code on a regular basis and notify all staff about any revisions that are made.

Managers and supervisors in particular are responsible to ensure that staff reporting to them understand the provisions of the Code and act in accordance with them.

Violation of the Code may result in disciplinary action, including termination of employment in serious cases. Cases of suspected

corruption or other criminal offences will be reported to the relevant authorities.

A Whistle-blowing Policy is in place to encourage you to report actual or potential fraudulent or unlawful acts or non-compliance with the Corporation's policies that have or could have significant adverse financial, legal or reputational impact on the Corporation.

The Corporation may occasionally ask for your assistance when conducting internal investigations. These could involve your co-workers in the Corporation or third parties, such as contractors. We need your cooperation in all cases to maintain our high standards of integrity.



Understand and comply with the Code, and help your colleagues follow its guidance.

Report actual or potential breaches of the Code to a member of the Corporation's senior management (typically your Department Head).

Seek guidance from your manager or supervisor, the Human Resource Management Department or the Legal - General Department whenever you have questions or doubts about particular situations or business practices which concern you.

Confirm, if necessary, with the Legal - General Department that any new business practices you encounter and which concern you comply with the Corporation's policies and procedures and the Code.

What You Should Do

Staff who wish to raise, or who have received, a complaint under the Whistle-blowing Policy should refer the matter to the Whistle-blowing Panel via established channels of reporting stipulated in the Whistle-blowing Policy.

You should provide case specific information so that investigations can be conducted effectively.

You should disclose your name and contact details when “blowing the whistle”. This allows us to contact you for further information if necessary. We shall make every effort to keep your identity and the information we receive confidential, so you can raise concerns in confidence without fear of disadvantage or discrimination.

You should cooperate fully and truthfully during internal investigations and keep all information discussed strictly confidential.

What To Watch Out For

Turning a blind eye to unlawful or unethical acts degrades the integrity, honesty and transparency of the Corporation. Always speak up when you see any wrongdoing.

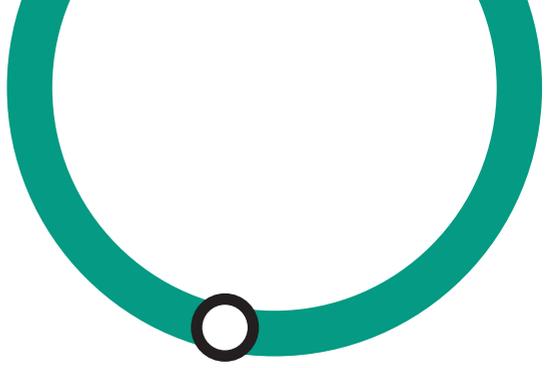
I think my manager has done something that violates the Code of Conduct.

If I report this, will I be protected?

Answer:

Yes, whistle-blowers who make a genuine and appropriate complaint are assured of fair treatment and confidentiality, as well as protection against unfair dismissal, victimisation or unwarranted disciplinary action, even if the concerns raised turn out to be unsubstantiated provided the allegation is made in good faith. The Corporation reserves the right to take appropriate action against anyone (staff or third party), who initiates or threatens to initiate retaliation against whistle-blowers.





Contact Details

General inquiries, comments or suggestions about the Code are welcome. Please address to Performance & Reward Management Department for consideration and action.

Email: RMD@mtr.com.hk
Address: MTR Headquarters Building, Telford Plaza,
Kowloon Bay, Kowloon, Hong Kong

