



WING ON COMPANY INTERNATIONAL LIMITED

永安國際有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 289)

(the “**Company**”)

ANTI-CORRUPTION POLICY

1. Ethical commitment

- 1.1 The Company (together with its subsidiaries, the “**Group**”) regards honesty, integrity, fairness, impartiality and ethical business practices as its core values that must be upheld by all directors and employees at all levels (which includes full-time, part-time and temporary staff, unless stated otherwise) (the “**Employees**”) of the Group at all times. The Group is determined to promote a culture of top-level commitment in adopting ethical and anti-corruption business practices, high standard of integrity and zero tolerance to corruption.
- 1.2 This policy sets out the minimum standard of conduct expected of all directors and Employees, and the Group’s policy on acceptance of advantage, offer of advantage and handling of conflict of interest when dealing with the Group’s business.
- 1.3 Any form of corruption, bribery, money laundering and financing of terrorism, whether in Hong Kong or elsewhere, may lead to criminal prosecution of or regulatory action against the Group, its directors and/or Employees, resulting in the imposition of criminal or civil penalties, including fines and imprisonment, and could damage the Group’s business and reputation and undermine its relationship with its regulators and its customers, business partners and competitors.

2. Scope

- 2.1 All directors and Employees of the Group as well as external parties doing business with the Group and those acting in an agency or fiduciary capacity on behalf of the Group (e.g. agents, customers, suppliers, consultants and contractors) are required to adhere to this policy, as well as any additional requirements under the law of the place (which may be stricter than those set out in this policy) where the relevant business dealing takes place.

3. Responsibility

- 3.1 The audit committee of the Company (the “**Audit Committee**”) shall review regularly this policy and ensure that the arrangements are in place for its effective operation. Any subsequent amendment of this policy shall be reviewed by the Audit Committee and approved by the board of directors of the Company (the “**Board**”).

3.2 The Audit Committee shall bring to the attention of the Board any material incidents relating to breaches of this policy.

3.3 The Audit Committee is also responsible for the actions following investigation of the cases reported.

4. Prevention of corruption

4.1 The Group prohibits all forms of bribery and corruption. All directors and Employees of the Group are prohibited from soliciting, accepting or offering any bribe in conducting the Group's business or affairs, whether in Hong Kong or elsewhere. In conducting all business or affairs of the Group in Hong Kong, they must comply with the Prevention of Bribery Ordinance (Cap. 201 of the Laws of Hong Kong) (the "POBO") and must not:

- (a) solicit or accept any advantage from others as a reward for or inducement to doing any act or showing favour in relation to the Group's business or affairs, or offer any advantage to an agent of another as a reward for or inducement to doing any act or showing favour in relation to his/her principal's business or affairs;
- (b) offer any advantage to any public servant (including Government department or public body employees) as a reward for or inducement to performing any act in his/her official capacity or showing any favour or providing any assistance in business dealing with the Government department or a public body; or
- (c) offer any advantage to any staff or member of a Government department or public body while they are having business dealing with such Government department or public body.

4.2 "Advantage" shall have the meaning ascribed to it under the POBO as amended from time to time which may include gift, fee, reward, commission, travel, accommodation, office, employment or contract.

5. Acceptance of advantage

5.1 It is the Group's policy that directors and Employees of the Group should not solicit or accept any advantage for themselves or others, from any person, company or organisation having business dealings with the Group 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;
- (b) gifts given on festive or special occasions that is reasonable, not excessive, appropriate and consistent with reasonable business practice; 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.

- 5.2 Directors and Employees of the Group should decline an offer of advantage if acceptance could affect his/her objectivity in conducting the Group's business or induce him/her to act against the interest of the Group, or acceptance will likely lead to perception or allegation of impropriety.
- 5.3 Gifts or souvenirs described in 5.1(a) that are presented to directors and Employees of the Group in official functions are deemed as offers to the Group. If any director or Employee of the Group wishes to accept any advantage not covered in 5.1 above, he/she should state the details of such advantage and seek permission from the relevant department head(s) (the "**Approving Authority**") using Form A at Annex 1. The Approving Authority shall follow the principles set out in 5.1 and 5.2 above as the approval criteria and seek guidance from the Audit Committee when it is necessary. Without the written approval of the Approving Authority, no directors or Employees of the Group shall accept such advantage.

6. Offer of advantage

- 6.1 Directors and Employees of the Group 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 Group's business. Even when an offer of advantage carries no intention of improper influence, it should be ascertained that the intended recipient is permitted by his/her employer/principal to accept it under the relevant circumstance before the advantage is offered (except if the relevant interest is an interest within the meaning of 5.1 above).

7. Entertainment

- 7.1 Although entertainment is an acceptable form of business and social behaviour, directors or Employees of the Group should avoid accepting lavish or frequent entertainment from persons with whom the Group has business dealing (e.g. suppliers or contractors) or from his/her subordinates to avoid placing himself/herself in a position of obligation (whether actual or potential). According to the POBO, "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 as the provision of food or drink.

8. Records, accounts and other documents

- 8.1 Directors and Employees of the Group should ensure that all records, receipts, accounts or other documents they submit to the Group give a true representation of the fact, events or business transactions as shown in the documents. 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 POBO.

9. Compliance with laws of Hong Kong and in other jurisdictions

- 9.1 Directors or Employees of the Group must comply with all Hong Kong/local laws and regulations, including but not limited to namely the POBO, guidance(s) issued by the Independent Commission Against Corruption (“**ICAC**”) and the Securities and Futures Commission, when conducting the Group’s business, and also those in other jurisdictions when conducting business there or where applicable.

10. Conflict of interest

- 10.1 Directors and Employees of the Group should avoid any conflict of interest situation (i.e. situation where their private interest conflicts with the interest of the Group) or the perception of such conflicts. When actual or potential conflict of interest arises, the director or Employee concerned should make a declaration to the Approving Authority through the reporting channel using Form B at Annex 2.

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

- (a) a director or 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 Group;
- (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 director or Employee involved in the process;
- (c) a director has financial interest in a company whose quotation or tender is under consideration by the Board; or
- (d) an Employee undertaking part-time work with a contractor whom he/she is responsible for monitoring.

11. Relationship with suppliers, contractors and customers

- 11.1 The Group is committed to dealing with its customers and suppliers in a fair, honest and professional manner, while seeking best value for the business. Potential suppliers are treated on an equal basis and no unmerited favouritism is to be shown in the procurement of goods and services. The Group conducts its procurement practices in a fair and transparent manner and directors and Employees must act with due care and diligence when evaluating prospective customers, contractors and suppliers.

- 11.2 The Group shall not deal with customers, contractors and suppliers and other potential business partners known to be paying bribes and/or engaging in corrupt activity. Appropriate levels of due diligence are to be conducted by adequately skilled persons in the selection and renewal of new and existing contractors, suppliers and other business partners (such as a joint venture partner) commensurate with the bribery risk associated with a particular relationship. Before the establishment of a business relationship with customer, appropriate and proper customer due diligence measures should be taken in identifying and verifying the customer's identity taking into account factors including products and services offered, type of customers and geographical locations involved. All the relevant information should also be retained through proper record-keeping measures.

12. Political and charitable contributions and sponsorships

- 12.1 It is the general policy of the Group not to make any form of donation to political associations or individual politicians. Directors and Employees of the Group must not use any funds or assets of the Group for contributions to any political party or candidate for public office. In addition, no director or Employee may make any political contribution as a representative of the Group or create the impression that he/she is acting as a representative of the Group. If any requests are made for political contributions, such requests should be referred to the Board via the company secretary of the Company (“**Company Secretary**”) for consideration.
- 12.2 If the charitable contributions and sponsorships will or may improperly influence the decision of others or allow others to obtain an improper advantage or may reasonably create such an impression, they may constitute a disguised form of bribery. Accordingly, charitable contributions and sponsorships are permitted by the Group only if they meet the criteria below:
- (a) charitable contributions and sponsorships must be fully transparent and recorded fairly and accurately with all necessary details, including the recipient of charitable contribution and sponsorship, the identities of recipient and the responsible person of the Group, the relationship of parties involved and any declaration of interests (if applicable), the amount of charitable contributions and sponsorships and etc.;
 - (b) always obtain and retain a receipt or other written acknowledgement for any charitable contribution and sponsorship made. All relevant information should be available at all time for the Audit Committee's inspection; and
 - (c) no charitable contribution and sponsorship should be made from private accounts.

13. Reporting procedures

- 13.1 Any person who becomes aware of any existing or potential corruption or suspicious activity within the Group, should report it in person or in writing either by email or by post to the Company Secretary who shall report it to the Audit Committee.

- 13.2 All written reports by post shall be sent in a sealed envelop clearly marked “Private and Confidential – To be opened by the Addressee only” to ensure confidentiality.
- 13.3 Reports will be treated as confidential to the extent permitted by law. No director or Employee will be disciplined for reporting a concern in good faith, even if the concerns turn out to be unsubstantiated. However, the Group will take disciplinary action against directors and Employees of the Group who intentionally provides false or malicious information in connection with an alleged violation of the law or with this policy.
- 13.4 Investigation of the reports shall be conducted in accordance with the investigation procedures set out in the Company’s Whistleblowing Policy.
- 13.5 Any director or Employee of the Group who violates this policy will be subject to disciplinary, which may include dismissal or termination of contracts, where appropriate. Cases of suspected corruption or other criminal offences will be, after consulting legal advisers, referred to the Hong Kong Police Force, ICAC or other regulators or authorities as appropriate for further action. Once the matter is referred to the regulators or authorities, the Group will not be able to take further action on the matter.

14. Communication and training

- 14.1 Key Employees of the Group (including management and Employees likely to be exposed to risks of corruption) should receive regular training (including integrity training) relating to fraud, bribery, corruption, money laundering and financing of terrorism or non-compliance of the POBO risks faced by their departments, as well as the relevant laws, regulations and standards of conduct.
- 14.2 No director or Employee of the Group shall suffer demotion, penalty, or other adverse consequences for refusing to pay bribes (even if such refusal may result in the Group losing business).

15. Compliance with this policy

- 15.1 It is the responsibility of every director and Employee of the Group to understand and comply with this policy whether performing his/her duties of the Group in or outside Hong Kong. Managers and supervisors should also ensure that the staff under their supervision understand well and comply with this policy.

16. Disclosure of this policy

- 16.1 This policy will be published on the Company’s website for public information.

Hong Kong, 8 December 2022

WING ON COMPANY INTERNATIONAL LIMITED
REPORT ON GIFTS/ADVANTAGES

Part A – To be completed by staff with whom gifts or advantages was/is to be received (the “Receiving Staff”)

To: (Approving Authority)

Description of Offeror:

Name and title: _____

Company: _____

Relationship (business/personal): _____

Occasion on which the gift/advantage was/is to be received: _____

Description and (assessed) value of the gift/advantage: _____

Suggested method of disposal

Remark

Retain by the Receiving Staff _____

Retain for display/as a souvenir in the office _____

Share among the office _____

Reserve as lucky draw prize at staff function _____

Donate to charitable organisation _____

Return to Offeror _____

Others (please specify): _____

(Date)

(Name of the Receiving Staff)
(Title/Department)

Part B – To be completed by Approving Authority

To: (Name of the Receiving Staff)

The recommended method of disposal is **approved/not approved.** The gift/advantage concerned should be disposed of by way of:

(Date)

**Delete as appropriate*

(Name of the Approving Authority)
(Title/Department)

WING ON COMPANY INTERNATIONAL LIMITED
DECLARATION OF CONFLICT OF INTEREST

Part A – Declaration *(To be completed by Declaring Staff)*

To: (Approving Authority)

I would like to report the following actual/potential* conflict of interest situation arising during the discharge of my official duties:

Persons/companies with whom/which I have official dealings
My relationship with the persons/companies (e.g. relative)
Relationship of the persons/companies with our Company (e.g. supplier)
Brief description of my duties which involved the persons/companies (e.g. handling of tender exercise)

(Date)

(Name of the Declaring Staff)

(Title/Department)

Part B – Acknowledgement *(To be completed by Approving Authority)*

To: (Declaring Staff)

Acknowledgement of Declaration

The information contained in your declaration form of (Date) is noted. It has been decided that:

- You should refrain from performing or getting involved in performing the work, as described in Part A, which may give rise to a conflict.
- You may continue to handle the work as described in Part A, provided that there is no change in the information declared above, and you must uphold the Company’s interest without being influenced by your private interest.
- Others (please specify):

(Date)

**Delete as appropriate*

(Name of the Approving Authority)
(Title/Department)