

Hong Kong Johnson Holdings Co., Ltd.
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1955)

Anti-Corruption Policy

1. Policy Commitments and Statements

- 1.1 Hong Kong Johnson Holdings Co., Ltd. (the “**Company**”) and its subsidiaries (the “**Group**”) are committed to ethical and clean business practices by carrying on their businesses with honesty, fairness and integrity. This anti-corruption policy (the “**Policy**”) sets out that the directors and all employees of the Group are obliged to comply with applicable anti-corruption laws, regulations and codes of declaration of interests to ensure that the reputation of the Group is not undermined by any fraud, disloyalty or corruption and to demonstrate the Group’s zero tolerance to corruption. The Company also encourages and expects its business partners / external parties having business dealings with the Group including suppliers, contractors and clients to abide by the principles of this Policy.
- 1.2 The Group prohibits any form of corruption and bribery. All directors and employees are not allowed to offer to or solicit or accept from any person for any bribe when dealing with the Company’s business or affairs.
- 1.3 The directors and all employees of the Group must comply with the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong) (“**POBO**”) and all other applicable laws, rules and regulations relating to bribery or corruption of applicable jurisdictions in other countries or regions in which such directors or employees do business to prevent them from engaging in any form of bribery or corruption, money laundering and terrorist fund-raising, and they shall 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 Company’s business or affairs; or offer any advantage to an agent of another person 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 any employee of government/public body) 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 dealings with his/her government department or public body; or
 - (c) offer any advantage to any member or staff of any government department or public body while they are having business dealing with the latter.
- (Refer to Appendix I for the relevant provisions of the POBO.)

2. Scope of Application

- 2.1 The Policy applies to the following persons of the Group (collectively “**Group Individual(s)**”):
- a. directors;
 - b. office employees at various levels;
 - c. front-line staff (“**Front-Line Staff**”, including permanent, temporary and contract staff);
 - d. external parties having business dealings with the Group and any person acting as agents or trustees on behalf of the Group (such as agents, consultants, suppliers and contractors).
- 2.2 The anti-corruption measures will also extend to the supply chain of the Group through the procurement procedure.

3. Acceptance of Advantage

3.1 Group Individuals are prohibited from soliciting any advantage from any person who has business or official dealings with the Group (such as agents, consultants, suppliers and contractors) when they are conducting businesses of the Group. Group Individuals are subject to restriction from acceptance of advantages from persons having business or official dealings with the Group even though no undue favour is involved; except that they may accept (but not solicit) the following advantages/gifts when offered on a voluntary basis:

(a) advertising or promotional gifts or souvenirs of a nominal value; or

(b) gifts given on traditional festivals or special occasions, subject to the maximum limit prescribed by the Group for the Group Individuals in value; or

(c) discounts or other offers given by any person or company to the Group Individuals of the Company, on terms and conditions equally applicable to other customers in general.

3.2 Gifts or souvenirs described in paragraph 3.1(a) above that are presented to a Group Individual in relation to the Company's business are deemed as offers to the Company. Those who accept gifts/advantages shall report the acceptance to the Company and seek direction as to how to handle the gifts or souvenirs using a specific form prescribed by the Company adopted from time to time. If any Group Individual wishes to receive any other advantage not specified in paragraph 3.1 above, prior to accepting such advantage, he/she shall indicate such advantage in the form and seek permission from the Company.

3.3 However, a Group Individual 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 interests of the Company, or acceptance will likely lead to perception or allegation of impropriety.

3.4 If a Group Individual has to act on behalf of a client in the course of carrying out the Company's business or affairs, he/she should also comply with any additional restrictions on acceptance of advantage that may be imposed by the client (e.g. directors and staff members of the Company performing any duties under a government or public body contract awarded to the Company will normally be prohibited from accepting advantages in relation to that contract).

4. Offer of Advantage

4.1 A Group Individual is prohibited from offering bribes or advantages to any director, employee or agent of another company or organization, 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 Company's business, or from offering any advantage to any member or staff of any government department or public body when he/she is having dealings with the latter.

5. Entertainment

5.1 A Group Individual shall refuse to accept any lavish, or unreasonably generous or frequent entertainment provided by any service user or any person having dealings with the Group (such as a supplier agent(s) or contractor(s)) or its subordinates. The acceptance of an invitation by a Group Individual for courtesy shall be subject to the prior approval of his/her immediate supervisor.

6. Conflict of Interest, Misuse of Official Position, and Company Assets and Information

- 6.1 Conflict of interest refers to the contradiction or conflict between the private interest of a Group Individual and the interest of the Group. Private interests are the financial and personal interests of Group Individuals, including their family members and relatives, close personal friends, as well as their companies and organizations. All Group Individuals are obliged to act in the interest of the Group to avoid any actual or potential conflict between their private interests and interests of the Company.
- 6.2 All Group Individuals must declare to the Company any interest which they and/or their immediate relatives are considered to hold in the contracts or businesses that they are responsible for overseeing or conducting on behalf of the Group, and any potential conflict between their private interests and duties to the Group. All employees must declare to their immediate supervisors any conflict of interest using the specific form prescribed by the Company adopted from time to time.
- 6.3 None of the Group Individuals shall abuse their position or power in the Group to seek their own private gains or to pursue gains for their relatives, close personal friends or associates.
- 6.4 Group Individuals shall avoid any actual conflict of interest situation or the perception of such conflicts. Where any such situation or perception arises when a Group Individual is dealing with the business, he/she shall declare the same to his/her immediate supervisor in writing and shall proactively avoid dealing with the relevant work and act on instructions from the supervisor.
- 6.5 Group Individuals shall not disclose any confidential information of the Company without authorization or misuse any Company information (e.g. unauthorized sale of the information). The Group Individuals who are authorized to have access to or control of any confidential information, including information in the Company's computer system, should take confidentiality measures to protect the information from unauthorized disclosure or misuse. Special care should also be taken in the use of any personal data of the Group Individuals to ensure compliance with Hong Kong's Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong).

7. Outside Employment

- 7.1 If any of the Group Individual intends to take up other employment outside the Company, which is likely to create or lead to any conflict of interests, he/she must seek the prior written approval from the Group before taking up such employment. Employees shall also avoid engaging in gambling activities with service users or persons or organizations having business dealings with the Group.

8. Whistleblowing

- 8.1 Group Individuals are obliged to report any actual or suspected violation of the Policy in a timely manner in accordance with the Group's procedures. Please refer to the Whistle-blowing Policy of the Group for specific whistle-blowing channels and procedures.
- 8.2 Group Individuals must provide full and sincere cooperation in any investigation on any suspected violation of the Policy or on any suspected corruption or fraud. Employees who fail to provide such cooperation or true information may be subject to disciplinary actions, and even criminal prosecutions may be brought against relevant parties where applicable.

9. Records and Files

9.1 Group individuals will keep accurate records of all transactions and business courtesies as specified in paragraph 3.1 of the Company. All receipts and expenses must be accompanied with documentations containing proper description of the same. Group Individuals are also prohibited from falsifying any book, record or account.

10. Communication and Training

10.1 All executives of the Group shall provide their employees with the Policy (either printed or online version) and shall provide new employees with an introduction to the Policy. They shall also comply with the laws, regulations and standards of conduct relating to their business areas.

10.2 Group Individuals are obliged to comply with the Policy to resist fraud and bribery.

10.3 No Group Individuals will suffer demotion, penalty, or other adverse consequences for their refusal to pay bribes (even if such refusal may result in loss of business of the Group).

10.4 Regular training shall be provided for key employees (normally at least once every year).

11. Fraud Risk Assessment

11.1 The Group shall establish a fraud risk assessment mechanism and make fraud risk assessment on a regular basis.

12. Review of the Policy

12.1 The audit committee (the “**Audit Committee**”) of the Board of Directors (the “**Board**”) of the Company is responsible for monitoring and regularly reviewing the Policy to ensure its relevance and validity. Any subsequent amendment to the Policy is subject to review by the Audit Committee and approval by the Board.

13. Disclosure of the Policy

This Policy is available on the website of the Company.

29 November 2022

Extract of Chapter 201
<<Prevention of Bribery Ordinance>>

9. Corrupt transactions with agents

- (1) Any agent who, without lawful authority or reasonable excuse, solicits or accepts any advantage as an inducement to or reward for or otherwise on account of his—
- (a) doing or forbearing to do, or having done or forborne to do, any act in relation to his principal's affairs or business; or
 - (b) showing or forbearing to show, or having shown or forborne to show, favour or disfavour to any person in relation to his principal's affairs or business,
- shall be guilty of an offence.
- (2) Any person who, without lawful authority or reasonable excuse, offers any advantage to any agent as an inducement to or reward for or otherwise on account of the agent's—
- (a) doing or forbearing to do, or having done or forborne to do, any act in relation to his principal's affairs or business; or
 - (b) showing or forbearing to show, or having shown or forborne to show, favour or disfavour to any person in relation to his principal's affairs or business,
- shall be guilty of an offence.
- (3) Any agent who, with intent to deceive his principal, uses any receipt, account or other document—
- (a) in respect of which the principal is interested; and
 - (b) which contains any statement which is false or erroneous or defective in any material particular; and
 - (c) which to his knowledge is intended to mislead the principal,
- shall be guilty of an offence.
- (4) If an agent solicits or accepts an advantage with the permission of his principal, being permission which complies with subsection (5), neither he nor the person who offered the advantage shall be guilty of an offence under subsection (1) or (2).
- (5) For the purposes of subsection (4) permission shall—
- (a) be given before the advantage is offered, solicited or accepted; or
 - (b) in any case where an advantage has been offered or accepted without prior permission, be applied for and given as soon as reasonably possible after such offer or acceptance,
- and for such permission to be effective for the purposes of subsection (4), the principal shall, before giving such permission, have regard to the circumstances in which it is sought.

4. Bribery

- (1) Any person who, whether in Hong Kong or elsewhere, without lawful authority or reasonable excuse, offers any advantage to a public servant as an inducement to or reward for or otherwise on account of that public servant's—
 - (a) performing or abstaining from performing, or having performed or abstained from performing, any act in his capacity as a public servant;
 - (b) expediting, delaying, hindering or preventing, or having expedited, delayed, hindered or prevented, the performance of an act, whether by that public servant or by any other public servant in his or that other public servant's capacity as a public servant; or
 - (c) assisting, favouring, hindering or delaying, or having assisted, favoured, hindered or delayed, any person in the transaction of any business with a public body,shall be guilty of an offence.
- (3) If a public servant other than a prescribed officer solicits or accepts an advantage with the permission of the public body of which he is an employee being permission which complies with subsection (4), neither he nor the person who offered the advantage shall be guilty of an offence under this section.

8. Bribery of public servants by persons having dealings with public bodies

- (1) Any person who, without lawful authority or reasonable excuse, while having dealings of any kind with the Government through any department, office or establishment of the Government, offers any advantage to any prescribed officer employed in that department, office or establishment of the Government, shall be guilty of an offence.
- (2) Any person who, without lawful authority or reasonable excuse, while having dealings of any kind with any other public body, offers any advantage to any public servant employed by that public body, shall be guilty of an offence.

2. Interpretation

advantage (利益) 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), particulars of which are included in an election return in accordance with that Ordinance;

entertainment (款待) 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, such provisions;

19. Custom not to be a defence

In any proceedings for an offence under this Ordinance, it shall not be a defence to show that any such advantage as is mentioned in this Ordinance is customary in any profession, trade, vocation or calling.