

# Wine's Link International Holdings Limited

## 威揚酒業國際控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8509)**

### Anti-corruption Policy

#### 1. Introduction

- 1.1 Wine's Link International Holdings Limited (the "**Company**") and its subsidiaries (collectively, the "**Group**") are committed to conducting business honestly, ethically and with integrity. In line with such commitment, this Anti-corruption Policy (the "**Policy**") sets out the basic standard of conduct which applies to all directors, officers and employees at all levels of the Group (collectively, the "**Employees**").
- 1.2 The Group is committed to achieving the highest standards of ethical business conduct and has zero tolerance for corruption and related malpractice. The Group makes the best endeavor to implement this Policy. All Employees are prohibited from soliciting, accepting or offering advantages from or to clients, suppliers or any person having business dealings of any kind with the Group. All Employees must understand and conduct their activities in full compliance with this Policy, the Prevention of Bribery Ordinance (Cap 201 of the Laws of Hong Kong) (the "**POBO**"), and all other applicable laws relating to bribery or corruption in each jurisdiction in which the Employees do business.

#### 2. Scope

- 2.1 This Policy applies to all personnel of the Group, including the directors of the Company (the "**Directors**") and Employees at all levels and others who may provide services to or act on behalf of the Group. No one in the Group should be exempted from the Policy, including the Directors and senior executives. All Directors and Employees are required to exercise good judgement and act in the Group's interest at all times.
- 2.2 Corruption and bribery include any illicit advantage offered or accepted as an inducement to or a reward for performing or abstaining from performing any duties. Items considered as bribes include cash, cash equivalents, loans, commissions, benefits in kind or other advantages, but excluding traditional gifts of nominal value given during festive seasons.

- 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 a loss, and includes money laundering, obstruction of justice, deception, bribery, forgery, extortion, theft, conspiracy, embezzlement, misappropriation, false representation, concealment of material facts and collusion.
- 2.4 In this Policy, the following words shall have the meanings set out below:-
- 2.4.1 “**advantage(s)**” includes anything that is of value such as money, gift, loan, fee, reward, commission, employment or contract, service, favour (other than entertainment) and discharge of liability in whole or in part;
- 2.4.2 “**bribe(s)**” means anything of value given in an attempt to affect a person’s actions or decisions in order to gain or retain an illicit business and/or personal advantage;
- 2.4.3 “**kickback**” means the return of a sum already paid or due; and
- 2.4.4 “**entertainment**” refers to entertainment as defined in the POBO, i.e. food or drink provided for immediate consumption on the occasion, and any other entertainment provided at the same time.

### 3. **Conflict of interest**

- 3.1 All Employees shall avoid any conflict of interest situation (i.e. situation where their private interest conflicts with the interest of the Group) or the perception of such conflicts. When actual or potential conflict of interest arises, the subject Employee shall make a declaration to the Directors.
- 3.2 When actual or potential conflict of interest arises and cannot be avoided, the Employee should report to his/her supervisors. No Employee shall have a direct or indirect personal interest in a transaction involving the Group except when this interest has been fully disclosed to and approved by the Group with the Group’s policy as may be amended from time to time.

## 4. Acceptance of advantage

### 4.1 Gifts

- 4.1.1 Business gifts is customary courtesy designed to build goodwill among business partners. Offering or receiving any gift, gratuity or other favors that might be perceived to unfairly influence a business relationship shall be avoided.
- 4.1.2 All Employees shall not solicit or accept any advantage for themselves or others, from any person, company or organisation having business dealings with the Group, except that they may accept (but not solicit) the following when offered on a voluntary basis:-
- 4.1.2.1 advertising or promotional gifts or souvenirs of a nominal value;
- 4.1.2.2 gifts given on festive or special occasions, subject to a maximum limit of HK\$1,500 in value; or
- 4.1.2.3 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.
- 4.1.3 Gifts or souvenirs described in paragraph 4.1.2.1 that are presented to the Employees in official functions are deemed as offers to the Company. The Employees concerned shall report the acceptance to the Company and seek direction as to how to handle the gifts or souvenirs from the Head of Administrative Department of the Company. If the Employee wishes to accept any advantage not covered in paragraph 4.1.2, he/she shall also seek permission from the Head of Administrative Department of the Company.
- 4.1.4 However, all Employees shall decline an offer of advantage if acceptance could affect the Employee's objectivity in conducting the business of the Group or induce the Employee to act against the interest of the Group, or acceptance will likely lead to perception or allegation of impropriety.

4.1.5 All Employees must not accept, nor permit any member of his or her immediate family to accept any gifts, gratuities, or other favours from any customer, supplier, or other person doing or seeking to do business with the Company, other than items of nominal value. Any gifts that are not of nominal value shall be returned immediately and reported to the Head of Administrative department of the Company. If immediate return is not practical, they shall be given to the Company for charitable disposition.

## 4.2 Entertainment

4.2.1 Although entertainment (e.g. provision of food and drink) is an acceptable form of business and social behaviour, all Employees shall avoid accepting lavish or frequent entertainment from persons with whom the Group has business dealing (e.g. suppliers or contractors) or from his/her subordinates to avoid placing himself/herself in a position of obligation.

4.2.2 In certain circumstances, a free entertainment may amount to “a discharge of an obligation to pay” which is an advantage under the POBO.

4.3 In addition, all Employees must exercise their reasonable judgement in assessing whether any arrangement could be perceived to be corrupt, illegal or otherwise inappropriate. Even when an offer of advantage carries no intention of improper influence, it shall be ascertained that the intended recipient is permitted by his/her employer/principal to accept it under the relevant circumstances before the advantage is offered, and vice versa.

## 5. Anti-corruption and anti-bribery

5.1 All Employees are strictly prohibited (whether acting in their own capacity or on behalf of the Group) from:-

5.1.1 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 office) in order to obtain any improper business or other improper advantage for the Group and/or for their own;

5.1.2 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 office) in return for providing any improper business or other improper advantage in relation to the business of the Group;

5.1.3 otherwise using illegal or improper means (including bribes, favours, blackmails, financial payments, inducements, secret commissions or other rewards) to influence the actions of others; or

5.1.4 acting as an intermediary for a third party in the solicitation, acceptance, payment or offer of a bribe or kickback.

## **6. Records, accounts and other documents**

6.1 All Employees shall ensure that all records, receipts, accounts or other documents (including but not limited to business books, accounting records, travel and entertainment expense claims, emails, notices, financial statements and presentations) they submit to the Company give a true representation of the facts, events or business transactions as shown in the documents. Intentional use of documents containing false information to deceive or mislead the Company, regardless of whether there is any gain or advantage involved, is prohibited.

6.2 All Employees must not knowingly commit, be a party to, or be otherwise involved in fraud.

6.3 Appropriate levels of due diligence may be conducted in engaging parties with a business relationship with the Group, for example, know your client, including its background, qualifications and reputation.

6.4 The Company shall establish a robust financial and accounting control system, including adequate segregation of duties, authorisation controls and logging of entries or changes to ensure accuracy and completeness of its books of account, as well as to prevent or detect any irregularities. Such system is subject to regular review and audit.

6.5 Accurate records of all company transactions and business courtesies must be kept. All receipts and expenditures must be supported by documents that describe them accurately and properly. The falsification of any book, record or account of any company within the Group is prohibited.

6.6 The Group shall conduct risk assessment regularly to identify and evaluate corruption risks. Internal control systems are designed and established to maintain effective monitoring and/or elimination of corruption risks. An effective whistleblowing system is in place to enable concerns can be raised without fear.

## **7. Reporting**

- 7.1 Every Employee 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.
- 7.2 All Employees must cooperate fully and openly with any investigation into any alleged breach of this Policy or any suspected corrupt or fraudulent activity. Failure to comply with applicable anti-corruption laws, or internal requirements related to anti-corruption may result in disciplinary action (which may include immediate termination) and where applicable, criminal prosecution against the parties concerned.

## **8. Training and communication**

- 8.1 The Company shall make this Policy available to all Employees. The Company shall provide regular anti-corruption trainings and briefings to all Employees. Further trainings will also be arranged to ensure that all Employees are aware of the Company's anti-corruption practices as well as the compliance with laws, regulations and standards of conduct, which are relevant for their field of business.
- 8.2 It is the responsibility of every manager or key employees to communicate this Policy. Managers or key employees shall ensure that all Employees reporting to them, and external parties within their area of responsibility working on behalf of their respective companies, understand and comply with the prohibitions in this Policy.
- 8.3 The Company's zero-tolerance approach on bribery and corruption will, where appropriate, be communicated to customers, suppliers, contractors and business partners.

## **9. Review of this Policy**

- 9.1 The Company shall review this Policy annually to ensure its relevance and effectiveness. Any subsequent amendment of this Policy shall be reviewed by the board of Directors.
- 9.2 This Policy shall be available on the Company's website.

6 February 2023