

MADISON

GROUP

Madison Holdings Group Limited

麥迪森控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

Anti-Corruption and Bribery Policy

Purpose

Madison Holdings Group Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) are committed to abiding by all laws and regulations or if necessary to exceeding them, to prevent corruption and bribery in all business dealings and conducting business with high standards of integrity, honesty, fairness, impartiality and ethics. This Policy provides information and guidance to our personnel on how to recognize and deal with bribery and corruption and to handle corporate donation and sponsorship activities of the Group, and applies to all employees and third parties. Third parties in this context include agents, contractors, subcontractors, consultants, business partners and any other parties associated with the Company or any of its affiliates.

The Group adopts a zero-tolerance principle against corrupt practices. All employees must ensure that they observe the requirements of this Policy at all times. Any breach of this Policy will be dealt with by the Company’s disciplinary procedure and could result in dismissal.

Prevention of Bribery Ordinance (Chapter 201, Laws of Hong Kong)

The Group is committed to comply with the Prevention of Bribery Ordinance of Hong Kong across all its business activities as the Group standard.

Scope

Corruption and bribery include any illicit advantage offered or accepted as an inducement to or a reward for performing or abstaining from performing any duties. Items considered bribes include cash, cash equivalents, loans, commissions, benefits in kind or other advantages, but excluding traditional gifts of nominal value given during festive seasons. In this Policy, the following words shall have the meanings set out below:

“advantage” shall mean paying or giving anything of value directly or indirectly, or any other action, such as any office, employment or contract; any payment or discharge of any loan or other liability; any other service or favour; the exercise or forbearance from the exercise of any right or any power or duty; and any offer, undertaking or promise;

“bribes” shall mean anything of value given in an attempt to affect a person’s actions or decisions in order to gain or retain a business advantage;

“hospitality” shall mean meals, receptions, tickets to entertainment, social or sports events; and

“kickback” shall mean the return of a sum already paid or due as a reward for awarding further business.

Anti-Corruption and Bribery

Employees are expected to comply with all applicable laws, rules and regulations in relation to anti-corruption and bribery, and adhere to the following:

- no acceptance of improper payments, kickbacks and other forms of bribery;
- no payment, offer, solicitation, proposal of terms for, or acceptance of, bribes directly or with the assistance of any organization or individual;
- no attempt to circumvent any anti-corruption and bribery provisions through the use of agents, partners, contractors, family members or any others acting on someone's behalf;
- no offer or acceptance of any gift, gratuity or hospitality that might be perceived to unfairly influence a business relationship;
- no acceptance of lavish or frequent entertainment from persons with whom the Group has business dealings if, by doing so, it might be perceived that the employees are placing themselves in a position of obligation to the offeror; and
- appropriate levels of diligence are encouraged to be conducted in engaging parties with a business relationship with the Group.

Donation and sponsorship

- The Group shall only make contributions to programmes, which have a positive impact on community development, are commensurate with the Group's values and sustainability strategy.
- All donations or sponsorships must be legal and ethical under applicable laws and practices and approved by the senior management. The Company shall keep proper records of such donations or sponsorships for inspection by regulatory authorities.
- Employees shall avoid making contributions or sponsorships, whether charitable in nature or otherwise, on behalf of the Group to organisations or entities that may be considered as disguised vehicles or arrangements for obtaining bribes or corrupt payments. Care must be taken to ensure that such activities do not create, or appear to create, an improper advantage to any party.
- The Group's general policy is not to make any form of political donations.

Reporting

Every employee shall exercise their reasonable judgement in assessing whether any arrangement could be perceived to be corrupt, illegal or otherwise inappropriate, and has a duty to report any potential violations of this Policy and any employee who receives an offer of bribery must immediately report to his/her supervisor and/or the Executive Directors of the Company. A clear guidance and approval procedure for management control has been, and shall continue to be posted to the Company's intranet for adherence by staff of the Group.

Disclosure and Review of this Policy

Summary of this Policy has been posted to the Company's website (<http://www.madison-group.com.hk>) and the Company will review this Policy from time to time as appropriate, and in any event.