



CHINA

YUCHAI

International Limited

中国玉柴国际有限公司

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CODE OF BUSINESS CONDUCT AND ETHICS

商务行为和道德规则

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## **INTRODUCTION**

### 引言

#### **Purpose**

##### 目的

This Code of Business Conduct and Ethics (the “Code”) of China Yuchai International Limited (the “Company”) contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, we adhere to these higher standards.

中国玉柴国际有限公司（本“公司”）制订的商务行为和道德规则（本“规则”），载明了以最高的商务道德标准经营本公司业务的一般性指导原则。凡是本规则所提出的要求高于商业实践、适用法律、法规或规定要求者，我们坚持按照这些较高要求的标准执行。

This Code applies to all of our directors, officers and employees. We refer to all persons covered by this Code as “Company employees” or simply “employees”. We also refer to our Chief Executive Officer, our Chief Financial Officer and our principal accounting officers and controllers as our “principal financial officers”.

本规则适用于所有董事、高级职员和雇员。我们把本规则涉及的所有人员称为“公司雇员”或者简称为“雇员”。我们也把我们的总裁、财务总监、首席会计和总监称为“首席财务官”。

The sections of this Code titled “Introduction”, “Conflicts of Interest”, “Company Records”, “Accuracy of Financial Reports and Other Public Communications” and “Compliance with Laws and Regulations”, as applied to the Company’s principal financial officers, shall be the Company’s “Code of Ethics for Senior Financial Officers” within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder.

本规则中题为“引言”、“利益冲突”、“公司记录”，“财务报表和其它公共交流资料的准确性”及“法律和条规的符合”等节文，凡适用公司首席财务官者，即构成2002年萨奥法案第406节及其中各项规定中所含的本公司之“高级财务官道德准则”。

#### **Seeking Help and Information**

##### 寻求帮助和信息

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company’s ethical standards, you are encouraged to contact your supervisor or the Company’s Legal Department (“Legal Department”) for clarification.

本规则并非一份全面的规则手册，无法面面俱到地阐述您可能会遇到的每种情形。如果您遇到令您不愉快的情形，或者不清楚它是否符合本公司的道德标准，您尽可联络您的上司或者本公司的法务部门（“法务部”）加以澄清。



## **Reporting Violations of the Code**

### **汇报违反本规则的情形**

All employees have a duty to report any known or suspected violation of this Code, including any violation of the laws, rules, regulations or policies that apply to the Company. If you know of or have reasonable grounds to suspect a violation of this Code, please immediately report the conduct to your supervisor. Your supervisor will contact the Legal Department, which will work with you and your supervisor to investigate your concern. If you do not feel comfortable reporting the conduct to your supervisor or you do not get a satisfactory response, you may contact the Legal Department directly.

所有雇员都有义务汇报任何已知或疑似违反本规则的行为，包括任何违反适用于本公司法律、法规或政策的行为。如果您知道或者有理由怀疑系违反本规则的行为，请立即向您的上司汇报这种情形，您的上司将向法务部报告，法务部将与您及您的上司一起调查您所报告的情形。如果您觉得不适合于向上司汇报，或者没有得到令您满意的答复，您可以直接向法律部汇报。

All reports of known or suspected violations of the law or this Code will be handled sensitively and with discretion. Your supervisor, the Legal Department and the Company will protect your confidentiality to the extent possible, consistent with law and the Company's need to investigate your concern.

任何有关已知或疑似违反法律或本规则行为的报告都将得到谨慎小心的处理。您的上司、法律部及公司将在符合法律规定、满足公司调查您所汇报行为的前提下，尽可能地为您保密。

It is Company policy that any employee who violates this Code will be subject to appropriate discipline, which may include termination of employment. This determination will be based upon the facts and circumstances of each particular situation. An employee accused of violating this Code will be given an opportunity to present his or her version of the events at issue prior to any determination of appropriate discipline. Employees who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties and may incur damage to its reputation and standing in the community. Your conduct as a representative of the Company, if it does not comply with the law or with this Code, can result in serious consequences for both you and the Company.

公司规章制度规定，凡是违反本规则的员工都将受到适当的纪律处分，甚至包括解雇在内。公司将根据具体每种情形的事实和情况作出相应的决定。在作出适当的纪律处分之前，被指违反本规则的员工将有机会陈述他/她就该事件所了解的情况，违法或违反本规则的雇员可能会承受巨额的民事损害赔偿、刑事罚金和入狱。本公司也有可能面对巨额罚款或严重惩罚，其在社群中的信誉和地位也将遭受损害。作为公司的一员，如果您的行为违反法律，或者违反本规则，会给您及本公司造成严重的后果。



## **Retaliation**

### **报复**

The Company strictly prohibits and will not condone retaliation, in any manner against an employee who, in good faith, seeks help or reports known or suspected violations. Any reprisal or retaliation against an employee because the employee, in good faith, sought help or filed a report will be subject to disciplinary action, including potential termination of employment.

本公司严格禁止并且绝不宽恕，对于出于正义寻求帮助或汇报已知或疑似违规情形雇员的任何报复。对出于正义寻求帮助或作出汇报的雇员进行报复者将受到纪律处分，包括解雇在内。

In addition, the Company's Board of Directors has adopted a "Whistleblowing" Policy setting out the complaint and investigation procedures relating to accounting activity, internal accounting controls, fraud or auditing matters. You may contact the Legal Department for a copy of the whistle-blowing policy.

另外，公司董事会已经采纳了“举报规则准则”政策，就财务活动、内部财务控制、欺诈或审计事宜制订了相应的投诉和调查程序。您可以向法务部索取一份公司的举报规章准则。

## **Waivers of the Code**

### **本规则的豁免**

Waivers of this Code will be granted only in extraordinary circumstances. Waivers of this Code for employees may be made only by an executive officer of the Company. Any waiver of this Code for our directors, executive officers or other principal financial officers may be made only by our Board of Directors or the appropriate committee of our Board of Directors and will be disclosed to shareholders as required by the rules of the New York Stock Exchange ("NYSE").

本规则仅在非常情况下才予适用豁免。只有公司总裁才有权批准给予有关雇员该适用豁免权。只有董事会或董事会的相应委员会才有权批准董事、高级执行人员或其它首席财务官免于适用本规则的豁免权，并将按照纽约证券交易所（“NYSE”）规定向股东披露。

## 1. CONFLICTS OF INTEREST

利益冲突

### 1.1 Identifying Potential Conflicts of Interest

识别潜在的利益冲突

A conflict of interest can occur when an employee's private interest interferes, or reasonably appears to interfere, with the interests of the Company as a whole. You should avoid any private interest that influences your ability to act in the interests of the Company or that makes it difficult to perform your work objectively and effectively.

当雇员的个人利益与公司的全局利益相抵触、或有合理迹象显示抵触时，就会发生利益冲突。您应当避免会影响您代表公司利益行事的能力，或者使您难以客观和有效地工作的任何个人利益。

Identifying potential conflicts of interest may not always be clear-cut. The following situations are examples of conflicts of interest:

识别潜在的利益冲突并不总是一件显而易见的事。下文列举了几种利益冲突的例子：

- Outside Employment. No employee should be employed by, serve as a director of, or provide any services to a company that is a material customer, supplier or competitor of the Company.

外单位雇佣。任何雇员都不得接受本公司任何一家重要客户、供应商或竞争对手公司的雇佣、或担任其董事，或为其提供任何服务。

- Improper Personal Benefits. No employee should obtain any material (as to him or her) personal benefits or favors because of his or her position with the Company. Please see "Gifts and Entertainment" below for additional guidelines in this area.

不当个人利益。任何雇员都不得因为其在本公司的职务而获取重大（对于他或她而言）个人利益或待遇。请参见下面“礼品和招待”部分，了解有关这方面的更多指导原则。

- Financial Interests. No employee should have a significant financial interest (ownership or otherwise) in any company that is a material customer, supplier or competitor of the Company. For purposes of this Code, a "significant financial interest" means (i) ownership of greater than 1% of the equity of a material customer, supplier or competitor or (ii) an investment in a material customer, supplier or competitor that represents more than 5% of the total assets of the employee.

财务利益。任何雇员都不得在本公司的任何一家重要客户、供应商或竞争对手公司中拥有重大的财务利益（如所有权等）。就本规则而言，“重大



财务利益”是指 (i) 拥有重要客户、供应商或竞争对手 1% 以上的股权，或者 (ii) 在重要客户、供应商或竞争对手公司投资，所投资资产占该雇员总资产的 5% 以上。

- Loans or Other Financial Transactions. No employee should obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a material customer, supplier or competitor of the Company. This guideline does not prohibit arm's-length transactions with banks, brokerage firms or other financial institutions.

贷款或其它财务交易。任何雇员都不得就个人事务向本公司的任何一家重要客户、供应商或竞争对手公司获得贷款或担保，或达成任何其它财务交易。本指导原则并不限制与银行、经纪公司或其它财务机构间的公平交易。

- Service on Boards and Committees. No employee should serve on a board of directors or trustees or on a committee of any entity (whether profit or non-profit) whose interests reasonably would be expected to conflict with those of the Company.

出任董事会和委员会的职位。任何雇员都不得在可以合理地预见其利益将与本公司利益相冲突的任何机构的董事会、受托人或委员会任职。

- Actions of Family Members. The actions of family members outside the workplace may also give rise to the conflicts of interest described above because they may influence an employee's objectivity in making decisions on behalf of the Company. For purpose of this Code, "family members" include your spouse or life partner, brothers, sisters, parents, in-laws and children whether such relationships are by blood or adoption.

家庭成员的行为。家庭成员在工作场所以外的行为也会引起上述利益冲突，因为他可能会影响雇员代表公司决策时的客观性。就本规则而言，“家庭成员”包括您的配偶或终身伴侣、兄弟、姐妹、父母、岳父母以及亲生或收养的孩子。

For purposes of this Code, a company is a "material" customer if the company has made payments to the Company in the past year in excess of 5% of the Company's gross revenues. A company is a "material" supplier if the company has received payments from the Company in the past year in excess of US\$200,000 or 5% of the supplier's gross revenues, whichever is greater. A company is a "material" competitor if the company competes in the Company's line of business and has annual gross revenues from such line of business in excess of US\$200,000. If you are uncertain as to whether a particular company is a material customer, supplier or competitor, please contact the Legal Department for guidance.

就本规则而言，如果一公司在过去一年里对本公司的支付款项超过本公司总收益的 5%，该公司即为“重要客户”。如果一公司在过去一年里从本公司收到的购买款项超过 20 万美元或者超过该供应商总收入的 5%（以两者中较高者为



准)，则该公司为“重要”供应商。如果一公司处于本公司的行业之中，而且在该行业业务的年总收入超过 20 万美元，则该公司为“重要”的竞争对手。如果您无法确定某公司是否属于重要的客户、供应商或竞争对手，请联络法务部，询问相关指导。

## **1.2 Disclosure of Conflicts of Interest**

### **披露利益冲突**

The Company requires that employees disclose any situations that reasonably would be expected to give rise to a conflict of interest. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it to your supervisor or the Legal Department. Your supervisor and the Legal Department will work with you to determine whether you have a conflict of interest and, if so, how best to address it. Although conflicts of interest are not automatically prohibited, they are not desirable and may only be waived as described in “Waivers of the Code” above.

本公司要求所有雇员披露任何可以合理预见的利益冲突的情况。如果您怀疑自己可能存在利益冲突，或者某些合理迹象显示其他人可能会存在的利益冲突的情形，您必须向您的上司或法务部报告。您的上司及法务部会与您一起决定是否存在利益冲突，如果存在的话，又如何最好地加以解决。虽然利益冲突并非自动能予以禁止，但其存在也是不合宜的。如欲豁免，只能按照上述“本规则的适用豁免原则”中所阐述的方式给予适用豁免。

## **2. CORPORATE OPPORTUNITIES**

### **企业机会**

As an employee, officer or director of the Company, you have an obligation to advance the Company’s legitimate interests when the opportunity to do so arises. If you discover or are presented with a business opportunity through the use of corporate property, information or because of your position with the Company that is in the Company’s line of business, you should first present the business opportunity to the Company before pursuing the opportunity in your individual capacity. No employee may use corporate property, information or his or her position with the Company for personal gain.

作为本公司的雇员、高级职员或者董事，当机会出现时，您有义务维护本公司的合法利益。如果您通过使用公司财产、信息或者由于您在本公司的职务，而发现或者接到本公司所在行业的业务机会，您在寻求以个人名义承接业务之前，应首先把业务机会交给公司。任何雇员都不得利用公司财产、信息或其在本公司的职位为个人谋利。

You should disclose to your supervisor the terms and conditions of each business opportunity covered by this Code that you wish to pursue. Your supervisor will contact the Legal Department and the appropriate management personnel to determine whether the Company wishes to pursue the business opportunity. If the Company waives its right to pursue the business opportunity, you may pursue the business opportunity on the same terms and conditions as



originally proposed and consistent with the other ethical guidelines set forth in this Code.

您应该向上司披露本规则涵盖的您所希望寻求的每个业务机会的条款和条件。您的上司会与法务部及适当的管理人员联络以决定公司是否希望寻求这个业务机会。如果本公司放弃寻求这个业务机会的权利，您可以按照当初提出的相同条款和条件，在遵守本规则订立的其它道德指导原则的条件下，寻求这个业务机会。

### **3. CONFIDENTIAL INFORMATION**

#### **保密信息**

Employees have access to a variety of confidential information while employed at the Company. Confidential information includes information that is internally generated by the Company concerning the business of the Company. It may also include information obtained from sources outside the Company, including information about other companies or their securities. Confidential information includes all non-public information that might be of use to competitors, or, if disclosed, harmful to the Company or its customers. Employees have a duty to safeguard all confidential information of the Company or third parties with which the Company conducts business, except when disclosure is authorized or legally mandated. An employee's obligation to protect confidential information continues after her or she leaves the Company. Unauthorized disclosure of confidential information could cause competitive harm to the Company or its customers and could result in legal liability to you and the Company.

雇员在本公司受雇时会接触到各种各样的保密信息。保密信息包括本公司内部制作的有关公司业务的信息，也包括从公司外获得的信息，包括有关其它公司或其证券的信息。保密信息包括所有非公开信息，它可能对竞争对手有用，或者，一旦披露，将损害本公司或其客户。除非获得授权可以披露，或者依法要求披露，否则，雇员有义务保证本公司或与本公司有业务往来的第三方的保密信息的安全。雇员离开公司之后，仍负有保护保密信息的义务。未经授权泄露保密信息，将使本公司或其客户的竞争力受到损害，从而导致您本人及本公司承担法律责任。

You should consider all information, from whatever source, to be confidential until it has been made available to the general public for a reasonable period of time.

您应将所有信息，无论其来源如何，视为保密信息，直到该信息公开发表了一段合理的时间为止。

Employees should not discuss confidential information with anyone outside the Company. Any questions or concerns regarding whether disclosure of Company information is legally mandated should be promptly referred to the Legal Department.

雇员不应向任何外人谈论保密信息。如对公司信息的披露是否属法律强制性要求披露存有疑问时，请及时将有关问题转达给法务部。



### 3.1 Safeguarding Confidential Information

#### 确保保密信息的安全

Care must be taken to safeguard confidential information. Accordingly, the following measures should be adhered to:

雇员应小心谨慎地确保保密信息的安全，并相应地采取下列措施：

- The Company's employees should conduct their business and social activities so as not to risk inadvertent disclosure of confidential information. For example, when not in use, confidential documents should be securely stored. Also, review of confidential documents or discussion of confidential subjects in public places (e.g. airplanes, trains, taxis, etc.) should be so conducted so as to prevent overhearing or other access by unauthorized persons.

公司雇员从事业务或社会活动时应谨防无意中泄露保密信息。例如，保密文件不用时应放置安全的地方。另外，在公共场所（如机场、火车站、出租车(德士)等）出示保密文件或讨论保密事宜时应避免遭到未经授权人士偷听或获取其中的机密信息。

- Within the Company's offices, confidential matters should not be discussed within hearing range of visitors or others not working on such matters.

在公司的办公场所，有关保密事宜的讨论应在来访者或其它未涉及此事人员可以听到的范围之外进行。

- Confidential matters should not be discussed with other employees not working on such matters or with friends or relatives including those living in the same household as a Company employee.

不得与未参与本事务工作的其他雇员，也不得与朋友或亲戚，包括与公司雇员同住的家人，讨论保密事务。

### 4. COMPETITION AND FAIR DEALING

#### 竞争和公平交易

The Company supports fair competition and fair dealing and the conduct of its business in accordance with the competition law and regulations of each jurisdiction in which the Company operates in. All employees are obligated to deal fairly with fellow employees and with the Company's customers, suppliers, competitors and other third parties. Employees should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair dealing or practice.

本公司支持公平竞争和公平交易，以及遵照本公司营运国的竞争法律和法规进行业务活动。所有雇员都必须公平对待同事、公司的客户、供应商、竞争对手及其



它第三方，也不得通过操纵、隐瞒、滥用特权信息、虚伪陈述、或任何其它不公平的交易或做法不公平地利用任何人或占其便宜。

#### **4.1 Relationships with Customers**

##### 与客户的关系

Our business success depends upon our ability to foster lasting customer relationships. The Company is committed to dealing with customers fairly, honestly and with integrity. Specifically, you should keep the following guidelines in mind when dealing with customers:

我们在业务上的成功取决于我们与客户培养长期关系的能力。本公司致力于公平、诚实和正直地与客户进行交易。具体地说，当您与客户交往时应遵守下列指导原则：

- Information we supply to customers should be accurate and complete to the best of our knowledge. Employees should not deliberately misrepresent information to customers.

我们向客户提供的信息应尽我们所知，做到尽量准确和完整。雇员不得故意向客户提供虚假信息。

- Employees should not refuse to sell service or maintain products the Company has produced simply because a customer is buying products from another supplier.

雇员不得单凭因为客户也从另一供应商购买产品而拒绝向其出售提供服务或拒绝对本公司生产的产品的维护服务。

- Customer entertainment should not exceed reasonable and customary business practice. Employees should not provide entertainment or other benefits that could be viewed as an inducement to or a reward for, customer purchase decisions. Please refer to "Gifts and Entertainment" below for additional guidelines.

招待客户不得超过合理的范围，或超出通常的商务做法。雇员不得提供会被视为诱导或奖励客户作出购买决定的招待或其它好处。请参见下文“礼品和招待”部分，了解更多指导原则。

#### **4.2 Relationships with Suppliers**

##### 与供应商的关系

The Company deals fairly and honestly with its suppliers. This means that our relationships with suppliers are based on price, quality, service and reputation. Employees dealing with suppliers should carefully guard their objectivity. Specifically, no employee should accept or solicit any personal benefit from a supplier or potential supplier that might compromise, or appear to compromise, their objective assessment of the supplier's products and prices. Employees can give or accept promotional items of nominal value or moderately scaled

entertainment within the limits of responsible and customary business practice. Please refer to "Gifts and Entertainment" below for additional guidelines.

本公司公平、诚实地对待其供应商。这意味着我们与供应商的关系建立在价格、质量、服务和信誉的基础之上。与供应商打交道的雇员应谨慎地捍卫其客观性。具体地说，任何雇员都不得从供应商或潜在供应商处接受或向其索取任何个人好处，这可能会损害其对该供应商产品和价格的客观评估。雇员可以在尽责和符合商务习惯做法的范围内给予或接受只有名义价值的促销商品或小规模的招待活动。请参见下文“礼品和招待”部分，了解更多指导原则。

#### **4.3 Relationships with Competitors**

与竞争对手的关系

The Company is committed to free and open competition in the marketplace. Employees should avoid actions that could reasonably be construed as being anti-competitive, monopolistic or otherwise contrary to laws governing competitive practices in the marketplace, including U.S. federal and state antitrust laws. Such actions include but are not limited to misappropriation and/or misuse of a competitor's confidential information, making false statements about the competitor's business and business practices, price fixing, refusing to trade without justification or imposing unreasonable trading conditions etc.

本公司致力于在市场上自由和公开地竞争。雇员应当避免可以被合理地解释为反竞争、垄断、或者违反市场竞争规律的有关法令，包括美国联邦和州的反垄断法。这类行为包括但不限于非法盗取和/或滥用竞争对手的保密信息，对竞争对手的业务及商务行为做出虚假陈述、操纵物价、无正当理由拒绝交易、或强加不合理的交易条件等。

#### **5. PROTECTION AND USE OF COMPANY ASSETS**

公司财产的保护和使用

Employees should protect the Company's assets and ensure their efficient use for legitimate business purposes only. Theft, carelessness and waste have a direct impact on the Company's profitability. The use of Company funds or assets, whether or not for personal gain, for any unlawful or improper purpose is prohibited.

雇员应当保护公司的财产，确保其有效地仅用于合法的商务目的。偷窃、疏忽和浪费将直接影响公司的利润。无论个人是否从中获利，禁止将公司资金或资产用于非法或不正当的用途。

To ensure the protection and proper use of the Company's assets, each employee should:

为了确保公司资产得到保护和善用，每个雇员都应该：



- Exercise reasonable care to prevent theft, damage or misuse of Company property.

在合理范围内，尽量小心地防止公司财产遭到偷窃、损坏和滥用。

- Report the actual or suspected theft, damage or misuse of Company property to a supervisor.

向上司汇报实际发生或疑似发生的偷窃、损坏或滥用公司财产的行为。

- Use the Company's telephone system, other electronic communication services, written materials and other property primarily for business-related purposes.

公司的电话、其它电子通讯服务、书面材料及其它财产的使用应当主要是为了业务有关的用途。

- Safeguard all electronic programs, data, communications and written materials from inadvertent access by others.

保全所有电子程序、数据、通信和书面材料，避免因疏忽而被他人获得。

- Use Company property only for legitimate business purposes, as authorized in connection with your job responsibilities.

将公司财产仅用于授权的职责范围内合法的商务目的。

Employees should be aware that Company property includes all data and communications transmitted or received to or by, or contained in, the Company's electronic or telephonic system. Company property also includes all written communications to the extent permitted by applicable laws, the Company reserves the right, to monitor all electronic and telephonic communications. These communications may also be subject to disclosure to law enforcement or government officials.

雇员应当知道，公司财产包括公司电子或电话系统中传送或接收或存有的所有数据和通讯。公司财产也包括适用法律允许范围内的所有书面通信。公司保留监督所有电子和电话通信的权利。这些通信也会披露给法律监管当局或政府官员。

## **6. GIFTS AND ENTERTAINMENT**

礼品和招待

The giving and receiving of gifts is a common business practice. Appropriate business gifts and entertainment are courtesies designed to build relationships and understanding among business partners. However, gifts and entertainment should not compromise, or appear to compromise, your ability to make objective and fair business decisions.

给予和接受礼品是一种常见的商务做法。适当的商务礼品和招待是一种礼貌，有利于商务合作伙伴之间建立关系和理解。不过，礼品和招待不得损害或者表现出损害您作出客观和公平商务决定的能力。

It is your responsibility to use good judgement in this area. As a general rule, you may give or receive gifts or entertainment to or from customers or suppliers only if the gift or entertainment would not be viewed as an inducement to or reward for any particular business decision. All gifts and entertainment expenses should be properly accounted for on expense reports. The following specific examples may be helpful:

在这方面作出明智的判断是您的责任。按一般性规则，只有当礼品或招待不会被视为对某商务决定有影响的诱导或奖励，您才可以给予或接受客户或供应商的礼品或招待，所有礼品和招待费用都应在费用报告上作出适当的解释。下列具体的例子可能有所帮助：

- **Meals and Entertainment.** You may occasionally accept or give meals, refreshments or other entertainment if:

吃饭和招待：您可以偶尔接受或请人吃饭、吃点心或其它招待，如果：

- The items are of reasonable value;  
其花费价值是合乎情理；
- The purpose of the meeting or attendance at the event is business-related; and  
会面或参加活动的目的与商务有关，以及
- The expenses would be paid by the Company as a reasonable business expense if not paid for by another party.

如果并非由另一方支付，则其费用将由本公司作为合理的商务开销支付。

Entertainment of reasonable value may include food and tickets for sporting and cultural events if they are generally offered to other customers, suppliers or vendors.

合理应酬招待价值包括作为向其他客户、供应商或厂商提供一般性的招待采用的食品或文体活动门票。

- **Advertising and Promotional Materials.** You may occasionally accept or give advertising or promotional materials of nominal value.

广告和促销材料。您可以偶尔接受或给予只有名义价值的广告和促销材料。

- **Personal Gifts.** You may accept or give personal gifts of reasonable value that are related to recognized special occasions such as a



graduation, promotion, new job, wedding, retirement or a holiday. A gift is also acceptable if it is based on a family or personal relationship and unrelated to the business involved between the individuals. For the purpose of this Code, to avoid an unintentional violation of this Code, you are encouraged to declare any personal gifts received with a value exceeding S\$100 to the Company's Human Resources Department.

个人礼品。您可以接受或给予合理价值的个人礼物，这些礼物应当与公认的特殊场合有关，如毕业、升职、新工作、结婚、退休及生日等。如果礼品是基于家庭或个人关系，而与个人涉及的业务无关，也可以接受。就本规则而言且为了避免无意中违反本规则，您应该就所收到的价值超过 100 新元的个人礼品向公司人力资源部申报。

- Gifts Rewarding Service or Accomplishment. You may accept a gift from a civic, charitable or religious organization specifically related to your service or accomplishment.

奖励服务或成就的礼品。您可以接受民事、慈善或宗教机构专门针对您的服务或成就而授予的礼品。

You must also be particularly careful that gifts and entertainment are not construed as bribes, kickbacks or other improper payments under the specific laws of the jurisdictions of the countries in which you conduct business internationally.

您也必须特别小心，这些礼品和招待在您从事国际贸易国家的特定法律管辖范围内不会被解释为贿赂、回扣或其它不当付款。

You should make every effort to refuse or return a gift that is beyond these permissible guidelines. If it would be inappropriate to refuse a gift or you are unable to return a gift, you should promptly report the gift to your supervisor or to the Company's Human Resource department for their necessary action which may include donating the gift to charity. If you have any questions about whether it is permissible to accept a gift or something else of value, contact your supervisor or the Legal Department for additional guidance.

您应该尽力拒绝或归还超出这些允许范围的礼品。如果拒绝礼品有欠妥当，或者您无法归还礼品，您应该立即将礼品交给您的上司或者公司的人力资源部，请他们采取必要的行动，包括将礼品捐给慈善机构。如果您对是否允许接受某礼品或某种有价值的物品存在疑问，请联络您的上司或法务部，寻求更多指导。

*Note: Gifts and entertainment may not be offered or exchanged under any circumstances to or with any employees of any federal, state or local governments. If you have any questions about this policy, contact your supervisor or the Legal Department for additional guidance.*

*注：在任何情况下，都不得向任何联邦、州或当地政府的雇员提供或交换礼品和招待。如果您对这项政策存有疑问，请联络您的上司或法务部，寻求更多指导。*



## **7. COMPANY RECORDS**

### **公司档案记录**

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and other disclosures to the public and guide our business decision-making and strategic planning. Company records include sales and customer information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of our business.

准确和可信的档案记录对我们的业务至关重要。这些档案记录是我们的收益表、财务报表及其它向公众披露内容的基础，并作为我们进行商务决策和策略规划的指引。公司档案记录包括销售和客户信息、工资、考勤卡、出差和费用报表、电子邮件、会计和财务数据、工作表现衡量记录、电子数据文件以及所有日常执行业务过程中保留的记录。

All Company records must be complete, accurate and reliable in all material respects. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited. You are responsible for understanding and complying with our record keeping policy. Please ask your supervisor if you have any questions.

公司的所有档案记录必须做到全面性、准确性和可靠性。未作披露或未记录的资金、付款或收据不符合我们的业务惯例且是被禁止的。理解并遵守我们的档案记录保留政策是您的责任。如果您有任何问题，请咨询您的上司。

## **8. ACCURACY OF FINANCIAL REPORTS AND OTHER PUBLIC COMMUNICATION**

### **财务报表和其它公众传播内容的准确性**

As a public company, we are subject to various securities laws, regulations and reporting obligations. Both U.S. federal securities laws and our policies require the disclosure of accurate and complete information regarding the Company's business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability.

作为一家上市公司，我们必须遵守各种证券法、法规和申报义务。美国联邦证券法和我司的规章制度都要求准确、全面地披露有关本公司业务、财务状况和营运业绩的信息。申报不准确、不全面或不及时将是不容许的且会对本公司造成严重损害并引发法律责任。

The Company's principal financial officers and other employees working in our finance and accounting department have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. These employees must understand and strictly comply with generally accepted accounting principles and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.



本公司的首席财务官们和其他在财务和会计部门工作的雇员承担着特殊的责任，他们应确保我们披露的所有财务信息是全面、公正、准确、及时和别人能够理解的。这些雇员必须理解并严格遵守一般公认会计准则，以及有关交易、估计和预测之会计和财务申报的所有标准、法律和法规。

In addition, U.S. federal securities law requires the Company to maintain proper internal books and records and to devise and maintain an adequate system of internal accounting controls. The Securities and Exchange Commission (“SEC”) has supplemented the statutory requirements by adopting rules that prohibit (1) any person from falsifying records or accounts subject to the above requirements and (2) officers or directors from making any materially false, misleading, or incomplete statement to an accountant in connection with an audit or any filing with the SEC. These provisions reflect the SEC’s intent to discourage officers, directors, and other persons with access to the Company’s books and records from taking action that might result in the communication of materially misleading financial information to the investing public.

另外，美国联邦证券法要求本公司保存适当的内部账目和记录，并设计制定和维护充足的内部会计控制系统。证券交易委员会（“SEC”）在其补充的法定要求中采纳了一些规则来禁止（1）任何个人伪造受制于上述要求的记录或账目，以及（2）高级职员或董事向处理审计事务或向 SEC 的会计师作实质性虚假、误导或不全面的陈述。这些规定传达了 SEC 的意向信息，它反对高级职员、董事以及能够接触到公司账簿和记录的其他人士采取可能导致向投资大众传达严重误导性财务信息的行动。

## **9. COMPLIANCE WITH LAWS AND REGULATIONS**

### **遵循法律和法规**

Each employee has an obligation to comply with all laws, rules and regulations applicable to the Company. These include, without limitation, laws covering bribery and kickbacks, copyright, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices (including the U.S. Foreign Corrupt Practices Act, see below), offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice from your supervisor or the Legal Department.

每个雇员都有义务遵循适用于本公司的所有法律、规则和法规。这些包括，但不限于，管制下列各方面的法律：贿赂和回扣、版权、商标和商业秘密、信息隐私、内部交易、非法政治捐献、反垄断限制、涉外腐败行为（包括美国海外腐败行为法案，见下）、提供或接受酬金、环境风险、雇员歧视或迫害骚乱、职业健康和安全、虚假或误导的财务信息、或滥用公司资产。公司要求您对所在职务相关的法律法规有所认识了解。如果您对某种行为是否合法存有疑虑，您应该向您的上司或法务部征求建议。



## 9.1 U.S. Foreign Corrupt Practices Act

### 美国海外腐败行为法案

The U.S. Foreign Corrupt Practices Act (the “FCPA”), which is applicable to the Company, being a foreign private issuer in the U.S. prohibits the Company, its employees and agents from offering or giving money or any other item of value to win or retain business or to influence any act or decision of any governmental official, political party, candidate for political office or official of a public international organization. Stated more concisely, the FCPA prohibits the payment of bribes, kickbacks or other inducements to foreign officials. This prohibition also extends to payments to a sales representative or agent if there is reason to believe that the payment will be used indirectly for a prohibited payment to foreign officials. Violation of the FCPA is a crime that can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

美国海外腐败行为法案（“PCPA”）适用于作为在美国发行股票的海外私人企业的本公司。该法案禁止本公司、其雇员和代理提供或给予金钱或任何形式的有价物品以赢得或保有业务，或影响任何政府官员、政党、政党候选人或公共国际组织官员的行为或决定。简而言之，FCPA 禁止向外国官员行贿、支付回扣或其它利诱。这类禁止也扩大到向销售代表或代理支付的款项，如有理由相信该笔款项将被间接用于违禁支付海外官员之用。违反 FCPA 是一种犯罪行为，会招致重罚、刑罚以及公司的纪律处分，直至解雇。

## 9.2 COMPLIANCE WITH INSIDER TRADING LAWS

### 遵守内幕交易法

*The Company has detailed policies and procedures on the presentation of insider trading, which may be obtained from the Legal Department. The following is a summary of some of the general principles relevant to insider trading, and should be read in conjunction with the aforementioned specific policies and procedures.*

本公司备有关于内幕交易的详细规章制度和措施，可以从法务部获取有关资料。下面是一些与内幕交易有关的一般性原则的总结，应当结合前述具体的制度规章和措施一起阅读理解。

Company employees are prohibited from trading in the stock or other securities of the Company while in possession of material, non-public information about the Company. In addition, Company employees are prohibited from recommending, “tipping” or suggesting that anyone else buy or sell stock or other securities of the Company on the basis of material non-public information. Company employees who obtain material non-public information about another company in the course of their employment are prohibited from trading in the stock or securities of the other company while in possession of such information or “tipping” others to trade on the basis of such information. Violation of insider trading laws can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.



公司员工拥有有关本公司的重大非公众信息时，不得交易本公司的股票或其它证券。另外，公司雇员不得基于重大非公众信息建议、提示或暗示任何人购买或出售本公司的股票或其它证券。公司雇员在受雇过程中获得有关另一家公司的重大非公众信息者，不得在拥有此类信息期间交易该其它公司的股票或证券，或者基于这类信息提示他人进行交易。违反内幕交易法令会招致重罚、刑罚以及公司的纪律处分，直至解雇。

Information is “non-public” if it has not been made generally available to the public by means of a press release or other means of widespread distribution. Information is “material” if a reasonable investor would consider it important in a decision to buy, hold or sell stock or other securities. As a rule of thumb, any information that would affect the value of stock or other securities should be considered material. Examples of information that is generally considered “material” include:

如果尚未通过新闻发布或其它广泛传播的途径向公众发布的信息，则该信息属于“非公众信息”。如果正常合理的投资者认为某信息对于其决定购买、持有或出售股票或其它证券来说是重要的考虑信息，则这些信息属于“重大信息”。作为经验指引，任何会影响股票价值或其它证券价值的信息都应视为重大信息。下列信息一般被认为属于“重大”信息：

- Financial results or forecasts, or any information that indicates a company’s financial results may exceed or fall short of forecasts or expectations;  
任何说明公司财务结果超过或低于预测或期望的财务结果或财务预测或信息；
- Important new products or services;  
重要的新产品或服务；
- Pending or contemplated acquisitions or dispositions, including mergers, tender offers or joint venture proposals;  
有待进行或正在考虑的收购或处置，包括合并、要约招标或合资企业献议；
- Possible management changes or changes of control;  
可能的管理层改变或控制权改变；
- Pending or contemplated public or private sales of debt or equity securities;  
有待进行或正在考虑的向公众或私下出售债券或股票；
- Acquisition or loss of a significant customer or contract;  
获得或失去大客户或大合同；

- Significant write-offs;  
巨额注销;
- Initiation or settlement of significant litigation; and  
巨额官司的开始或解决; 以及
- Changes in the company's auditors or a notification from its auditors that the company may no longer rely on the auditor's report.

公司审计师更换, 或其审计师发出通知, 说明该公司不再依赖该审计师的报告。

- Information should be considered non-public if it has not been made generally available to the public for a reasonable period of time. Whenever there is any doubt whether information concerning a company is material or non-public, do not trade in the securities of such company.

尚未向公众发布, 在一段合理的时间内不会让公众知道的信息应视为非公众信息。每当对有关一家公司的信息是否是重大信息或非公众信息存有疑问时, 不要交易该公司的证券。

- Questionable trading by members of your immediate family or by members of your personable household can, additionally, be your responsibility and give rise to legal and Company-imposed sanctions.

您的直系家庭成员或者与您同住者的可疑交易也会成为您的责任, 从而引发法律制裁及公司方面的惩罚。

The laws against insider trading are specific and complex. Any questions about information you may possess or about any dealings you have had in the Company's stock or other securities should be promptly brought to the attention of the Legal Department.

有关内幕交易的法律细致而又复杂。对于您拥有的信息, 或者对于您就公司股票或其它证券所做的交易持有任何疑问时, 请及时提请法务部的注意。

## 10. PUBLIC COMMUNICATIONS AND SELECTIVE DISCLOSURE

公众传播和选择性披露

### 10.1 Public Communications Generally

公众传播信息概略

The Company places a high value on its credibility and reputation in the community. What is written or said about the Company in the news media and investment community directly impacts our reputation, positively or negatively. Our policy is to provide timely, accurate and complete information in response to public requests (media, analysis, etc), consistent with our obligations to



maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data. To ensure compliance with this policy, all news media or other public requests for information regarding the Company should be directed to the Legal Department who will then work with external Investor Relations consultants engaged by the Company to evaluate and coordinate a response to the request.

本公司非常重视其在社群中的信誉和声誉。新闻媒体及投资界所写或所说有关本公司的言论都会对公司声誉起到正面或负面的影响。我们的原则是在回应公众要求（媒体、分析等）时提供及时、准确和全面的信息，同时也不抵触我们对维护竞争性和专有信息的机密以及防止选择性披露市场敏感财务数据所承担的义务。为了确保遵守本原则，所有来自新闻媒体或其它公众索取有关公司信息的要求均应由法务部处理。法务部会与本公司外聘的投资者关系咨询公司一起评估和协调后再予答复处理。

## **10.2 Selective Disclosure**

### **选择性披露**

Preventing selective disclosure is necessary to comply with United States securities laws and to preserve the reputation and integrity of the Company as well as that of all persons affiliated with it. "Selective disclosure" occurs when any person provides potentially market-moving information to selected persons before the news is available to the investing public generally. Selective disclosure is a crime under United States law and the penalties for violating the law are severe.

防止选择性披露对于遵守美国证券法、保护本公司及所有相关人士的声誉和诚实正直性是必要的。“选择性披露”是指任何人在一般投资大众获得市场潜在变化的信息前，已将该潜在的市场变化信息透露给所选择的部分人士。在美国法律下，选择性披露是一种犯罪行为，违法者将受到严厉的惩罚。

The following guidelines have been established to avoid improper selective disclosure. Every officer, director and employee is required to follow these procedures:

为了避免不适当的选择性披露行为，公司制订了下列指导原则，每一名高级职员、董事和雇员都应该遵照执行：

- All contact by the Company with investment analysts, the press and/or members of the media shall be made through the Chief Executive Officer, Chief Financial Officer, General Counsel or persons designated by them (collectively, the "Media" Contacts).

本公司与投资分析师、媒体和/或媒体成员的所有联络应通过总裁、财务总监、法务总务或他们指定的人士（集合称为“媒体”联络人）进行。

- Other than the Media Contacts, no officer, director or employee shall provide any information regarding the Company or its business to any investment analyst or member of the press or media.



除了媒体联络人之外，任何高级职员、董事或雇员均不得向任何投资分析师或新闻或媒体成员提供有关本公司或其业务的任何信息。

- All inquiries from third parties, such as industry analysts or members of the media, about the Company or its business should be directed to the Chief Executive Officer, Chief Financial Officer, General Counsel or another appropriate person designated by them. All presentations to the investment community regarding the Company will be made under the direction of a Media Contact.

来自第三方，诸如行业分析师或媒体成员的所有关于本公司或其业务的询问都应交由总裁、财务总监、法务总务或其指定人士处理。所有给投资界关于本公司的信息资料应按媒体联络人的指导进行。

- Other than the Media Contacts, any officer, director or employee who is asked a question regarding the Company or its business by a member of the press or media shall respond with “No comment” and forward the inquiry to a Media Contact.

除了媒体联络人之外，任何高级职员、董事或雇员被新闻或媒体成员问及有关本公司或其业务的问题时均应回答“无可奉告”，并把询问转给媒体联络人。

These procedures do not apply to the routine process of making previously released information regarding the Company available upon inquiries made by investors, investment analysts and members of the media.

这些措施并不适用于向前来询问的投资者、投资分析师和媒体成员介绍之前已经发布的公司信息的例行程序。

Any inquiry by the United States Securities and Exchange Commission (the “SEC”) or the NYSE could substantially damage the Company’s reputation. Although the Company, being a foreign private issuer is exempt from the application of Regulation Fair Disclosure, the Company remains liable for selective disclosure.

公司一旦遭到美国证券交易委员会（“SEC”）或 NYSE 调查，其声誉将严重受损。尽管本公司作为外国的私有发行人豁免适用公平信息披露制度，但仍承担选择性披露负的法律风险。

Please contact the Legal Department if you have any questions about the scope or application of the Company’s policies regarding selective disclosure.

如果您对本公司有关选择性披露政策的范围和适用情况存有任何问题，请联络法务部。



## CONCLUSION

### 结论

This Code contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If you have any questions about these guidelines or are confronted with situations not covered under this Code, please contact your supervisor or the Legal Department. We expect all Company employees to adhere to these standards.

本规则介绍了按照最高商务道德标准执行公司业务的一般性指导原则。如果您对这些指导原则存有疑问，或者遇到了本规则没有涉及的情形，请与您的上司或法务部联络。我们希望公司的所有雇员都遵守这些标准。

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. We reserve the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.

本规则及其中所含内容既非雇佣合同，也非本公司既定政策的保证。我们保留在任何时候未经事先通知下，修改、补充或停止本规则或者其中所讨论事务的权利。

**ACKNOWLEDGEMENT RECEIPT  
OF THE CODE OF BUSINESS CONDUCT & ETHICS**

商务行为和道德规则  
收条

We are pleased to enclose a copy of the Code of Business Conduct & Ethics (“Code”) of China Yuchai International Limited (“the Company”), dated \_\_\_\_\_ 2008 (“the Code”) for your attention. In compliance with the requirements set in the Sarbanes-Oxley Act of 2002, this Code is to be circulated to all directors, officers and employees of the Company so that everyone is familiar with its contents.

兹随附一份 2008 年\_\_\_\_签署的中国玉柴国际有限公司（“本公司”）《商务行为和道德规则》（“规则”），请查收。按照 2002 年萨奥法案规定，本规则将发给本公司的所有董事、高级职员和雇员，让每个人熟悉其中的内容。

The Code contains general guidelines relating to the conduct of the Company’s business to ensure that the highest standards of business ethics are upheld at all times.

本规则包含与本公司业务执行有关的一般性指导原则，以确保在任何时候都奉行商务道德的最高标准。

Any amendments to the Code will be effective from the date it is posted onto the Company’s website at [www.cyilimited.com](http://www.cyilimited.com)

Please acknowledge receipt of a copy of the Code and your agreement to abide with the standards contained in the Code (as amended from time to time) by signing and returning the duplicate copy of this letter to us.

本规则的任何修改版本将从上载到本公司网站 [www.cyilimited.com](http://www.cyilimited.com) 之日起生效。请在本函副本上签字后寄回给我们，以表示您已经收到这份规则，并且同意遵守本规则（随时修订）中的各项标准。

Dated this: 2008  
日期: 2008 年

(Signed)  
Jeffrey Low  
Human Resource Manager  
人力资源部经理

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I, \_\_\_\_\_, hereby acknowledge receipt of a copy of the Code of Business Conduct & Ethics of China Yuchai International Limited and confirm that I have read and understood the contents of this letter.

本人\_\_\_\_\_兹确认收到一份中国玉柴国际有限公司的商务行为和道德规则,并确认本人已阅读其内容及明白本函的内容.

\_\_\_\_\_  
Name/姓名:

Designation/职务:

NRIC/Passport No/身份证/护照号:

Date/日期: