

VISION VALUES HOLDINGS LIMITED

遠見控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 862)

(the “Company”)

ANTI-CORRUPTION POLICY

INTRODUCTION AND PURPOSE

Vision Values Holdings Limited (“**VVH**”, together with its subsidiaries and controlled affiliates, the “**Group**”) is committed to upholding high standards of business integrity, honesty and transparency in all its business dealings.

The Group commits to conduct its businesses ethically in line with widely acceptable business standard at all time, with the utmost integrity in all of its operations throughout the world. The commitment requires the Group and all staff members to comply with all applicable laws and regulations on bribery and corruption, including, but not limited to, The Prevention of Bribery Ordinance (Cap. 201) (“**POBO**”) and other applicable rules and regulations in Hong Kong. Any staff member who conducts business on behalf of VVH or any other Group Companies in another jurisdiction must abide by the laws of that jurisdiction, including laws and regulations on anti-corruption such as those in Hong Kong, and all other laws and regulations pertaining to ethical business conduct.

Violating applicable anti-corruption laws will exposes the Group and its employees to very serious and severe consequences which may result in civil and criminal liabilities. The purpose of the policy is to set out the prohibitions against bribery and corruption in all of the Group’s operations, and to highlight the specific compliance requirements we expect all staff members to follow, and to comply with in the course of conducting business activities and in the discharge of their duties. The Group expects the highest level of honesty and integrity from all staff and accepts zero tolerance to corruption.

SCOPE

This policy applies globally to staff members at all levels including contract workers of the Group. The policy is also applicable to external parties doing business with us and those acting in an agency or fiduciary capacity on our behalf (for example, agents, consultants and contractors). Where the Group participates in existing joint ventures as a non-controlling shareholder, the other shareholder(s) shall be made aware of the significance of this policy and be abide by it. In respect of minority joint venture operations, VVH shall strive to commit the other shareholder(s) to adopt the policy or similar practice.

REQUIREMENTS

1. PROHIBITED AND RESTRICTED PAYMENTS

1.1. Offering, promising and authorising the giving of money, or anything else of value, to a government official or an individual or entity in the private sector for soliciting, obtaining, exchanging, or securing an improper advantage, is strictly prohibited.

1.2. No employee may offer, give, promise or receive money, or anything else of value, to or from an individual or entity in the private sector for obtaining an improper advantage.

1.3. The prohibition applies regardless of whether or not the offering in value in any form has been actually been accepted by the intended recipient.

1.4. The prohibition covers cash payments, benefits and favours. In certain circumstances, it also covers otherwise legitimate business expenditures such as gifts, entertainment, travel, donations, sponsorships or training.

1.5. The above-mentioned payments are prohibited regardless of whether or not they are made directly or indirectly to themselves or through third party intermediaries.

2. PERMISSIBLE PAYMENTS

2.1. This policy permits employees to provide modest gifts, hospitality or certain other things of value to government officials and individuals in the private sectors that are legal and directly related to the promotion or demonstration of the Group's businesses.

2.2. When deciding whether a gift is appropriate, employees must take into account any past, pending or future business or administrative matters that are within the recipient's realm of influence. The timing and context of such gifting must also be considered in order to assess whether any particular gifting could objectively be perceived as bribery.

3. TRAVEL, EDUCATION AND RELATED EXPENSES INVOLVING GOVERNMENT OFFICIALS

3.1. The Group may accept requests to host government officials for training or other business-related purposes either at the Group's facilities or at training events sponsored by outside vendors. The Group may also accept requests to host government officials at operational meetings, project meetings or other events.

3.2. The payment of travel expenses to any government official, within or outside their home country, requires the prior written consent of the compliance representative to ensure consistency with this policy and any applicable laws of the official's country.

4. CHARITABLE DONATIONS AND SPONSORSHIPS

The Group supports the making of contributions to the communities in which it does business and permits reasonable donations to charities and sponsorships as a responsible corporate citizen.

In this respect:

4.1. Reasonable steps must be taken to verify that any such contribution does not constitute an illegal payment to a government body or official or any individual in violation of this policy or contravention of the applicable local laws and regulations.

4.2. It may be permissible to make donations directly to a government agency (rather than to an individual government official) as part of a charitable effort or to promote goodwill through actions such as providing free products for a government-sponsored celebration.

4.3. All donations must not be used as a means to improperly influence business decisions.

5. THIRD PARTIES

5.1. The Group can be held liable for the actions of third parties, for example, giving or accepting bribes, particularly where a third-party intermediary performs services or otherwise conducts dealings, discussions or negotiations with public or private organisations for or on behalf of the Group.

5.2. The Group may also be held accountable for failing to take sufficient steps to prevent third parties from participating in bribery or related conduct, whether or not the Group was actually aware of the alleged improper conduct.

5.3. Third parties must never be asked to engage in or condone any conduct that employees are prohibited from engaging in themselves under this policy.

5.4. An employee shall not turn a blind eye to suspected violations of this policy by third parties or disregard otherwise suspect circumstances.

5.5. All third parties conducting business with, for or on behalf of the Group are required to act with the highest level of business, professional and legal integrity. The Group may refuse to continue or work with the third party if it has any corruptive practices or have been involved in any corruption offence.

5.6. The Group shall conduct proper due diligence on third parties, for example, know your client, including its background, qualifications and reputation before doing business with the third parties.

6. FACILITATING PAYMENTS

The Group does not allow the use of facilitating payments. Such payments may be considered a customary way of doing business in some countries, but it is important to understand that the anti-bribery laws of many countries prohibit such payments. Employees and third parties, in particular third-party intermediaries, are prohibited from making facilitating payments on the Group's behalf.

7. BOOKS, RECORDS, ACCOUNTING AND PAYMENT PRACTICES

7.1. In order to prevent the possibility of bribes and kickbacks being paid or accepted, all Group business and financial records must fairly and accurately reflect each transaction involving Group business and/or the deployment of company assets.

7.2. Secret, unrecorded or unreported transactions are prohibited.

7.3. All expenses must be accurately accounted for, include appropriate supporting documentation and be promptly entered into company records before they are reimbursed.

7.4. The requirement under section 7.3 includes, but is not limited to, the accurate identification (in expense reports, related business and financial records) of all payments to third-party intermediaries acting for or on behalf of the Group.

8. DISCIPLINE

8.1. The Group and its employees can be investigated by government regulators in different jurisdictions and, depending on the circumstances, prosecuted administratively, under civil law or under criminal law, which could result in severe fines and penalties, debarment and imprisonment if a violation of applicable anti-bribery and corruption laws and regulations is established.

8.2. Any employee found to be in violation of this policy will be subject to disciplinary action, up to and including termination of employment, in accordance with applicable laws and company policies.

8.3. Distributors, suppliers, agents, consultants and other third parties working for the Group who are found to be in violation of this policy will be subject to termination of the business relationship as well as any other legal and remedial actions available to the Group under applicable law.

9. REPORTING BREACHES OR CONCERNS

9.1. It is the responsibility of all employees to ensure compliance with this policy.

9.2. Any employee who witnesses a breach of this policy is obliged to promptly contact the Company Secretary of VVH or to the Board of Directors.

9.3. Any employee who is in doubt, suspects that this policy has been breached or has concerns about past or proposed actions by anyone in the Group, or any third party working with the Group in any capacity, is encouraged to contact the Company Secretary of VVH.

9.4. Once a complaint is received, the Company Secretary of VVH will review the matter to assess what action should be taken. This may involve an internal inquiry or a more formal investigation or an appropriate step to be taken in the circumstances, including disciplinary action or referral to law enforcement agencies for serious breaches.

9.5 If the Company Secretary is in conflict or unable to handle the complaint, the investigation will be handled by a director who is impartial.

9.6 The Audit Committee has overall responsibility for this policy.

10. Training

The employees likely to be exposed to risks of bribery and corruption, money laundering or non-compliance under the POBO or relevant applicable laws and regulations are encouraged to attend training from time to time, either internally and/or externally, for learning how to recognize and avoiding such risks.

11. Periodic review

The Board of VVH will review this policy periodically to ensure that it is operating effectively and whether any changes to the policy are required.

Adopted by Vision Values Holdings Limited on 30 June 2022

This policy is written in English and Chinese. In case of any inconsistency, the English version shall prevail.