



TRADELINK ELECTRONIC COMMERCE LIMITED

貿易通電子貿易有限公司

(the “Company”)

(Incorporated in Hong Kong under the Companies Ordinance with limited liability)

(Stock Code: 536)

ANTI-CORRUPTION POLICY

(Adopted on 23 August 2022)

Policy Statement

1. Tradelink Electronic Commerce Limited (“**Tradelink**”) and its subsidiaries (collectively the “Group”) are committed to upholding the high standard of business integrity, honesty, fairness and impartiality in all our business dealings. Tradelink is committed to ethical business practices, which is upheld by our corporate policies and procedures. Tradelink strictly prohibits any form of fraud or bribery and is zero-tolerant to all forms of fraud and bribery.
2. Fraud or bribery damages a company’s reputation. Criminal and civil penalties may arise if Tradelink or its staff are involved in any form of bribery or corruption, money laundering and financing of terrorism, whether in Hong Kong or elsewhere.
3. This Policy applies to all staff at all levels, including full-time, part-time and temporary staff, directors and officers, external parties doing business or dealing with Tradelink and those acting in an agency or fiduciary capacity on behalf of Tradelink, including agents, consultants and contractors.
4. All Tradelink staff are required to comply with this Policy and Tradelink Code of Ethics and Conduct, which can be found in Tradelink intranet portal. Breach of this Policy and/or Tradelink Code of Ethics and Conduct may lead to disciplinary action including employment termination and/or personal civil or criminal sanctions.

Prevention of Bribery

5. Tradelink is a public body under the Prevention of Bribery Ordinance (Cap. 201) (“**POBO**”). All its staff are “public servants” for the purpose of the Ordinance.
6. Under the POBO, a public servant is prohibited from soliciting or accepting, without lawful authority or reasonable excuse, any advantage **in Hong Kong or elsewhere** as an inducement to or reward for or otherwise on account of his performing or abstaining from performing any act in his capacity as a public servant.
7. “Advantage” means almost anything which is of value, except entertainment (see paragraph on Acceptance of Entertainment below), including any gift (both of money and in kind), loan, fee, reward, commission, office, employment, contract, service and favour, etc.

Solicitation and Acceptance of Advantages

8. Tradelink prohibits staff from soliciting or accepting any advantage from any persons or companies having official dealings with Tradelink (e.g. service applicants/recipients, regulatees, suppliers, contractors) and subordinates, except that they may accept, but not solicit, the following advantages when offered on a voluntary basis:
 - a. advertising or promotional gifts or souvenirs of a nominal value;
 - b. discount 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.
9. Staff are permitted to solicit or accept from a relation (e.g. spouse, parent, child) any advantage in private capacity. This, however, does not relieve the staff from observing the POBO and the requirements on avoidance and declaration of conflict of interest.
10. If a staff member wishes to accept any other advantages not listed in paragraph 8, he should seek permission from the CEO of Tradelink by completing the Notification of Receipt of Gift(s) Form and submitting it to the Human Resources within 7 working days. In case of doubt, the staff should refer the matter to the Human Resources for advice and instruction.

11. Even if the offeror does not have any official dealings with Tradelink, a staff member should decline an offer of an advantage if the acceptance could affect his objectivity in conducting Tradelink's business, induce him to act against Tradelink's interest or place him under an improper obligation, or where he believes the offeror has such an intention, or lead to the perception or allegation of impropriety or conflict of interest.

Advantages Offered to Staff in Their Official Capacity

12. An advantage presented to a staff member by virtue of his official position or on an occasion attended in the staff member's official capacity is regarded as an advantage to Tradelink (e.g. a souvenir presented by the organiser of a ceremonial occasion to a staff member representing Tradelink to officiate at the ceremony).
13. Staff should as far as possible decline such gifts. Where this cannot be done (e.g. owing to protocol reasons or the need to avoid causing offence or embarrassment), he should immediately report the receipt of the gift or souvenir and seek direction on its disposal using the Notification of Receipt of Gift(s) Form.

Acceptance of Sponsorship

14. Sponsorship (which may comprise passage, accommodation, or other fees) is a form of advantage. Staff may be offered sponsorship in their official capacity by persons or other organisations for official purposes such as attending local/overseas conferences, conventions and product trial activities. Such sponsorship should be regarded as sponsorship offered to Tradelink and referred to Tradelink for consideration of acceptance, based on operational need, and assignment of the staff to attend the sponsored activity, based on suitability. The general criteria for considering whether or not to accept the sponsorship offer are suggested at **Appendix 1**.
15. Staff may be offered sponsorship, for example, sponsored visit offered by a professional body, industrial/supplier organisation or supplier, due to his personal expertise or professional membership, to attend an overseas conference. Though not representing the Tradelink, care should be taken when such a sponsored visit is offered by a party having business dealings with Tradelink and the staff's duty is directly related to or could potentially or seen to be influenced

by the content or result of the visit (e.g. the staff is involved in or can influence the purchasing decision of Tradelink, while the sponsor is a potential supplier). In accepting such sponsorship, staff should ensure that their conduct and activities would not bring them or Tradelink into disrepute or lead to any actual or perceived conflict of interest. In particular, they should ensure that their private sponsored visits are separate from their official position and duties and avoid putting themselves in an obligatory position through acceptance of advantages or hospitality normally applicable to official purposes.

Acceptance of Entertainment

16. Staff should not accept lavish, or unreasonably generous or frequent entertainment (“**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), or indeed any entertainment which is likely to give rise to any actual or perceived conflict of interest, put the staff in an obligatory position in the discharge of their duties, compromise their impartiality or judgement, or bring them or Tradelink into disrepute bearing in mind public perception. When offered entertainment, a staff should consider whether the entertainment offered could be regarded as:
 - a. excessive – taking into account its value, substance, frequency and nature;
 - b. inappropriate – taking into account the relationship between the staff member and the offeror (e.g. whether they have any direct official dealings);
or
 - c. undesirable – taking into account the character or reputation of the host or known attendees.

Offering of Gifts/Sponsorship

17. Under POBO, it is an offence if any person, without lawful authority, reasonable excuse, or the acceptor’s principal consent, offers an advantage to an agent (including employees) of an organisation, as an inducement to or reward for the agent to do / not to do any act in relation to his principal’s business and affairs. It is also an offence if any person while having dealings with a government department or public body offers an advantage to the public servants employed by that department / public body. Therefore, Tradelink staff should

- a. be prohibited from offering advantages, whether directly or indirectly through a third party, to any person or organisation, for the purpose of influencing such person or organisation in any official dealings;
 - b. be prohibited from offering advantages, whether directly or indirectly through a third party, to any public official employed by the Government or any other public body, while having dealings of any kind with the Government or public body; and
 - c. as far as possible refrain from bestowing gifts/souvenirs to others during the conduct of official activities.
18. Where a Tradelink staff considers that the offering of gifts/souvenirs/sponsorship is necessary or unavoidable due to operational, protocol or other reasons, the staff should comply with the procedures below.
- a. before offering of gifts/sponsorship, the staff should seek approval from the Senior Management with justifications by submitting the Request form for Offering Gifts/Sponsorship to Customers/Business Partners.
 - b. for the gift / sponsorship value of \$2,000 or below, Senior Management's approval needs to be sought while for the value above \$2,000, CEO's approval is required;
 - c. the staff should, as circumstances permit, confirm that the recipient organisation has given permission for its staff to solicit/accept such advantage;
 - d. for standard corporate advertising or promotional gifts or souvenirs of a nominal value administered by Investor Relations and Corporate Communications and sent by Business Units to customers / business partners, they are exempted from the need to raise the Request form for Offering Gifts/Sponsorships to Customers/Business Partners;
 - e. the gifts/souvenirs/sponsorship to be bestowed should not be lavish or extravagant, and be kept to a minimum in quantity;
 - f. gifts/souvenirs/sponsorship should be given to the organisation with attention to department / team instead of directly to individual staff

members of the organisation; and

g. the exchange of gifts/souvenirs/sponsorship should be made from organisation to organisation.

19. When a Tradelink staff treats customer / business partner to meal, including lunch and dinner, prior approval from Senior Management is required. The budget should be \$500 per head, but a flexible approach would be adopted.

Managing Conflict of Interest

20. A conflict of interest situation arises when the “private interests” of a staff member compete or conflict with the interests of Tradelink or the staff’s official duties. Private interests include financial and other interests of the staff himself, and those of his connections including family and other relations, personal friends, the clubs and societies to which he belongs, and any person to whom he owes a favour or to whom he may be obligated in any way. For managing, avoidance and declaration of conflict of interest, Tradelink staff should read and comply with the Tradelink Code of Ethics and Conduct.

Misuse of Official Position

21. Staff should carry out their duties fairly, faithfully and impartially, and not misuse or permit others to misuse their official position for their personal cause, interest or gain, or to favour, benefit or disfavour others.

Misconduct in Public Office

22. A public official who wilfully and seriously misconducts himself in relation to his public office (e.g. misuse of official position, covering up conflict of interest) may commit the common law offence of “misconduct in public office”. Hence, staff should take note that breaches of probity requirements in this Policy which involve serious misconduct, even if not involving bribery or other financial crime, might amount to “misconduct in public office”.

Procurement of Goods and Services

23. Tradelink is committed to dealing with its customers and suppliers in a fair, honest and professional manner. Potential suppliers are treated on an equal basis.

Tradelink staff must act with due care and diligence when evaluating prospective contractors and suppliers.

Application to Directors

24. This Policy applies to all executive directors of the Company, whether or not he is also an employee.
25. This Policy applies to non-executive directors (including independent non-executive directors) of the Company, where such non-executive directors are performing or discharging a duty or function of the Company or doing or performing an act, job or work for or on behalf of the Company or as directors of the Company.

Communication and Training

26. Tradelink will make this Policy available to all staff as well as publishing it on Tradelink's website and intranet portal. Regular training relating to bribery are available to staff.
27. Managers should ensure that all staff reporting to them understand and comply with this Policy.

Reporting Suspected Irregularities and Criminal Offences

28. A staff member should report breaches of this Policy, illegal activities or other misconduct by other staff of Tradelink that has come to his knowledge in accordance with Tradelink's whistleblowing policy.
29. A staff member should report instances of crime or suspected crime discovered in the course of his work, including attempt to bribe a public servant, to the appropriate authority or law enforcement agency at the first practicable opportunity.

Compliance

30. It is the responsibility of every staff member of Tradelink to understand and comply with this Policy, whether performing duties of Tradelink in or outside Hong Kong. Managers and supervisors should also ensure that the staff members

under their supervision understand well and comply with this Policy.

31. Any staff member in breach of the Policy will be subject to disciplinary action, including termination of employment.

Review

32. The Corporate Governance Committee will review this Policy annually and make any recommendations to the board as it may consider appropriate.

Note: A reference to the masculine gender in this Policy covers both the feminine and masculine gender.

**Considering Factors for Acceptance of
Sponsorship**

In considering whether or not to accept the sponsorship offer, the following general criteria are relevant:

- acceptance of the sponsorship will benefit Tradelink as a whole;
- acceptance of the sponsorship will not bring Tradelink into any disrepute;
- the sponsorship is not excessive in value or frequency;
- acceptance of the sponsorship will not give rise to any express or implied obligation towards the offeror;
- acceptance of the sponsorship will not give rise to any actual or perceived conflict of interest (e.g. the offeror is a supplier/contractor bidding for Tradelink's contracts); and
- the sponsor will not be given or be perceived to derive an unfair advantage over other persons or organisations.

(In case of inconsistencies between the English and Chinese versions, the English version shall prevail.)