

ASTRUM FINANCIAL HOLDINGS LIMITED

阿仕特朗金融控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8333)

ANTI-CORRUPTION CODE OF CONDUCT

1. Ethical Commitment

- 1.1 Astrum Financial Holdings Limited (together with its subsidiaries, the “**Company**”) is determined to promote a culture of compliance, ethical behavior and good corporate governance across the Company and strictly prohibits any form of corruption, bribery, extortion, fraud and money laundering, and is committed to the prevention, deterrence, detection and investigation of corruption, bribery, extortion, fraud and money laundering. The Company regards integrity, honesty, fairness, impartiality, and ethical business practices as one of its core values that must be upheld by all directors and staff of the Company at all times. The Company is in full-commitment to zero-tolerance towards any form of corruption, bribery, extortion, fraud and money laundering and maintains the highest ethical standards and highest level of integrity in conducting its business and operation.
- 1.2 This Code sets out the basic standard of conduct expected of all directors and staff, and the Company’s policy on acceptance and offer of advantage and handling of conflict of interest when dealing with the Company’s business.
- 1.3 Any form of fraud, bribery, corruption, money laundering and financing of terrorism, whether in Hong Kong or elsewhere, may lead to criminal prosecution of or regulatory action against the Company, its directors and/or staff, resulting in the imposition of criminal or civil penalties, including fines and imprisonment, and could damage the Company’s business and reputation, undermining its relationships with its regulators and its customers, business partners and competitors.
- 1.4 This Code applies to all directors and employees (including full-time, part-time and temporary staff) of the Company at all levels, and external parties doing business with the Company and those acting in an agency or fiduciary capacity on behalf of the Company (e.g. agents, consultants and contractors).

2. Prevention of Bribery

- 2.1 The Company prohibits all forms of bribery and corruption. All directors and staff are prohibited from soliciting, accepting or offering any bribe in conducting the Company’s business or affairs, whether in Hong Kong or elsewhere. In conducting all business or affairs of the Company, they must comply with the Prevention of Bribery Ordinance (“**POBO**”) of Hong Kong and must not:
 - (a) solicit or accept any advantage from others as a reward for or inducement to doing any act or showing favour in relation to the Company’s business or affairs, or offer any advantage to an agent of another as a reward for or inducement to doing any act or showing favour in relation to his principal’s business or affairs;

- (b) offer any advantage to any public servant (including Government and public body employee) as a reward for or inducement to his performing any act in his official capacity or his showing any favour or providing any assistance in business dealing with the Government and/or a public body; or
- (c) offer any advantage to any staff of a Government department or public body while they are having business dealing with the latter.

Examples of advantage include but not limited to gift, fee, reward, sponsorship, travel, accommodation, loan, office, employment and contract. (The relevant provisions of the POBO are at **Annex 1**.)

3. Acceptance of Advantage

- 3.1 It is the Company's policy that directors and staff should not solicit or accept any advantage for themselves or others, from any person, company or organisation having business dealings with the Company or any subordinate, except that they may accept (but not solicit) the following when offered on a voluntary basis:
 - (a) advertising or promotional gifts or souvenirs of a nominal value; or
 - (b) gifts given on festive or special occasions, subject to a maximum limit of \$3,000 in value; or
 - (c) 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.
- 3.2 Gifts or souvenirs described in paragraph 3.1(a) that are presented to directors and staff in official functions are deemed as offers to the Company. The directors and staff concerned should report the acceptance to the Company and seek direction as to how to handle the gifts or souvenirs from the Human Resources Manager of the Company (or its delegate from time to time) ("**Approving Authority**") using Form A (**Annex 2**). If a director or staff member wishes to accept any advantage not covered in paragraph 3.1, he/she should also seek permission from the Approving Authority using Form A.
- 3.3 However, a director or staff member should decline an offer of advantage if acceptance could affect his/her objectivity in conducting the Company's business or induce him/her to act against the interest of the Company, or acceptance will likely lead to perception or allegation of impropriety.
- 3.4 If a director or staff member has to act on behalf of a client in the course of carrying out the Company's business, he/she should also comply with any additional restrictions on acceptance of advantage that may be set by the client (e.g. directors and staff members performing any duties under a government or public body contract will normally be prohibited from accepting advantages in relation to that contract).

4. Offer of Advantage

- 4.1 Directors and staff are prohibited from offering advantages to any director, staff member or agent of another company or organisation, for the purpose of influencing such person in any dealing, or any public official, whether directly or indirectly through a third party, when conducting the Company's business. Even when an offer of advantage carries no intention of improper influence, it should be ascertained that the intended recipient is permitted by his employer/principal to accept it under the relevant circumstance before the advantage is offered.

5. Entertainment

- 5.1 Although entertainment is an acceptable form of business and social behaviour, a director or staff member should avoid accepting lavish or frequent entertainment from persons with whom the Company has business dealing (e.g. suppliers or contractors) or from his/her subordinates to avoid placing himself/herself in a position of obligation. According to the POBO, "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.

6. Records, Accounts and Other Documents

- 6.1 The Company is committed to keeping proper records and following sound accounting policies. All company books, records, accounts, invoices and other documents must be created and maintained so as to reflect fairly and accurately and in reasonable detail the underlying transactions and the disposition of Company's business. Directors and staff should ensure that all records, receipts, accounts or other documents 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, may constitute an offence under the POBO.

7. Compliance with Laws of Hong Kong and in Other Jurisdictions

- 7.1 Directors or staff must comply with all local laws and regulations when conducting the Company's business, and also those in other jurisdictions when conducting business there or where applicable, including but not limited to all applicable laws, rules, and regulations related to anti-bribery and corruption, namely the POBO, guidance(s) issued by the Independent Commission Against Corruption ("ICAC") and the Securities and Futures Commission.

8. Conflict of Interest

- 8.1 Directors and staff should avoid any conflict of interest situation (i.e. situation where their private interest conflicts with the interest of the Company) or the perception of such conflicts. When actual or potential conflict of interest arises, the director or staff member should as soon as possible make a declaration to the Approving Authority through the reporting channel using Form B (**Annex 3**).

- 8.2 Some common examples of conflict of interest are described below but they are by no means exhaustive:
- (a) A staff member 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 Company.
 - (b) One of the candidates under consideration in a recruitment or promotion exercise is a family member, a relative or a close personal friend of the staff member 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 of directors of the Company (“**Board**”).
 - (d) A staff member (full-time or part-time) undertaking part-time work with a contractor whom he is responsible for monitoring.
- 8.3 Upon receipt of a report on conflict of interest situation, the Approving Authority should, as soon as practical, decide on the appropriate course of action to be taken such as to relieve the director or staff member of his/her involvement in the task, and give clear direction/instruction to the director or staff member concerned. The declaration and the decision/action should be properly recorded. The Approving Authority should ensure the director’s or staff member’s compliance with the instruction so as to effectively remove/mitigate the conflict of interest.

9. Misuse of Official Position, Company Assets and Information

- 9.1 Directors and staff must not misuse their official position in the Company to pursue their own private interests, which include both financial and personal interests and those of their family members, relatives or close personal friends.
- 9.2 Directors and staff in charge of or having access to any Company’s assets, including funds, property, information, and intellectual property, should use them solely for the purpose of conducting the Company’s business. Unauthorised use, such as misuse for personal interest, is strictly prohibited.

10. Outside Employment

- 10.1 If a staff member wishes to take up employment outside the Company, he must seek the prior written approval of the Approving Authority. The Approving Authority should consider whether the outside employment would give rise to a conflict of interest with the staff member’s duties in the Company or the interest of the Company.

11. Relationship with Suppliers, Contractors and Customers

Loans

- 11.1 Directors and staff should not accept any loan from, or through the assistance of, any individual or organisation having business dealings with the Company. There is however no restriction on borrowing from licensed banks or financial institutions.

Customers and suppliers

- 11.2 The Company is committed to dealing with its customers and suppliers in a fair, honest and professional manner, while seeking best value for the business. Potential suppliers are treated on an equal basis and no unmerited favouritism is to be shown in the procurement of goods and services.

- 11.3 The Company will not deal with contractors and suppliers and other potential business partners known to be paying bribes and/or engaging in corrupt activity.
- 11.4 Appropriate levels of due diligence are to be conducted by adequately skilled persons in the selection and renewal of new and existing contractors and suppliers and other business partners (such as a joint venture partner), commensurate with the bribery and corruption risks associated with a particular relationship and in accordance with the Company's established procedures and policy from time to time.
- 11.5 Appropriate levels of due diligence are to be conducted by adequately skilled persons against the Company's customers and prospective customers, commensurate with the bribery and corruption risks associated with a particular relationship and in accordance with the Company's established procedures and policy from time to time.

12. Political and Charitable Contributions and Sponsorships

- 12.1 If any political contributions are to be considered or made by the Company, such should be solely determined by the Board. Unless with the prior written approval of the Board, directors and staff must not use any funds or assets of the Company for contributions to any political party or candidate for public office, and no director and staff may make any political contribution as a representative of the Company or create the impression that he/she is acting as a representative of the Company.
- 12.2 Charitable donations and sponsorships may in some circumstances constitute a disguised form of bribery. Any executive director of the Company must approve in advance any support in the form of charitable donations or sponsorships worth no more than HK\$10,000 on each occasion or to each recipient in total per calendar year. For any charitable donations and sponsorships worth more than HK\$10,000 on each occasion or to each recipient in total per calendar year, approval by the Board is required.

13. Reporting of Illegal or Unethical Behaviour

- 13.1 Directors and staff should report the actual or suspected conduct or action by any director and staff that does not comply with the law or with this Code (including but not limited to corruption, bribery, theft, fraud, the facilitation of tax evasion, financial crime or similar offences) in accordance with this Code or the Company's whistleblowing policy. Reports of possible breaches of this Code should be made to the Compliance Officer of the Company ("**Designated Officer**") or the Chief Executive Officer (if the report relates to the Designated Officer, who should forward the same to the Human Resources Manager of the Company). Reports will be treated as confidential to the extent possible as allowed by law. No director and staff will be disciplined for reporting a concern in good faith. However, the Company will take disciplinary action against any director and staff who intentionally provides false or malicious information in connection with an alleged violation of the law or this Code. All reports will be investigated and details of the investigation process and procedure are set out in the Company's whistleblowing policy.
- 13.2 The Designated Officer should keep a register recording both suspected and actual cases regardless of the amounts involved, and report the relevant statistics to the Board on not less than a semi-annual basis. In addition, all the relevant information related to such cases should be made readily available for independent review by the Audit Committee.

13.3 The Chief Executive Officer should be promptly notified on a confidential basis of all cases where it appears that a report should be made to the appropriate authority or law enforcement agency. Reports or similar proceedings to the appropriate authority or law enforcement agency should not be initiated by the Company without prior review by the Chief Executive Officer and approval by the Board.

14. Communication and Training

14.1 Directors and staff should ensure themselves are informed about and understand this Code and the Company's whistleblowing policy, including applicable local procedures and requirements, and that there is a procedure for reporting actual or suspected breaches of this Code and suspicious activity. Each member of the Company is to make this Code available to all director and staff (whether in hard copy or online) and to provide briefings to new directors and staff thereon. The Human Resources Department should arrange proper training (including integrity training) for the management and the employees likely to be exposed to risks of bribery and corruption, money laundering and financing of terrorism or non-compliance under the POBO which are relevant for its field of business.

14.2 For reporting of actual or suspected breaches of this Code and/or suspicious activity, the directors and staff should refer to paragraph 13 of this Code.

14.3 No directors and staff will suffer demotion, penalty, or other adverse consequences for refusing the pay bribes even if such refusal may result in the Company losing business.

14.4 The Board, through the Compliance Officer of the Company, is responsible for overseeing and monitoring the corruption risk management and from time to time identify the business operations and processes that are conducive to corruption, assess the likelihood and impact of corruption risks in business functions/processes (e.g. procurement, sales and marketing, inventory management, human resources management, charitable or community activities), review the adequacy and effectiveness of the policies, practices and procedures in place to identify any corruption loopholes and formulate appropriate controls and procedures to mitigate such risks or in response to changes and occurrence of corruption incidents.

15. Compliance with the Code

15.1 It is the responsibility of every director and staff member of the Company to understand and comply with this Code, whether performing his duties of the Company in or outside Hong Kong. Managers and supervisors should also ensure that the staff under their supervision understand well and comply with this Code.

15.2 Any director or staff member in breach of this Code will be subject to disciplinary action, including termination of appointment. Violation of the law may result in civil and criminal penalties including fines and/or imprisonment. Any enquiries about this Code should be made to the Compliance Officer of the Company.

16. Review

16.1 The Company will review this Code from time to time to ensure its continued effectiveness.

Adoption Date: 14 October 2022

Extracts of the Prevention of Bribery Ordinance (Cap. 201)

Section 9

- (1) Any agent who, without lawful authority or reasonable excuse, solicits or accepts any advantage as an inducement to or reward for or otherwise on account of his –
- (a) doing or forbearing to do, or having done or forborne to do, any act in relation to his principal's affairs or business; or
 - (b) showing or forbearing to show, or having shown or forborne to show, favour or disfavour to any person in relation to his principal's affairs or business,
- shall be guilty of an offence.
- (2) Any person, who, without lawful authority or reasonable excuse, offers any advantage to any agent as an inducement to or reward for or otherwise on account of the agent's –
- (a) doing or forbearing to do, or having done or forborne to do, any act in relation to his principal's affairs or business; or
 - (b) showing or forbearing to show, or having shown or forborne to show, favour or disfavour to any person in relation to his principal's affairs or business,
- shall be guilty of an offence.
- (3) Any agent who, with intent to deceive his principal, uses any receipt, account or other document –
- (a) in respect of which the principal is interested; and
 - (b) which contains any statement which is false or erroneous or defective in any material particular; and
 - (c) which to his knowledge is intended to mislead the principal,
- shall be guilty of an offence.
- (4) If an agent solicits or accepts an advantage with the permission of his principal, being permission which complies with subsection (5), neither he nor the person who offered the advantage shall be guilty of an offence under subsection (1) or (2).
- (5) For the purposes of subsection (4) permission shall –
- (a) be given before the advantage is offered, solicited or accepted; or
 - (b) in any case where an advantage has been offered or accepted without prior permission, be applied for and given as soon as reasonably possible after such offer or acceptance,

Section 4

- (1) Any person who, whether in Hong Kong or elsewhere, without lawful authority or reasonable excuse, offers any advantage to a public servant as an inducement to or reward for or otherwise on account of that public servant's-
- (a) performing or abstaining from performing, or having performed or abstained from performing, any act in his capacity as a public servant;
 - (b) expediting, delaying, hindering or preventing, or having expedited, delayed, hindered or prevented, the performance of an act, whether by that public servant or by any other public servant in his or that other public servant's capacity as a public servant; or
 - (c) assisting, favouring, hindering or delaying, or having assisted, favoured, hindered or delayed, any person in the transaction of any business with a public body,
- shall be guilty of an offence.
- (3) If a public servant other than a prescribed officer solicits or accepts an advantage with the permission of the public body of which he is an employee being permission which complies with subsection (4), neither he nor the person who offered the advantage shall be guilty of an offence under this section.

Section 8

- (1) Any person who, without lawful authority or reasonable excuse, while having dealings of any kind with the Government through any department, office or establishment of the Government, offers any advantage to any prescribed officer employed in that department, office or establishment of the Government, shall be guilty of an offence.
- (2) Any person who, without lawful authority or reasonable excuse, while having dealings of any kind with any other public body, offers any advantage to any public servant employed by that public body, shall be guilty of an offence.

Section 19

In any proceedings for an offence under this Ordinance, it shall not be a defence to show that

and for such permission to be effective for the purposes of subsection (4), the principal shall, before giving such permission, have regard to the circumstances in which it is sought.

Section 2

“Advantage” means :

- (a) 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;
- (b) any office, employment or contract;
- (c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- (d) 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;
- (e) the exercise or forbearance from the exercise of any right or any power or duty; and
- (f) any offer, undertaking or promise, whether conditional or unconditional, of any advantage within the meaning of any of the preceding paragraphs (a), (b), (c), (d) and (e),

but does not include an election donation within the meaning of the Elections (Corrupt and Illegal Conduct) Ordinance (Cap. 554), particulars of which are included in an election return in accordance with that Ordinance.

“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, such provisions.

any such advantage as is mentioned in this Ordinance is customary in any profession, trade, vocation or calling.

REPORT ON GIFTS/ADVANTAGES RECEIVED

Part A – To be completed by Receiving Staff

To: (Approving Authority)

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:

- Retain by the Receiving Staff
- 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 Organisation
- Return to Offeror
- Others (please specify):

Remark

(Date)

(Name of Receiving Staff)
(Title / Department)

Part B – To be completed by Approving Authority

To: (Name of Receiving Staff)

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

(Date)

(Name of Approving Authority)
(Title / Department)

** Delete as appropriate*

DECLARATION OF CONFLICT OF INTEREST

Part A – Declaration *(To be completed by Declaring Staff)*

To: (Approving Authority) via (supervisor of the Declaring Staff)

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 Declaring Staff)
(Title / Department)

Part B – Acknowledgement *(To be completed by Approving Authority)*

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

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 Approving Authority)
(Title / Department)

* *Delete as appropriate*