

**WILLAS-ARRAY ELECTRONICS (HOLDINGS) LIMITED**

威雅利電子(集團)有限公司

(the “Company”)

**ANTI-CORRUPTION POLICY**

**A. INTRODUCTION AND PURPOSE**

The Company and its subsidiaries (collectively the “Group”) is committed to conducting its business in high standards of openness, probity, accountability, professional conduct and fairness. The Group adopts zero-tolerance policy towards corruption and related malpractice.

This anti-corruption policy (the “Policy”) is to provide guidance on standards of conduct regarding the prevention of corruption, bribery extortion and fraud and to assist such persons in recognizing circumstance which may lead to or give the appearance of involving corruption or unethical business conduct.

The board of directors of the Company (the “Directors” and the “Board” respectively) is responsible for developing and implementing the anti-corruption programme, which includes this Policy, code of business conduct applicable to relevant subsidiary (which provides detailed ethical standard and anti-corruption guidance for their Employees), oversight and monitoring, communication and training.

Directors and senior management of the Group are responsible for ensuring the effective implementation of this Policy and in particular, the monitoring and investigation of any material fraudulent or bribery activities committed within the Group.

**B. SCOPE OF APPLICATION**

This Policy applies to the Group, and to all directors, officers and employees of the Group (which for the purpose of this Policy includes temporary or contract staff) (the “Employees”) and its Third Party Representatives (defined in paragraph F).

All Employees are required to comply with the Policy, as well as applicable laws and regulations (which may be more stringent than those set out in this Policy) relating to prohibiting corruption and bribery in jurisdictions where the Group conducts its business, including but not limited to the People’s Republic of China, the Hong Kong

Special Administrative Region, Taiwan district and the Republic of Singapore, the breach of which may lead to disciplinary action that might ultimately result in termination of employment and / or personal civil or criminal sanctions.

It is every Employee's responsibility to counter fraud and bribery by complying with this Policy. No Employee will suffer demotion, penalty, or other adverse consequences for refusing to participate and/or conspire a fraud or offer bribes for the sake of Group's business.

This Policy should be read in conjunction with the code of business conduct currently in force in each of the subsidiary of the Company.

### **C. PROHIBITION ON IMPROPER PAYMENTS, KICKBACKS, AND OTHER FORMS OF BRIBERY**

All Employees, whether acting in their own capacity or on behalf of the Group with external third parties, including but not limited to agents, consultants, contractors, end-customers and suppliers ("Business Partners"), are prohibited from:

- i) soliciting, accepting or receiving, directly or indirectly, any bribes or improper advantages or kickback from any person (whether in private or public office) in relation to the Group's business affairs;
- ii) offering, promising, giving or authorizing, directly or indirectly, any bribes or improper advantages or kickback to any person (whether in private or public office), for obtaining business, advantages or benefit for the Group, for themselves or for any other person;
- iii) using illegal or improper means (including bribes, favours, blackmail, financial payments, inducements, secret commissions, loans and other advantages) to influence the actions of others; or
- iv) acting as an intermediary for a third party in solicitation, acceptance, payment or offer of any forms of bribery.

## **D. GUIDELINES FOR ACCEPTING OR OFFERING ADVANTAGES**

### **D1. ACCEPTING ADVANTAGES**

- i) Employees are prohibited to solicit any advantage from government officials or Business Partners, or accept advantages illegally from others, when conducting consultation, negotiation or business cooperation on behalf of the Group.
- ii) Where an advantage is voluntarily given, Employees should exercise good judgement on whether such acceptance would contravene with any applicable laws and this Policy.
- iii) If the acceptance of an advantage could affect an employee's objectivity or induce him/her to act against the Group's interests, he/she should decline to accept. Similarly, if acceptance could lead to questions or complaints of bias or impropriety, the offer should also be declined.
- iv) Employees should act in accordance with the applicable code of business conduct when accepting advantages in any forms in connection with their job or work.

### **D2. OFFERING ADVANTAGES**

Under no circumstances should an Employee offer bribes to any person or entity for the purpose of obtaining or retaining business. It is also illegal to offer advantages to influence public servants in relation to public contracts, tenders and auctions.

### **D3. GIFTS AND HOSPITALITY ("BUSINESS COURTESIES")**

Business gifts and hospitality are customary courtesies designed to build goodwill among Business Partners. Business courtesies must comply with the following principles both in isolation and when considered in the context of other gifts and hospitality offered:

- i) they must be permissible under applicable laws, rules and regulations;
- ii) they must be of modest value;
- iii) they must be appropriate and consistent with reasonable business practice;

- iv) they must be provided with the intent only to build or maintain legitimate business relationship or offer normal courtesy, rather than to influence the recipient's objectivity in making a specific business decision.

#### **E. ANTI-CORRUPTION REQUIREMENTS FOR BUSINESS PARTNERS**

When doing business with the Group, Business Partners are prohibited from bribing the Group's Employees or, without the Company's permission, offering advantages to them.

#### **F. THIRD PARTY REPRESENTATIVES**

Anti-bribery legislation in certain jurisdictions imposes criminal liability for a company's failure to prevent bribery by anyone providing services for or on behalf of the company. The Group is committed to promoting anti-fraud and anti-bribery practices amongst any third-party representatives it engages, including but not limited to advisers, agents, consultants, introducers and finders, and political lobbyists if there's any ("Third Party Representatives").

This Policy applies to Third Party Representatives engaged to represent the Group, breach of which could result in termination of their engagement.

In order to minimise the risk of Third Party Representatives engaging in inappropriate conduct, the Group should:

- i) always act with due care and diligence in selecting Third Party Representatives and in monitoring their activity;
- ii) ensure that all fees and expenses paid to Third Party Representatives are appropriate and justifiable remuneration, which is commercially reasonable under the circumstances, for legitimate services rendered by the Third Party Representatives; and
- iii) keep accurate financial records of all payments.

#### **G. WHISTLE-BLOWING POLICY AND HANDLING OF REPORTS OF VIOLATIONS**

The Group has a whistleblowing policy providing suitable channels for reporting

corruption and violations of this Policy. The whistleblowing policy is available on the Company's website at [www.willas-array.com](http://www.willas-array.com).

All personnel of the Group are required to report promptly any corruption to relevant reporting channels provided under the whistleblowing policy.

Business Partners and Third Party Representatives are encouraged to report corruption or corruption attempts by any of the Group's personnel.

The Group will make every efforts in its capacity to keep a whistleblower's identity confidential. The Group will endeavour to advise a whistleblower in advance if his / her identity may become exposed or need to be disclosed. It is assured that the Group will handle each whistleblowing case promptly and ensure no retaliation actions will be taken against whistleblowers who act in good faith.

The Group reiterates that zero-tolerance policy is adopted towards any corrupt behaviour, which will result in reporting to the relevant law enforcement agency, disciplinary action such as termination of employment (in the case of staff) or termination of contract and exclusion from future business (in the case of suppliers / contractors).

## **H. COMMUNICATION AND TRAINING**

Each department / company in the Group should ensure that Employees are informed about and understand this Policy.

Each company in the Group should make this Policy available to their Employees and to provide briefings to new Employees.

Employees should receive regular training relating to the risks of fraud and bribery that may be encountered by the Group and the compliance of relevant laws and regulations.

*In the case of inconsistency, the English text of this Policy shall prevail over the Chinese text.*

Anti-Corruption Policy

(Adopted by the Board written resolution passed on November 14, 2022)