

OKG Technology Holdings Limited
歐科雲鏈控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1499)
(the “**Company**”)

Anti-Corruption Policy and Code of Conduct

(Approved and adopted by the board of directors of the Company (the “**Board**”)
and is effective on 15 December 2022)

1. PURPOSE AND SCOPE

- 1.1 OKG Technology Holdings Limited (stock code: 1499) and its subsidiaries, (collectively, the “**Group**”) are committed to upholding high standards of business integrity, honesty, fairness, impartiality and adopting ethical and anti-corruption business practices in all its dealings. The Group takes bribery and corruption issues very seriously and has zero tolerance for bribery, corruption and any related malpractice.
- 1.2 This Anti-Corruption Policy and Code of Conduct (the “**Policy**”) applies all the employees at all levels of the Group, in particular, directors and senior executives (“**Employees**”). The Group also takes reasonable efforts to procure the adherence of third parties dealing with the Group, including but not limited to, potential and actual business partners, advisors, clients, joint venture partners, associated companies, agents, civil servants, public officers, consultants, contractors, service providers and suppliers (collectively, the “**Third Parties**”, and each a “**Third Party**”) to this Policy.
- 1.3 Corruption and bribery would damage a company’s goodwill and reputation, and undermine its relationship with regulators, customers and business partners. It may lead to criminal and prosecution of or regulatory action against a company and/or its Employees, resulting in the imposition of criminal or civil liabilities, including fines and imprisonment, and could damage a company’s business.
- 1.4 Employees are required to follow the Policy and any additional requirements related to anti-bribery and corruption set out by the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong) (the “**POBO**”) and any other foreign or local statute, law, rule, regulation, guideline, ordinance, code or rule of law issued, administered or enforced by any administrative, executive, judicial, legislative, regulatory, licensing, competition, enforcement or other governmental authority having applicable jurisdiction, and any judicial or administrative interpretation of any of the foregoing from time to time (collectively, “**Laws**”) applicable to the Group. Breach of this Policy, the POBO or Laws may lead to disciplinary action that might ultimately result in termination of employment and/or personal civil or criminal liabilities.
- 1.5 The Group regards honesty, integrity and fair play as our core values that must be upheld by all the Employees at all times. The Policy sets out the minimum standard of conduct expected of the Employees, and the Company’s policy on acceptance of advantage and handling of conflict of interest when dealing with the Company’s business.

2. RESPONSIBILITIES

2.1 Conflict of interest

2.1.1 Employees are required to observe the duties and obligations set out in the Policy. Employees should avoid any conflict of interest situation (i.e. situation where their private interest conflicts with the interest of the Group). When actual or potential conflict of interest arises, each Employee should make a declaration to the approving authority through the reporting channel using **Form A (Annex 1)**.

2.1.2 Some common examples of conflict of interest are described below but they are by no means exhaustive:

- (a) An Employee involved in a procurement exercise is closely related to or has financial interest in the business of a supplier who is being considered for selection by the Group.
- (b) One of the candidates under consideration in a Group recruitment or promotion exercise is a family member, a relative or a close personal friend of an Employee involved in the process.
- (c) A director of the Company has financial interest in a company whose quotation or tender is under consideration by the Board.
- (d) An Employee undertaking part-time work with a contractor of the Group whom he is responsible for monitoring on behalf of the Group.

2.2 Records, Accounts and other Documents

Employees should ensure that all records, receipts, accounts or other documents they submit to the Group give a true representation of the facts, events or business transactions as shown in the documents. Intentional use of documents containing false or misleading information to deceive or mislead the Group, regardless of whether there is any gain or advantage involved, may constitute an offence under the POBO.

3. ANTI-BRIBERY AND ANTI-CORRUPTION

3.1 Prevention of Bribery and Corruption

The Group prohibits all forms of bribery and corruption. Employees are prohibited from soliciting, accepting, offering, facilitating, giving a promise to offer or accept, any bribe or improper advantage from any Third Parties or to their agents in conducting the Group's business or affairs, whether in Hong Kong or elsewhere. In conducting all business or affairs of the Group, they must comply with the POBO, any other Laws applicable to the Group and must not:

- (a) solicit, accept, facilitate, or promise to accept any bribe or advantage from any Third Parties as a reward for or inducement to doing any act or showing favour in relation to the Group's business or affairs, or offer any advantage to an agent of any Third Parties as a reward for or inducement to doing any act or showing favour in relation to his principal's business or affairs; or
- (b) offer, facilitate to offer, or promise to offer any bribe or advantage to any civil servant or public officer (including not but limited to, government or public body employees, individuals or entities serving or exercising governmental functions from time to time) as a reward for or inducement to performing any act in his/her official capacity or his/her showing any favour or providing any assistance in the Group's dealing with that government or public body.

3.4 Gifts and Entertainment

Employees or members of their immediate families (spouse, mother, father, son, daughter, brother, sister or any of these step- or in-law relationships) must not provide, solicit or accept cash or its equivalent, entertainment, favours, gifts or anything of substance to or from Third Parties that do business or are trying to do business with the Group.

Although entertainment² is an acceptable form of business and social behaviour within limits, Employees should avoid accepting lavish or frequent entertainment from any Third Parties with whom the Group has dealings with to avoid placing themselves in a position of obligation to such Third Parties.

To avoid committing an act constituting a bribe, when actual or potential gift or hospitality has or shall be received, each Employee should make a declaration to the approving authority through the reporting channel using **Form B (Annex 2)**.

3.5 Abuse of Official Position, Company Assets and Information

- 3.5.1 Employees must not misuse or other abuse their official position in the Group for personal benefit or the benefit of their personal associates, including but not limited to, their family members, relatives or close personal friends.
- 3.5.2 Employees in charge of or having access to any Group assets, including but not limited to, funds, property, information, and intellectual property, should use their authority and/or access solely for the purpose of carrying out their duties to the Group or to further the Group's interests. Use of such authority and/or access for any other purpose is considered unauthorized use and is strictly prohibited.
- 3.5.3 Employees should not access, disclose, provide, share, use or otherwise deal with any confidential or restricted information of the Group without authorization. Employees should note that unauthorized disclosure of confidential or restricted information in return for advantage may constitute bribery. Employees should only grant Third Parties access to confidential or restricted information on a need-to-know basis and after such Third Parties are bound by confidentiality obligations owed to the Group, including but not limited to, executing non-disclosure agreements. Those who have access to or are in control of such information, including information in the Group's computer system, should protect the information from unauthorized disclosure or dealing. Special care should also be taken in the use of any personal data, including Employees' and Third Parties' personal data, to ensure compliance with Hong Kong's Personal Data (Privacy) Ordinance.

3.6 Outside Employment and Engagement

If an Employee wishes to take up employment or other engagement outside the Group, he or she must seek the prior written approval of the approving authority. The approving authority should consider whether such outside employment or engagement would give rise to a conflict of interest with the Employee's duties to the Group or the interest of the Group.

4. **RELATIONSHIP WITH THIRD PARTIES**

4.1 Gambling

Employees are advised not to engage in frequent gambling activities (e.g. mahjong) with Third Parties.

4.2 Loans

The Employees should not accept any loan from, or through the assistance of, any individual or organization having business dealings with the Group. There is however no restriction on borrowing from licensed banks or financial institutions.

5. **REPORTING CHANNELS**

5.1 Every Employee has a duty to timely report any actual or suspected breach of this Policy in accordance with the Group's procedures. Further details on the reporting channels and procedures, please refer to the "Whistleblowing Policy" of the Group.

5.2 The Group has put in place the "Whistleblowing Policy", to ensure that there is an appropriate channel for reporting illegal, unethical practices or irregularities related to the Group. If an Employee becomes aware of any suspected breach of the Policy or bribery and corruption activities related to Group, Employee should refer to the mechanism as set out in the Whistleblowing Policy to raising concerns through confidential reporting channels.

6. **COMMUNICATION AND TRAINING**

The Group should ensure that Employees are informed about and understand the Policy, including applicable local procedures and requirements, and that there is a clear procedure for reporting actual or suspected breaches of the Policy and suspicious activity. The Group has made the Policy available to Employees and will brief new Employees thereon. The Group will also provide Employees with updates/trainings on the potential corruption and bribery risks faced by the Group, as well as compliance with POBO and the Laws.

7. **COMPLIANCE THE POLICY WITH THE LAWS AND REGULATIONS**

7.1 Employees must comply with POBO and all Laws when conducting the Group's business including those in other jurisdictions when conducting business there³ or where applicable⁴.

7.2 Failure to adhere to the Policy and rules in relation to anti-bribery and corruption will subject the concerned Employee to supervisory and disciplinary actions. Violations of the POBO and the relevant Laws may also subject the concerned Employee to imprisonment and/or fines under the POBO and the Laws.

- 7.3 It is the responsibility of each Employee to understand and comply with the Policy, whether performing his duties of the Group in or outside Hong Kong. Managers and supervisors should also ensure that Employees under their supervision understand well and comply with the Policy.
- 7.4 Any Employee in breach of the Policy will be subject to disciplinary action, including termination of employment. In cases of suspected corruption or other criminal offences, a report should be made to the appropriate authority.
- 7.5 All Third Parties are also expected to act in compliance with all applicable Laws, relating to anti-bribery and anti-corruption in the performance of their services for or on behalf of the Group. The Group reserves the right to terminate any business relationship, employment or appointment that violates the Group's zero-tolerance policy against bribery, corruption and any related malpractice.

8. POLICY GOVERNANCE AND REVIEW

- 8.1 The Policy has been approved and adopted by the Board and reviewed at least annually by the Board to ensure its effectiveness.
- 8.2 The Board is accountable to the implementation of the anti-corruption and anti-bribery efforts of the Group (which includes values, code of ethics, risk management, internal controls, communication and training, oversight and monitoring). Directors and senior management of the Group are responsible for ensuring the effective implementation and in particular, the monitoring and investigation of any corruption or bribery activities within the Group.
- 8.3 Changes to the Policy may be made from time to time. The most current and authoritative version of the Policy is available on the website of the Company.

9. LANGUAGE

The Policy is prepared in both Chinese and English languages. In case of any discrepancies between the English and Chinese versions of this Policy, the English version shall prevail.

Notes:

1. *Specify the post of the approving authority in the Policy and the Form.*
2. *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. *The 'Business Success: Integrity & Legal Compliance' – Corruption Prevention Guide for SMEs in Guangdong, Hong Kong and Macao jointly published by the ICAC, the Guangdong Provincial People's Procuratorate and the Commission Against Corruption of Macao provides guidance on the anti-bribery laws in Hong Kong, Mainland China and Macao. Employees conducting the Group's business there may find it helpful.*
4. *Some other countries' anti-bribery laws have provisions with extra-territorial effect, e.g. the UK's Bribery Act 2010, the USA's Foreign Corrupt Practices Act.*

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Annex 1

**OKG Technology Holdings Limited
DECLARATION OF CONFLICT OF INTEREST**

Part A – Declaration (To be completed by Declaring Employee)

To: The Head of Department via (supervisor of the Declaring Employee)

I would like to report the following actual /potential* conflict of interest situation arising during the discharge of my official duties:-

Persons/ companies with whom/which I have official dealings
My relationship with the persons/companies (e.g. relative)
Relationship of the persons/companies with our Company (e.g. supplier)
Brief description of my duties which involved the persons/companies (e.g. handling of tender exercise)

(Date)

(Name of the Declaring Employee)
(Title / Department)

Part B – Acknowledgement (To be completed by the Head of Department)

To : (Declaring Employee) via (supervisor of the Declaring Employee)

Acknowledgement of Declaration

The information contained in your declaration form of (Date) is noted. It has been decided that:

- You should refrain from performing or getting involved in performing the work, as described in Part A, which may give rise to a conflict.
- You may continue to handle the work as described in Part A, provided that there is no change in the information declared above, and you must uphold the Company’s interest without being influenced by your private interest.
- Others (please specify) : _____

(Date)

(Name of the Head of Department)
(Title / Department)

**Delete as appropriate*

OKG Technology Holdings Limited
REPORT ON GIFTS/ADVANTAGES RECEIVED

Part A – To be completed by Receiving Employee

To: Head of Department

Description of Offeror:

Name & Title: _____

Company: _____

Relationship (Business / Personal): _____

Occasion on which the Gift/Advantage
was/is to be received: _____

Description & (assessed) value of the
Gift/Advantage: _____

Suggested Method of Disposal:

Remark

- Retain by the Received Employee
- Retain for Display / as a Souvenir in the Office
- Share among the Office
- Reserve as Lucky Draw Prize at Staff Function
- Donate to a Charitable Organization
- Return to Offeror
- Other (please specify): _____

(Date)

(Name of Receiving Employee)
(Title / Department)

Part B – To be completed by the Head of Department

To: (Name of Receiving Employee)

The recommended method of disposal is ***approved / not approved. *The gift/
advantage** concerned should be disposed of by way of: _____

(Date)

(Name of the Head of Department)
(Title / Department)

**Delete as appropriate*