



COMPLIANCE PROGRAM ANNOUNCEMENT

合规计划公告

The business of SINOHYDRO CORPORATION LIMITED (SINOHYDRO or the Company) has always been based on our Core Values of Responsiveness, Integrity, Innovation, Worksite Excellence, and Social Responsibility. We individually and collectively conduct ourselves honestly, fairly, responsibly, and with integrity in all of our relations internally and externally, and we honor these values and SINOHYDRO's focus on people and harmony.

中国水电建设集团国际工程有限公司（以下简称“国际公司”或“本公司”）始终秉承及时服务、诚实守信、锐意创新、施工一流和勇于承担社会责任的核心价值观开展业务。无论作为个人还是集体，无论在企业内部关系处理还是对外关系交往时，我们都将秉持诚信、公平和负责的态度，遵守上述价值观，坚持以人为本，促进公司和谐发展。

SINOHYDRO management takes compliance with all laws, including anti-corruption laws, very seriously. As a company, our reputation for honesty and integrity is a driving force behind our success. With that in mind, on the date of undersigned, we start officially to launch a formal “Compliance Program” which consists of few relative documents. The principles articulated in the Compliance Program have long been a key part of our business and our success. Nevertheless, SINOHYDRO management believes that adopting this formal Compliance Program serves to reinforce our commitment to ethical and socially responsible practices and our other Core Values. It also provides useful guidance and principles to employees, which will be reinforced through training, on how to ensure that your business activities comply with applicable laws.

国际公司管理层对企业经营的合法守规一直高度重视，包括反腐败法律等。诚信守法一直是国际公司发展的道路上的坚强推动力。为此，从即日起，我们开始发布由一些相关文件构成的“合规计划”。事实上，合规计划阐明的诸项原则长期以来一直是我公司开展业务和取得成功的关键因素。国际公司管理层相信，广泛推行正式的合规计划有助于强化我们的道德责任、社会责任和其它核心价值观。合规计划同时也是规范员工行为的准则和指导方针，通过推广培训，将进一步确保公司员工在业务活动中遵纪守法。

The Compliance Program has its central focus on *The Statement of Ethical Principles*, which sets out the key principles and values for the Company and its employees. *The Statement of Ethical Principles* is supported by several more specific sets of policies, procedures, and forms, including: *The Anti-Bribery Policy and Guide*, *The Representative Due Diligence Guide*, *The Gifts and Hospitality Policy*, and *The Procurement Policy*. These key documents will be placed on the Company's internal website and otherwise made available to all employees. Moreover, as part of the Compliance Program, SINOHYDRO has developed a regular training program for employees on topics relevant to compliance with anti-corruption laws.

合规计划的核心是《道德准则》，该准则确立了国际公司及其全体员工应遵守奉行的重要原则和核心价值观。为促进《道德准则》的落实，公司又相继辅助制订了一系列具体的政

策、程序和报表，包括《反腐败政策和指南》、《代表尽职调查指南》、《礼品和招待政策》和《采购政策》。这些主要文件都会上传到公司的内部网站上，或以其他方式供所有员工知悉并遵守。此外，作为本合规计划的一部分，国际公司还将安排了一系列培训课程，以加强公司员工对反腐败相关法律的认识。

In addition to policies, procedures, and trainings, as part of the adoption of this Compliance Program, we will be assigning certain SINOHYDRO managers with compliance implementation and supervision responsibilities. Mr. Xiong Lixin, Executive Vice President, had been named as the compliance officer to take charge of Compliance Department, which is currently composed of staffs of the Audit Department and more staffs will be recruited as needed. Please feel free to contact our compliance officer or any Compliance Department member for any questions you may have regarding the Compliance Program. Do not hesitate to seek help if you are faced with a legal, compliance, or ethical issue. These designated individuals will be responsible for administering the Compliance Program, acting ethically, honestly. Furthermore, each and every employee should commit himself/herself to being in compliance with the law and SINOHYDRO's policies.

除上述政策、程序和培训外，作为推行合规计划的一部分，我们将指定数位领导人员负责合规计划的执行和监督工作。熊立新副总经理已经受命负责并管控国际公司合规部的工作。合规部的成员将会从审计部选拔，并且在必要时还会从本公司其他部门选拔。如你遇到合规计划方面的问题，敬请向合规部成员咨询；如遇到法律性质、合规性质或职业道德方面的问题，也请及时寻求我们的帮助。尽管合规计划的执行工作由上述人员负责，但我们深知，遵守法纪并秉持道德和诚信的执业操守，遵守法律和国际公司的管理政策是国际公司每一名员工的责任。

All SINOHYDRO's employees are expected to carefully review the policies and procedures that make up the Compliance Program. You may also be invited to participate in various trainings as part of the Compliance Program, and it is expected that every involved employee treats these trainings with the highest level of importance. Most importantly, every employee should endeavor to conduct themselves in an honest, socially responsible, and ethical manner. It is only through our commitment to our Core Values that we can ensure continued success in the future.

希望每位员工认真研读合规计划中的各项政策和程序。作为合规计划实施的一部分，大部分的员工都将被要求参与各种培训，希望给予高度重视。最为重要的是，希望每个员工都能秉持诚信的职业操守，勇于承担社会责任，并坚守道德准则。只有始终不渝地奉行我们公司的核心价值观，才能确保公司在未来发展道路上保持平稳快速增长、继续谱写更加辉煌的历史篇章。

Chairman of the Board of Directors

Mr. Zeng Xingliang



董事长 曾兴亮先生

President

Mr. Song Dongsheng



总经理 宋东升先生

27/1/2014