



**GREENHEART GROUP LIMITED**

**綠心集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 94)**

## **Anti-Corruption Policy & Procedures**

April 2022

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## 1) **Policy**

Greenheart Group Limited (the “Company”) and its subsidiaries (together the “Group”) are committed to upholding corporate governance and maintaining the highest standards of integrity, honesty, fairness, impartiality, ethic and transparency in conducting its business and operation.

In line with that commitment, the Group strictly prohibits and adopts a zero-tolerance policy against all forms of corruption, including but not limited to bribery and fraud. The Group is committed to the prevention, deterrence, detection and investigation of all forms of corruption.

## 2) **Objective and Scope of Policy**

This policy aims to:

- set out the basic standard of conduct expected of all Personnel (as defined in paragraph 3 below) and the anti-corruption policy of the Group;
- encourage all Personnel to uphold the anti-corruption principles of the Group in its business dealings and operations; and
- promote a culture of integrity, honesty, fairness, impartiality and transparency within the Group.

This policy applies to all Personnel (as defined in paragraph 3 below), as well as business partners of the Group and any person acting in an agency or fiduciary capacity on behalf of the Group, including but not limited to agents, consultants and contractors of the Group.

This policy shall be read and applied in conjunction with all laws and regulations applicable in the jurisdictions where the Group operates, including but not limited to the Prevention of Bribery Ordinance (Cap 201 of the Laws of Hong Kong). Where any conflict exists between this policy and applicable laws and regulations, such laws and regulations shall prevail.

## 3) **Definitions**

### a) **Advantage**

Advantage means:

- (i) 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;
- (ii) any office, employment or contract;
- (iii) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- (iv) 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;

- (v) the exercise or forbearance from the exercise of any right or any power or duty; and
- (vi) any offer, undertaking or promise, whether conditional or unconditional, of any advantage within the meaning of any of the preceding paragraphs.

b) Personnel

Personnel means all directors, employees (including temporary, contract, seconded, or work experience staff) and consultants of the Group, as well as members of committees of the Group.

#### 4) Prohibited Acts

a) Bribery

The Group prohibits all forms of bribery. All Personnel are prohibited from soliciting, accepting or offering any bribe, whether direct or indirect, in conducting the Group's business or affairs, whether in Hong Kong or elsewhere.

In conducting all business or affairs of the Group, all Personnel must conduct themselves with integrity, in an ethical and proper manner and in compliance with all applicable laws and regulations of the jurisdictions in which the Group operates, including anti-bribery laws.

b) Soliciting Advantages

The Group prohibits the solicitation of any Advantage by a Personnel from clients, contractors, suppliers, government officials or any other person in connection with the Group's business. Any facilitating payment is strictly prohibited.

c) Accepting Advantages

It is the Group's policy that all Personnel should not solicit or accept for themselves or others, from any person, company or organization having business dealings with the Group, except that they may accept (but not solicit) the following when offered on a voluntary basis:

- (i) advertising or promotional gifts or souvenirs of a nominal value;
- (ii) gifts given on festive or special occasions, subject to a maximum limit of HKD[500] in value; or
- (iii) 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.

A Personnel should decline an offer of Advantage if:

- (i) it is offered with view to influence any business decisions or performance of duties;
- (ii) it could affect a Personnel's objectivity in conducting the Group's business or induce him/her to act against the interest of the Group; or
- (iii) it will likely lead to perception or allegation of impropriety.

Any employee who comes across a situation where he/she is offered any Advantages with value exceeding HK\$500, should report it immediately to his/her department head or the Human Resources Director to decide on the appropriate actions to be taken.

d) Offering Advantages

All Personnel must not offer undue Advantages in excess of social norms to clients, contractors, suppliers, government officials or any other person in connection with the Group's business.

e) Charitable Contributions

The Group participates in charitable activities and encourages employees to do the same, under circumstances that comply with applicable laws and regulations. Charitable contributions should never be made to influence any business decision.

f) Political Contributions

No Personnel should use the Group's resources in connection with his or her personal political activities. Political contributions should always be made at the Personnel's own time and expense, without any linkage with the Group, and under circumstances that comply with applicable laws and regulations. The Group will not reimburse any personal political contributions.

g) Entertainment

Personnel may accept invitations to business lunches or dinners from persons with whom the Group has business dealing provided they are not lavish, unreasonably generous or frequent that may give rise to any potential or real conflicts of interest. Personnel are encouraged to attend such events with other colleagues(s) and not alone.

## 5) Due Diligence

Due diligence and record-keeping procedures of the Group should be followed when conducting business with third parties. A more extensive due diligence process should be adopted for higher risk customers or business partners.

## **6) Consequences of Breach**

Corruption damages a company's reputation and undermines its relationship with its regulators, customers, business partners and competitors. It may lead to criminal prosecution of or regulatory action against a company and/or its Personnel, resulting in the imposition of criminal or civil penalties, including fines and imprisonment, and could damage a company's reputation and business.

It is the responsibility of each Personnel to understand and comply with this policy. Any Personnel in breach of this policy will be subject to disciplinary action, including termination of appointment.

## **7) Duty to Report**

If a Personnel becomes aware of any actual or suspected breach of this policy and/or any suspicious conduct, behavior or activity suggesting potential or actual act of corruption by the Group, its Personnel or third party with whom the Group conducts or anticipates to conduct business, such Personnel is under a duty to report such incidents to the Company in accordance with the Whistleblowing Policy and Procedures of the Company, which may be accessed from [the Company website\*].

The Group will make every effort to keep your identity confidential and prohibits any retaliation against any individual who, acting in good faith, makes a disclosure about alleged corrupt activities involving the Group.

All Personnel must cooperate fully and openly with any investigation into alleged or suspected corrupt activity or breach of this policy. Failure to cooperate or to provide truthful information may lead to the Personnel being subject to disciplinary action, up to and including dismissal, and may be reported to the appropriate law enforcement agency or authority where appropriate.

## **8) Compliance with Law**

The Group strictly complies with, and all Personnel should observe and comply with, laws and regulations pertaining to anti-corruption in the jurisdictions where it operates.

## **9) Conflicts of Interest**

All Personnel must maintain objectivity in the performance of their duties and responsibilities for the Group. To achieve this, they must be impartial and free of conflict of interest.

All Personnel must disclose their interests in which a conflict may arise and must not participate in any activity or relationship that would constitute a conflict of interest.

**10) Anti-corruption Programme**

Each company within the Group shall ensure that its Personnel are informed of and understand this policy and the procedures for reporting actual or suspected breaches of this policy and suspicious conduct, behavior or activity.

Each company within the Group is to make this policy available to its Personnel (whether in hard copy or online) and to provide briefings to new Personnel thereon. Regular trainings relating to the fraud and bribery risks faced by the organisation, as well as the relevant laws, regulations and standards of conduct shall also be available to its Personnel.

The Group conducts periodic internal monitoring and risk assessments to identify, assess and prevent bribery and corrupt activities and ensure compliance with this policy.

**11) Disclosure of Policy**

This full policy shall be accessible from the Company's website:

[http://www.greenheartgroup.com/en\\_index.php](http://www.greenheartgroup.com/en_index.php).

**12) Periodic Review**

The use and effectiveness of this policy will be monitored and reviewed regularly by the Audit Committee and reported to the board of the Company with any amendment that may be needed.