



南旋控股有限公司
NAMESON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1982)

(hereafter the “**Company**”)

ANTI-CORRUPTION POLICY

**(Approved by the board (the “Board”) of directors (the “Directors”)
on 24 March 2023, and effective on 31 March 2023)**

ABSTRACT

1. PURPOSE OF THIS POLICY

The Company is committed to acting with the highest standards of integrity and ethics, maintaining business ethics and honesty, fully and accurately implementing the core values of integrity, honesty, fairness, impartiality, and ethical business practices of the Company and its subsidiaries (collectively, the “**Group**”), and demonstrating its firm determination to zero tolerance for corruption.

2. COMMITMENT OF THE BOARD

- 2.1 The Board is committed to adopt ethical and anti-corruption business practices, high standard of integrity and zero tolerance to corruption.
- 2.2 If it is suspected that there is a crime involving bribery or other criminal behavior, the Company will report to the relevant law enforcement authorities. If any employee participates in any form of bribery or corruption, money laundering and terrorist financing in the People’s Republic of China (the “**PRC**”), the Hong Kong Special Administrative Region of the PRC (“**Hong Kong**”) or other places, he/she may violate the Criminal Law of the PRC, the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong), the Organised and Serious Crimes Ordinance (Chapter 455 of the Laws of Hong Kong), the Drug Trafficking (Recovery of Proceeds) Ordinance (Chapter 405 of the Laws of Hong Kong) and other relevant laws (as the case may be).

3. SCOPE OF THIS POLICY

This policy covers the whole Group and applies to all places where the Group operates.

This policy is based on general principles, and some of its contents may involve more detailed provisions or regulations set out in other documents.

4. PERSONNEL TO WHICH THIS POLICY APPLIES

All relevant persons of the Group (being employees (including seconded employees), the management and the directors of the Group, and those acting in an agency or fiduciary capacity on behalf of the Group (such as agents, consultants and contractors)).

5. MAJOR CONTENTS COVERED BY THIS POLICY

5.1 Conflicts of interest and disclosure

5.1.1 Employees should take the initiative to avoid (i) any conflict of interest; (ii) any circumstances that may be deemed to have a conflict of interest; and (iii) personal interests affecting their abilities to realise the overall interests of the Company and perform their work objectively.

5.1.2 The Group requires employees to fully disclose all possible, existing or unavoidable conflicts of interest. If an employee suspects that he/she has a conflict of interest, or any event that may be regarded as a conflict of interest by others, he/she shall immediately fill in the Declaration Form for Conflict of Interest and make a written report to his or her supervisor.

5.2 Accepting benefits

5.2.1 Employees shall not claim any benefits from any person, company or institution having business relations with the Group for themselves or others. Even if it does not involve improper treatment, employees shall not accept the benefits provided by persons who have business relations with the Group. Meanwhile, employees cannot claim or receive any benefits from colleagues.

5.2.2 However, employees can only accept (but not solicit) appropriate benefits, gifts or entertainment from the giver voluntarily. All gifts or souvenirs obtained by employees in his/her official capacity shall be regarded as gifts to the Company. Employees shall properly record and hand over to the Group the gifts obtained for disposal, and shall not be appropriated. The Group does not force employees to hand over gifts with a value less than or equal to HK\$500, but gifts with a value more than HK\$500 must be reported to the department head immediately, and fill in the Declaration Form for Receiving Gifts/Benefits, which can be accepted only after being approved by the department head.

5.2.3 Regardless of the value of the benefits/gifts, employees should refuse to accept the benefits if accepting the benefits will cause them to act against the interests of the Group or will be deemed/accused of misbehaviour.

5.2.4 The Group prohibits relevant persons from soliciting or accepting the benefits of persons, companies or institutions that have business relations with the Group in any name or form. Regarding the external activities of relevant persons, rebates, commissions or other rewards, gifts, entertainment, sponsorships, travel and accommodation or other advantages legally given by persons, companies or institutions who have business relationships with the Group, or charitable donations and political activities expenditures shall be properly recorded, and the relevant benefits (if any) shall be handed over to the Group for disposal, and shall not be appropriated.

5.3 Customer acceptance policy

5.3.1 When obtaining customer background information, the Group shall conduct preliminary risk assessment as far as possible and make a written record of relevant risk factors.

5.3.2 If the Group determines that the customer is high-risk through relevant risk assessment, the Internal Audit Department of the Group will further find out.

6. BREACHES OF THIS POLICY

6.1 All employees who violate this policy will be subject to disciplinary action according to the special circumstances of the facts and cases, including termination of the employment contract.

6.2 If it is proven that the act violates the law, the Group will report it to the relevant law enforcement authorities and fully cooperate with the relevant government authorities.

7. TRAINING FOR PREVENTION OF MONEY LAUNDERING

In order to improve employees' awareness and understanding of anti-money laundering and enable them to master the provisions of anti-money laundering laws, administrative regulations and rules, the Group will actively and regularly provide anti-money laundering training to its employees.

8. REGULAR REVIEW

The Board shall timely review the Anti-Corruption Policy and other relevant internal policies applicable to the Group to fully and accurately implement the core value of integrity of the Company, ensure its effectiveness, and make any amendments as and when appropriate.

This Policy is drawn up in Chinese. In the event of inconsistency, the Chinese version prevails.