

WING CHI HOLDINGS LIMITED

榮智控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6080)

ANTI-CORRUPTION POLICY

Introduction

Wing Chi Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) fully support the global effort to stamp out corruption. The Group is committed to upholding good corporate governance practices and achieving the highest standards of business conduct. The Group has zero tolerance for corruption of any form and related malpractice. The Group strictly complies with applicable laws and regulations in the jurisdictions where it operates.

This Anti-Corruption Policy (“**Policy**”) forms an integral part of the Group’s corporate governance framework. Other relevant policies of the framework, including the Whistleblowing Policy, outline the Group’s expectations and requirements of business ethics, as well as the investigation and reporting mechanism of corruption practices.

Scope of Application

This Policy applies to all personnel of the Group, including any permanent, contract or temporary employee, intern, secondee, officer, director and others who may provide services to or act on behalf of the Group or otherwise deal with the Group.

Overall Anti-corruption Principles

The Group strictly prohibits any form and level of bribery and corruption. It is committed to prohibiting the solicitation and acceptance of bribes or improper advantages from others in relation to the Group’s business affairs, whether in Hong Kong or elsewhere. It also prohibits the offering of bribes or improper advantages to anyone in carrying out the Group’s business, and the offering of advantages to public servants while having business dealings with their organisations, whether in Hong Kong or elsewhere.

Compliance with the laws of Hong Kong and of Other Jurisdictions

All personnel are required to conduct themselves with integrity, in an ethical and proper manner. They must observe and comply with all applicable local laws and regulations related to anti-bribery and corruption when conducting business in any jurisdictions on behalf of the Group, whether or not the Group principally operates in those jurisdictions. All applicable laws and regulations of the jurisdictions in which the Group operates shall prevail in case of any inconsistency with this Policy.

Prohibition on Soliciting Advantages

The Group strictly prohibits the solicitation of any advantage in any form from any customers, clients, contractors, subcontractors, suppliers, government officials or any person in connection with the Group's business or with whom the Group deals in the course of its operation.

In particular, the Group strictly prohibits the solicitation of facilitating payment by an employee from any customers, clients, contractors, subcontractors, suppliers, government officials or any person in connection with the Group's business or with whom the Group deals in the course of its operation.

Prohibition on Accepting Advantages

Under the Prevention of Bribery Ordinance (Cap. 201) (the "**Ordinance**"), "advantage" means:

- (a) any gift, loan, fee, reward or commission consisting of money or of any valuable security or of other property or interest in property of any description;
- (b) any office, employment or contract;
- (c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- (d) any other service, or favour (other than entertainment), including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted;
- (e) the exercise or forbearance from the exercise of any right or any power or duty; and
- (f) any offer, undertaking or promise, whether conditional or unconditional, of any advantage within the meaning of any of the preceding paragraphs (a), (b), (c), (d) and (e),

but does not include an election donation within the meaning of the Elections (Corrupt and Illegal Conduct) Ordinance (Cap. 554).

When conducting business in a jurisdiction other than Hong Kong, all personnel should also consider the definition of an "advantage" under the anti-bribery laws and regulations in that jurisdiction.

Regardless of the value of any advantage offered or given to a personnel, such advantage shall be declared to the Group's human resources department which shall give an instruction on how it should be handled in accordance with applicable laws, rules and regulations.

Notwithstanding the above, the Group does not allow personnel to accept any gifts or advantage from any public servant in any event.

If the personnel suspects the acceptance of an advantage could affect the objectivity or proper discharge of his or her duties, or induce him or her to act against the Group's interests, he or she should always decline to accept the advantage and report to the Group's human resources department.

Any free trips or travelling expenses are considered as advantages. Without the prior consent of the Group, acceptance of such advantages is strictly prohibited.

Prohibition on Offering Advantages

The Group prohibits offering of any advantage by an employee to any customers, clients, contractors, subcontractors, suppliers, government officials or any person in connection with the Group's business or with whom the Group deals in the course of its operation.

Offering free trips or reimbursing travelling expenses incurred that are directly for the purpose of promoting, demonstrating or certifying the Group's business and service may be proper, with the prior consent of the Group. An employee should consult the Group's human resources department via the employee's department head before such offering.

Regulation on Entertainment

As defined in Section 2 of the Ordinance, "entertainment" means the provision of food or drink, for consumption on the occasion when it is provided, and of any other entertainment connected with, or provided at the same time. Although entertainment is an acceptable form of business and social behaviour, all personnel should avoid accepting overly lavish, generous or frequent entertainment from persons with whom the Group has business dealings with or from his/her subordinates to avoid placing himself/herself in a position of obligation.

Records, Accounts and Other Documents

All personnel should ensure that all records, receipts, accounts or other documents they submit to the Group, give a true representation of the events or business transactions. Intentional use of documents containing false information to deceive or mislead the Group, regardless of whether there is any gain or advantage involved, may constitute an offence under the Ordinance.

Conflict of Interest

All personnel should avoid any conflict of interest situations where their personal interest conflicts with the interest of the Group. They should not misuse their position or authority in the Group to pursue their own personal interests which include both financial or personal interests and those of their family members, relatives or close personal friends. They can be regarded as having a conflict of interests where the companies or firms they are associated with derive a financial benefit from their association, by conflicting with the interests of the Group. When conflict of interest arises, whether actual or potential, or whether direct or indirect, the personnel is required at all times to make a declaration to the management through the reporting channel.

Use of Group Assets

All personnel in charge of or having access to any of the Group's assets, including funds, property, information, and intellectual property, should use them solely for the purpose of conducting the Group's business. Unauthorized use, such as misuse for personal gain, is strictly prohibited.

Confidentiality of Information

All personnel should at all times safeguard any confidential or sensitive information to which they have had access to or control of during their employment. All personnel should not, during or after termination of their employment, misuse such information (e.g. unauthorized sale of the information) or disclose such information without authorization, except to colleagues who require such information in the proper course of their duties. Special care should also be taken in the use of any personal data to ensure compliance with the Personal Data (Privacy) Ordinance (Cap. 486).

Outside Business or Employment

Any full-time staff who wish to engage in outside business or employment must seek the prior written approval from the approving authority. The approving authority should consider whether the outside business or employment would give rise to a conflict of interest with the staff's duties or the interest of the Group. Under no circumstances should directors or staff engage in or take up any outside business or employment which may affect his/her performance or give rise to actual or perceived conflict of interests with his/her duties in the Group.

Prohibition on Certain Activities with Suppliers, Contractors and Customers

Gambling

All personnel are advised not to engage in gambling of any form with persons that have business dealings with the Group.

Loans to and from Business Associates

All personnel should not accept, provide or guarantee any loan from/to, or through the assistance of, any individual or organization that has business dealings with the Group. There is however no restriction on borrowing from banking facilities and/or financial institutions.

Monitoring and Assessments

The Group conducts risk assessment regularly to identify and evaluate corruption risks. Internal control systems are designed and established to maintain effective monitoring and/or elimination of corruption risks. An effective whistleblowing system is in place to enable concerns can be raised without fear. Please refer to our whistleblowing policy for more details.

Implementation of Policy

The Board of Directors of the Company has overall responsibility for this Policy but has delegated day-to-day responsibility for overseeing and implementing it to the Group's human resources department.

Training and Communication

- The Group provides regular anti-corruption training and briefing to all personnel.
- Refresher training is also arranged to ensure that all personnel are aware of the Group's anti-corruption practices.
- Business partners of the Group are informed of this Policy and relevant anti-corruption requirements of the Group.

Compliance with the Code

All personnel of the Group should:

- adhere to the Group's high standards of business, professional and ethical conduct in carrying out the Group's business;
- familiarise themselves with integrity and conduct requirements stipulated in other relevant policies; and
- report any suspected misconduct or malpractice via various reporting channels, including whistleblowing channel, confidentially if one feels appropriate. Please refer to the Whistleblowing Policy of the Group for more details.

Failure to comply with applicable anti-corruption laws or internal requirements related to anti-corruption may result in disciplinary action, including immediate termination of employment, and where applicable, a report will be made to the ICAC or the appropriate authority against the parties concerned.

Any enquiries about this Policy or reports of possible breaches of this Policy should be made to the Group's human resources department.

This Policy will be reviewed and updated from time to time to ensure its relevance and effectiveness.

In the event of any inconsistency or conflict between the English and the Chinese version of this Policy, the English version shall prevail.

Adopted by the Company pursuant to a resolution passed by the Board at its meeting held on 21 June 2023.