

VISION VALUES HOLDINGS LIMITED
遠見控股有限公司

**CODE FOR
SECURITIES TRANSACTIONS
BY
DIRECTORS
AND
EMPLOYEES**

(Adopted on 28 June 2005)
(Revised and Restated on 18 March 2009 and 12 October 2017)

1. DEFINITIONS

Unless the context otherwise requires, the following expressions have the following meanings:

“Board”	board of Directors of VVH
“Corporate Governance Code”	Code on Corporate Governance Practices in Appendix 14 of the Listing Rules
“Director(s)”	directors of VVH
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	Model Code for Securities Transactions by Directors of Listed Issuers in Appendix 10 of the Listing Rules
“VVH Employee(s)”	Includes any employee (part-time or full-time) of VVH and a director or employee (part-time or full-time) of a subsidiary or holding company of VVH and any person who is employed and assigned by any company or entity to provide directorship service to VVH or its subsidiaries and any consultant who, because of such office, employment or appointment, is likely to be in possession of unpublished price-sensitive information in relation to VVH or its securities
“VVH”	Vision Values Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“Relevant Person(s)”	Directors and VVH Employees
“SFO”	The Securities and Futures Ordinance (Cap. 571) as amended from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

2. INTRODUCTION

- 2.1. Part XIII and XIV of the SFO are relating to the prohibition of insider dealing. In essence, those persons who are aware of or privy to any negotiations or agreements related to intended acquisitions or disposals or in possession of any unpublished price-sensitive information about a company must not deal in the listed securities of that company (or warrants, options and other rights, whether themselves listed or not, which are derivatives of such securities). It applies to both on and off-market dealings.
- 2.2. Part XV of the SFO and the Model Code lay down the restrictions on securities dealing and the reporting requirements by Directors.
- 2.3. Rule A.5.4 of the Code on Corporate Governance Practices requires the Board to establish written guidelines on no less exacting term than the Model Code for the VVH Employees in respect of their dealings in the securities of VVH.
- 2.4. This code sets out a required standard against which the Relevant Persons must measure their conduct regarding transactions in securities of VVH. A Relevant Person must seek to secure that all dealings in the securities of VVH in which he is or is deemed to be interested be conducted in accordance with this code.

3. DEALING RESTRICTIONS

- 3.1 A Relevant Person must not deal in any of the securities of VVH at any time when he is in possession of unpublished price-sensitive information in relation to those securities.
- 3.2 A Relevant Person must not deal in the securities of VVH when by virtue of his position as a director or employee of another company, he is in possession of unpublished price-sensitive information in relation to those securities.
- 3.3 A Relevant Person must not deal in any securities of the Company on any day on which its financial results are published and:-
 - (a) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
 - (b) during the period of 30 days immediately preceding the publication date of the quarterly results (if any) and half-year results or, if shorter, the period from the end of the relevant quarterly or half-year period up to the publication date of the results,

and ending on the date of the results announcement, a Relevant Person must not deal in any securities of VVH unless the circumstances are exceptional, for example, where a pressing financial commitment has to be met. In that case, the Relevant Person must satisfy the Chairman or designated director that the circumstances are exceptional and the proposed sale or disposal is the only reasonable course of action available to the Relevant Person before he can sell or dispose of the securities.

In any event, the Relevant Person must comply with the procedures in Clause 4.1 below.

- 3.4 Where a Relevant Person is a sole trustee, the provisions of this code will apply to all dealings of the trust as if he were dealing on his own account (unless the Relevant Person is a bare trustee and neither he nor any of his associates is a beneficiary of the trust, in which case the provisions of this code will not apply).
- 3.5 Where a Relevant Person deals in the securities of VVH in his capacity as a co-trustee and he has not participated in or influenced the decision to deal in the securities and is not, and none of his associates is, a beneficiary of the trust, dealings by the trust will not be regarded as his dealings.
- 3.6 The restrictions on dealings by a Relevant Person contained in this code will be regarded as equally applicable to any dealings by the spouse of the Relevant Person or by or on behalf of any minor child (natural or adopted) and any other dealings in which for the purposes of Part XV of the SFO he is or is to be treated as interested. It is the duty of the Relevant Person, therefore, to seek to avoid any dealing at a time when he himself is not free to deal.
- 3.7 When a Relevant Person places investment funds comprising securities of VVH under professional management, discretionary or otherwise, the managers must nonetheless be made subject to the same restrictions and procedures as the Relevant Person himself in respect of any proposed dealings in the securities of VVH.
- 3.8 The grant to a Relevant Person of an option to subscribe or purchase the securities of VVH shall be regarded as a dealing by him, if the price at which such option may be exercised is fixed at the time of such grant. If, however, an option is granted to a Relevant Person on terms whereby the price at which such option may be exercised is to be fixed at the time of exercise, the dealing is to be regarded as taking place at the time of exercise.
- 3.9 A Director must not make any unauthorised disclosure of confidential information, whether to co-trustees or to any other person (even those to whom he owes a fiduciary duty) or make any use of such information for the advantage of himself or others.

3.10 The Directors should jointly as a Board and severally endeavour to ensure that the Relevant Persons shall not deal in the securities of VVH when they are likely to be in possession of unpublished price-sensitive information in relation to VVH.

4. DEALING NOTIFICATION REQUIREMENTS

4.1 A Relevant Person must not deal in any securities of VVH without first notifying in writing the Chairman receiving a dated written acknowledgement. In the case of the Chairman, he must first notify the designated director, who designated by the Board for the purpose and receive a dated written acknowledgement before any dealing.

4.2 VVH shall maintain a written record that the appropriate notification has been given and acknowledged pursuant to Clause 4.1 above and the Relevant Person has received written confirmation to that effect.

4.3 Any Relevant Person who acts as trustee of a trust must ensure that his co-trustees are aware of the identity of any company of which he is a director so as to enable them to anticipate possible difficulties. A Relevant Person having funds under management must likewise advise the investment manager.

4.4 Any Relevant Person who is a beneficiary, but not a trustee, of a trust which deals in securities of VVH must endeavour to ensure that the trustees notify him after they have dealt in such securities on behalf of the trust, in order that he in turn may notify VVH. For this purpose, he must ensure that the trustees are aware of VVH of which he is a Director or Relevant Person.

5. DISCLOSURE REQUIREMENTS BY DIRECTORS

5.1 Pursuant to Part XV of the SFO, a Director is under a duty to notify the Company Secretary of VVH and the Stock Exchange in writing (or in prescribed forms under SFO) of the occurrence, while he is a Director, of any of the following events:

- when he becomes, or ceases to be, interested in shares in, or debentures, of VVH or any associated corporation of VVH;
- entering into a contract to sell any such shares or debentures;
- the assignment by him of a right granted to him to subscribe for shares in or debentures of VVH;
- to grant to him by an associated corporation of VVH of a right to subscribe for shares in or debentures of that associated corporation and the exercise or assignment of such a right;
- the nature of interest in shares in or debentures of VVH or any associated corporation of VVH previously notified has been changed;
- when he becomes a Director of VVH and at that time when he becomes so is interested in shares in or debentures of or has a short position in shares in VVH or any associated corporation of VVH;
- when a corporation becomes an associated corporation of VVH where he is

immediately after the event interested in shares in or debentures of or has short position in shares in that corporation; and

- when he comes to have or ceases to have a short position in shares in VVH or any associated corporation of VVH.

5.2 Notification includes:

all interests of a Director in any shares or debentures of VVH or any associated corporation. Under the SFO, his interests also include the interests of:

- a spouse;
- infant children (under age of 18);
- a corporation whose directors are accustomed to act in accordance with his directions or instructions;
- a corporation in which he is entitled to exercise or controls the exercise of 1/3 or more of the voting power at general meetings of that corporation;
- a trust where the Director or any one of the above is a beneficiary; and
- a discretionary trust where the Director had the trust set up or put assets into it and can influence how the trustee exercises his discretion.

5.3 Notification must be made within the **next three business days** following the occurrence of the relevant event. The term “business day” means a day other than a public holiday and a day on which a black rainstorm warning or a gale warning is in force, i.e. it would include Saturdays but not Sundays.

5.4 For the purpose of the SFO, “associated corporation” means a subsidiary or holding company of VVH or a subsidiary of VVH’s holding company or (not being a subsidiary of VVH) a corporation in which VVH has more than 20% of the nominal value of the issued shares of that corporation.

5.5 The register maintained in accordance with Section 352 of the SFO should be made available for inspection at every meeting of the Board.

5.6 VVH shall disclose in its interim reports (and summary interim reports, if any) and the Corporate Governance Report contained in the annual reports (and summary financial reports, if any):

- (a) whether VVH has adopted a code of conduct regarding securities transactions by Directors on terms no less exacting than the required standard set out in the Model Code;
- (b) having made specific enquiry of all Directors, whether the Directors of VVH have complied with, or whether there has been any non-compliance with, the required standard set out in the Model Code and in this code; and
- (c) in the event of any non-compliance with the required standard set out in the Model Code, details of such non-compliance and an explanation of the remedial steps taken by VVH to address such non-compliance.