

Tianjin Development Holdings Limited

Anti-Corruption Policy

(Adopted by the Board on 11 November 2022)

1. Purpose

- 1.1 Tianjin Development Holdings Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) are committed to conducting business with honesty, ethics and integrity. The Group strictly prohibits any form of bribery or fraud and is committed to preventing and investigating all forms of bribery and fraud. The Group adopts a zero-tolerance principle against corrupt practices.
- 1.2 In order to thoroughly implement such commitment, this anti-corruption policy (the “**Policy**”) stipulates that all business units and employees of the Group are responsible to comply with the applicable anti-corruption laws, rules and regulations.

2. Scope

- 2.1 This Policy applies to the Group and all directors, management officers and employees (including secondees, permanent or temporary staff) of the Group (collectively, the “**Relevant Person(s)**”), and also encourages the Group’s joint venture partners, associated companies’ representatives, contractors and suppliers to abide by the principles of this Policy.
- 2.2 Corruption and bribery include the offering or accepting of any illicit advantage as an inducement to or a reward for performing or avoid performing any duties. Items that are considered as bribes include cash, cash equivalents, loans, commissions, benefits in kind or other advantages, but exclude traditional gifts of nominal value received during festivals.
- 2.3 Fraud generally involves any deceptive conduct with the intention of making some form of financial or personal gain or causing another person to suffer from a loss, including money laundering, obstruction of justice, deception, bribery, forgery, blackmailing, theft, conspiracy, misappropriation, embezzlement, false representation, concealment of material facts and collusion.
- 2.4 In this Policy, the following words shall have the meanings set out below:

“**advantage(s)**” shall mean the payment or receipt, directly or indirectly, of anything of value, or the taking of any other action, such as any work position, employment or contract; any payment or discharge of loan or other liability; any other service or benefit; the exercise or the refusal to exercise of any right or any power or obligation; and any offer, undertaking or promise;

- “**bribe(s)**” shall mean the offering of anything of value with the intent to influence the actions or decisions of others in order to gain or maintain a business advantage;
- “**hospitality**” shall mean meals, receptions, entertainments, socials or tickets to sports events; and
- “**kickback**” shall mean the return of a sum already paid or due as remuneration for further business.

3. **Anti-Corruption and Anti-Bribery**

3.1 Relevant Persons are strictly prohibited (whether acting in their own capacity or on behalf of the Group) from:

- (i) offering, promising, giving or authorising, directly or indirectly, any bribe or kickback to or for the benefit of any person (whether in private or public capacity) in order to obtain any improper business or other improper advantage for the Group and/or for their own;
- (ii) soliciting, accepting or receiving (whether for the benefit of the Group, their own benefit or that of their family, friends, associates or acquaintances) any bribe or kickback from any person (whether in private or public capacity) in return for providing any improper business or other improper advantage in relation to the business of the Group;
- (iii) otherwise using illegal or improper means (including bribes, favours, hospitalities, blackmails, financial payments, inducements, secret commissions or other rewards) to influence the actions of others; or
- (iv) acting as an intermediary for a third party in the solicitation, acceptance, payment or offer of a bribe or kickback.

3.2 In addition, Relevant Persons must exercise their reasonable judgement in assessing whether any arrangement could be perceived to be corrupt, illegal or otherwise inappropriate. Even when an offer or acceptance of advantage carries no intention of undue influence, it should be ascertained that the intended recipient or grantor has the permission of his/her employer/principal to accept or to grant such advantage under the relevant circumstances before the advantage is offered or accepted, and vice versa.

4. **Anti-Fraud**

4.1 Relevant Persons must not knowingly engage in, participate in, or be otherwise involved in fraud.

4.2 Appropriate levels of prudence should be exercised when engaging parties which the Group has business relationships with.

5. Responsibilities

- 5.1 When carrying out the Group's business, Relevant Persons should strictly abide by the Group's high standards of professional and ethical conduct, and should comply with all applicable laws, rules and regulations in Hong Kong and other applicable jurisdictions, such as the Prevention of Bribery Ordinance (Chapter 201 of the laws of Hong Kong).
- 5.2 Relevant Persons should familiarise themselves with and comply with the requirements of this Policy and other policies and procedures that are issued by the Group from time to time to supplement this Policy.
- 5.3 Relevant Persons should avoid any situations of conflicts of interest (i.e. situations where their private interest conflicts with the Group's interest) or the perception of such conflicts. When Relevant Persons encounter a situation of conflict of interests, they should report the same to the Company in a timely manner in the specified form stipulated in the "Basic Code of Professional Ethics for Employees" applicable to the Group.

6. Reporting

- 6.1 Every Relevant Person has a duty to timely report any actual or suspected breach of this Policy in accordance with the Group's procedures. For further details on the reporting channels and procedures, please refer to the Whistleblowing Policy of the Group.
- 6.2 Relevant Persons must cooperate fully and openly with any investigation into any suspected violation of this Policy or any suspected corrupt or fraudulent activity. The Relevant Person who fails to cooperate or to provide truthful information may be subject to disciplinary action and where applicable, criminal proceedings against the parties concerned.
- 6.3 Any Relevant Persons who do not comply with this Policy will be subject to disciplinary actions. The Group will, regarding cases of serious violations, take appropriate disciplinary actions or refer such cases to relevant law enforcement agencies for investigation. If Relevant Persons violate any relevant laws of Hong Kong or other applicable jurisdictions, such Relevant Persons may also be sentenced to imprisonment and/or subject to fines. The Group reserves the right to terminate any business relationship, employment or appointment if the Group's joint venture partners, representatives of associated companies, contractors and suppliers violate the principles of this Policy.

7. Review of this Policy

The board of directors of the Company is responsible for the monitoring and regularly reviewing this Policy to ensure its relevance and effectiveness. Any subsequent amendments of this Policy shall be reviewed and approved by the board of directors of the Company.

(The Chinese version is for reference only and in case of any discrepancy between the Chinese and English versions, the English version shall prevail.)