

**Future Bright Holdings Limited**  
**Anti-Corruption Policy**

**version 1**

**Introduction**

1. Future Bright Holdings Limited, together with its subsidiaries, collectively referred to as the Group, is committed to conducting our business in accordance with all applicable laws, rules, regulations, and the highest ethical standards. This commitment is embodied in the Code of Conduct and Business Principles, which is also included in our Group's employee handbook. The Group regards honesty, integrity and fair play as our core values that must be upheld by all directors and staff of the Group at all times. The Anti-Corruption Policy (the "Policy") sets out the basic standard of conduct expected of all directors and employees, as well as the Group's policy on acceptance of advantages and handling of conflicts of interest when dealing with the Group's business.

**Scope of Application**

2. This Policy applies to the Group's employees, business partners including joint venture partners, associated companies, contractors, suppliers, agents and consultants are encouraged to abide by the requirements of this Policy.

**Prevention of Bribery Ordinance**

3. Under the Hong Kong Prevention of Bribery Ordinance (the "Ordinance"), all directors and employees who, without the permission of their employers, solicit or accept an advantage as a reward or inducement for doing any act or showing favour in relation to their employer's business, commit an offence. The person offering the advantage also commits an offence.

**Acceptance of Advantage**

4. Soliciting/Acceptance of Advantages

It is against the Group's Policy for employees to solicit or accept any advantage in connection with their work without permission of the management of the Group. The Group prohibits the solicitation of any advantage by employees from any person having business dealings of any kind with the Group. The term "advantage" is defined in the Ordinance and includes gift, loan, fee, reward,

office, employment, contract, service and favour. The acceptance of advantages by employees is governed by applicable local ordinance and laws, for instance, Section 9 of the Ordinance.

#### 4.1 Accepting an advantage

Accepting gifts or other benefits directly or indirectly from vendors, suppliers, or anyone with whom the Group does business will result in an undue influence on the employees in the discharge of their duties.

The Group prohibits the acceptance of any advantage directly or indirectly by its employees as a result of their position in the Group, or from any person having or intending to have business dealings of any kind with the Group. Exemption may be given for the following cases:

- a) Reasonable amounts of cash tips, which are customarily paid by guest or customers to front line staff, such as restaurant staff;
- b) Front line service employees who can normally receive tips are allowed to receive “lai see” or red packet money, which is generally given according to traditional local culture, e.g. during Lunar Chinese New Year, or similar festive times;
- c) Advertising or promotional materials of nominal value; or
- d) Discounts, which are also given on equal terms to third parties.

4.2 Fees or other compensation received by employees from an organization in respect of an approved membership or any official position should be submitted to the Head of Human Resources & Administration.

4.3 All business associates, e.g. suppliers and business partners, will be informed of the Group’s Policy on acceptance of advantages or solicitation of benefits by the Group’s staff. If an advantage not specified in the above is offered to the Group’s employees, they must politely refuse, explain the Group’s Policy in this regard.

4.4 If employees are in doubt as to whether they may accept the gift, benefit or advantage, or to refuse would create misunderstanding or adversely affect business relationship, they should politely thank the offeror and advise that they will report and seek approval from the management of the Group.

#### 4.5 Offering an Advantage

Under no circumstances should employees offer any advantage to anyone or any person employed by or related to a company, which has business relations with the Group. This prohibition does not apply to the provision of customary business amenities such as promotional giveaways or business entertainment on condition that they are neither frequent nor excessive.

#### **Entertainment**

5. All entertainment expenses even if incurred in-house, are generally approved by the General Manager and Director. The General Manager and Director's own entertainment is to be approved by the Managing Director.

#### **Anti-Bribery & Anti-Corruption**

6.1 Under no circumstances should employees offer bribes to any person.

6.2 Employees are strictly prohibited (whether acting in their own capacity or on the Group's behalf) from:

- a) offering, promising, giving or authorizing, directly or indirectly, any bribe or kickback to or for the benefit of any person (whether in private or public office) in order to obtain any improper business or other improper advantage for the Group;
- b) soliciting, accepting or receiving (whether for the Group's benefit, their own benefit or that of their family, friends, associates or acquaintances) any bribe or kickback from any person (whether in private or public office) in return for providing any improper business or other improper advantage in relation to the Group's business;
- c) otherwise using illegal or improper means (including bribes, favours, blackmail, financial payments, inducements, secret commissions or other rewards) to influence the actions of others; or

- d) acting as an intermediary for a third party in the solicitation, acceptance, payment or offer of a bribe or kickback.

### 6.3 Definition of Bribery

- a) Bribery involves giving or offering to give any advantage, directly or indirectly, to public servants (i.e. officers, members and employees of public bodies) or employees of the Group or other persons connected with a business, as an inducement or reward for or otherwise on account of such persons' conduct in relation to their employer's principal's affairs. It also involves soliciting or accepting bribes.
- b) Bribery usually occurs where an offer of advantages is made to other persons as an inducement or reward for the recipient's improper performance of duties (usually to win or retain business or advantages), or where the recipients abuse their authority or position for personal gain. Bribery can also take place where the offer or payment is made by or through a third party.
- c) Bribes and kickbacks can consist of anything of value (i.e. an "advantage"), including:
  - (i) gifts, excessive entertainment and hospitality, and sponsored travel and accommodation;
  - (ii) cash payments, whether by or to employees or business partners such as agents, introducers, or consultants;
  - (iii) other favours provided by or to public officials, suppliers or customers, such as engaging a member of the Group by or to a member of a public official or family members of suppliers or customers;
  - (iv) free use of the Group's services, facilities or properties; and
  - (v) loans, loan guarantees or other extensions of credit on preferential terms, or other intangible forms of preferential treatment.
- d) As well as complying strictly with the provisions in this Policy, employees must exercise common sense and judgment in assessing whether any arrangement could be perceived to be corrupt or

otherwise inappropriate.

### **Conflicts of Interest**

7. Conflicts of interest would generally arise if employees participate in any activity or relationship, directly or indirectly, that may impair or be presumed to impair their objectivity, or that is somehow inconsistent with or opposed to the best interests of the Group. Employees should avoid engaging in any personal business, investment or activities that would conflict with the interests of the Group. In the case where employees or their dependants and/or close relatives are engaged in or hold interest directly or indirectly in any personal business that has business interests or activities that are in competition with the Group, the employees concerned should declare their interest in writing to the Head of Human Resources & Administration for handling.

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

8. Directors and employee must comply with all local laws and regulations when conducting the Group's business, and also those in other jurisdictions when conducting business there.

### **Outside Employment**

9. Employees should not take concurrent employment, either regular or on a consulting basis with or without pay, without written approval from the General Manager, and/or Director (or the Managing Director), even if such employment is in an industry that is not in competition with the Group.

### **Loans**

10. Employees or their close relatives should not offer, or grant, or guarantee a loan to, or accept or borrow loans from an individual or organization having business dealings with the Group. Normal banking facilities are excluded.

## **Confidential Information and Proper Use of the Group's Properties**

11.1 Directors and employees should not disclose any classified information of the Group without authorization, or misuse any of the Group's information (e.g. unauthorized sale of the information). Those who have access to or are in control of such information, including information in the Group's computer system, should at all times protect the information from unauthorized disclosure or misuse. Special care should also be taken in the use of any personal data, including directors', staffs' and customers' personal data, to ensure compliance with the Personal Data (Privacy) Ordinance. Any breach or failure to observe this condition will render the employees liable to disciplinary action and the Group reserves the right to take any action against the employees as appropriate.

11.2 Appropriation of the Group's properties by employees for personal use or for other uses without the authorization of the Group is strictly prohibited. Such acts may result in disciplinary action including summary dismissal. The Group's properties include, among other things, information, resources, materials, supplies, money, property (including intellectual property, software, hardware and facilities) and the time and talent of employees.

11.3 Employees should protect the Group properties by avoiding carelessness and waste, and by using such assets prudently to conduct the business of the Group for its customers.

11.4 It is against the Group's Policy (and also an offence under the Ordinance) for its employees to forge or falsify any document, seal or signature required by or under the provisions of the Ordinance, which is used in the transaction of any business relating to any trade involving goods and services. The Group reserves the right to take legal actions against the employees as deemed appropriate.

## **Gambling**

12.1 Employees should not participate in frequent or excessive gambling

of any kind including mahjong with persons who have business dealings with the Group. Employees who game with any such person must exercise good judgement and refrain from any game in which the stakes are excessive.

12.2 Gambling is prohibited during working hours.

### **Fair Dealing and Integrity**

13.1 Employees should endeavour to deal fairly with customers, suppliers, competitors and employees of the Group, governmental authorities and the general public.

13.2 Employees should not take unfair advantage of or injure anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts, fraudulent behavior or any other unfair dealing practice.

13.3 Employees must perform their duties and responsibilities for the Group with the highest degree of integrity.

13.4 Integrity requires employees to perform their work with honesty, diligence, responsibility and in accordance with applicable laws. In the performance of their work, employees must not knowingly be a party to any illegal and or corrupt activity or engage in acts that are discreditable to the Group.

### **Anti-Corruption Programme**

14.1 The Group has zero tolerance towards fraud and corruption.

14.2 Suitable and relevant anti-fraud and anti-corruption training will be provided to management including employees.

14.3 All employees should fully comply with the principles in this Policy, other relevant corporate policies and procedures, and internal controls requirements.

14.4 Control activities are designed and adapted to mitigate fraud risks. If

necessary, independent risk-based audits are conducted to monitor the effectiveness of these controls.

14.5 The Group will conduct periodic fraud risk assessment.

### **Reporting Procedures**

15.1 All employees of the Group should familiarize themselves with and comply with the Code of Conduct and the Ordinance and all other risk management and internal control policies and guidelines.

15.2 All employees of the Group are responsible for resisting fraud and helping the Company defend against corrupt practices.

15.3 The Group shall maintain effective reporting channels for the employees and stakeholders to report any suspicions of fraud, all employees and stakeholders are expected and encouraged to report immediately any suspected cases of fraud and related misconduct via various reporting channels below.

15.4 Suspected cases of fraud should be reported promptly, irrespective of whether it is known who may be responsible for the fraud or how it may have occurred. They should be reported via the whistleblowing channel confidentially if one feels appropriate (refer to the Group's Whistleblowing Policy for the Whistleblowing Report Form and mailing address for reporting).

15.5 Summary of investigated fraud cases will be reported to the Audit Committee of the Group on a regular basis.

15.6 The Group assures the right of every employee to disclose and report (without reprisal) any breach of this Policy. If employees have any questions, requires any advice or interpretation, they can contact their superior or the Head of Human Resources & Administration directly.

### **Compliance with the Policy**

16.1 It is the responsibility of all directors and employees of the Group to understand and comply with this Policy, when performing their company duties in or outside of Hong Kong. Managers and supervisors should also ensure that the staff under their supervision understand well and comply with this Policy.

16.2 All directors and employees in breach of this Policy will be subject to disciplinary action, including termination of appointment. In cases of suspected corruption, a report will be made to the ICAC, and of other criminal offences, to the appropriate authority.



### **Monitoring and Review of the Policy**

17.1 The Group will monitor and review this Policy from time to time in accordance with its corporate strategies and development on governance issues relating to its operations.

17.2 This monitoring will be facilitated by reports to the Board of Directors and the Risk Committee and the Board of Directors through the Audit Committee.

### **Disclosure of the Policy**

18. A summary of this Policy together with the measurable objectives set for implementing this Policy, and the progress made towards achieving those objectives will be disclosed in the annual Corporate Governance Report and on the Company's website at [www.fb.com.hk](http://www.fb.com.hk).

Adopted by the Board on 23rd December 2022