

## HONBRIDGE HOLDINGS LIMITED

### Code of Conduct and Anti-corruption Policy

#### *Ethical Commitments*

1. Business corruption not only affects fair competition in the market, but also has an adverse impact on the society and the enterprise's development. Therefore, Honbridge Holdings Limited (hereafter referred to as the Company) regards honesty, integrity and fair play as our core values that must be upheld by all directors and employees<sup>1</sup> of the Company at all times. This system sets out the basic standard of conduct expected of all directors and staff member, at the same time, the Company also abides by the anti-corruption laws and regulations of the places where it carries out business, as well as the policy on acceptance of advantage and handling of conflict of interest when dealing with the Company's business, the Company encourages business partners (including but not limited to joint venture partners, suppliers, contractors, distributors, freight forwarders, lawyers, brokers, consultants, etc.) with whom it does business to develop and implement anti-corruption policies of the same standard.

#### *Prevention of Bribery*

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

- solicit or accept any advantage from others as a reward for or inducement to doing any act or showing favour in relation to the Company'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 principal's business or affairs;

- offer any advantage to any public servant (incl. Government / public body employee) as a reward for or inducement to his performing any act in his official capacity or his showing any favour or providing any assistance in business dealing with the Government / a public body; or

- Political contributions - Political contributions made to political parties or public officials for the purpose of gaining executive, legislative, administrative or other support for the Group;

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<sup>1</sup>"Employees" include all full-time, part-time and temporary employees of the Company and its subsidiaries, unless otherwise stated.

### *Entertainment*

3. Although entertainment is an acceptable form of business and social behaviour, a director or staff member should avoid accepting lavish or frequent entertainment from persons with whom the Company has business dealing (e.g. suppliers or contractors) or from his/her subordinates to avoid placing himself/ herself in a position of obligation. However, a director or staff member should decline an offer of advantage if acceptance could affect his/her objectivity in conducting the Company's business or induce him/her to act against the interest of the Company, or acceptance will likely lead to perception or allegation of impropriety.

### *Records, Accounts and Other Documents*

4. Directors and staff member should ensure that all records, receipts, accounts or other documents they submit to the Company give a true representation of the facts, events or business transactions as shown in the documents.

Employees of the Company shall not:

- falsify or fabricate the Group's account books or records or omit to record transactions that should be included in the Group's account books for any reason;
- fail to maintain proper accounting controls as required;
- fail to maintain detailed and accurate records of payments and expenses as required;
- deviate from applicable accounting and financial reporting related standards, principles, laws or practices;
- establish separate undisclosed or unrecorded account books for the Group other than the statutory account books;
- fail to properly prepare all reports and records as required by the management.

In Hong Kong, intentional use of documents containing false information to deceive or mislead the Company, regardless of whether there is any gain or advantage involved, may constitute an offence under the Prevention of Bribery Ordinance. Employees in other regions should be aware that they may be in violation of local laws and regulations.

### *Conflict of Interest*

5. Directors and staff member should avoid any conflict of interest situation (i.e. situation where their private interest conflicts with the interest of the Company, private interest includes both financial and personal interests and those of their family members, relatives or close personal friends) or the perception of such conflicts. Some common examples of conflict of interest are described below but they are by no means exhaustive:

- (a) A staff member 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 staff member 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) A director/staff member undertaking part-time work or has financial interest in a business competitor.

#### *Business Partner Due Diligence*

6. The Company will only work with reputable and honest business partners. To prevent the Group from being held liable for the misconduct of its business partners, employees of the Group must be prudent in collecting information about the business partners. To ensure that the relevant business partners meet the requirements of this policy, the Company has established due diligence procedures to require relevant business personnel to conduct due diligence on business partners. Such procedures include, but are not limited to, pre-contractual and post-contractual due diligence, third-party verification, and enforcement of anti-corruption contractual terms applicable to specific business transactions, trainings, post-contractual or post-transaction due diligence and dynamic management.

#### *Misuse of Official Position, Company Assets and Information*

7. Directors and staff member must not misuse their official position in the Company to pursue their own private interests.
8. Directors and staff member in charge of or having access to any Company assets, including funds, property, information, and intellectual property, should use them solely for the purpose of conducting the Company's business. Unauthorized use, such as misuse for personal interest, is strictly prohibited.
9. Directors and staff member should not disclose any classified information of the Company without authorisation or misuse any Company information (e.g. unauthorised sale of the information). Those who have access to or are in control of such information, including information in the Company's computer system, should protect the information from unauthorised disclosure or misuse. Special care should also be taken in the use of any personal data, including directors', staff's and customers' personal data, to ensure compliance with Hong Kong's Personal Data (Privacy) Ordinance.

### *Reporting Responsibilities and Consequences of Violations*

10. Any director or staff member in breach of this policy will be subject to disciplinary action, including termination of appointment. Any enquiries about this policy or reports of possible breaches of this policy should be made to (post of a designated senior staff member). If the Company suspects that such violations involve corruption or other criminal offences, it will report them to relevant law enforcement agencies. The Group shall keep the information of the informant confidential to protect him or her from retaliation.

### *Anti-corruption Programme and Training*

11. To enhance directors and employees' integrity and probity in business practices and their awareness in this regard, the Company has established and continues to run a clearly structured anti-corruption system covering all staff member, including mechanisms to identify and assess corruption risks and controls to mitigate the risks. It also provides resources to ensure that compliance training is carried out in an orderly manner to ensure its relevance and effectiveness.

### *Periodic Review and Policy Disclosure*

12. This policy will be reviewed annually and revised as necessary to ensure its effectiveness and will be disclosed on the website of the Company ([www.8137.hk](http://www.8137.hk)).

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Passed by the Board of Directors: 29 December 2022