



中国秦发集团有限公司
CHINA QINFA GROUP LIMITED

Whistleblowing, Anti-Corruption and Bribery Policy

¹ E 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.

Whistleblowing Policy	Anti-corruption and Bribery Policy
Purpose of the policy	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.

¹ E 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 Qinfra 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 Qinfra 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

¹ E 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></p> <p>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></p> <p>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>
Source	<p>"Corporate Governance Guide for Boards and Directors" issued by the Hong Kong Stock Exchange</p> <p>"Anti-Corruption Programme A Guide for Listed Companies" issued by the Hong Kong Independent Commission Against Corruption</p>	
Effective Date	<p>The policy is effective on 31 March 2022.</p>	
Language	<p>The whistleblowing policy is formulated in both Chinese and English. Chinese version shall prevail in case of inconsistency.</p>	

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

¹ E cover full-time, part-time and temporary staff, except where specified.

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 staff¹ of the Company at all times. This Code sets out the basic standard of conduct expected of all directors and staff, and the 5 policy on acceptance of advantage and handling of conflict of interest when dealing with the 5 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 5 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 5 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 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.)

¹ E cover full-time, part-time and temporary staff, except where specified.

Acceptance of Advantage

3. It is the 5 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 HKD

² 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 5 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 entertainment³ is an acceptable form of business and social behaviour,

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 5 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 5 computer system, should protect the information from unauthorized disclosure or misuse. Special care

:

Data (Privacy) Ordinance. Personal

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 the Company.

5

the

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
- (a) doing or forbearing to do, or having done or forborne to do, any act in relation to his 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 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
- (a) doing or forbearing to do, or having done or forborne to do, any act in relation to his 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 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

- (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
- (a) performing or abstaining from performing, or having performed or abstained from performing, any act in his capacity as a public servant;
 - (b) ex875 0111.0ID 28408.1 410.69 Tm0 g0 G[()] T

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

Section 8

(1) Any person who, without lawful authority or reasonable excuse,

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

(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:-

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 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 interest without being influenced by your private interest.
- Others (please specify) : _____

Whistleblowing Reporting Sample Form

China Qinfra Group L