



UNI-PRESIDENT CHINA HOLDINGS LTD.
統一企業中國控股有限公司

(Stock code : 220)

(“Company”, together with its subsidiaries as the “Group”)

Anti-corruption Code of Conduct

1. Ethical Commitment

- 1.1 The Group is determined to promote a culture of compliance and integrity, ethical behavior and good corporate governance across the Company and strictly prohibits any form of corruption, bribery, extortion, fraud and money laundering, and is committed to the prevention, deterrence, detection and investigation of corruption, bribery, extortion, fraud and money laundering. The Company regards integrity, honesty, fairness, impartiality, and ethical business practices as one of its core values that must be upheld by all directors and staff of the Company (including full-time, part-time and temporary staff) at all times. The board of directors (“**Board**”) of the Company is in full-commitment to zero-tolerance towards any form of corruption, bribery, extortion, fraud and money laundering and maintains the highest ethical standard and highest level of integrity in conducting its business and operation.
- 1.2 Any form of fraud, bribery, corruption, money laundering and financing of terrorism by any director or staff, whether in Hong Kong or elsewhere, may lead to criminal prosecution of or regulatory action against the Company, its directors and/or staff, resulting in the imposition of criminal or civil penalties, including fines and imprisonment, and could damage the Group’s business and reputation, undermining its relationships with its regulators and its customers, business partners and competitors. Therefore, all directors and staff must comply with the laws and regulations of Hong Kong and/or any other applicable regions, including but not limited to laws, regulations and rules relating to anti-bribery and anti-corruption, such as Prevention of Bribery Ordinance (Cap 201 of the laws of Hong Kong) (“**Prevention of Bribery Ordinance (POBO)**”), Criminal Law of the People’s Republic of China (《中華人民共和國刑法》), Anti-Unfair Competition Law of the People’s Republic of China (《中華人民共和國反不正當競爭法》), Anti-Money Laundering Law of the People’s Republic of China (《中華人民共和國反洗錢法》) and Interim Provisions for the Prohibition of Commercial Bribery by the State Administration for Industry and Commerce of the People’s Republic of China (《國家工商行政管理局關於禁止商業賄賂行為的暫行規定》).
- 1.3 This Code sets out the standard of integrity and conduct, including code of conduct relating to the offer and acceptance of gifts/advantages and the standard on the report of gifts/advantages received which applies to all directors and employees of the Group at all levels, and external parties doing business with the Group and those acting in an agency or fiduciary capacity on behalf of the Group (e.g. agents, consultants and contractors).

2. Prevention of Bribery

- 2.1 The Group prohibits all forms of bribery and corruption. All directors and staff are prohibited from soliciting, accepting or offering any bribe in conducting the Group’s business or affairs,

whether in Hong Kong or elsewhere. In conducting all business or affairs of the Group, they must comply with the Prevention of Bribery Ordinance (**POBO**) and other applicable laws, rules and/or regulations relating to anti-bribery and anti-corruption and must not:

- (1) 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;
- (2) 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;
- (3) offer any advantage to any public servant (including employee(s) of the Government and any public body) 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 and/or a public body; or
- (4) offer any advantage to any staff of a Government department or public body while they are having business dealing with the Government department or public body.

The relevant provisions of the POBO are set out at **Annex 1**.

3. Acceptance of Advantage

3.1 It is the Group's policy that directors and staff should not solicit or accept any advantage for themselves or others, from any person, company or organisation 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:

- (1) advertising or promotional gifts or souvenirs of a nominal value; or
- (2) gifts given on festive or special occasions; or
- (3) 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.

3.2 Gifts or souvenirs described in paragraph **3.1** that are presented to directors and staff in official functions are deemed as offers to the Group. The directors and staff concerned should report the acceptance of gifts and souvenirs to the Human Resources Department of the Group (or its delegate from time to time) ("**HR Department**") using Form A (**Annex 2**). If a director or staff member wishes to accept any advantage which is outside the scope as set out in paragraph 3.1, he/she should also report his/her intention to accept such advantage to the HR Department using Form A. All reports on acceptance of advantages and the relevant management decisions and actions shall be properly recorded.

3.3 However, a director or staff member should decline an offer of advantage if acceptance could affect his/her objectivity in conducting the Group'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.

3.4 If a director or staff member has to act on behalf of a client in the course of carrying out the Group'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).

4. Offer of Advantage

- 4.1 Directors and staff 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 business decisions, whether directly or indirectly through a third party, or to any Government department staff or public body staff, when conducting the Group's business. Even when an offer of advantage carries no intention of improper influence, the advantage should be ascertained that whether the intended recipient is permitted by his employer/principal to accept it under the relevant circumstance before the advantage is being offered.
- 4.2 Directors and staff who declined to offer bribes (even if such decline may result in the loss of business dealings of the Group) will not be demoted, punished or imposed with any other adverse consequences.

5. Entertainment

- 5.1 Although entertainment is an acceptable form of business and social behaviour, a director or staff member should decline accepting lavish or frequent entertainment from persons with whom the Group has business dealings (e.g. suppliers or contractors) or from his/her subordinates to avoid placing himself/herself in a position of obligation. To uphold high standard of integrity, any entertainment accepted by the directors or staff from persons with whom the Group has business dealings or from his/her/its subordinates should be in compliance with the provisions as set out in the Group's staff manual and should be ready for public disclosure without posing any adverse effect on the Group. 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.

6. Records, Accounts and Other Documents

- 6.1 The Group is committed to keeping proper records and following sound accounting policies. To ensure that all directors and staff are responsible for their respective actions and decisions, all material transactions and decisions must be properly recorded. All company books, records, accounts, invoices and other documents must be created and maintained so as to reflect fairly and accurately and in reasonable detail the underlying transactions and the disposition of the Group's business. 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.

7. Conflict of Interest

- 7.1 Directors and staff should avoid any conflict of interest (i.e. a conflict between their private interest and the interest of the Company) or the perception of such conflicts. If the conflict of interest cannot be avoided, the director or staff member should as soon as possible, before the actual or potential conflict of interest arises, make a declaration to the HR Department using Form B (**Annex 3**). With respect to director(s) who is/are involved in conflict(s) of interests, such director(s) should also comply with the laws and regulations relating to declaration of

conflict of interest, including Part 11 of the “Companies Ordinance” (Cap 622 of the laws of Hong Kong) and Chapter 14A “Connected Transactions” of the Rules Governing the Listing of Securities in Hong Kong.

- 7.2 Upon receipt of a declaration on conflict of interest, the HR Department should, as soon as practical, decide on the appropriate course of action to be taken such as to relieve the director or staff of his/her involvement in the task or decide to continue to have the director or staff concerned to carry out the relevant duties after analysing the risks and business needs. The HR Department should inform the concerned director/staff of its decisions and give clear direction/instruction to the director or staff concerned, so as to ensure the director/staff concerned comply with the instructions and the conflict of interest could be effectively eliminated or mitigated. All declarations and relevant management decisions and actions should be properly recorded.

8. Misuse of Official Position, Company Assets and Information

- 8.1 Directors and staff 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 Directors and staff in charge of or having access to any Group’s assets, including funds, property, information, and intellectual property, should use them solely for the purpose of conducting the Group’s business. Unauthorised use, such as misuse of any Group’s assets for personal interest, is strictly prohibited.
- 8.3 Unauthorised disclosure of any confidential information of the Group or misuse of any of the Group’s assets by the directors and staff is not allowed (such as unauthorised sale of the Group’s information and data). Authorised access to such confidential information granted to any director or staff, including the information being stored in the computer system of the Group, should be encrypted, so as to prevent such information being misused or disclosed without authorisation. When using personal information relating to directors, staff and customers, due care should be taken and usage must be in compliance with Personal Data (Privacy) Ordinance (Cap. 486 of the laws of Hong Kong) and other applicable laws and regulations including but not limited to "Criminal Law of the People's Republic of China" and "Civil Code of the People's Republic of China".

9. Relationship with Suppliers, Contractors and Customers

- 9.1 Directors and staff should avoid frequent non-business related gathering with individuals who have business dealings with the Group and should not accept any loan from, or through the assistance of, any individual or organisation having business dealings with the Company. There is however no restriction on borrowing from licensed banks or financial institutions.
- 9.2 The Company is committed to dealing with its customers and suppliers in a fair, honest and professional manner, while seeking best value for the business. Potential suppliers are treated on an equal basis and no unmerited favouritism is to be shown in the procurement of goods and services. The Group should adopt a fair and transparent procurement mechanism and the directors and staff should be careful when evaluating potential suppliers and contractors.
- 9.3 The Group will not deal with contractors and suppliers and other potential business partners known to be paying bribes and/or engaging in corrupt activity.

10. Reporting of Illegal or Unethical Behaviour

- 10.1 Directors and staff should report any conduct or action by any director and staff that is in breach of the relevant laws or this Code (including but not limited to corruption, bribery, theft, fraud, the facilitation of tax evasion, financial crime or similar offences) in accordance with the Company's whistleblowing policy. Reports will be treated as confidential to the extent possible as allowed by law. No director and staff will be disciplined for reporting a concern in good faith. However, the Group will take disciplinary action against any director and staff who intentionally provides false or malicious information in connection with an alleged violation of the law or this Code. All reports will be investigated and details of the investigation process and procedures are set out in the whistleblowing policy of the Group.
- 10.2 To facilitate formal risk assessment and evaluation by the Group, the HR Department or its authorised representative should keep a register recording all reported suspected and actual illegal behaviour or conduct that are in breach of this Code regardless of the amount involved, and report the relevant statistics to the Board from time to time. In addition, any information related to such cases shall be made readily available to the Board for review.

11. Communication and Training

- 11.1 The Group should provide regular training to all directors and staff. A copy of this Code and brief introduction of this Code should be given to each director and staff, so as to ensure they understand this Code and are able to identify and handle the relevant behaviour of deceit, bribery, corruption, money laundering and financing of terrorism faced by the Group. Training should also be provided to all directors and staff in relation to the compliance of laws, regulations and code of conduct which are related to the Group's businesses.

12. Identify and Evaluate Corruption Risk and Monitoring Measures

- 12.1 The Board is responsible for overseeing and monitoring the corruption risk management and from time to time identify the business operations and processes that are conducive to corruption, assess the likelihood and impact of corruption risks in business functions/processes (e.g. procurement, sales and marketing, inventory management, human resources management, charitable or community activities), review the adequacy and effectiveness of the policies, practices and procedures in place (including documentary records (paragraph 6 of this Code), acceptance of advantage (paragraph 3 of this Code) and declaration of conflict of interest (paragraph 7 of this Code)) to identify any corruption loopholes and formulate appropriate controls and procedures to mitigate such risks or in response to changes and occurrence of corruption incidents.

13. Compliance with the Code

- 13.1 Any director or staff in breach of this Code might constitute a violation of law and the relevant case will be reported to the relevant law enforcement authority(ies). A breach of the law might result in civil liability or criminal liability, which includes fines and/or imprisonment. If the breach of this Code only involves a breach of the required standard of integrity, disciplinary action may be imposed on the relevant director or staff, including termination of employment.
- 13.2 Enquires on this Code should be made to the company secretary of the Company by e-mail at **elvis@pec.com.cn**.

14. Review

14.1 The Group will review this Code from time to time to ensure its continued effectiveness.

Version: August 2022

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

Section 9 – Corrupt transactions with agents

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

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

Section 8 – Bribery of public servants by persons having dealings with public bodies

- (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 - Interpretation

“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 – Custom not to be a defence

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.



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REPORT ON GIFTS/ADVANTAGES RECEIVED

Part A – To be completed by Receiving Staff

To: _____ (HR Department)

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:

- 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): _____

Remark

_____(Date)

(Name of Receiving Staff)
(Title / Department)

Part B – To be completed by HR Department

To: _____ (Name of Receiving Staff)

The gift/advantage has been recorded and the recommended method of disposal is ***approved**
/ not approved. *The gift/advantage concerned should be disposed of by way of: _____

_____(Date)

(Name of HR Department Staff)
(Title)

* Delete as appropriate



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DECLARATION OF CONFLICT OF INTEREST

Part A – Declaration *(To be completed by Declaring Staff)*

To: _____ (HR Department) 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:-

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

_____ (Date)

(Name of Declaring Staff)
(Title / Department)

Part B – Acknowledgement *(To be completed by HR Department)*

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): _____

(Date)

(Name of HR Department Staff)
(Title)

** Delete as appropriate*