

CHINA WAN TONG YUAN (HOLDINGS) LIMITED

中國萬桐園(控股)有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 6966)

ANTI-CORRUPTION AND ANTI-BRIBERY POLICY

(Adopted by the board of directors of the Company on 28 August 2025)

1. Purpose

- 1.1. The Company and its subsidiaries (the “**Group**”) is committed to conduct all of its business in an honest, transparent and ethical manner. Bribery or corruption damages a company’s reputation and undermines its relationship with its regulators and its customers, business partners and competitors. It may lead to criminal prosecution of or regulatory action against a company or its employees, resulting in the imposition of criminal or civil penalties, including fines and imprisonment, and could damage a company's business.
- 1.2. The Group strictly prohibits any form of bribery or corruption, and is committed to acting professionally, fairly and with integrity in all of its business dealings and relationships wherever the Group operates and implementing and enforcing effective systems to counter bribery and corruption.
- 1.3. This anti-corruption and anti-bribery policy (the “**Policy**”) aims to:
 - (i) set out the Group’s responsibilities and of those working for and on the Group’s behalf, in observing and upholding the Group’s position; and
 - (ii) provide information and guidance on how to recognise and deal with bribery and corruption issues.
- 1.4. This Policy applies to all employees (including secondees, temporary or contract staff), officers and directors of the Group (the “**Employees**”) and external third parties who deal with the Group (including but not limited to customers, suppliers and consultants) (the “**External Third Parties**”).
- 1.5. All Employees are required to adhere to this Policy, as well as any additional requirements set by their employing companies or by applicable laws in the country in which their employing company operates (which may be stricter than those set out in this Policy), the breach of which may lead to disciplinary action that might ultimately result in termination of employment and/or personal civil or criminal sanctions.

1.6. Any questions in relation to this Policy should be directed to the Company Secretary of the Company.

2. Prevention of Bribery

2.1. The Group prohibits all forms of bribery and corruption.

2.2. All Employees (whether acting in their own capacity or on the Group's behalf) are prohibited from soliciting, accepting or offering any bribe in conducting the Group's business or affairs. In conducting all business or affairs of the Group, they must comply with all the applicable laws and regulations including but not limited to the Criminal Law and the Anti-Unfair Competition Law of the People's Republic of China (the "PRC") and the Prevention of Bribery Ordinance (Cap. 201) of the Laws of Hong Kong (the "POBO") and must not:

- (i) solicit or accept any advantage from others 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 another as a reward for or inducement to doing any act or showing favour in relation to his/her principal's business or affairs;
- (ii) offer any advantage to any public servant (including any government or public body employee) as a reward for or inducement to his/her performing any act in his/her official capacity or his/her showing any favour or providing any assistance in business dealing with the government or a public body; or
- (iii) offer any advantage to any staff of a government department or public body with whom the Group have dealings; or
- (iv) soliciting, accepting or receiving (whether for the Group's benefit, 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 Group's business; or
- (v) otherwise using illegal or improper means (including bribes, favours, blackmail, financial payments, inducements, secret commissions or other rewards) to influence the actions of others; or
- (vi) acting as an intermediary for a third party in the solicitation, acceptance, payment or offer of a bribe or kickback.

- 2.3. Other than complying strictly with the provisions in this Policy, Employees must exercise common sense and judgment in assessing whether any arrangement could be perceived to be corrupt or otherwise inappropriate.
- 2.4. Advantage as interpreted under the POBO includes:
- (i) any gift, loan, fee, reward or commission consisting of money or any valuable security or of other property or interest in property of any description;
 - (ii) any office, employment or contract;
 - (iii) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
 - (iv) 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;
 - (v) the exercise or forbearance from exercise of any right or any power or duty; and
 - (vi) any offer, undertaking or promise, whether conditional or unconditional, of any advantage within the meaning of any of the paragraphs (i), (ii), (iii), (iv) and (v) above.

3. Offer of Advantage

- 3.1. Employees 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 Group'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/her employer/principal to accept it under the relevant circumstance before the advantage is offered.

4. Entertainment and Souvenirs

- 4.1. Employees are prohibited from soliciting or accepting any form of cash and cash equivalents (including through intermediaries) for themselves or others, from any person, company or organisation having business dealings with the Group. Employees are prohibited from accepting souvenirs or gifts from any person,

company or organisation unless it is related to social meetings or events and is on the Group's behalf.

- 4.2. 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.
- 4.3. Although entertainment is an acceptable form of business and social behaviour, an Employee should avoid accepting lavish or frequent entertainment from or to persons with whom the Group has business dealings (e.g. suppliers, distributors, carriers or contractors etc.) or from his/her subordinates, or offering lavish or frequent entertainment to the aforementioned persons to avoid placing himself/herself in a position of obligation or the violation of the relevant provisions of this Policy. In general, the Group allows the following forms of entertainment to be offered or accepted by an Employee:
 - (i) Reasonable invitations to business-related meetings such as training seminars, business lunches or dinners; and
 - (ii) Invitations to social events that may be made or accepted for a reasonable fee and for a legitimate business purpose (e.g. socializing).
- 4.4. An Employee should decline an offer of entertainment if acceptance of which could affect his/her objectivity in conducting the Group's business or induce him/her to act against the interest of the Group, or acceptance of such entertainment will likely lead to perception or allegation of impropriety.
- 4.5. In addition, the offer of entertainment or souvenirs (excluding promotional materials or items of the Group) by an Employee to any person with whom the Group has business dealings shall also comply with the following principles:
 - (i) such act will not make the recipient feel liable or be deemed as a liability;
 - (ii) such act shall observe the local generally-accepted business practices;
 - (iii) such act cannot be deemed as committing a bribe; and
 - (iv) such act does not violate the relevant policies and standards of the company where the recipient served.
- 4.6. Prior to offering or accepting entertainment or souvenirs, the Employees should obtain relevant approvals in accordance with the procedures applicable to the Group from time to time.

- 4.7. The provisions of entertainment or souvenirs as well as the reporting requirements in this Policy apply even if Employees are not seeking reimbursement for the expenses (i.e., paying these expenses out of your own pocket does not avoid these requirements).

5. Charitable Contributions and Sponsorship

- 5.1. Charitable donations and sponsorships may in some circumstances constitute a disguised form of bribery. Therefore, these activities must comply with all the applicable laws and regulations and the relevant policies of the Group.

6. Conflict of Interest

- 6.1. All Employees should 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 Employees should make declarations in accordance with the procedures applicable to the Group from time to time.
- 6.2. Some common examples of conflict of interest are described below but they are by no means exhaustive:
- (i) 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;
 - (ii) 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 Employee involved in the process;
 - (iii) 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;
 - (iv) an Employee (full-time or part-time) undertaking part-time work with a supplier or contractor whom he/she is responsible for monitoring.

7. Hiring Of Referred Candidates

- 7.1. The Group makes impartial employment decisions based only on a candidate's qualifications for a position. Employment candidates who are referred or recommended to Group by a third party will proceed through the Group's standard objective employment selection process and not be provided any advantage.

8. Misuse of Official Position, Group Assets and Information

- 8.1. Employees must not misuse their official position in the Group to pursue their own private interests, which include both financial and personal interests and those of their family members, relatives or close personal friends.
- 8.2. Employees in charge of or having access to any Group assets, including funds, property, information, and intellectual property, should use them solely for the purpose of conducting the Group's business. Unauthorized use, such as misuse for personal interest, is strictly prohibited.
- 8.3. Employees should not disclose any classified information of the Group without authorization or misuse any Group information (e.g. unauthorized sale of the information). 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 misuse. Special care should also be taken in the use of any personal data, including Employees' and customers' personal data, to ensure compliance with Hong Kong's Personal Data (Privacy) Ordinance (Cap. 486) and data protection laws in all other relevant jurisdictions.

9. Records, Accounts and Other Documents

- 9.1. The Group commits to maintain complete and accurate books, records and accounts and to the development of internal controls for financial and accounting procedures. Such procedures include, but are not limited to, proper authorization before any payment is made, proper selection of vendors or suppliers, risk-based monitoring of third-party relationships and payments, checking of validity of invoices; and review of checkpoints and alerts to manipulations or circumventions of financial processes. Such controls and procedures apply to ensure that the books, records and accounts of the Group will not encourage or conceal bribery or corruption and any "off the book" records or accounts are strictly prohibited.
- 9.2. All 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 information to deceive or mislead the Group, regardless of whether there is any gain or advantage involved, may constitute an offence under any applicable laws and regulations.
- 9.3. Accurate records of all transactions and gifts, hospitality, or employment must be kept. All receipts and expenditures must be supported by documents that describe them accurately and properly.

- 9.4. Employees must not pay for gifts or hospitality personally as a means of evading the requirements of this Policy.
- 9.5. The Company reserves the right to conduct periodic audits to monitor compliance with these provisions.

10. Reporting of Bribery and Suspicious Activity

- 10.1. If any Employee becomes aware of any actual or suspected breach of this Policy, he/she must report such incidents in accordance with the whistleblowing policy adopted by the Group from time to time which provides a mechanism for Employees and External Third Parties to raise concerns on any suspected impropriety, misconduct or malpractice through confidential reporting channels.
- 10.2. Employees are actively encouraged to report any concerns regarding bribery and corruption. Procedures are to be in place to ensure that such complaints are logged, investigated and appropriate action is taken. All reports of corruption are to be investigated and appropriate sanctions employed. Complaints are to be treated confidentially and Employees raising legitimate concerns in good faith are to be protected; retaliation of any kind against any Employee for making good faith reports about actual or suspected violation of this Policy will not be permitted.
- 10.3. Employees must cooperate fully and openly with any investigation into alleged or suspected corrupt activity or breach of this Policy. Failure to cooperate or to provide truthful information may also lead to the Employee being subject to disciplinary action, up to and including dismissal.

11. Training and Communication

- 11.1. Regular trainings relating to the corruption and bribery risks faced by the Group, as well as compliance with laws, regulations and standards of conduct, which are relevant for their field of business shall be conducted on regular basis. All relevant Employees must participate in such training. It is every Employee's responsibility to counter corruption and bribery by adhering to this Policy.
- 11.2. It is the responsibility of every manager to communicate this Policy to Employees reporting to them. Managers should ensure that all Employees reporting to them understand and comply with the prohibitions in this Policy.
- 11.3. The Group's zero-tolerance approach to bribery and corruption must be communicated to the External Third Parties at the outset of the business relationship with them and as appropriate thereafter.

12. Compliance

- 12.1. Any Employee who breaches this Policy will face disciplinary action, which could result in dismissal for misconduct or gross misconduct.
- 12.2. The Group may terminate the relationship with the External Third Parties working on the Group's behalf if they are in breach of this Policy.
- 12.3. All Employees and External Third Parties should also observe the anti-corruption laws and regulations in the respective jurisdictions in which the Group operates. In particular, Employees and External Third Parties should ensure that they conduct themselves in such manner in compliance with the following anti-corruption legislations having extra-territorial effect (i) the Criminal Law and Anti-Unfair Competition Law of the PRC; and (ii) specific policies on anti-corruption and anti-bribery based on the laws, regulations, rules, directives or guidelines of any regulatory bodies in the respective jurisdictions in which the Group and External Third Parties operate.

13. Responsibility and Review of this Policy

- 13.1. This Policy is subject to review from time to time to ensure it remains relevant to the Group's needs and reflects the then current regulatory requirement.
- 13.2. Members of the Group may put in place specific policies on anti-corruption and anti-bribery based on the laws, regulations, rules, directives or guidelines of any regulatory bodies of any jurisdictions applicable to such members.
- 13.3. This Policy shall be read in conjunction with and subject to any relevant laws, regulations, rules, directives or guidelines that The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other regulatory bodies may from time to time prescribe or issue on the matters governed by this Policy.
- 13.4. In the event that any procedures herein are inconsistent or in conflict with any relevant laws, regulations, rules, directives or guidelines as prescribed by the Stock Exchange or any other regulatory bodies or any part thereof, the latter shall prevail to the extent of such inconsistency or conflict unless the procedures herein comply with the such requirements and are more stringent than such requirements.

14. Disclosure of this Policy

- 14.1. This Policy or its summary is published on the Company's website (<https://chinawty.com/>).