

万国数据集团

GDS Group

商业行为准则

Code of Business Conduct

目录

Contents

概述 / Overview	3
承担我们共同的责任 / Bear our common responsibilities	5
一、员工和工作环境 / I. Employee and work environment	7
1. 相互尊重 / Mutual respect	7
2. 员工隐私 / Employee privacy	7
3. 平等雇佣机会与不歧视、不骚扰 / Equal employment opportunity, non-discrimination and non-harassment	7
4. 工作场所安全 / Workplace safety	7
4.1. 工作场所 / Workplace	7
4.2. 酒精饮品与吸烟 / Alcoholic beverage and smoking	8
4.3. 违禁药品 / Illicit drugs	8
5. 严禁报复 / No retaliation	8
二、遵守法律和道德 / II. Compliance with law and ethics	8
三、对万国数据的责任 / III. Responsibilities to GDS	9
1. 利益冲突 / Conflict of interest	9
1.1 其他公司的财务利益 / Financial interest of other companies	10
1.2 关联交易 / Connected transaction	10
1.3 外部雇佣关系或兼职活动 / External employment relationship or part-time activities	11
2. 公司机会 / Corporate opportunity	12
3. 礼品、赠与、娱乐与其他款待 / Present, gift, recreation and other entertainments	12
3.1 接受礼品、赠与、娱乐与其他款待 / Acceptance of present, gift, recreation and other entertainments	13
3.2 提供礼品、赠与、娱乐与其他款待 / Provision of present, gift, recreation and other entertainments	13
5. 工作职责的履行 / Fulfilment of job responsibilities	16
6. 资产的保护与适当使用 / Protection and proper use of assets	16
7. 重大信息披露 / Significant information disclosure	17
8. 业务通讯 / Business communication	18
9. 记录保存 / Record retention	18
10. 保密信息 / Confidential information	19
11. 知识产权 / Intellectual property	20
11.1 商标 / Trademark	21
11.2 版权（著作权） / Copyright	21
11.3 域名及网址（包括通用网址、无线网址等） / Domain name and website (including general website and wireless website)	22
11.4 其他方的知识产权 / Intellectual property of other parties	22
12. 电脑与通讯资源 / Computer and communication resources	22
13. 对媒体及他人查询的答复 / Response to media and others	23
14. 遵守万国数据的签署审批权限政策 / Compliance with GDS policy on signature and approval of authority	23
15. 禁止内幕交易 / Prohibition of Insider trading	23
16. 公开通讯及防止选择性披露 / Public communications and prevention of selective disclosure	25
四、准则的实施 / IV. Implementation of the Code	26
1. 责任 / Responsibility	26
2. 寻求指引 / Seeking guidance	26

3.	关键信条 / Key principles.....	28
4.	对违反行为的报告 / Report of violation.....	29
5.	对有关会计事项的投诉与关注 / Complaints and concern on accounting matters	29
6.	对违反行为的惩戒 / Sanction of violation.....	30
7.	对本准则的豁免 / Waiver of the Code	31
8.	非创设权利 / Non-created rights	31
9.	谨记事项 / Notes.....	31

概述 / Overview

本《万国数据商业行为准则》（以下简称“**本准则**”）适用于万国数据控股有限公司（GDS Holdings Limited）、其并表子公司、并表可变利益实体及其他关联公司（以下合称“**万国数据**”或“**公司**”）的每位董事、高管、行政人员和雇员（以下简称“**员工**”或“**您**”），不论这些人员与万国数据之间的关系是全职、兼职或者临时的（包括从提供雇佣服务的机构或其他实体外包的员工）。

The Code of Business Conduct of GDS (hereinafter referred to as “**the Code**”) applies to all directors, officers, executives and employees (hereinafter referred to as “**employees**” or “**you**”) of GDS Holdings Limited and its consolidated subsidiaries, consolidated Variable Interest Entities and other affiliated companies (hereinafter collectively referred to as “**GDS**” or the “**company**”), whether full-time, part-time or temporary (including the employees outsourced from the agency providing employment services or other entities).

对于万国数据员工彼此之间、与用户、客户及供应商、股东及其他相关各方之间的业务关系，万国数据致力于遵循最高标准的商业行为规范。这意味着我们应当在遵守国家各项法律法规的同时，一并遵循最高标准的商业道德准则。本准则阐述了从事商业活动时所应当遵循的基本原则、重要政策及程序。万国数据有权全权解释和阐述本准则中的所有条款。

GDS is committed to following the highest standard code of business conduct in the business relationship among GDS employees and in the business relationship between it and its users, customers, suppliers, shareholders and other related parties. This means that we shall observe the highest standard code of business conduct while complying with national laws and regulations. This Code defines the basic principles, important policies and procedures to be followed in its conduct of business activities. GDS has full power to interpret and elaborate all provisions herein.

万国数据的政策是，违反本准则的任何员工将受到纪律处分，包括解聘。如果作为万国数据的员工，您的行为不符合法律或本准则规定，可能会对您本人及万国数据造成严重不利后果。It is the policy of GDS that any employee who violates this Code will be subject to disciplinary action, which may include termination of employment. If your conduct as an employee of GDS does not comply with the law or with this Code, there may be serious, adverse consequences for both you and GDS.

除非在本准则中另行特指，下列词汇应具有以下所述的意思：

Unless otherwise provided in the Code, the following terms shall be defined as follows:

- “**合规负责人**”指万国数据内控管理部的部门负责人。
“**Compliance officer**” refers to the head of GDS Internal Control and Compliance Department.

“**关联人士**”指：

“**Affiliated person**” refers to:

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- (i) 任何员工个人的三代以内直系、旁系血亲及姻亲(包括因领养而形成的同等关系, 每一位分别称为“家庭成员”), 例如父母、兄弟姐妹、表/堂兄弟姐妹、姐夫、嫂子等; 以及恋人、经济上有依赖关系或其他利害关系的人; 或

Lineal and collateral relatives by blood within three degrees of kinship and relations by marriage (including equivalent relations formed by adoption, each a “family member”) of any employee, such as his/her parents, brothers and sisters, cousins, brothers-in law and sisters-in-law; as well as girl/boy friends of the employee and persons economically dependent on the employee or persons otherwise interested; or

- (ii) 以下任何实体: (a) 由员工个人和/或其家庭成员、其他利害关系人单独或共同拥有的实体; (b) 员工个人、其家庭成员、或其他利害关系人为董事、高管人员或信托人的实体; 或(c) (a)-(b)款中所述的实体的关联公司。

Any entity as follows: (a) an entity separately or jointly owned by the employee him/herself and/or his/her family members or other interested parties; (b) an entity with which the employee him/herself or his/her family members or other interested parties serve as a director, executive or trustee; or (c) an affiliated company of the entity described in (a)-(b).

在此, “拥有”指直接或间接(包括但不限于代持)作为股东、合伙人或成员持有实体之不低于百分之五(5%)的有投票权的权益或其他经济利益。“关联公司”就任何实体而言, 指另一实体通过一个或多个中间组织或机构, 直接或间接控制该实体, 或被该实体控制, 或与该实体被其他人共同控制, 包括但不限于该实体的子公司、母公司、或该实体母公司的其他子公司。“控制”(包括“被控制”和“被共同控制”)就此而言指有权力指导该实体的管理和政策, 不论是通过拥有附表决权的股份, 通过合同还是以其他方式进行。

“Own” herein means possessing, either directly or indirectly (including but not limited through a nominee) of no less 5% voting equity or other economic interest of an entity as a shareholder, partner or member. “Affiliated company”, for any entity, means another entity that directly or indirectly controls the first mentioned entity through one or more intermediate organizations or agencies, or is controlled by the first entity, or is under common control with the first entity, including but not limited to the subsidiary and parent company of the first entity or the other subsidiaries of the parent company of the first entity. “Control” (including “controlled by” and “under common control”) refers to the power to direct the management and policy of the entity through voting shares, by contract or otherwise.

- “关联交易”指以公司和/或其任何子公司为一方, 以员工本人和/或关联人士为另一方的任何交易或任何一系列相关交易。

“Connected transaction” refers to any transaction or any series of transactions between the company and/or any of its subsidiaries on the one hand and the employee and/or affiliated person on the other.

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- “万国数据的相关政策和指引”指列于准则附件一中不时修改的相关政策和指引，以及万国数据不时颁布的其他政策和指引。

“**Relevant policies and guidelines of GDS**” refers to relevant policies and guidelines modified from time to time in Appendix 1 to the Code, as well as other policies and guidelines promulgated by GDS from time to time.

本准则包含了万国数据对商业行为的一般指导方针，并符合最高标准的商业道德规范以及适用的法律、法规和规章。如本准则的标准高于当地商业惯例或适用法律、法规或规章的标准，则万国数据遵循此较高标准。

The Code contains general guidelines of GDS for business conduct and complies with the highest standard business ethics and applicable laws, regulations and rules. If the standard of this Code is higher than local business practice or applicable laws, regulations or rules, the former shall prevail.

承担我们共同的责任 / Bear our common responsibilities

我们每一位万国数据的员工均有责任知悉并理解本准则包含的政策与方针。如果您有任何问题，请询问。如果您有任何所关注的商业道德事项，请提出来。负责监督本准则实施的合规负责人及本准则中所指定的其他人士，将解答您的问题，并在如何遵守万国数据行为准则及汇报可疑的不当行为方面提供指导。

Each GDS employee is liable for learning and understanding the policies contained in the Code. Ask any problem and propose any matter of business ethics concerned. The officer responsible for supervising implementation of the Code and other persons designated in the Code will solve your problems and provide guidance on how to comply with the code of conduct of GDS and how to report suspicious misconduct.

我们的行为应当反映万国数据的价值观，体现最高标准的商业道德观，并能促进良好的工作环境，利于维护和提升万国数据“廉正、诚信”的良好商业信誉。为此目的，万国数据与每位员工同仁，均应：

Our conduct shall reflect the GDS values, reflect the highest standard of business ethics, promote good work environment and maintain and improve good business reputation of "incorruptness and integrity" of GDS. For this purpose, GDS and all employees shall:

- 理解并承诺信守本准则。

Understand and promise to abide by the Code.

- 以身作则，遵循本准则的规定及贯彻本准则的精神，始终依正确方式行事，即使某些另类选择显得较为方便或快捷。

Take the lead to comply with the provisions of the Code and implement its spirit and always act in correct manner, even though some alternatives appear more convenient or expeditious.

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- 理解并按照万国数据的一切政策、指引与程序行事。
Understand and act according to all policies, guidelines and procedures of GDS.
 - 不会将个人利益置于万国数据的利益之上，不会利用万国数据的职务或因在万国数据的职务而获得的信息，用于与万国数据无关的目的。
Never place personal interest above GDS interests and never make use of the position in GDS or the information obtained from the position in GDS for purposes unrelated to GDS.
 - 合法、正直地从事工作与业务。
Perform work and business legally and rightfully.
 - 为万国数据各团队或部门的工作人员提供必要的培训或指导，以确保其理解并遵守本准则。
Provide necessary training or guidance for each team or department staff of GDS to ensure understanding of and compliance with the Code.
 - 在面临疑难的商业道德或法律问题时，向主管、法务部、人力资源部或合规负责人寻求帮助、指导或解释。
Seek help, guidance or explanation from the supervisor, legal department, human resource department or the Compliance Officer when confronted with difficult business ethics or legal problems.
 - 对于不道德或不合法的可疑事件，向合规负责人或本准则规定的其他人士汇报。
Report unethical or illegal suspicious events to the compliance officer or other persons stipulated in the Code.
 - 在任何不道德或不合法的指控得到证实后，立即采取适当的改正措施。
Immediately take appropriate corrective measures after any unethical or illegal accusation has been found true.
 - 创造鼓励坦诚、开放和建设性沟通的工作环境，允许每一位员工提出问题、提供建议、报告失误与错误，而无需担心遭受报复。
Create a work environment encouraging frank, open and constructive communication and allow each employee to raise questions, provide recommendations and report fault and error without fear of retaliation.

一、员工和工作环境 / I. Employee and work environment

1. 相互尊重 / Mutual respect

万国数据致力于创建一个培养诚实、正直、互相尊重与信任的工作环境。万国数据禁止在工作场所或在与外界交往中使用冒犯或谩骂言语和伎俩。

GDS is committed to provide a work environment culturing honesty, integrity, mutual respect and trust and prohibits the use of offensive or abusive works and tricks in the workplace or external communication.

2. 员工隐私 / Employee privacy

万国数据尊重所有个人的隐私与尊严。万国数据收集并保存员工与雇用相关的信息，包括医疗与福利信息。万国数据采取特别措施对万国数据员工获取该等信息加以限制，仅限于为了合法目的而须了解该等信息的方可获取。负责收集和保存个人信息及有途径获得该等信息的员工，不得违反适用法律或万国数据政策披露该等私人信息。储存于万国数据服务器上的电子邮件和其他文件是万国数据的财产，万国数据有权阅读该等电子邮件和文件。

GDS respects the privacy and dignity of all individuals, collects and preserves employee and employment related information, including medical and welfare information, and takes special measures to restrict the access of GDS employees to such information only for legal purposes. Employees who are responsible for collecting and preserving personal information and have access to such information shall not disclose such private information in violation of applicable laws or GDS policies. The emails and other documents stored in GDS server are the property of GDS and can be read by GDS.

3. 平等雇佣机会与不歧视、不骚扰 / Equal employment opportunity, non-discrimination and non-harassment

万国数据致力于对所有员工提供平等的就业机会和工作环境，并且不允许发生种族、宗教、性别、年龄、国籍或其他法律规定所禁止的歧视或者骚扰。

GDS is committed to providing equal employment opportunities and work environment for all employees and does not allow discrimination or harassment based on race, religion, sex, age, nationality, or other discrimination or harassment prohibited by laws and regulations.

4. 工作场所安全 / Workplace safety

4.1. 工作场所 / Workplace

万国数据致力于为员工提供安全、健康的工作环境。每个员工都有责任维护安全、健康的工作环境，包括遵守安全健康规定，报告意外伤害和不安全设备、操作和环境的。万国数据绝不允许在工作场所或其他与工作相关的场所中使用任何程度的暴力、恐吓等相关行为。

GDS is committed to providing the employees with a safe and healthy work environment. Each employee is responsible for maintaining a safe and healthy work environment, including complying with safety and health regulations and reporting accidents, unsafe equipment, operations and environment. Any violence, intimidation and other relevant conduct are not allowed in GDS workplaces or other places related to work.

4.2 酒精饮品与吸烟 / Alcoholic beverage and smoking

为尊重非吸烟人士并保障大家的健康，万国数据禁止在办公场所吸烟。

To respect non-smokers and protect the health of everyone, GDS prohibits smoking in workplaces.

除经批准的万国数据的场合之外，员工在万国数据的办公场所不应饮用酒精饮品或醉酒。上班期间的午餐时间不得饮酒。

Except for circumstances approved by GDS, the employees shall not drink alcohol or get drunk in GDS workplaces. Drinking is not allowed at lunchtime during work.

4.3 违禁药品 / Illicit drugs

在万国数据的办公场所或举办的活动中，员工不得使用、持有任何违禁药品。

The employees shall not use or possess any illicit drug in GDS workplaces or during the activities organized by it.

5. 严禁报复 / No retaliation

无论出于何种原因，您不应当利用您在万国数据的工作、职位和身份对万国数据的任何员工实施报复。其他员工可能在其认为是违反适用法律法规、本准则或任何万国数据政策的行为的调查或类似程序中提供信息或其他协助，您不应当对其进行报复。对任何员工进行报复系严重违反万国数据政策的行为，万国数据可以在适用法律允许的范围内给予纪律处分乃至解除劳动关系。

You shall not retaliate against any employee of GDS on any ground by taking advantage of your work, position and identity with GDS. You shall not retaliate against any employee who may provide information or other assistance in investigations or similar procedures in relation to activities which in his/her opinion are a violation of applicable laws and regulations, the Code or any GDS policy. Retaliation against any employee is considered a serious violation of GDS policy, and GDS may take disciplinary actions up to termination of employment to the extent permissible under applicable laws.

二、遵守法律和道德 / II. Compliance with law and ethics

除遵守本准则及万国数据的相关政策和指引，每位员工都必须遵守适用的法律法规。员工不得做出任何偷盗、侵占、欺诈、不诚实、违背道德的行为或其他类似行为或做出任何对万国

数据的名誉、声誉或利益产生重大不利影响的行为。

In addition to the Code and GDS relevant policies and guidelines, each employee must comply with the applicable laws and regulations. The employees shall not have any theft, encroachment, fraudulent, dishonest and unethical behaviors or other similar behaviors or any behavior with material adverse effect on the reputation, fame or interest of GDS.

三、对万国数据的责任 / III. Responsibilities to GDS

万国数据期望您能够为万国数据的业务竭尽全力，并以客观、独立的标准做出对万国数据具有影响的决定。

GDS expects that you may spare no effort for GDS business and make the influential decisions on GDS with objective and independent standard.

1. 利益冲突 / Conflict of interest

当您的个人利益无论以何种方式影响或甚至只是从表面上看来可能影响万国数据的利益时，即形成利益冲突。当您所采取的行动或享有的利益令您难以客观、不偏不倚且有效地履行万国数据分派的工作或职责时，即产生利益冲突。万国数据员工应以诚实、合乎道德的方式从事万国数据的业务，包括以合乎道德的方式处理个人与公司业务间的实际或潜在可能的利益冲突。

A conflict of interest comes into being whenever your personal interest compromises (or even if it only appears likely to compromise) in any manner whatsoever the interest of GDS. A conflict of interest arises whenever an action taken by you or an interest enjoyed by you makes it difficult for you to perform, objectively, impartially and effectively, the work or responsibility assigned you by GDS. GDS employees shall engage in GDS business honestly and ethically, including dealing with actual or potential conflicts of interest between him/herself and company businesses in an ethical manner.

如果您在具体情况下不确定是否存在利益冲突，您有责任通过合规咨询邮箱 ethics@gds-services.com 或者拨打合规监察热线 +86 21 2033 0301，工作时间（9:00 - 18:00，中国标准时间）周一至周五，咨询并向合规负责人全面披露关于利益冲突的所有情况。

In case of uncertainty about conflict of interest under specific circumstances, you are responsible for consulting the compliance officer by sending an e-mail to Ethics@gds-services.com or by calling the ethic hotline at +86 21 2033 0301 during the normal office hours (9:00 - 18:00, China Standard Time) Monday through Friday and fully disclosing all cases about conflict of interest to the Compliance Officer.

鉴于不能一一列举每种可能发生的利益冲突，以下列举的是一些常见的存在实际或潜在利益冲突的情况：

Some common actual or potential conflicts of interest are listed as follows:

1.1 其他公司的财务利益 / Financial interest in other companies

除通过公开的证券交易市场且低于发行在外 5% 的权益、通过直接或间接持有未过半数经济权益的基金、或通过受益人非本人或关联人士的信托方式持有的股份之外，

Other than the holding of less than 5% issued and outstanding interest through an open securities exchange market, or through funds of which the employee holds, directly or indirectly, no more than 50% economic interest, or the shares held through a trust of which the employee him/herself or his/her affiliated person is not a beneficiary,

- (i) 员工本人或其关联人士持有与万国数据存在竞争的任何公司的任何权益；

The employee or its affiliated person holds any interest in any company competing with GDS;

- (ii) 员工本人或其关联人士持有与万国数据有业务往来的公司（如万国数据的客户、合作伙伴、代理商、转售商或供应商）或由万国数据离职员工开设或拥有的经济实体的任何权益。

The employee or its affiliated person holds any interest in any company conducting business transactions with GDS (such as GDS customer, partner, agent, reseller or supplier) or of any economic entity established or owned by any terminated GDS employee.

每位员工必须严格遵守与万国数据之间的竞业禁止协议或其他类似协议的条款和条件（如有）。

Each employee must strictly comply with the terms and conditions in the non-competition agreement or other similar agreements with GDS, if any.

1.2 关联交易 / Connected transaction

当任何潜在的关联交易可能发生时，您应当立即以书面形式提前通知合规负责人。您应当对可能发生的关联交易的情况（您或您的关联人士以市场交易公平价格购买非您所在的其他万国数据子公司的产品的情况除外）进行详尽的披露，万国数据有权进一步询问该交易的详细情况和背景信息。关联交易包括但不限于：

In case of possible occurrence of any potential related party transaction, you shall immediately give a prior written notice to the compliance officer and make detailed disclosure of possible connected transaction (except the case that you or your affiliated person purchase(s) the products not from another subsidiary of GDS where you are working at a fair price of market transaction) and GDS is entitled to further ask for the detailed and background information of the transaction. Connected transactions include but are not limited to:

- (i) 对于任何与万国数据有业务往来的个人或机构（如万国数据的客户、合作伙伴、代理商、转售商或供应商）或与万国数据存在竞争的经济实体，员工本人或其关联人士向其提供借款、为其担保借款、从其获得借款或在其协助下获得借款（但与银行或其他金融机构直接进行的合理交易则除外）；

The employee or its affiliated person provides loans to, makes loan guarantees for, obtains

loans from, or obtains loans under the assistance of, any individual or entity having business transactions with GDS (such as GDS customer, partner, agent, reseller or supplier) (except for reasonable transactions directly conducted with the banks or other financial institutions);

- (ii) 员工本人或其关联人士与万国数据共同设立合资/合伙企业、合伙或参与其他商业安排；
或

The employee or its affiliated person establishes the joint-venture/partnership enterprise, forms a partnership or participates in other business arrangements with GDS; or

- (iii) 员工本人或其关联人士与万国数据形成任何形式的业务往来，和/或促成任何关联人士与万国数据形成任何形式的业务往来，包括但不限于购买或销售商品、购买或销售除商品以外的其他资产、提供或接受管理服务、劳务服务或代理服务、租赁资产或设备、提供资助（包括以现金或实物形式）、共同研究与开发项目、签订许可协议、赠与或达成任何非货币交易、致使员工本人或关联人士成为万国数据的客户、合作伙伴、代理商、转售商、供应商或达成其他任何交易关系，或明知上述情况可能发生而不向万国数据进行披露。

The employee or its affiliated person forms any form of business transaction with GDS, and/or promotes any affiliated person to form any form of business transaction with GDS, including but not limited to purchasing or selling the commodities, purchasing or selling the assets rather than commodities, providing or accepting the management services, labor services or agency services, leasing assets or equipment, providing assistance (including in cash or in kind), jointly researching and developing projects, signing the license agreement, gifting or reaching any non-monetary transaction, making the employee or its affiliated person become GDS customer, partner, agent, reseller or supplier or reaching any other transaction relationship or concealing the above situation to GDS.

未经合规负责人或公司法务部门的事先书面批准，您不得参与任何涉及您的关联人士的采购流程、决策流程或其他类似流程，即使这些流程未必构成本准则所规定的关联交易。

Without the prior written approval from the compliance officer or company legal department, you may not participate in any purchase process, decision process or other similar processes involving your affiliated person, even though these process do not necessarily constitute the connected transaction stipulated in the Code.

1.3 外部雇佣关系或兼职活动 / External employment relationship or part-time activities

员工本人或其关联人士任职于与万国数据存在竞争的公司、与万国数据有任何业务往来的经济实体，或与前述公司或经济实体（包括其关联方）发生任何方式的关联（包括但不限于以咨询、顾问、志愿者或其他类似身份从事的兼职活动或直接或间接参与具体项目合作或对具体项目合作产生影响的），或担任其董事，以及从事其他旨在或可合理预期能够增进该方利益

的活动。

The employee or its affiliated person takes office in any company competing with GDS, any economic entity having business transaction with GDS or is associated with above-mentioned company or economic entity (including its affiliated party) in any manner (including but not limited to engaging in the part-time activities as an advisor, consultant, volunteer or other similar identifies or directly or indirectly participating in the specific project cooperation or affecting the specific project cooperation) or serves as its director and engages in other activities aiming to or reasonably expected to enhance the interest of the party involved.

包括以上列举在内，万国数据将常见的利益冲突情形区分为“禁止”、“报批”和“报备”三大类。然而在现实中，还可能存在其他利益冲突的表现形式。您需要对其他有可能发生、曾经发生或者正在发生的利益冲突及时向合规负责人进行咨询、报批或报备。存在利益冲突不一定表示该项情况会被禁止，但若合规负责人认为属于禁止范畴的，您应当停止这一行为或采取一切可能的措施阻止这一事件的发生。

GDS divides the common conflicts of interest as above into three categories of “prohibited”, “approved” and “reported”. However, other forms of conflict of interest may exist in reality. You need to immediately consult the compliance officer on, or submit to the compliance officer for his/her approval or filing, other possible, previous or existing conflicts of interest. The presence of a conflict of interest does not necessarily mean that a case will be prohibited. But if it should be prohibited as believed by the compliance officer, you should stop such behavior or take all possible measures to prevent such event.

2. 公司机会 / Corporate opportunity

当增进公司合法利益的机会出现时，员工有责任增进万国数据的商业利益。如果您通过利用万国数据的公司财产或信息，或通过您在万国数据的职务（如通过万国数据的竞争方或现有或潜在的客户、供应商或商业协作方），获悉任何业务或投资机会，则在未向万国数据全面披露并获其事先书面批准时，您不应直接地参与或间接地通过您的关联人士参与该等机会或进行投资。该等机会应首先被视为万国数据的投资机会。

If there arises an opportunity to further the company’s legitimate interests, the employee is liable to further the commercial interest of GDS. If you are apprised of any business or investment opportunity through GDS company property or information or through your position in GDS (such as through GDS competitor or existing or potential customer, supplier or business collaborator), you shall not take part in such opportunity directly or indirectly through your affiliated person or make an investment before full disclosure to GDS and prior written approval from GDS. Such opportunity shall be first deemed as the investment opportunity of GDS.

3. 礼品、赠与、娱乐与其他款待 / Present, gift, recreation and other entertainments

当员工代表万国数据做出商业决定时，您的决定应建立在自主的、客观的、独立判断以及符合万国数据最大利益原则的基础之上。具体请参考公司的《关于礼品的一般政策》。

Your business decision on behalf of GDS shall be made on the basis of independent, objective and

independent judgment and in the best interest of GDS, as detailed in General Policies for Gifts.

3.1 接受礼品、赠与、娱乐与其他款待 / Acceptance of present, gift, recreation and other entertainments

您或您的关联人士不得利用您在万国数据的工作、职位或身份索取或接受任何私人利益或赠与，包括但不限于回扣、贿赂、私下佣金、旅游、股份、红利、低于市场价格的贷款、实物、现金或现金等价物（包括消费卡/券、提货券、购物卡、换购券、充值卡、交通卡、电话卡、各种话费的充值或其它可供使用或消费的充值、储值卡及其它形态的有价礼券或证券等）以及财产性权益，但在商业来往中获得的一些符合当地商业惯例的小额非现金促销礼品除外，具体应根据《万国数据礼品处理条例》执行。任何违反本条款的员工会被解除劳动关系。 You or your affiliated person shall not, by means of your work, position or identity in GSD, ask for or accept any private interest or gift, including but not limited to kickback, bribery, private commission, tourism, share, bonus, loan below market price, material object, cash or cash equivalents (including consumer card/voucher, redemption, shopping card, redemption voucher, rechargeable card, transportation card, phone card, telephone charge rechargeable card or other rechargeable cards and value cards for use or consumption and other forms of valuable gift certificates or securities) and property interests, except some small non-cash promotional gifts conforming to local business practices obtained in business transactions, as detailed in *GDS Gift Handling Rule*. Any employee violating the rule will be relieved from employment relationship.

不符合当地惯例或者奢侈过度的商务礼仪、社交礼仪和款待是被严厉禁止的。

The business etiquettes, social etiquettes and entertainment not conforming to local practices or excessively luxurious are strictly prohibited.

3.2 提供礼品、赠与、娱乐与其他款待 / Provision of present, gift, recreation and other entertainments

绝对禁止您或您的关联人士提供或给予任何私人利益或赠与，包括但不限于回扣、贿赂、私下佣金、旅游、股份、红利、低于市场价格的贷款、实物、现金或现金等价物（包括消费卡/券、提货券、购物卡、换购券、充值卡、交通卡、电话卡、各种话费的充值或其它可供使用或消费的充值、储值卡及其它形态的有价礼券或证券等）以及财产性权益，但在商业来往中提供的一些符合当地商业惯例的小额非现金促销礼品除外。任何违反本条款的员工会被解除劳动关系。

You or your affiliated person is absolutely prohibited from providing or offering any private benefit or gift, including but not limited to kickback, bribery, private commission, tourism, share, bonus, loan below market price, material object, cash or cash equivalents (including consumer card/voucher, redemption, shopping card, redemption voucher, rechargeable card, transportation card, phone card, telephone charge rechargeable card or other rechargeable cards and value cards for use or consumption and other forms of valuable gift certificates or securities) and property interests, except some small non-cash promotional gifts conforming to local business practices provided in business transactions. Any employee violating this regulation will be terminated from

employment.

如果因万国数据业务而须向第三方提供礼品、餐饮、娱乐和其他款待，则必须合法、合理且在具体情况下为适当的，并且即使公开披露也不会使万国数据、供应商或客户处于尴尬处境。您或您的关联人士不应提供或表示将提供超过象征性价值、或超出与当地商业惯例相关的通常商务礼仪的礼品或娱乐活动。商务活动中的礼品和娱乐活动的开支须经适当的预算、审批、记录、文件存档等流程。

The gift, repast, recreation and other entertainments, to be provided for a third party for the business of GDS, must be legal, reasonable and appropriate in specific cases and will not embarrass GDS, the supplier or the customer even if being disclosed to the public. You or your affiliated person shall not provide or express to provide the gifts or recreational activities beyond the symbolic value or beyond the general business etiquette related to local business practices. The expenses of gifts and recreational activities in the business activities shall be subject to proper budget, approval, document archiving and other processes.

万国数据的供应商及客户可能另有关于礼品、赠与及款待的政策。您务必谨慎行事，绝不应违反其他公司关于礼品、赠与及招待的政策。

GDS suppliers and customers may have the policies about present, gift and entertainment. You must act with prudence and shall not violate the policies of other companies about present, gift and entertainment.

另外，未经万国数据主管政府事务的高级副总裁或其授权的区域总经理的事先书面批准，您或您的关联人士不得就与万国数据有关事务向任何政府官员、政党、政党官员、政党候选人、政党职员或者他们的家庭成员赠送礼品或任何有价物品。

Moreover, you or your affiliated person shall not give a gift or any valuable article to any government official, political party, political party official, cross-file, political party clerk or family members thereof on GDS related matters without prior written approval of the senior vice president of GDS in charge of government affairs or its authorized regional general manager.

为避免违反本准则，如您不能确定收取或提供任何形式的礼品是否符合本准则，我们建议您与合规负责人联系。具体请参考本准则第四部分——准则的实施。

To avoid violation of the Code, you are recommended to contact the compliance officer if you are uncertain about the compliance of collecting or providing any form of gift with the Code, as detailed in Part 4 - Implementation of the Code.

4. 反腐败和反贿赂法律 / Anti-corruption and anti-bribery laws

公司需要遵守经营地的法律法规。《中华人民共和国刑法》和《反不正当竞争法》是有关行贿、受贿、商业贿赂定义及追责规定的较高效力等级的法律。

The company shall comply with the laws and regulations of its place of business. The *Criminal Law of the People's Republic of China* and the *Law Against Unfair Competition* are laws of a comparatively higher rank of authority in regard to definitions and liability rules of bribery, bribe

acceptance and commercial bribery.

4.1 根据《中华人民共和国刑法》（“《刑法》”）规定，为谋取不正当利益，给予企业及国家工作人员以数额较大的财物、各种名义的回扣、手续费的，均以行贿论。《刑法》规定，企业工作人员利用职务便利，索取或非法收受他人财物，为他人谋取数额较大的利益，或者收受各种名义的回扣、手续费，归个人所有的，均以受贿论。无论行贿还是受贿，公司及直接责任人都会受到刑事责任追究。因此公司员工必须遵守《刑法》，以避免给公司和个人带来重大损失。

In accordance with the *Criminal Law of the People's Republic of China* (hereinafter referred to as the “Criminal Law”), providing corporate or state personnel with a considerable amount of properties, any form of kickback and handling charges to seek illegitimate benefits is deemed as bribery. As stipulated in the *Criminal Law*, any corporate personnel taking advantage of their job position to ask for or illegally accept the property from others, seek gain of a considerable amount for others, or accept any form of kickback and handling charges for their own account, shall be punished for the crime of acceptance of bribery. Both the company and the person directly responsible will be held criminally liable for both the offering and the taking of bribes. Therefore, the employees must comply with the *Criminal Law* to prevent heavy losses to the company and themselves.

4.2 根据《反不正当竞争法》规定，任何单位或个人不得采用财物或者其他手段进行贿赂以销售或者购买商品。在帐外暗中给予对方单位或者个人回扣的，以行贿论处；对方单位或者个人在帐外暗中收受回扣的，以受贿论处。

According to the *Law Against Unfair Competition*, no organization or individual may sell or purchase commodities through bribery by property or other means. Providing secret kickbacks for the organization or individual of the opposite party without normal accounting records is punished as bribery; accepting the secret kickback by the unit or individual of the opposite party without normal accounting records shall be punished as acceptance of bribery.

《反不正当竞争法》允许销售或者购买商品，可以明示给对方折扣，可以给中间人佣金，但必须如实入帐。员工必须遵守《反不正当竞争法》的规定，否则会给公司和个人带来刑事和行政处罚。

The *Law Against Unfair Competition* allows express discount or commission given to the intermediary in sales or purchase of commodities under the premise of truthful accounting. The employees must comply with the *Law Against Unfair Competition*. Failure to do so may expose the company and themselves to criminal and administrative punishments.

此外，美国《反海外腐败法》（“FCPA”）禁止公司及其员工和代理人，为赢取或保有业务或者为影响任何行为或决定之目的，而向任何政府官员、政党、政治职务候选人或公共国际组织官员，提供或给予金钱或任何其他有价物。FCPA 禁止向外国官员支付贿赂、回扣或其他诱引。此等禁止规定还延伸到对销售代表或者代理人的支付，只要有理由相信，该等支付将被间接用于向外国官员作出禁止的支付。违反 FCPA 属于犯罪，可能招

致高额罚金和刑罚，以及公司纪律处分，包括解除劳动关系。

In addition, the Foreign Corrupt Practices Act (the “FCPA”) prohibits the Company and 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. 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, including termination of employment.

5. 工作职责的履行 / Fulfilment of job responsibilities

您必须按万国数据的要求来履行作为员工的职责，遵守上级主管的合理的指挥及与万国数据签订的雇佣协议。您不得利用万国数据所赋予您的工作职权及职务便利（包括但不限于万国数据的网站资源和客户资源）为您本人或关联人士谋取不正当利益，无论该利益是现实的财产性利益，还是潜在的竞争优势。

You must perform the job responsibilities according to GDS requirements and comply with the reasonable command of higher authorities and the employment agreement signed with GDS. You may not seek illegitimate benefits, whether in the form of actual property interest or potential competitive advantages, for yourself or affiliated person by taking advantage of your job powers and job conveniences granted you by GDS (including but not limited to GDS website resources and customer resources).

为保障工作职责的忠实履行，您不得在与万国数据存在竞争的公司或与万国数据有任何业务往来的经济实体（包括但不限于供应商、代理商、客户、合作伙伴）从事任何形式的兼职活动。即使从事其他兼职活动的，您亦不得利用公司的各项财产或资源，也不应对您在万国数据正常履行工作职责造成不利影响。

To ensure the faithful fulfilment of job responsibilities, you may not engage in any form of part-time activities in any company competing with GDS or any economic entity having any business transaction with GDS (including but not limited to supplier, agent, customer and partner). Even if you engage in other part-time activities, you may not make use of various properties or resources of the company or cause adverse effect on your proper performance of job responsibilities in GDS.

6. 资产的保护与适当使用 / Protection and proper use of assets

每位员工均有责任保护万国数据的资产，包括有形资产和无形资产，并确保其有效利用。盗窃、疏忽大意及浪费，均会直接影响万国数据的盈利能力。您应当采取措施防止万国数据资产被损害、盗窃或不当使用。您自公司离职时，必须将所有万国数据财产归还万国数据。员工应查阅相关员工手册中的条款，以确保您按照关于保护和适当使用公司资产的规定行事。

Each employee is responsible for protecting GDS assets, including tangible and intangible assets and shall ensure the effective utilization of these assets. Theft, negligence and waste may directly affect the profitability of GDS. You shall take measures to protect GDS assets from damage, theft or improper use, and shall return all GDS properties to GDS when leaving the company. You shall consult the articles in related employee manual to ensure acting in accordance with the provisions on protection and proper use of corporate assets.

7. 重大信息披露 / Significant information disclosure

万国数据奉行的政策是：在万国数据所有经营地，根据当地适用的法律法规（必要时，还包括证券交易所规则），公平、准确、及时及完整地进行披露。您应遵守万国数据不时制定的关于（对外和对内）披露公司信息方面的指引。严重违反本条规定的将被解除劳动关系。

The policy of GDS is fair, accurate, timely and complete disclosure in all premises of GDS according to local applicable laws and regulations (including the rules of securities exchange when necessary). You shall comply with the guidelines formulated by GDS on (internal and external) information disclosure. Any employee seriously violating the regulations will be relieved from employment relationship.

您必须准确、忠实、及时地完成万国数据合理向您要求提供的所有文件，包括万国数据要求的个人信息、会计记录、支出、发票、凭证、差旅和费用报告、各类申报/审批/备案/授权信息、各类业务信息以及任何其他商业记录。您必须保证所提供的各类文件和信息都是准确、完整和最新的。万国数据绝不允许任何针对上述文件与信息的弄虚作假行为。

You must accurately, loyally and timely complete all documents reasonably required by GDS, including personal information, accounting record, expenses, invoices, vouchers, traveling and expense report, declaration/approval/recording/ authorization information, business information and any other business records. You must ensure that all kinds of documents and information provided are accurate, complete and updated. GDS never allows any falsification in above documents and information.

必要时，所有文件必须经适当授权。您必须根据适用法律及会计准则记录万国数据的财务活动。严格禁止对条目、记录或文件的错误或误导性记载，对与万国数据的财务或业务活动有关的重大事实作错误陈述或遗漏。

When necessary, all documents must be duly authorized. You must record the financial activities of GDS according to applicable laws and accounting standards. False or misleading record of entries, records or documents, and misrepresentation or omission of material facts related to GDS financial or business activities are strictly prohibited.

您必须就财务报告和审计提供准确、完整、客观、相关、及时和容易理解的信息，信息提供应基于诚信与责任，以合理谨慎的态度，在能力范围之内，勤勉而为之，禁止错误陈述或遗漏重大事实。您亦应对所使用的所有万国数据资产与资源保持适当的控制。您不应对审计及审核公司财务报告的注册会计师施加任何欺诈性影响或其他干扰。您不得实施任何可能导致万国数据财务报告产生误导性的行为。

You must provide accurate, complete, objective, relevant, timely and easily understandable information for financial reports and audits and shall do so by acting with integrity and responsibility, by exercising reasonableness and prudence, and by acting to the extent of your ability and with diligence and shall not make any misrepresentation or omission of material facts. You shall also properly control all GDS assets and resources used. You may not exert any fraudulent influence on or otherwise interfere with the certified public accountants auditing and checking the company's financial reports. You may not carry out any conduct likely to mislead GDS financial reports.

8. 业务通讯 / Business communication

所有业务记录与通讯应清晰、真实及准确。业务记录与通讯可能会因诉讼、政府调查及媒体报导被公开。员工应尽力避免使用夸张、渲染、猜测性言辞，法律结论及对其他人士或公司的贬低或定性评论。此要求适用于所有通讯，包括电子邮件、即时通讯及“非正式”记录或备忘录。记录应根据本准则第三条第8款（记录保存）及将来制定的万国数据的记录保存政策，予以保留或销毁。

All business records and communications shall be clear, true and accurate. Business records and communications might be made public due to litigation, government investigation and media reports. The employees shall try to avoid hyperbolic, exaggerating, and speculative wordings, legal conclusions [sic] and pejorative or qualitative comments on other people or the company. This requirement applies to all communications, including email, instant messaging and “informal” records or memos. The records shall be kept or destroyed according to paragraph 8 [sic] (record retention) in Article 3 herein and the record retention policy developed by GDS in the future.

9. 记录保存 / Record retention

万国数据致力于遵守有关记录保存的所有法律法规。万国数据的政策是系统、定期地对所有万国数据持有的所有记录进行界定、维持、保护及销毁或保留。在任何情形下，不得选择性地销毁万国数据的记录。如果您知悉其他员工在记录保存方面有可疑行为，请与合规负责人联系。

GDS is committed to complying with all laws and regulations on record retention. GDS policy is to systematically and regularly define, maintain, protect, destroy or keep all records of GDS. In no case shall GDS records be destroyed selectively. Please contact the compliance officer if you are informed of any suspicious behavior of other employees in terms of record retention.

如果您获悉法院传票、审理中尚未作出判决的或可能发生的诉讼或政府调查，应立即与法务部联系。在法务部告知您如何应对之前，您应保留、保存可能用于应诉的、或与诉讼有关的、或与调查有关的所有记录；并且您不得销毁或涂改所持有或控制的任何该等记录。对于未经干预可能自动销毁或删除的所有相关记录（如电子邮件及语音信箱留言），您必须积极采取措施避免其毁损。该等记录如有损毁，即使出于无心，也可能严重损害万国数据的利益。对于某特定记录是否与正在发生的或可能发生的调查或诉讼相关，或是否会用于应诉，或应以何

种特定方式予以保存，如果您有何疑问，则应保存该记录，并向法务部咨询。

Immediately contact the legal department if you're informed of court summons, non-judged or possible litigation or government investigation in the trial. Before being informed by the legal department of how to respond, you should keep and save all records possibly for response to suits, or related to litigation or investigation and may not destroy or alter any such record held or controlled. You must take active measures for all related records (such as email and voice mail messages) that may be automatically destroyed or deleted without intervention to avoid destruction. Such records, if damaged even due to inadvertence, may seriously damage GDS benefits. For any question about whether a specific record is related to the occurrence or possible occurrence of investigation or litigation or whether it will be used for response to suits or which specific way shall be used to keep the record, you shall keep the record and consult the legal department.

您应遵守万国数据就如何处理政府、监管机构或执法机构的调查或查询所不时制定的指引。

You shall comply with GDS guidelines on how to deal with the investigation or query of government and supervision organizations or law enforcement agencies.

10. 保密信息 / Confidential information

作为一般原则，有关万国数据业务的一切信息均应视为保密信息。您必须严格遵守加入万国数据时签署的保密协议或禁止披露协议或其他类似协议的条款。

As a general principle, all information related to GDS business shall be deemed as confidential information. You must strictly comply with the confidentiality agreement or non-disclosure agreement or other similar agreements signed when joining GDS.

您必须：

You must:

- 不得为您的个人利益、万国数据内外任何人士的利益使用该等信息；
Not use such information for your personal interests and the interests of any person inside and outside of GDS;
- 不得向万国数据以外人士披露该等信息。例如，您不应与家人或在业务活动、社交活动中，或在诸如出租车、公共交通工具、会场、电梯或餐馆等公众场所讨论该等信息；亦不得通过互联网等方式披露该等信息，包括但不限于微博、微信、BBS、贴吧、博客或聊天室；
Not disclose such information to the person beyond GDS. For example, you shall neither discuss the information with your family members or in the business activities and social activities or in the public places such as taxi, public transport means, meeting rooms, elevator or restaurant, nor disclose such information via the Internet, including but not limited to microblog, WeChat, BBS, post bar, blog or chat room;

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- 除非其他万国数据员工为履行其作为万国数据员工的业务职责所需，否则不得向其他万国数据员工披露保密信息。

You shall not disclose the confidential information to other GDS employees except as otherwise required by the employees to perform their business responsibilities as GDS employees.

保密协议或禁止披露协议通常在万国数据需向供应商、顾问、合资/合作伙伴或其他方披露保密信息时使用。保密协议提示接收保密信息的人士必须对该等信息保密。与非属万国数据员工的人士进行业务往来时，如果您预期可能须向其披露保密信息，应当联系法务部，讨论签署保密协议或禁止披露协议的必要性。

The confidentiality agreement or non-disclosure agreement is often used when GDS shall disclose confidential information to the supplier, consultant, joint venture partner or other related parties. The confidentiality agreement reminds the person receiving the confidential information of the need to keep such information confidential. If you expect to disclose the confidential information to any person rather than GDS employees in business transactions, you shall contact the legal department and discuss the necessity to sign the confidentiality or non-disclosure agreement.

并且，不当收集或使用关于竞争对手的信息可能导致员工和万国数据承担刑事或民事责任。

如果您不确定是否可以收集或使用关于任何竞争对手的信息，您应立即咨询法务部。

Moreover, improper collection or use of the information on the competitor may make the employees and GDS bear criminal or civil responsibilities. You shall immediately consult the legal department if you're uncertain about whether to collect or use any information on the competitor.

如有关于保密信息的任何问题，请与法务部联系。同时，员工也应遵守万国数据所不时制定的有关（对内和对外）披露公司信息的指引。

For any question about the confidential information, please contact the legal department. Meanwhile, you shall also comply with related guidance related to (internal and external) disclosure of company information developed by GSD from time to time.

11. 知识产权 / Intellectual property

知识产权（包括版权（即著作权）、专利、商标、域名、网址和商业秘密）是万国数据的重要财产。员工应确保万国数据的知识产权根据公司的相关政策和程序获得保护并适当使用。您必须严格遵守与万国数据签订的任何适用的专有信息和发明协议或类似协议中的条款和条件。未经公司同意，您不得对外公开万国数据的知识产权当中涉及及/或属于万国数据的保密信息。如有关于知识产权的任何问题，请与法务部联系。

Intellectual property (including copyright, patent, trademark, domain name, website and business secret) is important property of GDS. You shall ensure protection and proper use of GDS intellectual property according to relevant policies and procedures of the company, and strictly comply with the terms and conditions in any applicable proprietary information and invention agreement or similar agreements signed with GDS. Without the consent of the company, you shall not disclose the confidential information involving and/or belonging to GDS in GDS intellectual

property. For any question about the intellectual property, please contact the legal department.

11.1 商标 / Trademark

您应仅就与万国数据业务有关的事项并且根据万国数据的商标使用指南及相关程序使用万国数据的商标。对于未经授权申请、注册、使用万国数据的标志、名称或商标，或对万国数据的标志、名称或商标（包括作为域名或网址的一部分）构成侵权行为的事件，您必须通知法务部。

You shall only use GDS trademark for the matters related to GDS business according to GDS trademark guide and related procedures. You must notify the legal department of application, registration and use of GDS sign, name or trademark or the tortious event of GDS sign, name or trademark (including part of domain name or website).

11.2 版权（著作权） / Copyright

未经授权而以享有版权的作品为基础，制作复制品或衍生作品的，违反适用法律，亦违反万国数据的政策。无版权声明、可供自行下载与复制、或属于开源软件的作品，并不意味着该作品不受版权保护。

Production of the duplicate or derivative works based on the works with copyright without authorization violates applicable laws and GDS policy. The works without copyright statement, available for self-download and copy or belonging to open source software does not mean that it is not subject to copyright protection.

万国数据使用的众多电脑软件，为自其他公司获得使用许可。在绝大多数情形下，该等电脑软件受版权保护。员工不得制作、获取或使用未经授权的电脑软件。

The computer software used by GDS obtains the usage license from other companies and is subject to copyright protection in most cases. The employee shall not produce, obtain or use unauthorized computer software.

此外，任何源自网络上的文章、图片等，即使无版权声明，亦并不意味着该作品不受版权保护。员工不得随意复制、获取或使用未经授权的文章或图片。有关版权的任何问题，应咨询法务部。

Moreover, any article or picture from the network may not be exempted from copyright protection even without copyright statement. The employee shall not copy, obtain or use unauthorized article or picture at will. Contact the legal department for any problem about copyright.

11.3 域名及网址 (包括通用网址、无线网址等) / *Domain name and website (including general website and wireless website)*

您应仅就与万国数据业务有关的事项并且根据万国数据的域名使用指南及相关程序使用万国数据的域名及/或网址。对于未经授权申请、注册或使用万国数据的域名及/或网址(包括作为域名或网址的一部分) 构成侵权行为的事件, 您必须通知法务部。

You shall only use GDS domain name and/or website for the matters related to GDS business according to GDS domain name guide and related procedures. You must notify the legal department of application, registration or use of GDS domain name and/or website (including part of domain name or website) constituting a tort.

11.4 其他方的知识产权 / *Intellectual property of other parties*

万国数据的政策是尊重他人的知识产权, 您不应有任何侵害他人的知识产权的行为。如使用他人的名称、商标、标志、版权作品、资料或软件 (包括在万国数据的网站上或作其他的线上及/或线下使用), 您必须根据适用法律和知识产权所有人的相关授权适当使用。

GDS policy is to respect the intellectual property of others and you shall not infringe with the intellectual property of others. You must properly use the name, trademark, sign, copyright work, data or software (including use on GDS website or other online and/or offline) of others according to applicable laws and related authorization of the intellectual property owner.

有关拟许可他人使用万国数据的知识产权或使用他人的知识产权之授权问题, 应咨询法务部。Consult the legal department for any question about authorization of permitting others to use GDS intellectual property or using the intellectual property of others.

12. 电脑与通讯资源 / *Computer and communication resources*

您必须采取所有必要措施保证您的电脑、电脑密码或语音信箱密码的安全。如果您有任何理由确信您的密码或万国数据的电脑或通讯资源的安全受到任何方式的损害, 您必须立即变更密码并将此事件向信息技术部门 (IT Department) 报告。

You must take all necessary measures to ensure the safety of your computer, computer password or voice mail password. If you are sure that the safety of your password or GDS computer or communication resources is damaged in any way for any reason, you must immediately change the password and report to the IT department.

所有用于整个电脑化操作与网络联结的电脑资源, 均属万国数据的财产, 旨在供万国数据的员工用于从事公司业务。在法律允许范围内, 存储于万国数据电脑的所有电子邮件、语音信息及个人文档, 均属万国数据财产, 万国数据有权单方面决定审查该等文档或通讯 (包括电子邮件与语音信息)。

All computer resources used for the whole computerized operation and network tie, as GDS properties, are available for GDS employees to engage in the company business. To the extent

permitted by law, all emails, voice messages and personal documents stored in GDS computers are GDS properties and GDS has the right to unilaterally decide to review such documents or communication (including email and voice messages).

您不应以具破坏性的、冒犯他人的或者非法的方式使用万国数据的资源，或传送可能会令收件人或万国数据尴尬的评论、语言、图像或其他文档。如有违反，万国数据可以在适用法律允许的范围内给予纪律处分乃至解除劳动关系。

You shall not use GDS resources in a destructive, offensive or illegal manner or transmit comments, language, images or other documents that might embarrass the addressee or GDS. Otherwise, GDS may take disciplinary actions up to termination of employment to the extent permissible under applicable laws.

13. 对媒体及他人查询的答复 / Response to media and other inquiries

除万国数据的正式发言人之外，非经万国数据市场部的特别授权，任何其他员工不得以万国数据代表身份或就万国数据业务问题，向媒体、团体或组织发表言论；非经万国数据首席财务官特别授权，不得向财经界、证券分析师或股东发表言论。所有索取万国数据信息的要求应转介市场部或投资者关系部。

Except official spokesman of GDS, no employee shall make a speech to the media, communities or organizations with the identity of GDS representative or on GDS business issues without special authorization of GDS marketing department and shall make a speech to the financial community, securities analyst or shareholder without special authorization of GDS CFO. For all requirements for asking for GDS information, a referral shall be given to the marketing department or the investor relations department.

同时，您也应遵守万国数据所不时制定的有关（对内和对外）披露公司信息的指引。Meanwhile, you shall also comply with related guidance related to (internal and external) disclosure of company information developed by GSD from time to time.

14. 遵守万国数据的签署审批权限政策 / Compliance with GDS policy on signature and approval of authority

您必须遵守万国数据关于签署审批权限的政策。未根据该政策获得授权，您不得签署任何合同，或调配任何公司资源。任何员工违反该政策的行为，对于万国数据不具有约束力。

You must comply with GDS policy on signature and approval of authority, and shall not sign any contract or deploy any company resource without authorization according to the policy. Any employee's violation of the policy is not binding on GDS.

15. 禁止内幕交易 / Prohibition of Insider trading

公司制定有内幕交易政策，可自合规负责人处索取。以下是与内幕交易有关的某些一般原则的摘要，应与上述具体政策一并阅读。

The company has an insider trading policy, which may be obtained from the Compliance Officer. 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 policy.

员工在掌握公司重大非公开信息期间，禁止交易公司的股份或其他证券。内幕交易禁止规定，适用于员工家属以及与员工共同居住的任何其他人。因此，员工在与朋友或家属以及其他员工讨论工作时必须审慎。此外，禁止员工基于重大非公开消息，向任何其他人作出买卖公司股份或其他证券的建议、“泄密”或提议。员工在其受雇过程中获取其他公司的重大非公开信息的，在掌握该等信息期间，禁止买卖该其他公司的股份或证券，并且禁止基于该等信息向他人进行买卖“泄密”。违反内幕交易法律可能招致高额罚金和刑罚，以及公司纪律处分，包括解除劳动关系。

Employees are prohibited from trading in shares or other securities of the company while in possession of material, nonpublic information about the company. Prohibition on insider trading applies to members of the employees' family and anyone else sharing the home of the employees. Therefore, employees must use discretion when discussing work with friends or family members as well as other employees. In addition, employees are prohibited from recommending, "tipping" or suggesting that anyone else buy or sell shares or other securities of the company on the basis of material, nonpublic information. Employees who obtain material nonpublic information about another company in the course of their employment are prohibited from trading in shares 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, including termination of employment.

凡是尚未通过新闻发布或其他广泛分发手段，向公众普遍提供的信息，即属“非公开”信息。凡是理性投资人认为对股票或其他证券的买入、持有或卖出决定具有重要性的信息，即属“重大”信息。作为一项经验法则，凡是可能会影响股票或其他证券价值的信息，都应当被视为重大信息。一般视为“重大”信息的示例包括：

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:

- 财务结果或预测，或者任何表明公司财务业绩可能高于或低于预测或预期的信息；
Financial results or forecasts, or any information that indicates the Company's financial results may exceed or fall short of forecasts or expectations;
- 重大新产品或服务；
Important new products or services;
- 未结或拟议收购或处置，包括合并、要约收购或合营提议；
Pending or contemplated acquisitions or dispositions, including mergers, tender offers or joint venture proposals;
- 可能的管理层变动或控制权变更；
Possible management changes or changes of control;
- 未结或拟议债务或股本证券的公募或私募；
Pending or contemplated public or private sales of debt or equity securities;
- 重大客户或合同的取得或丧失；
Acquisition or loss of a significant customer or contract;

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- 重大核销；
Significant write-offs;
 - 重大诉讼的提起或和解；及
Initiation or settlement of significant litigation; and
 - 公司审计师的变更或者公司审计师关于公司不得再行依赖审计师报告的通知。
Changes in the Company's auditors or a notification from its auditors that the Company may no longer rely on the auditor's report.

反内幕交易法律详密且复杂。对您掌握的信息或者您曾经进行的公司证券交易，存在任何疑问的，应及时上报合规负责人。

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 securities should be promptly brought to the attention of the Compliance Officer.

16. 公众传播及防止选择性披露 / Public communications and prevention of selective disclosure

公司高度重视公司在社会上的信用和声誉。新闻媒体和投资界对公司的所写所议，直接对我们的声誉造成正面或负面影响。我们的政策是，在遵守我们的维护竞争性和专有信息秘密、防止选择性披露市场敏感财务数据义务的前提下，及时、准确、完整提供信息，回应公众（比如媒体、分析师）要求。为确保遵守本项政策，凡是新闻媒体或其他公众索要公司信息的要求，均移交公司投资者关系部处理。

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 (e.g., media, analysts), 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 company's investor relations department.

防止选择性披露 / Prevention of Selective Disclosure

防止选择性披露，系遵守美国证券法律、维护公司和所有公司关联人士声誉和诚信所需。任何人士，向特定人士提供可能引发市场变动的信息，而此等消息尚未对投资公众普遍提供的，即发生“选择性披露”。选择性披露在美国法律下属于犯罪行为，受到严惩。

Preventing selective disclosure is necessary to comply with U.S. 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 U.S. law and the penalties for violating the law are severe.

制定以下指引，旨在避免发生不当选择性披露。每位员工均须遵守该等规程：

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

- 公司与投资分析师、新闻界及/或媒体成员之间的全部联络，均应通过首席执行官、首席财务官或上述人员所指定的人士（统称“媒体联系人”）进行。
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 or persons designated by them (collectively, the “Media Contacts”).

- 除媒体联系人外，任何高管、董事或员工，均不得向任何投资分析师或新闻媒体成员，提供任何关于公司或其业务的、可能引发市场变动的信息。
Other than the Media Contacts, no officer, director or employee shall provide any potentially market-moving information regarding the company or its business to any investment analyst or member of the press or media.
- 所有来自诸如行业分析师或媒体成员等人士有关公司或其业务的查询，均应移交媒体联系人处理。面向投资界的所有公司陈述介绍，均将由我们[sic]在媒体联系人的指导下作出。
All inquiries from persons such as industry analysts or members of the media about the company or its business should be directed to a Media Contact. All presentations to the investment community regarding the company will be made by us under the direction of a Media Contact.
- 除媒体联系人外，任何员工，被新闻或媒体成员提问有关公司或其业务问题的，均应回复“无可奉告”，并将此等查询转至媒体联系人。
Other than the Media Contacts, any 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.

应投资者、投资分析师和媒体成员查询，提供此前已发布公司信息的常规流程，并不适用上述规定。

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.

如您对公司关于选择性披露的政策的范围或适用存在任何疑问，请联系合规负责人。
Please contact the Compliance Officer if you have any questions about the scope or application of the company’s policies regarding selective disclosure.

四、准则的实施 / IV. Implementation of the Code

1. 责任 / Responsibility

万国数据每位员工均有责任使本准则发挥作用，但员工并不是孤立无援的。万国数据拥有大量资源、人员及制定了相关流程，回答您的问题并指导员工对疑难事项做出决定。员工须签署遵守本准则的声明。

All GDS employees are responsible for giving play to the Code, but they are not helpless. With a vast amount of resources and personnel, GDS has developed related processes to answer the questions of employees and guide them in making decisions on complicated matters. The employees shall sign the statement of compliance with the Code.

2. 寻求指引 / Seek guidance

本准则并不能够就所有问题提供确定的答案。如果您对本准则中所讨论的任何政策存有疑问，

或对于在特定情形下如何行事难以做出最佳决断，您应向您的主管、法务部、人力资源部、合规负责人或本准则中规定的其他人士寻求指引。具体事宜和对应接口方请遵循下表。

This Code cannot provide definite answers to all questions. For any question about any policy discussed in the Code or difficulty in making best decisions on how to act in specific circumstances, you shall seek guidance from your supervisor, Legal Department, HR Department, the Compliance Officer or other persons stipulated in the Code. For specific matters and corresponding contacts, see the table below.

其中，您可通过合规咨询邮箱 ethics@gds-services.com 或者拨打合规监察热线 +86 21 2033 0301，工作时间（9:00 - 18:00，中国标准时间）周一至周五联系合规负责人，包括咨询、报备、报批、举报。外部人士也可通过 ethics@gds-services.com 邮箱与合规负责人联系，或进行举报。具体请参考《举报制度》。

You may contact the compliance officer by sending e-mail to ethics@gds-services.com or by calling the hotline at +86 21 2033 0301 during the normal office hours (9:00 - 18:00, China Standard Time) Monday through Friday, for compliance consultation, informing, approval and reporting. External persons may also contact or report to the compliance officer by sending e-mail to ethics@gds-services.com, as detailed in the *Whistle Blower Policy*.

分类 Classification	事项 Matter	接口方 Contact party	途径 Approach
咨询 Consultation	是否存在利益冲突 Whether there is conflict of interest	合规负责人 Compliance officer	邮件，热线 E-mail, hotline
	某项活动是否构成与万国数据业务的竞争 Whether an activity constitutes competition with GDS		
	有关提供或接受礼品、娱乐或其款待 Providing or accepting gift, recreation or other entertainments		
	某特定记录是否与正在发生或可能发生的调查或诉讼相关，或是否会用于应诉，或应以何种特定方式予以保存等 Whether a specific record is related to an ongoing or threatened investigation or litigation or whether it will be used for response to suits or which specific way shall be used to keep the record	法务部 Legal department	邮件 E-mail
	是否可以收集或使用关于任何竞争对手的信息 Whether to collect or use the information on any competitor		
	关于保密信息 On confidential information		
	关于知识产权 On intellectual property		
关于版权（著作权） On copyright			
举报 Report	不道德或不合法的可疑事件 Unethical or illegal suspicious events	合规负责人 Compliance officer	邮件，热线 E-mail, hotline
	其他员工在记录保存方面存在可疑行为 Suspicious act of other employees in record retention		

	<p>会计事项 Accounting items</p> <p>针对万国数据的标志、名称或商标的未经授权申请、注册或使用等侵权行为 For GDS sign, name or trademark Application, registration or use and other torts without authorization</p> <p>针对万国数据的域名和网址 未经授权申请、注册或使用等侵权行为 For GDS domain name and website Application, registration or use and other torts without authorization</p>	<p>法务部 Legal department</p>	<p>邮件 E-mail</p>
申报 Declaration	<p>任何潜在的关联交易可能发生 Possible occurrence of any potential connected transaction</p>	<p>合规负责人 Compliance officer</p>	<p>邮件, 热线 E-mail, hotline</p>
	<p>获悉法院传票、审理中尚未作出判决的 或可能发生的诉讼或政府调查 Informed of non-judged or possible litigation or government investigation in the court summons and trial</p>	<p>法务部 Legal department</p>	<p>邮件 E-mail</p>
	<p>与外部人士进行业务往来时预期可能须向其披露保密信息 而讨论签署保密协议或禁止披露协议的必要性 Expect to disclose the confidential information to any external person in business transactions discuss the necessity to sign the confidentiality or non-disclosure agreement</p>		

3. 关键信条 / Key principles

如果正确处事之道总是非常直接明确，相信您通过上述介绍一定能做出正确判断。但在现实的商业世界中，事物的正确与否并不总是十分简单明了。当您无法判定何为“正确”事物或正确行事存在困难的情形下，请谨记先问自己以下几个问题：

If the right way of doing things is always straightforward and clear, we believe that you can form a correct judgment in light of the above instructions. However, it is not always simple and clear to tell what is right and what is wrong in the realistic business world. Do remember to first ask yourself the following questions if you cannot determine what is right or if it is difficult for you to act correctly:

- 我的行为是否体现万国数据的核心商业价值观?
Does my behavior reflect the core business philosophy of GDS?
- 我的行为是否符合万国数据的最大利益?
Does my behavior conform to the best interest of GDS?
- 我的行为是否合法?
Is my behavior legal?
- 一个具有高度正直准则的人会这样做吗?

Will a person with high integrity standards do this?

- 我愿意向公众公开我的行为吗?

Am I willing to make my behavior public?

当以上任何一个问题的答案为否时，则此行为可能并非正确。

When the answer to any question is no, this behavior may not be correct.

4. 对违反行为的报告 / Report of violation

如果您知悉或怀疑任何违反相关法律法规、本准则或万国数据的相关政策的行为，您应立即向合规负责人进行报告，具体请参考《举报制度》。负责调查的部门将在合理时间内跟进，并向您说明进展情况。尽管有关调查的具体信息需要严格保密，但您仍然能了解调查是否仍在进行亦或已经终结。不要试图自行对确知或怀疑的违反行为进行调查，而应向适当人士报告。在调查过程中，万国数据在必要时会与您直接联系。在任何情况下，您对您提供的信息应予以保密，请不要与其他任何人讨论您所反映的问题。万国数据亦会谨慎处理该等信息，只在处理相关问题合理所需时才披露该等信息，也会尽一切努力对您的身份保密。同时，万国数据将严厉处罚对于如实举报人的打击报复行为。

If you are aware of or suspect any violation of relevant laws and regulations, this Code or GDS related policy, you shall immediately report to the compliance officer, as detailed in the *Whistle Blower Policy*. The department responsible for investigating will follow up within a reasonable time and explain the progress to you. While the specific information on the investigation shall be strictly confidential, you can still be informed whether the investigation is in progress or has finished. You should report ascertained or suspicious violations to appropriate personnel rather than seeking to investigate on your own. GDS will directly contact you when necessary in the investigation process. In any case, you shall keep confidential your information and do not discuss your problem with anyone else. GDS will cautiously deal with such information, only disclose it as required in dealing with relevant problems and make every effort to keep confidential your identity. Meanwhile, GDS will strictly punish any attack and retaliation against a truthful informer.

5. 对有关会计事项的投诉与关注 / Complaints and concern on accounting matters

万国数据致力于遵守所有法律、法规、会计准则及内部会计控制制度。对于会计事项、内部会计控制及审计事项（“**会计事项**”）有投诉或值得关注的事项，每位员工均有责任及时进行报告，具体报告方式请参见《举报制度》。万国数据会谨慎处理该等信息，只在处理相关问题合理所需时才披露该等信息。出于善意而对会计事项作出投诉或表达关注的人士均不会受到报复。就会计事项可以向合规负责人进行投诉。

GDS is committed to complying with all laws, regulations, accounting standards and internal accounting control systems. Each employee has the duty to timely report complaints or matters of concern on accounting matters, internal accounting control and audit matters (“**accounting matters**”), as detailed in the *Whistle Blower Policy*. GDS will cautiously deal with such information and only disclose it as required in dealing with relevant problems. A person lodging complaints or

expressing concerns on accounting matters out of good faith will not be retaliated against. Complaints on accounting matters may be lodged with the compliance officer.

6. 对违反行为的惩诫 / Sanction of violations

本准则对各级员工公平公正地适用。

This Code applies to the employees at all levels fairly and impartially.

万国数据希望尽最大的合理可能防范违反本准则行为的发生，并于发现后尽合理可能遏止违法事件的发生。根据适用法律，万国数据有权对任何违反本准则及万国数据其他政策、程序的行为进行调查。员工违反本准则及万国数据其他政策、程序的，将受到纪律处分，最高处分包括解除劳动关系及民事或刑事追诉。此外，根据适用法律，纪律处分（最高处分包括解除劳动关系等的惩诫措施）亦适用于唆使、协助或批准该等违反行为或知悉该等违反行为却未根据万国数据的政策及时报告的人士，以及在万国数据调查该等违反行为时故意做虚假证明或隐瞒事实的人士。

GDS hopes to prevent violation of this Code and prevent illegal event after violation as far as possible. According to the applicable law, GDS has the right to investigate any behavior in violation of this Code and other GDS policies and procedures. Any employee violating the Code and other GDS policies and procedures will be subject to disciplinary sanction and the ultimate disciplinary measures include termination of labor relation and civil or criminal prosecution. In addition, according to applicable law, the disciplinary sanction (the ultimate disciplinary measures include termination of labor relation and other disciplinary measures) also applies to the persons instigating, assisting or approving such violation or knowing such violation without timely report according to GDS policy, and the persons making false evidence or concealing the fact deliberately when GDS investigates the violation.

任何员工故意违反第一条第 4.1 款（工作场所暴力）或第三条第 1 款（利益冲突）、第 3 款（礼品、赠与、娱乐与其他款待）、第 4 款（工作职责的履行）、第 5 款（资产的保护与适当使用）、第 6 款（重大信息披露）、第 9 款（保密信息）、第 10 款（知识产权）或严重未能遵守以上条款的都将会被解除劳动关系。同时，公司有权根据员工股权激励奖励计划和/或员工签署的有关股权激励奖励协议的条款取消一切已授予的股权激励奖励(如有)，回购和/或没收所有因已授予股权激励奖励归属和/或对其行权所获得的股份(如有)，并没收和/或追索其此前因出售股权激励奖励所涉及的股份而获取的一切收益。

In case of deliberate violation of paragraph 4.1 (Workplace violence) in Article 1 or paragraph 1 (Conflict of interest), paragraph 3 (Present, gift, recreation and other entertainments), paragraph 4 (Performance of job responsibilities), paragraph 5 (Protection and proper use of assets), paragraph 6 (Significant information disclosure), paragraph 9 (Confidential information) and paragraph 10 (Intellectual property) in Article 3 or serious failure to comply with above terms, the employee will be relieved of labor relationship. Meanwhile, the company has the right to cancel all granted equity incentives and awards (if any) according to the employee equity incentive and award plan and/or the equity incentive and award agreement signed by the employee, buy back and/or confiscate all

shares (if any) attributed due to the vesting and/or exercise of equity incentives and awards, and confiscate and/or recover all earnings from sales of the shares involved in the equity incentives and awards.

7. 对本准则的豁免 / Waivers of the Code

对本准则的豁免，仅可由董事会或董事会的相关委员会作出，且将按法律或纳斯达克规则要求，及时向公众披露。对本准则的豁免，将视具体个案且仅在特殊情况下作出。

Waivers of this Code may be made only by the Board or the appropriate committee of the Board and will be promptly disclosed to the public as required by law or the rules of the Nasdaq. Waivers of this Code will be granted on a case-by-case basis and only in extraordinary circumstances.

8. 非创设权利 / Non-created rights

本准则系万国数据规范公司业务的基本原则、关键政策及程序的声明，无意且并未创设任何权利予任何员工、客户、供应商、竞争方、股东或其他人士或实体。同样，本准则并非合同，本准则或在此前后传达给员工的任何与此相关的信息，亦不构成您的任何合同权利。本准则可以不时修改，更新的版本将在万国数据的内网上公布。您有责任及时了解并遵守最新版本的本准则。在程序上，有关每次更新的通知将通过公司邮件系统、或布告栏张贴、或公司内网或 OA 系统向每位员工发送。

This Code is a statement of the basic principles, key policies and procedures of GDS governing its ~~the~~ business operations and is not intended to create and does not create any right for any employee, customer, supplier, competitor, shareholder or other persons or entities. Similarly, this Code is not a contract and neither this Code nor any related information communicated to the employees before or after this Code constitutes any of your contractual rights. This Code may be modified from time to time and the updated version will be published on GDS intranet. You are responsible for informing yourself of and complying with the latest version of this Code. The notice of each update will be sent to each employee via the company's e-mail system, bulletin, intranet or OA system.

9. 谨记事项 / Notes

万国数据有适用于各不同地区的员工手册。对于本准则中未规定的内容，员工应当遵守这些员工手册中更详细的规定。

GDS provides region-specific employee manuals. For matters not covered in the Code, the employees shall comply with more detailed provisions in those manuals.

确保万国数据遵守适用于其公司业务的众多法律法规及最高道德标准，是万国数据每个员工的终极责任。请熟知并严格按照该等法律法规、最高道德规范及与之有关的万国数据的政策与指引行事。

It is the ultimate responsibility of each GDS employee to ensure that GDS complies with the laws and regulations and highest ethics standards applicable to the company's business. Please familiarize yourself with and act stringently in accordance with such laws, regulations

and highest ethics standards and related GDS policy and guidelines.

本准则于2016年11月修订并颁布。

This Code is revised and promulgated in November 2016.