

**WISE ALLY INTERNATIONAL HOLDINGS LIMITED**  
**麗年國際控股有限公司**  
(Incorporated in the Cayman Islands with limited liability)  
(the “Company”)

**ANTI-CORRUPTION POLICY**

(Adopted by the Company pursuant to the Board resolution passed on 1 June 2022)

**1. INTRODUCTION**

- 1.1 The Company takes a zero-tolerance approach towards all forms of bribery and corruption and is committed to observing and upholding high standards of business integrity, honesty, fairness, impartiality and transparency in all its business dealings at all times.
- 1.2 The Company strictly prohibits any form of fraud or bribery, and is committed to prevention, deterrence, detection, reporting and investigation of all forms of fraud and bribery.
- 1.3 An ethical environment in the workplace contributes to profitability, secures the trust with stakeholders, improves the operational efficiency and enhances the mutual trust among staff at all levels.

**2. SCOPE**

- 2.1 This Policy sets out the basic standard of conduct which applies to all directors, officers and employees of the Company and its wholly owned subsidiaries (collectively known as “**employees**”). It also provides guidance to all employees on acceptance of advantage and handling of conflict of interest when dealing with the Company’s business. The Company also encourages and expects our business partners including suppliers, contractors and clients to abide by the principles of this Policy.

**3. ACCEPTANCE OF ADVANTAGE**

- 3.1 All employees should not solicit or accept any advantage for themselves or others, from any person, company or organisation having business dealings with the Company and its wholly owned subsidiaries or any subordinate, except that they may accept (but not solicit) the following when offered on a voluntary basis:
  - (a) advertising or promotional gifts or souvenirs of a nominal value; or
  - (b) gifts given on festive or special occasions, subject to a maximum limit of HK\$500 in value; or
  - (c) discounts or other special offers given by any person or company to them as customers, on terms and conditions equally applicable to other customers in general.

- 3.2 Gifts or souvenirs described in paragraph 3.1(a) that are presented to the employees in official functions are deemed as offers to the Company. The employees concerned should report the acceptance to the Company and seek direction as to how to handle the gifts or souvenirs from the Head of Human Resources. If employee wishes to accept any advantage not covered in paragraph 3, he / she should also seek permission from the Head of Human Resources.
- 3.3 However, employees should decline an offer of advantage if acceptance could affect his / her objectivity in conducting the business of the Company and its wholly owned subsidiaries or induce him / her to act against the interest of the Company and its wholly owned subsidiaries, or acceptance will likely lead to perception or allegation of impropriety.
- 3.4 If employee has to act on behalf of a client in the course of carrying out the business of the Company and its wholly owned subsidiaries, he / she should also comply with any additional restrictions on acceptance of advantage that may be set by the client (e.g. employees performing any duties under a government or public body contract will normally be prohibited from accepting advantages in relation to that contract).

#### **4. OFFER OF ADVANTAGE**

- 4.1 All employees are prohibited from offering advantages to any director, staff member or agent of another company or organisation, for the purpose of influencing such person in any dealing, or any public official, whether directly or indirectly through a third party, when conducting the business of the Company and its wholly owned subsidiaries. Even when an offer of advantage carries no intention of improper influence, it should be ascertained that the intended recipient is permitted by his employer / principal to accept it under the relevant circumstance before the advantage is offered.

#### **5. ENTERTAINMENT**

- 5.1 Although entertainment (e.g. provision of food and drink) is an acceptable form of business and social behaviour, all employees should avoid accepting lavish or frequent entertainment from persons with whom the Company and its wholly owned subsidiaries has / have business dealing (e.g. suppliers or contractors) or from his / her subordinates to avoid placing himself / herself in a position of obligation.

#### **6. CONFLICT OF INTEREST**

- 6.1 All employees should avoid any conflict of interest situation (i.e. situation where their private interest conflicts with the interest of the Company and its wholly owned subsidiaries or the perception of such conflicts). When actual or potential conflict of interest arises, the subject employee should make a declaration to the Head of Human Resources.

6.2 Some common examples of conflict of interest are described below but they are by no means exhaustive:

- (a) An employee involved in a procurement exercise is closely related to or has financial interest in the business of a supplier who is being considered for selection by the Company.
- (b) One of the candidates under consideration in a recruitment or promotion exercise is a family member, a relative or a close personal friend of the employee involved in the process.
- (c) A director of the Company has financial interest in a company whose quotation or tender is under consideration by the Board.
- (d) An employee (full-time or part-time) undertaking part-time work with a contractor whom he is responsible for monitoring.

## **7. RECORDS, ACCOUNTS AND OTHER DOCUMENTS**

7.1 All employees should ensure that all records, receipts, accounts or other documents they submit to the Company and its wholly owned subsidiaries give a true representation of the facts, events or business transactions as shown in the documents. Intentional use of documents containing false information to deceive or mislead the Company, regardless of whether there is any gain or advantage involved, is prohibited.

## **8. COMPLIANCE WITH LAWS OF HONG KONG AND IN OTHER JURISDICTIONS**

8.1 All employees must comply with all local laws and regulations when conducting the business of the Company and its wholly owned subsidiaries, and also those in other jurisdictions when conducting business there or where applicable.

Failure to comply with this Policy and applicable laws and regulations relating to anti-corruption may result in disciplinary action (which may include immediate termination) and where applicable, criminal prosecution against the parties concerned.

## **9. REPORTING AND INVESTIGATION PROCEDURES**

9.1 If an employee becomes aware of any actual or suspected breach of this Policy, he / she must report such incidents in accordance with the reporting channels and process stated in the Company's Whistleblowing Policy which provides a mechanism for employees and those who deal with the Company and its wholly owned subsidiaries to raise concerns on any suspected impropriety, misconduct or malpractice through confidential reporting channels.

## **10. TRAINING AND COMMUNICATION**

- 10.1 The Company provides regular anti-corruption training and briefing to all employees. Orientation also given to staff upon their commencement of work by HR. Further training will also be arranged to ensure that employees are aware of the Company's anti-corruption practices as well as the compliance with laws, regulations and standards of conduct, which are relevant for their field of business.
- 10.2 The Company's zero-tolerance approach on bribery and corruption will, where appropriate, be communicated to clients, suppliers, contractors and business partners.

## **11. REVIEW OF THE POLICY**

- 11.1 The Company shall review regularly this Policy to improve its effectiveness.
- 11.2 This Policy should be available to all employees.
- 11.3 A summary of this Policy should be available on the Company's website.

***Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.***

**WISE ALLY INTERNATIONAL HOLDINGS LIMITED**  
**麗年國際控股有限公司**  
(於開曼群島註冊成立的有限公司)  
(「本公司」)

**反貪污政策**

(乃根據本公司董事會於2022年6月1日通過的決議案所採納)

**1. 介紹**

- 1.1 本公司對一切形式賄賂和貪污採取零容忍的態度，並致力於在所有業務交易中任何時候堅持遵守和維護高標準的商業誠信、誠實、公平、公正和透明度。
- 1.2 本公司嚴禁任何形式的欺詐或賄賂行為，並致力於預防、威懾、偵查、舉報和調查各種形式的欺詐和賄賂行為。
- 1.3 工作的道德文化可提高公司的盈利能力、鞏固持份者對的信任、改善營運效率、並促進員工之間的互信。

**2. 適用範圍**

- 2.1 本政策規定適用於本公司及其全資子公司的所有董事、高級職員和僱員（統稱為「員工」）的基本行為標準。本政策亦為所有僱員在處理本公司業務時接受利益和處理利益衝突提供指引。本公司鼓勵和期望業務合作夥伴，包括供應商、承包商和客戶遵守本政策的原則。

**3. 接受利益**

- 3.1 所有僱員不得為自己或他人向任何與本公司及其全資子公司有業務往來的人士、公司或機構、或下屬索取或收受任何利益，但他們可接受（但不准索取）下列由饋贈人自願送贈的利益：
  - (a) 只具象徵價值的宣傳或推廣禮物或紀念品；或
  - (b) 傳統節日或特別場合中的禮物，惟價值不得超過500港元；或
  - (c) 任何人士或公司給予僱員的折扣或其他優惠，而使用條款及條件同樣適用於其他一般顧客。

- 3.2 所有僱員在公務事宜上獲贈在3.1(a)段所指的禮物或紀念品，應當視作給予本公司的饋贈。獲饋贈者應向人力資源主管報告並徵詢如何處理獲贈之禮物或紀念品。如僱員希望收取其他任何不屬於第3段所指的利益，他 / 她亦應向人力資源主管申請批准。
- 3.3 然而，如接受利益會影響僱員處理本公司及其全資子公司事務的客觀態度，或導致他 / 她作出有損本公司及其全資子公司利益的行為，或接受利益可能會被視為或被指處事不當，他 / 她便應予以拒絕。
- 3.4 如僱員在執行本公司事務時需要代表本公司及其全資子公司客戶處理其事務，他 / 她亦須遵守該客戶訂下有關接受利益的附加限制（例如：政府和公共機構通常禁止負責執行政府 / 公共機構合約的承辦商董事及職員，接受跟該合約事宜有關的利益）。

#### **4. 提供利益**

- 4.1 所有僱員在執行本公司及其全資子公司事務時，均不得在直接或間接經第三者的情況下，向另一間公司或機構的任何董事、職員或代理人提供利益，以影響該人士在其業務上的決定，或在與政府部門或公共機構進行任何事務往來時，向任何該政府部門或公共機構的成員或職員提供利益。即使所提供的利益不帶有不當影響的動機，僱員亦應在提供利益之前確定擬接受利益者乃獲得其僱主或主事人的許可接受利益。

#### **5. 款待**

- 5.1 雖然款待（如提供食物和飲料）是一般業務上可以接受的商業及社交活動，但所有僱員應拒絕接受與本公司及其全資子公司有事務往來的人士（如供應商或承辦商）或他 / 她的下屬所提供過於奢華或頻密的款待，以免對提供款待者欠下恩惠。

#### **6. 利益衝突**

- 6.1 所有僱員應避免任何利益衝突（即私人利益與本公司及其全資子公司利益有所衝突）或會被視為有利益衝突的情況。他們應在出現實際或潛在利益衝突情況時向人力資源主管申報。

6.2 以下是一些常見的利益衝突的例子（利益衝突的情況未能盡錄）：

- (a) 有份參與採購工作的僱員與其中一間被公司考慮的供應商有密切關係或擁有該公司的財務利益。
- (b) 負責處理聘用或晉升事宜的僱員是其中一名應徵者或獲考慮晉升的職員的家屬、親戚或私交友好。
- (c) 一名董事在其中一間參與投標而正在被考慮的公司擁有財務利益。
- (d) 一名全職或兼職僱員在一間他負責監管的承辦商兼職。

## 7. 記錄、帳目及其他文件

7.1 所有僱員應確保所有提交本公司及其全資子公司的記錄、收據、帳目或其他文件，內容對所載事件或商業交易如實報告。如僱員刻意使用載有虛假資料的文件以欺騙或誤導本公司，則不論他們有否獲取任何得益或利益，均被禁止。

## 8. 遵守香港及其他司法管轄區的法例

8.1 所有僱員在本地或其他司法管轄區辦理本公司及其全資子公司事務時，須遵守本地 / 當地的法例及規例，以及其他適用的法例及規例。

違反本政策和與反貪污有關的適用法律及法規可能遭紀律處分（可能包括即時解僱），並在適用的情況下遭受刑事檢控。

## 9. 舉報和調查程序

9.1 如果僱員發現任何實際或涉嫌違反本政策的行為，他 / 她必須根據本公司的舉報政策規定的舉報渠道和流程報告此類事件。該舉報政策為僱員和與本公司及其全資子公司有往來者提供一種機制，以通過保密舉報渠道報告關注任何不正舉報任何不正當或舞弊行為。

## **10. 培訓和溝通**

- 10.1 本公司會定期向所有僱員提供反貪污的培訓。在僱員正式開始工作前，人事部亦會向他們提供指導。此外，本公司也安排進一步培訓，以確保所有僱員了解本公司反貪污的做法，以及遵守與其業務範圍相關的法律、法規和行為標準。
- 10.2 本公司將在適當情況下向客戶、供應商、承包商和業務合作夥伴傳達本公司對賄賂和貪污零容忍的態度。

## **11. 檢討政策**

- 11.1 本公司應定期檢討本政策以提高其有效性。
- 11.2 本政策應提供予所有僱員。
- 11.3 本政策的摘要可於本公司網站上查閱。

**註：** *如本文件的英文及中文版本有任何差異，概以英文版本為準。*