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CHINA TONTINE WINES GROUP LIMITED

中國通天酒業集團有限公司

(於百慕達註冊成立的有限公司)

(股份代號：389)

中國總辦事處：中國吉林省通化縣團結路 2199 號
香港辦事處：香港鰂魚涌英皇道 663 號泓富產業千禧廣場 2910-11 室

Anti-Fraud and Anti-Bribery Policy

1. Introduction

China Tontine Wines Group Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”) are committed to maintaining our Company’s values which include high standard of corporate governance. This could be achieved by upholding a high standard of ethics, transparency, responsibility, and integrity in all respects of its business. The Company ensures that its affairs are conducted in accordance with applicable laws and regulations. The Company also promotes its ethnical corporate culture by observing the highest standard of fair dealing, honesty, and integrity in our business activities.

The Company has set up the Anti-Fraud and Anti-Bribery Policy, (the “**Policy**”) pursuant to a resolution passed by the Company’s board of directors on 30 March 2023.

2. Objective

The Policy has been put in place to ensure any concerns raised regarding any actual misconduct, improper action, malpractice which is in contrary to the Company’s corporate governance commitment, are dealt with effectively. It aims to increase the awareness of maintaining internal corporate justice and serve as part of the internal control mechanism.

This Policy shall supplement the Whistleblowing policy. The Policy shall be provided to all employees and officers of the Company upon their commencement of employment or engagement.

3. Definition

The term “**Fraud**” generally refers to unfair or unlawful conduct with the intention of making some form of personal gain, or making another person suffer a loss including but not limited to, conspiracy, misappropriation, theft, money laundering, collusion, extortion and corruption.



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Where the term “Corruption” as referred to the definition from Hong Kong Independent Commission Against Corruption (“ICAC”): “Corruption occurs when an individual abuses his authority for personal gain at the expense of other people. Corruption erodes fairness and the rule of law, and in some cases, puts lives and property at risk.”

Examples of general types of fraudulent or corrupt activities that may compromise the Company’s interest including, but not limited to:

- Misrepresentation in the Group’s publicly released financial statements or other public disclosures;
- Misappropriation or theft of the Group’s assets such as cash, inventory, equipment, supplies, etc.;
- Unlawfully obtained revenue and assets, or unlawful avoidance of costs and expenses;
- Commercial bribery or bribery of a government official or other violation of anti-corruption laws;
- Seeking or accepting from, paying or offering to, the employees, suppliers or business partners of the Group, payments, kickbacks or gifts intended to or which may appear to influence business judgment; or

4. Roles and responsibilities

The Board of Directors is responsible for determining the Policy, monitoring, and forming an effective system supporting anti-fraud and anti-bribery acts in order to affirm that the Company intensively concerns, emphasizes, and cultivates anti-fraud and anti-bribery mindset as the company’s culture. The Board of Directors is also responsible for determining anti-fraud and anti-bribery system, promoting, and encouraging anti-fraud and anti-bribery manners conveyed to all staff and related parties. This also includes reconsideration on system or regulation in order to best adjust with business changes, regulation, standard, and laws.

The Audit Committee is responsible for revision of financial and accounting reports, internal control, internal audit function, and risk management so that such operations are concise, appropriate, effective, and conformed to global standard.

5. Reporting Channels

The Company shall maintain effective reporting channels for the employees and business partners to report any suspicions of Fraud; and

All employees and stakeholders are expected and encouraged to report immediately any suspected cases of Fraud and related misconduct via the reporting channels as set out in the Whistleblowing Policy of the Group.

5.1 Reporting Format

Reporting shall be made in writing by filing in the Report Form in Appendix. The completed Report Form should be sent to the Whistleblowing Team in a sealed envelope marked “Strictly Private and Confidential” – To be opened by Addressee Only” or via email.

5.2 Investigation Procedure

The format and the length of an investigation will vary depending on the nature and particular circumstance of each complaint. The complaints may: -

- be investigated internally,
- be referred to the relevant public or regulatory bodies,
- be referred to the External Auditor, and/or
- form the subject of an independent inquiry.

The Company will make every effort to treat all disclosures in a confidential and sensitive manner after an employee or a relevant party reports concern about any of the above matters. The identity of the individual employee or relevant party making genuine and appropriate allegation under the Policy is assured of fair treatment. In addition, employees are also assured of protection against unfair dismissal, victimization or unwarranted disciplinary action;

If there is sufficient evidence to suggest that a case of possible criminal offence or corruption exists, legal professional advice may be sought, and the matter may be reported by the Group to the relevant local authorities. In such case, the investigation will be taken over by the local authorities; and

Records shall be kept for all reported misconducts, malpractices, and irregularities by the relevant parties in the Group. If a reported irregularity leads to an investigation, the party responsible for leading the investigation shall ensure that all relevant information relating to the case is retained.

STRICTLY CONFIDENTIAL

China Tontine Wines Group Limited
WHISTLEBLOWING REPORT FORM

Informant's Particulars	
We encourage you to provide your name with report. Concerns expressed anonymously are much less powerful but they will be considered as far as practicable.	
Name:	Staff no.:
Mobile no.:	Email:
Incident to be reported <i>(please supply as much information as possible on the particulars of the incident to be reported and use a separate sheet if the space provided is insufficient.):</i>	
Time and Place:	
Person(s) involved:	
Details of the incident:	
Please state the supporting documents, witnesses or evidence to substantiate your disclosure (if any) to facilitate investigation. You may also attach the relevant documents.	
The informant hereby confirms that he/she is willing to give a statement in respect of the incident stated in this report (the "Incident"). The informant understands that all personal data submitted by him/her will only be used for purposes which are directly related to the Incident and may be transferred to parties who will be involved in (i) the processing and/or investigation of the Incident; (ii) the undertaking and/or conduct of disciplinary proceedings; and/or (iii) law enforcement. The informant shall have the right to request access to and correction of his/her personal data submitted in this report. The informant hereby declares that all information given herein is made voluntarily and true to the best of his/her knowledge, and he/she will ensure that his/her participation will be kept confidential.	
Signature:	Date: