



Tianli Holdings Group Limited
(incorporated in the Cayman Islands with limited liability)

Anti-Corruption and Bribery Policy

Approved and adopted on 31 March 2022

Introduction

Tianli Holdings Group Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) is committed to protecting its reputation, revenues, assets and information from any attempt of fraud, corruption, deceit or related improper conduct by employees or third parties.

The Anti-Corruption and Bribery Policy of the Company (the “**Policy**”) is to outline the Company’s expectations and requirements relating to the prevention, detection, reporting and investigation of any suspected fraud, corruption and other similar irregularities.

The Policy forms an integral part of the Company’s corporate governance framework. It supplements other relevant corporate policies of the Company including Whistleblowing Policy and Code of Conduct.

Scope of Application

The Policy applies to all personnel of the Group, including the directors, officers and employees (the “**Employees**”) and others who may provide services to or act on behalf of the Group.

General Statement of Policy

The Group has zero tolerance for corruption of any form. It is committed to prohibiting the solicitation and acceptance of bribes or improper advantages from others in relation to the Group’s business affairs, whether in Hong Kong or elsewhere. The Group also prohibits the offering of bribes or improper advantages to agents of others in carrying out the Group’s business, and the offering of advantages to public servants while having business dealings with their organisations, whether in Hong Kong or elsewhere.

All Employees covered by this Policy are required to comply with all applicable laws and regulations related to anti-corruption and bribery, including but not limited to the Prevention of Bribery Ordinance (Cap. 201 of the Laws of Hong Kong) (the “**POBO**”) and those in other jurisdictions when conducting business there or where applicable. Suitable and relevant anti-corruption and bribery training will be provided to all Employees.

The Group conducts risk assessment periodically to identify and evaluate corruption risks. An effective whistleblowing system is in place to enable concerns can be raised without fear.

Acceptance or Offer of Advantages

The term “advantage” is defined in the POBO and includes gift, loan, fee, reward, office, employment, contract, service and favour. Employees are expected to comply with all applicable laws, rules and regulations in relation to anti-corruption and bribery, and adhere to the following, including but not limited to:

- (a) no acceptance of improper payments, kickbacks and other forms of bribery;
- (b) no payment, offer, solicitation, proposal of terms for, or acceptance of, bribes directly or with the assistance of any organization or individual;
- (c) no attempt to circumvent any anti-corruption and bribery provisions through the use of agents, partners, contractors, family members or any others acting on someone’s behalf;
- (d) no offer or acceptance of any gift, gratuity or hospitality that might be perceived to unfairly influence a business relationship; and
- (e) no acceptance of lavish or frequent entertainment from persons with whom the Group has business dealings if, by doing so, it might be perceived that the employees are placing themselves in a position of obligation to the offeror.

This Policy should be read in conjunction with the Group’s Code of Conduct which together set out the minimum standards to assist employees in recognizing circumstances which may lead to or give the appearance of involvement in corruption or bribery.

Conflict of Interests

All Employees must maintain objectivity and avoid conflicts of interest and subordination of judgment in the performance of their duties and responsibilities for the Group.

Objectivity requires all Employees to be impartial and free of conflict of interest. All Employees must not subordinate their judgment to personal gain and advantage or to the judgment of others, or be unduly influenced by their own interests or the interests of others in forming judgments. All Employees must disclose their interests in which a conflict may arise. They must not participate in any activity or relationship that would constitute a conflict of interest.

A conflict of interest would generally arise if an Employee participates in any activity or relationship, directly or indirectly, that may impair or be presumed to impair his or her objectivity, or that is somehow inconsistent with or opposed to the best interests of the Group.

Customer Due Diligence

To ensure that customers share the Company's zero tolerance stance against corruption and bribery, the Company shall undertake due diligence to assess the integrity of the customers, which shall include background checks, and/or document verification and/or conducting interviews, prior to entering into any formalized relationship with them and periodically thereafter.

Responsibility

All Employees of the Group should:

- (a) adhere to the Group's high standards of business, professional and ethical conduct in carrying out the Group's business;
- (b) familiarise themselves with integrity and conduct requirements which are stipulated in the Code of Conduct and other relevant policies; and
- (c) report any suspected misconduct or malpractice via various reporting channels, including via whistleblowing channel, confidentially if one feels appropriate. (Please access Whistleblowing Policy of the Company for more details.)

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.

Reporting Channel

Internal and external parties are encouraged to raise concerns in relation to real or suspected corruption/bribery incidents or inadequacies of the Company's anti-corruption and bribery compliance program at the earliest opportunity.

Please refer to the Company's Whistleblowing Policy for details on how such concerns may be raised to the Board of the Company and/or raised anonymously.

Review of the Policy

The Company will review the Policy from time to time as appropriate, and in any event, once every three years.