
Le Saunda Holdings Limited

《Anti-Bribery and Anti-Corruption Policy》

Policy Statement

1. Le Saunda Holdings Limited (the “Company”) together with its subsidiaries, (collectively as the “Group”) believe that fairness, honesty and integrity are important corporate assets in business. It is therefore important for all of the Group’s employees (including executive directors) (the “Employees”) to ensure that the Group’s reputation is not tarnished by dishonesty, disloyalty or corruption. This Anti-bribery and anti-corruption Policy (the “Policy”) sets out the basic standard of conduct expected of Employees, and the Company’s policy on acceptance of advantage and handling of conflict of interest when dealing with the Group’s business.

Prevention of Bribery

2. The Group prohibits all forms of bribery and corruption. All Employees 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 applicable laws, rules and regulations, including but not limited to the Criminal Law of the People’s Republic of China related to various corruption and bribery offences and the Prevention of Bribery Ordinance 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 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 principal’s business or affairs; and
 - (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.

The term “advantage” refers to money, gift, trip, reward, office, contract, services, special offers and payment on behalf, borrowing (i.e. giving loan assistance or releasing any borrowing, or the guarantor of the borrowing), other property or interest in property of any description.

Soliciting Advantage

3. It is policy of the Group to prohibit all Employees utilising any forms of individual authority and position from soliciting any advantage, requesting for unreasonable offer or irrational payment postpone from subordinates, customers, suppliers, subcontractors, franchisees or any persons having business with the Group.

Acceptance of Advantage

4. It is the Group's policy that any Employees should not accept any advantage for themselves or others, from any person, company or organization having business dealings with the Group or any subordinate. If the acceptance of an advantage (regardless of value) could affect objectivity or induce any Employees to act against the Group's interest and complaints, Employees should decline to accept. Similarly, if acceptance could lead to questions or complaints of bias or impropriety, the offer should also be declined. However, you are allowed to accept (but not solicit) the following gifts offered voluntarily if the refusal of which could be seen as unsociable or impolite:
 - (a) advertising or promotional gifts of nominal value; or
 - (b) gifts given on festive or special occasions subject to the annual accumulated value of the said advantage is RMB 200 or below.
 - (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.
 - (d) each department shall truly report and submit all the gifts or money regarding the sponsorship of the company's activities to the Human Resources Department, no one can take over or misappropriate it.
5. If Employees receive any advantage, including gifts, cash, etc (no matter what the value is), Employees must submit "Declaration of advantage received" to the Human Resources Department as declaration within 5 working days from the date of receipt of the gift. If the aforesaid advantage is cash or non-cash advantage exceeds RMB200, Employees shall send it to the Human Resources Department for the company staff welfare purposes. If the gift is food and beverage, the gift should be shared with the colleagues of the department or company.

Compliance with Laws of Mainland China, Hong Kong and in Other Jurisdictions

6. Employees must comply with all local laws and regulations when conducting the Group's business, and also those in other jurisdictions when conducting business there or where applicable.

Offer of Advantage

7. Employees 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 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 employer/principal to accept it under the relevant circumstance before the advantage is offered.

Entertainment

8. Employees should turn down invitations to entertainment that are excessive in nature or frequency, so as to avoid embarrassment or loss of objectivity when conducting the Group's business. If it is impolite to decline an invitation, Employees might accept, on the understanding that be allowed to reciprocate whilst not influencing on the situation of Group's interest.

Outside Employment

9. Employees should avoid taking up from outside employment which would give rise to a conflict of interest of the Group. If Employees wish to take up the paid or unpaid outside employment, either on a regular or consulting basis, Employees must seek the prior written approval via the Human Resources Department before accepting the employment.

Conflict of Interest

10. Employees should avoid any situation where your private interest conflicts, may possibly conflict, or would be reasonably perceived as conflicting, with the interest of the Group. Failure to avoid or declare any conflict of interest may give rise to criticism of favouritism, abuse of authority or even allegations of corruption. "Private interest" includes both financial and personal interest of your and those of your connections. Connections include family members, relatives, and close personal friends.

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11. Employees should declare any actual or likely conflict of interest that arises, including any financial interest, direct or indirect, which you or members of your immediate family may have, in any business or other organisation which competes with the Group or with which the Group has business dealings. Employees should file “Declaration of Conflict of Interest” to the Human Resources Department as declaration.

Selection of Suppliers or Subcontractors

12. Dealing with Group’s business affairs or projects

To protect the fairness, openness and justice of proceeding transactions with suppliers and subcontractors, Employees must comply with the following four principles:

- (a) selection of capable and responsible suppliers or subcontractors on the fair competition basis;
- (b) procurement made by actual demand with value for money;
- (c) transparency and accountability of procurement process; and
- (d) Prohibition from corruption at expenses of the interests of the company.

13. Dealing with private matters or projects

If Employees wish to engage suppliers or subcontractor which have business with the Group within one year to deal with private matters or projects, Employees must:

- (a) not be involved, directly or indirectly, in the employment of suppliers or contractors or in the supervision of works in their own positions;
- (b) receive services at market prices; and
- (c) report to the Human Resources Department regarding the employment of suppliers or contractors prior to commencement of construction.

Records and Accounts of Companies

14. Employees and their agents should ensure that any record, receipt, account or other document they submit to the Group or the supervisors as appropriate, gives a true representation of the events or business transactions as reported in the document. Intentional use of documents containing false, erroneous and defective information to deceive or mislead the Group, regardless of whether the Employee may obtain any gain or advantage, may constitute an offence under the Criminal Law of the People’s Republic of China in relation to corruption and bribery and/or an offence under the Prevention of Bribery Ordinance of Hong Kong.

Gambling

15. Employees are specifically discouraged from engaging in gambling, including playing mahjong, of any kind with persons having business dealings with the Group. Any forms of gambling in the Group's premises is strictly forbidden.

Employee's Responsibility

16. If someone offers unreasonable transfer of illegal advantage, Employees should refuse and report to his immediate supervisor immediately, so as not to affect his personal reputation and career future. If Employees learn that other staff are accepting illegal advantage, Employees must also take the initiative to report to the Human Resources Department, so that immediate actions can be taken to correct the deviance, in order to ensure that every business partner can receive equal treatment and the right to fair trade.

Breach of the Policy

17. It is the responsibility of every Employees to understand and abide by discipline. Anyone who violates the above-mentioned rules 1 to 16 will be subject to disciplinary action, including immediate termination of his labor contract, without financial compensation. If the violation leads to a legal dispute or affects the corporate image, the Group will reserve the right to pursue any legal liability against the Employees. If the violation constitutes any corruption or criminal offence, the Group will report it to the relevant public authorities or departments to follow up.

Procedure

18. Any complaints about breach of this Policy can be raised to the department head first, and then the department head will discuss with the human resources manager on how to handle it. When considering and handling complaints, the Group shall take a fair and efficient way to investigate any illegality and violation of the Group's Policy. For the whistleblowing system and the measures protecting the whistleblowers, please refer to the Group's "Whistleblowing Policy".

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