



中国秦发集团有限公司  
**CHINA QINFA GROUP LIMITED**

**Whistleblowing, Anti-Corruption and Bribery Policy**

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<sup>1</sup> "Staff" cover full-time, part-time and temporary staff, except where specified.

China Qinfra Group Limited (the "Company") and its subsidiaries (collectively, the "Group") are committed to complying with all laws and regulations to prevent corruption and bribery in any business transaction.

	<b>Whistleblowing Policy</b>	<b>Anti-corruption and Bribery Policy</b>
<b>Purpose of the policy</b>	The Group establishes a whistleblowing policy for employees and those who deal with the Group (e.g. customers and suppliers) to voice concerns, in confidence and anonymity, with the audit committee about possible improprieties in matters related to the Group. An effective whistleblowing system can help detect and deter misconduct or malpractice in an issuer.	The Group has in place a clear anti-corruption policy that supports anti-corruption laws and regulations, and to promote an anti-corruption culture within the Group.
<b>Scope of the policy</b>	Types of breaches and conduct issues to which the policy applies, with examples of the major and minor misconduct, and the level of substantiation that may justify or warrant reporting. Personnel to which the policy applies (including implicated parties and the reporting parties). This should cover employees at all levels and other stakeholders who might be victims of staff misconduct, including business counterparts (e.g. suppliers). Relevant committee/department/personnel responsible for the day-to-day implementation and oversight of the policy, reviewing and investigation of reports, and consideration and approval of changes to the policy.	Types of breaches and conduct issues to which the policy applies. Personnel to which the policy applies. This should cover employees at all levels, external parties doing business with the Group and those acting in an agency or fiduciary capacity on behalf of the issuer (e.g. agents, consultants and contractors).
<b>Content of the policy</b>	<u>Pledge</u> Honesty, integrity and fairness are the core values that all directors and employees of the Group must uphold at all times. This Code of Conduct sets out the basic standards of conduct that directors and employees are required to follow, as well as the policy on acceptance of advantages and reporting any conflicts of interest when dealing with the Company's business. The Group commits to maintain high probity standards and ethical business practices, and encourages reporting of concerns and actual or suspected misconduct or malpractice by any staff and/or external parties in any matter related to the issuer;  <u>Reporting channels</u> The whistleblower should submit a report in writing to the Audit Committee of China Qinfra Group Limited, and place the	<u>Culture</u> The Group's desired culture is linked to the anti-corruption policy. Integrity, honesty, fairness, impartiality, and ethical business practices are stated as one of the core values of the Company.  <u>Management commitment</u> The management commit to adopt ethical and anti-corruption business practices, high standard of integrity and zero tolerance to corruption. The criminal and civil penalties and the reputational damage may arise if the Group is involved in any form of bribery or corruption, money laundering and financing of terrorism, whether in Hong Kong or elsewhere and the Group is required to comply with the Prevention of Bribery Ordinance (Cap 201 of the Laws of Hong Kong) ("POBO"), amongst other relevant laws of other countries or regions as appropriate.

<sup>1</sup> "Staff" cover full-time, part-time and temporary staff, except where specified.

information in a sealed envelope with the words "Unsealed by recipient only" clearly marked thereon, and mail it to: -  
Hong Kong office  
Room 5706, 57th Floor, Central Plaza 18  
Harbour Road, Wanchai, Hong Kong

Audit Committee of Qinfa Group  
or  
Guangzhou office

Unit Nos. 2201 to 2208, level 22, South  
Tower, Poly International Plaza, No. 1  
Pazhou Avenue East, Haizhu District,  
Guangzhou City, China

Audit Committee of Qinfa Group

In order to facilitate the Group's handling  
of reports, whistleblowers may refer to the  
standard sample - "Reporting Form" in  
Appendix IV hereto.

#### Confidentially

The Group pledges confidentiality,  
anonymity, timely handling of reports,  
assurance of fair treatment and the Group  
guarantees that it will not punish or punish  
whistleblowers with good intentions.

#### Handling of reports

The Audit Committee shall centrally  
record all reports and the corresponding  
follow-up actions, and the record-keeping  
period shall not exceed seven years. The  
form and duration of the investigation will  
depend on the nature and specific  
circumstances of the reports. Reports made  
may be subject to:

- internal inquiry;
- referral to external auditors;
- referral to relevant public authorities,  
regulators or law enforcement agencies;  
and/or
- any other actions determined by the Audit  
Committee in the best interests of the  
Group.

The policy requires that an internal inquiry  
should not jeopardise any future  
investigation by a law enforcement agency  
(including the steps to ensure the  
appropriate handling of suspected criminal  
offences reported or revealed during the  
internal enquiry-), and that a report should  
be made to the appropriate law  
enforcement agency once there is

#### Conflicts of interest

Directors and employees are required to  
avoid conflicts of interest in carrying out the  
Group's business and to declare any  
conflicts of interest to the Audit Committee  
as appropriate.

#### Acceptance of advantages

Restrictions on the acceptance of  
advantages from persons having business  
dealings with the Group where no undue  
favour is involved.

#### Customer due diligence

Before including a customer, the business  
personnel of the Group shall take reasonable  
measures to strictly verify the identity of the  
customer, keep records of products and  
services offered by the customer, types of  
customers and geographical locations  
involved, etc., for further consideration by  
the department heads and the management.

#### Breaches of the policy

All employees who violate the policy will  
be punished in accordance with the relevant  
regulations of the group, and must be  
reported to audit committee, and the major  
incidents involved will be reported to the  
board of directors. Cases of serious  
violations will be subject to appropriate  
disciplinary action or referred to relevant  
law enforcement agencies for investigation.

#### Integrity requirement for the Group's personnel

Integrity and conduct required of the  
Group's personnel, who are required to  
declare to their supervisors when offering or  
accepting gifts, entertainment, sponsorships,  
travel & accommodation or other  
advantages, or when engaging in charitable  
donations, political expenditure or  
recruitment ("All Advantages"). All  
Advantages shall be lawful and ethical  
under applicable laws and practices and  
approved by the senior management. The  
Group and department heads should keep  
records of All Advantages for inspection by  
government authorities.

#### Anti-corruption programme

For the anti-corruption programme, relevant  
laws and declaration form, please refer to  
the attached Code of Conduct.

<sup>1</sup> "Staff" cover full-time, part-time and temporary staff, except where specified.

	<p>reasonable suspicion of a criminal offence;</p> <p><u>Consequence of false reports</u> If the whistleblower maliciously makes a false report due to ulterior motives or for personal gains, the Group reserves the right to take appropriate action against any personnel involved (including the whistleblower) to recover any loss or damage caused by the false report, and any involved staff is more likely to be subject to disciplinary actions including dismissal.</p> <p><u>Disclosure of policy</u> The policy is disclosed on the Company's website.</p> <p><u>Periodic review</u> Although the Group will review this policy from time to time, it needs to conduct a review at least every year.</p>	<p>The Group provides trainings on the POBO to the management and employees on an annual basis, including integrity training on how they recognise and deal with them.</p> <p><u>Disclosure of policy</u> The policy is disclosed on the Company's website.</p> <p><u>Periodic review</u> Although the Group will review this policy from time to time, it needs to conduct a review at least every year.</p>
<b>Source</b>	<ol style="list-style-type: none"> <li>1. "Corporate Governance Guide for Boards and Directors" issued by the Hong Kong Stock Exchange</li> <li>2. "Anti-Corruption Programme – A Guide for Listed Companies" issued by the Hong Kong Independent Commission Against Corruption</li> </ol>	
<b>Effective Date</b>	The policy is effective on 31 March 2022.	
<b>Language</b>	The whistleblowing policy is formulated in both Chinese and English. Chinese version shall prevail in case of inconsistency.	

*Mr. XU Da*  
*Chairman and executive director*  
*Chairman of Environmental, Social and Governance Committee*

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# Code of Conduct

## Ethical Commitment

1. The (name of company) (hereafter referred to as the Company) regards honesty, integrity and fair play as our core values that must be upheld by all directors and staff<sup>1</sup> of the Company at all times. This Code sets out the basic standard of conduct expected of all directors and staff, and the Company's policy on acceptance of advantage and handling of conflict of interest when dealing with the Company's business.

## Prevention of Bribery

2. 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 (incl. Government/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/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.

(The relevant provisions of the POBO are at Annex 1.)

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## Acceptance of Advantage

3. 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 organization 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 HKD500 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.
4. Gifts or souvenirs described in paragraph 3(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 approving authority<sup>2</sup> using Form A (Annex 2). If a director or staff member wishes to accept any advantage not covered in paragraph 3, he/she should also seek permission from the approving authority using Form A.
5. 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.
6. 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).

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<sup>2</sup> Specify the post of the approving authority in the Code and the Form.

## Offer of Advantage

7. Directors and staff are prohibited from offering advantages to any director, staff member or agent of another company or organization, 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.

## Entertainment

8. Although entertainment<sup>3</sup> 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.

## Records, Accounts and Other Documents

9. 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.

## Compliance with Laws of Hong Kong and in Other Jurisdictions

10. 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<sup>4</sup> or where applicable<sup>5</sup>.

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<sup>3</sup> 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.

<sup>4</sup> 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. Directors and staff conducting the Company's business there may find it helpful.

<sup>5</sup> 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.

## Conflict of Interest

11. 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 make a declaration to the approving authority through the reporting channel using Form B (Annex 3).
12. 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.
  - d. A staff member (full-time or part-time) undertaking part-time work with a contractor whom he is responsible for monitoring.

## Misuse of Official Position, Company Assets and Information

13. 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.
14. Directors and staff in charge of or having access to any Company assets, including funds, property, information, and intellectual property, should use them solely for the purpose of conducting the Company's business. Unauthorized use, such as misuse for personal interest, is strictly prohibited.
15. Directors and staff should not disclose any classified information of the Company without authorization or misuse any Company information (e.g. unauthorized sale of the information). Those who have access to or are in control of such information, including information in the Company'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 directors', staff's and customers' personal data, to ensure compliance with Hong Kong's Personal Data (Privacy) Ordinance.



## Outside Employment

- 16 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.

## Relationship with Suppliers, Contractors and Customers

### Gambling

17. Directors and staff are advised not to engage in frequent gambling activities (e.g. mahjong) with persons having business dealings with the Company.

### Loans

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

[The Company may wish to include other guidelines on the conduct required of directors and staff in their dealings with suppliers, contractors, customers, and other business partners as appropriate to specific trades.]

## Compliance with the Code

- 19 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.
- 20 Any director or staff member in breach of this Code will be subject to disciplinary action, including termination of appointment. Any enquiries about this Code or reports of possible breaches of this Code should be made to (post of a designated senior staff member). In cases of suspected corruption or other criminal offences, a report should be made to the appropriate authority.

China Qinfra Group Limited

Date : 31 March 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 –
- doing or forbearing to do, or having done or forborne to do, any act in relation to his principal's affairs or business; or
  - 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 –
- doing or forbearing to do, or having done or forborne to do, any act in relation to his principal's affairs or business; or
  - 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 –
- in respect of which the principal is interested; and
  - which contains any statement which is false or erroneous or defective in any material particular; and
  - 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 –
- be given before the advantage is offered, solicited or accepted; or
  - 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,

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 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 –
- performing or abstaining from performing, or having performed or abstained from performing, any act in his capacity as a public servant;
  - 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
  - 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.

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

### 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 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.

### Section 19

In any proceedings for an offence under this Ordinance, it shall not be a defence to show that any such advantage as is mentioned in this Ordinance is customary in any profession, trade, vocation or calling.

# China Qinfra Group Limited

## 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 :

Remark

( ) 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) :

\_\_\_\_\_

(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

# China Qinfa Group Limited

## 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:-

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

(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) : \_\_\_\_\_

## Whistleblowing Reporting Sample Form

China Qinfafa Group Limited has established a confidential reporting channel to encourage and assist whistleblowers which relevant personnel can report misconduct, fraud and irregularities . China Qinfafa Group Limited will handle relevant reports prudently and will deal with the concerns of the whistleblower(s) in a fair and appropriate way.

Please use the sample reporting form below to make a report as you wish. Once completed, the form becomes a confidential document. You may place the form in a sealed envelope with the words 「 "Unsealed by recipient only" 」 clearly marked thereon and mail to the address below.

Please read the whistleblowing policy carefully before completing the form below.

<b>To: Audit Committee of China Qinfafa Group Limited</b>	
<b>Hong Kong Office</b> Room 5706, 57th Floor, Central Plaza 18 Harbour Road, Wanchai, Hong Kong	<b>Mainland Office</b> Unit Nos. 2201 to 2208, level 22, South Tower, Poly International Plaza, No. 1 Pazhou Avenue East, Haizhu District, Guangzhou City, China
<b>Name:</b> _____	
<b>Other Stakeholders (please specify):</b> _____	
<b>Position:</b> _____	
<b>Address:</b> _____	
<b>Phone:</b> _____	
<b>Email:</b> _____	
<b>Date:</b> _____	
<b>Details of the report:</b>  Please provide details such as the name(s), date(s) and location(s) of the personnel involved, and state the reasons for concerns (please provide further details in (a) separate sheet(s) of paper, if necessary), together with any evidence or supporting documents.	

### PERSONAL INFORMATION COLLECTION STATEMENT

*The personal information is collected only for purposes directly related to the report you made. Anonymous reports that fails to provide relevant personal information are generally not accepted. Therefore, China Qinfafa Group Limited strongly recommends that reports not be made anonymously. The personal information submitted will be held and kept confidential by China Qinfafa Group Limited and may be transferred to the personnel or institutions contacted by the Group for the handling of such case, including the respondent or other personnel or institutions involved. The personal information provided may also be disclosed to law enforcement agencies or other relevant units. In accordance with the Cap. 486 Personal Data (Privacy) Ordinance (if applicable), you have the rights to access and correct your personal information held by China Qinfafa Group Limited. If you wish to exercise such rights, the request shall be made in writing and sent to China Qinfafa Group Limited at the Hong Kong address listed herein.*