

ANTI-CORRUPTION COMPLIANCE POLICY OF
ONECONNECT FINNAICAL TECHNOLOGY CO., LTD.

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I expect all OneConnect (including all subsidiary companies) directors, senior management and employees to have the highest sense of ethics, to be honest and worthy of trust, and to be role models for their colleagues. We take a zero tolerance approach to Bribery. This is why I personally expect you to read and abide by this Anti-Corruption Compliance Policy.

Ye Wangchun

President/CEO

OneConnect Financial Technology Co., Ltd.

1. INTRODUCTION

1.1 Statement of Policy

It is the policy of OneConnect Financial Technology Co., Ltd. ("**OneConnect**," and the "**Company**") to comply with all applicable anti-corruption laws in the jurisdictions where the Company operates. The Company complies fully with the letter and the spirit of all applicable anti-corruption laws, including where appropriate, the U.S. Foreign Corrupt Practices Act ("**FCPA**"), and the anti-corruption laws of the People's Republic of China, including, without limitation, the Anti-Unfair Competition Law, and the PRC Criminal Law. ***The Company strictly prohibits engaging in or tolerating bribery or any other form of corruption.***

1.2 Purpose

The purpose of this Anti-Corruption Compliance Policy (the "**Policy**") is to ensure OneConnect's compliance with applicable anti-corruption laws and to implement and enforce effective systems to counter bribery and corruption.

This Policy strictly prohibits the Company from offering, promising, authorizing, receiving, or giving money or anything of value to "**Influential Outside Persons**" (defined in Section 2.2.1 below) or any other person or entity to secure any improper advantage, or to obtain, direct or retain business for the Company. This Policy also prohibits offering, promising, authorizing, receiving or giving money or anything of value to an Influential Outside Person in order to influence the official acts or decisions of that person or entity, to secure any improper advantage, or to obtain, direct or retain business for the Company.

Further, this Policy requires that the Company keep accurate books and records that fairly reflect all transactions involving the Company's assets, and that all transactions are properly authorized.

It is important to recognize that significant fines and penalties can be imposed for violations of anti-corruption laws, including substantial jail time for criminal violations. Employees may not avoid liability by "*turning a blind eye*" when circumstances indicate a potential violation of the Policy or an applicable law. If any employee has any doubts or questions as to whether his/her conduct is permissible under this Policy or believes a violation of our Policy has occurred, is occurring, or will occur, he/she must contact the Internal Audit Department immediately.

1.3 **Scope**

1.3.1 Who Must Comply

This policy applies to all employees, officers, directors and shareholders (whether temporary or permanent) of OneConnect, its subsidiaries and consolidated variable interest entities globally (together, "**OneConnect Personnel**"). This Policy also applies to Associated Persons (as defined in Section 2.6 below).

1.3.2 Minimum Standard

This Policy sets a minimum standard. OneConnect Personnel and Associated Persons must comply with this Policy even where local law is less strict. This Policy applies to OneConnect entities globally. Where local law is more strict, OneConnect Personnel must comply with local law in addition to this Policy.

1.4 **Approval**

This Policy has been approved by the Board of Directors and is owned and will be reviewed and updated as needed by the Internal Audit Department.

1.5 **Exceptions**

Any exceptions to this Policy require prior written approval from the Chairman of the Board of Supervisors.

1.6 **Responsibilities**

1.6.1 All OneConnect Personnel

A copy of this Policy will be furnished to all current and newly hired OneConnect Personnel. All current OneConnect Personnel undertake to strictly adhere to this Policy during his/her employment.

All OneConnect Personnel must read, familiarize themselves with, and comply with this Policy. OneConnect Personnel are also responsible for escalating their concerns about the Company's compliance with anti-corruption laws to the Internal Audit Department, senior management, or a supervisor.

Depending on your job function, you may have specific responsibilities under this Policy. This includes, for example, OneConnect Personnel whose roles touch on the Company's international business, interactions with third parties who act on behalf of the Company, or other functions as designated by the Internal Audit Department. Such OneConnect Personnel shall be required to complete and sign an Acknowledgement Statement, in the form attached hereto as [Annex D], that the individual fully understands and affirms his or her commitment to comply with this Policy. Each Acknowledgement Statement shall form a part of the personnel file of such OneConnect Personnel

If you have any questions or concerns regarding the Policy, you should speak to your supervisor or the Internal Audit Department. The Policy cannot and is not intended to cover every aspect of governing anti-corruption laws or provide answers to all questions that might arise. Accordingly, the Company encourages each OneConnect Personnel to seek guidance from the appropriate legal and compliance personnel within the Company on the appropriate course of conduct regarding issues arising under the Policy.

1.6.2 Directors and Senior Management

In addition to their obligations to comply with this Policy, the Company's senior management are tasked under this Policy with implementing an effective anti-corruption compliance program (the "**Compliance Program**").

Senior management are ultimately responsible for promoting a "*culture of compliance*" within the Company. Senior management shall be responsible for implementing and optimizing the Compliance Program and instituting controls reasonably designed to prevent the Company, OneConnect Personnel, and third parties (when acting for the Company) from violating applicable anti-corruption laws.

2. **PROHIBITION AGAINST BRIBERY**

2.1 **Definition of "Bribery"**

For the purposes of this Policy, "**Bribery**" is defined as the offer, promise, payment, transfer, solicitation, acceptance, request, receipt, or agreement to accept, receive, or obtain anything of value whether directly or indirectly, to or from any person (whether a private person, corporate entity, a Government Official (as defined below)), or any other Influential Outside Person in order to:

- (a) induce that person (or any other person) to perform his or her roles improperly or contrary to law, or reward such performance;
- (b) seek or secure an improper advantage or purpose; or
- (c) otherwise improperly influence that person (or any other person) with the intention of obtaining or retaining business or a business advantage, or directing business to OneConnect or any other person.

In some jurisdictions, Bribery can also include giving Gifts or Hospitality (as defined below) if the recipient is not permitted under their employer's internal Gifts and Hospitality policy to accept it and if the giver is aware of or should be aware of the prohibition.

Additionally, many anti-corruption laws make it an offense to knowingly make use of any receipt, account, or other document which contains any statement which is false, erroneous, or defective with the purpose of deceiving another person in relation to a company's business activities.

For the purposes of this Policy, OneConnect will apply the broadest possible definition of Bribery based on the facts and circumstances. When in doubt, OneConnect Personnel should immediately seek guidance from the Internal Audit Department before engaging in any potentially risky conduct that may fall within the definition of Bribery.

2.2 Definition of an "Influential Outside Person"

2.2.1 Influential Outside Persons

Under this Policy, the term Influential Outside Person is defined broadly to include any:

- (a) Government Official (as defined below) or his/her family members or any other person that has a close relationship with such Government Official; and
- (b) Any other individual or entity (in the private or public sector) that has the power to decide or influence the success of the Company's activities or efforts

2.2.2 Government Officials

Bribing a Government Official is a serious offence and carries particular reputational and legal risks. You should note, however, that all Bribery, not just of Government Officials, is prohibited by this Policy.

For purposes of this Policy, a "**Government Official**" means any person who performs a public function or acts in an official capacity on behalf of a Government Authority (as defined below).

This definition is broad and includes individuals not typically thought of as "officials." A Government Official may be:

- (a) Any person engaged in public duty in a Government Authority. This includes any elected or appointed official or employee of a government, at any level, including national or local government entities. This includes members of legislative, administrative, and judicial bodies, as well as low-level employees of government agencies, such as office workers;
- (b) Any officer or employee of government-owned or government-controlled entities, including state-owned entities that operate in the commercial sector, such as an employee at a state-owned enterprise;
- (c) Any officer or employee of a public international organization (such as the United Nations, the World Bank, or the International Monetary Fund);

- (d) Any person acting in an official capacity for a government, government agency, or state-owned enterprise (for example, someone who has been given authority by a government entity to carry out official responsibilities);
- (e) Any political party, official of a political party, and any candidate for political office;
- (f) Any individual who exercises a public function for or on behalf of a country or territory or for any Government agency or Government enterprise of a country or territory; and
- (g) Any individual who holds any other official, ceremonial, or other appointed or inherited position with a government or any of its agencies.

If you have any questions about whether an individual is an Influential Outside Person under our Policy, please contact the Internal Audit Department.

The term "**Government Authority**" means (a) a Governmental Entity (as defined below); (b) an instrumentality, board, commission, court, or agency, whether civilian or military, of any Governmental Entity, however constituted; (c) an association, organization, business, or enterprise which is owned or controlled by a Governmental Entity (otherwise known as a state-owned or state-controlled entity); or (d) a political party.

The term "**Governmental Entity**" means any supra-national, national, state, municipal, or local government (including any subdivision, court, administrative agency, commission, or other authority thereof) or any arbitrator or any quasi-governmental or private body exercising any regulatory, taxing, importing, or other governmental or quasi-governmental authority.

2.3 "**Anything of Value**"

Under this Policy, "**anything of value**" is defined broadly and is not limited to money—it includes travel, meals, gifts, services, sponsorships, job opportunities, outings, favors, services, loans and loan guarantees, investment or business opportunities, the use of property or equipment, transportation, and the payment or reimbursement of debts, among other items. There is no minimum threshold in determining value. Even small payments or benefits are prohibited if they are intended or operate as bribes.

In addition, this Policy prohibits conveying anything of value either directly or indirectly. Thus, the Policy prohibits corruptly conveying a thing of value to an Influential Outside Person through dealers, agents, contractors, intermediaries, or other third parties. Benefits to family members of Influential Outside Persons are similarly prohibited. Nor is there an exception if the Influential Outside Person demands or suggests the payment.

The Policy prohibits offering an Influential Outside Person or any other person or entity "anything of value" as a bribe. As noted above, this is broadly defined and includes non-cash items such as gifts, meals, entertainment, outings, favors, services, loans and loan guarantees, investment or business opportunities, the use of property or equipment, job offers, transportation, and the payment or reimbursement of debts, even if provided to the relatives

of an Influential Outside Person or other intended beneficiary. Even small payments or benefits are prohibited if they are intended as bribes.

2.4 Facilitation Payments

A "**Facilitation Payment**" (also known as a 'grease payment' or 'speed money') is a small value unofficial payment to a Government Official that is made to secure or expedite the performance of routine, non-discretionary governmental action, such as granting permits or licenses, to which the payer is entitled.

It is company policy that all payments to Influential Outside Persons to secure an improper advantage, including nominal "facilitating" payments made to Influential Outside Persons are strictly prohibited.

These types of payments are considered to be Bribes under this Policy and are strictly prohibited. You may not make Facilitation Payments in connection with the Company's business, nor use third parties to make such payments in connection with the services they are providing the Company.

OneConnect will not tolerate or condone such payments being made unless required for medical or safety emergencies (*i.e.*, where there is a risk to life, physical safety or liberty), except where doing so is prohibited by applicable anti-corruption laws. Wherever possible, a written receipt of some kind must be sought for any such payment.

Any request for a Facilitation Payment or a Facilitation Payment made under duress should be reported as soon as possible to the Internal Audit Department.

2.5 Securing an Improper Benefit

As with other aspects of this Policy, the prohibitions on a payment or provision of benefits to secure an improper benefit or obtain, direct or retain business are defined broadly. Under this Policy, this includes any commercial or financial benefit, not only a payment to secure a sale or contract. For example, a payment to persuade an Influential Outside Person not to impose a fine or tax, or to minimize such a fine or tax, would violate the Policy, as would a payment to prevent enforcement of an applicable law or regulation. Similarly, payments to influence an Influential Outside Person's decision to award a permit or license would violate the Policy.

2.6 Direct or Indirect Payments and Provisions of Value

This Policy prohibits both direct and indirect payments and provisions of value. A company can face criminal liability based on improper payments made by its employees, but also agents, consultants, representatives, business partners, or any other person or corporate entity that performs services for or on behalf of the company ("**Associated Persons**"). This means that OneConnect Personnel cannot use intermediaries, such as an agent, employee, officer, representative, or any person otherwise acting for another as a conduit for offering, promising, or giving anything of value in violation of this Policy or anti-corruption laws.

Associated Persons may include, but are not limited to, agents, representatives, consultants, or other intermediaries, finders, introducers, lobbyists (of any kind), tax advisers, lawyers, sales and marketing firms, and outsourcers engaged by the company.

OneConnect expects all Associated Persons to act with integrity and to undertake their business without Bribery. Agreements with Associated Persons should include provisions that prohibit them from offering, promising, accepting, giving, receiving, or authorizing a bribe in connection with the Company's business.

Any OneConnect Personnel who is responsible for engaging an Associated Person should inform that person of this Policy.

2.6 Offer or Promise

Liability can arise even if you simply offer anything of value to another person. You can violate anti-corruption laws and this Policy even if the transaction is not completed—whether the offer is accepted is irrelevant.

3. ADDITIONAL GUIDANCE

3.1 Retention of Associated Persons

This Policy prohibits indirect payments to Influential Outside Persons or other persons or entities, such as payments through a third party. Retaining the services of any third party, including Associated Persons.

For further guidance, please refer to the Company's Guidelines Regarding Dealers, Agents, Consultants, Joint Venture Partners or Other Representatives, attached hereto as **Annex A**.

3.2 Employee Hiring

The hiring of an individual (including interns and secondees) in exchange for obtaining or maintaining a business advantage (*e.g.*, winning new business, generating increased revenue, etc.) may be considered a bribe in some jurisdictions. As such, prior to hiring or compensating a new OneConnect Personnel, OneConnect must carry out reasonable due diligence to ensure that such appointment or compensation is consistent with this Policy and would not result in a violation of anti-corruption laws. The due diligence may only involve requesting that the candidate disclose connections to Government Officials, competitors, and clients, in order to assist OneConnect in identifying potential conflicts of interest. OneConnect may not hire a Government Official (or a Government Official who has retired or resigned from his or her position within the previous 12 months) to a company position without prior approval from the Internal Audit Department.

3.3 Gifts, Meals and Entertainment

3.3.1 Giving of Gifts, Meals and Entertainment

Although business meals and entertainment and business gifts may be common practices, certain benefits to Influential Outside Persons or other persons or entities may violate governing laws, rules and regulations. ***Providing meals or entertainment or gifts with the intention or appearance of improperly influencing a third party in order to obtain or retain a business advantage for the Company, or for any other corrupt purpose, is strictly prohibited.***

For further guidance, please refer to the Company's Guidelines Regarding Gifts, Meals and Entertainment, attached hereto as **Annex B**.

3.3.2 OneConnect Personnel Receipt of Gifts and Entertainment

As detailed in the Company's Code of Business Conduct and Ethics, company policy prohibits OneConnect Personnel from receiving gifts or entertainment that influence, or could be viewed as influencing, business decisions. OneConnect Personnel are prohibited from receiving anything of value—including meals, entertainment, favors or gifts—if the purpose or appearance of such an item is to improperly influence the employee in his/her work. Thus, employees may not receive anything of value as an improper inducement to make any decision related to their responsibilities, such as to award a contract or to favor one vendor over another.

Without limiting the generality of the foregoing, OneConnect Personnel should not accept gifts if such gifts:

- (a) may result in any unnecessary or unwanted publicity of the Company;
- (b) may influence the Company or place the Company in a dilemma;
- (c) may obligate the recipient in any way; or
- (d) are in the form of cash or cash equivalents.

Each e OneConnect Personnel must report to his/her departmental head any gifts offered and seek the departmental head's approval prior to receiving such gifts. Any OneConnect Personnel who is faced with an apparent inducement relating to any particular business decision must report the case to his/her departmental head.

3.4 **Travel**

Under this Policy, things of value also include travel expenses, such as travel to inspect the Company's offices or facilities or to a seminar or promotional event. The issue of travel expenses can raise complicated compliance questions. ***Paying for or reimbursing travel expenses with the intention or appearance of improperly influencing a third party in order to obtain or retain a business advantage for the Company, or for any other corrupt purpose, is strictly prohibited.***

For further guidance, please refer to the Company's Guidelines Regarding Travel Expenses for Influential Outside Persons, attached hereto as **Annex C**.

3.5 **Contracts, Representations, Incentives, Discounts, Rebates, and Other Trade Arrangements**

3.5.1 Competitive Bidding

The allocation of all contracts must follow the Company's Procurement Management Policy and all applicable public procurement laws. Contracts with (a) Associated Persons, in particular those entities or individuals interfacing with Government Officials on the company's behalf, (b) third parties providing services to the company of at least 50,000 RMB per contractor (c) who otherwise raise Bribery risks as identified by the Internal Audit Department must be awarded through competitive bidding. When competitive bidding is not possible due to practical or timing constraints, approval is required from the Administration Department.. Renewal of contracts without competitive bidding must not exceed three years.

3.5.2 Incentives, Discounts, Rebates, and Other Trade Arrangements

Any kickbacks or other payments to a customer in any form to secure that customer's purchases are prohibited by this Policy. This prohibition applies to kickbacks paid directly by the Company as well as to payments made indirectly, such as payments made to customers by members of the sales or marketing staff using funds paid to them by the Company as sales commissions or salaries.

During the course of promoting the Company's services, if it is necessary to offer discounts to customers, such discounts must be given openly, evidenced by supporting documents and shall be properly approved by the Company and reported to the Finance Department for book entry. These incentives must be offered for a legitimate purpose, provided directly to the business organisation in question (and not to an employee or other representative of the organisation, except in justified exceptional circumstances), and be reasonable in amount.

3.5.3 Written contracts and Acknowledgements

All contracts with Associated Persons, third parties providing services to the company individually or annually, or any other counterparty who raises potential anti-corruption risks must be in writing.

Additionally, all such persons shall be required to complete and sign an Acknowledgement Statement, in the form attached hereto as **Annex D**, that the individual fully understands and affirms his or her commitment to comply with this Policy.

3.5.4 Fees

Fees paid to third parties by the Company must be of a reasonable amount (*i.e.*, market rates). These fees must be for a legitimate purpose, be accurately described and detailed in a written receipt from the business organisation in question, and be paid to that business organisation. This means that the payment must not be in a transferable form or be made to an employee or unrelated designee.

All fees paid by the Company or by third parties for or on behalf of the Company must be accurately recorded and documented by official invoices in accordance with applicable laws.

Except in exceptional circumstances, all payments to third parties by the Company must be made by electronic funds transfer directly into a bank account in the third party's name or by account payee cheque, as provided in the contract with the third party. Unless there is a commercially justifiable reason, the bank account should be located in the country of the third party's residence or in which it does business. This does not apply to petty cash payments for small purchases.

4. **DONATIONS**

4.1 **Political Donations**

All OneConnect Personnel are prohibited from making political donations on behalf of the Company. All requests for political donations thus must be denied or referred to the Chairman of the Board of Supervisors who can then explain OneConnect's Policy to the requestor.

Nothing in this Policy prevents OneConnect Personnel from making political donations in a personal capacity. However, a personal political donation must be transparent, compliant with applicable laws, and not made as a means of indirectly making a donation on behalf of the Company.

4.2 Charitable Donations, Community Projects and Sponsorships

A charitable donation is a funding or another contribution that is offered or given to a registered charitable organization or entity. It is important that charitable donations be free from any suspicion of Bribery, whether direct or indirect.

Charitable donations must not be made to individuals; they must be made to incorporated and compliant community groups, clubs, associations, not-for-profit organizations, non-government organizations, other community related commercial organizations and/or academic bodies such as universities. OneConnect does not make charitable donations to organizations linked to political parties or politicians.

5. BOOKS AND RECORDS

5.1 Overview

It is the collective responsibility of OneConnect and its OneConnect Personnel to ensure that all transactions are properly recorded, and are authorized by the appropriate individual(s). OneConnect must have an effective system of internal controls, including financial, accounting, and tax accounting systems, to ensure accurate books and records and a true and fair view of business affairs and to prevent:

- (a) Bribery and corrupt practices;
- (b) fraud;
- (c) unrecorded, misidentified or secret accounts; and
- (d) the creation of records that do not properly and fairly record the transactions to which they relate or omit transactions that should be recorded.

OneConnect's financial statements will comply with applicable accounting principles at all times.

5.2 Requirements for Books and Records

In order to prevent OneConnect's books, records, and accounts from being used in furtherance of Bribery, or concealing such Bribery, you must act consistently with and in fulfilment of all OneConnect's policies to ensure that:

- (a) Books, records, and accounts are kept in reasonable detail to accurately and fairly reflect transactions and dispositions of assets; and
- (b) The system of internal accounting controls is maintained to provide reasonable assurances that:

- (i) transactions are executed in accordance with management's general or specific authorization;
- (ii) transactions are recorded as necessary, (1) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (2) to maintain accountability for assets;
- (iii) access to assets is permitted only in accordance with management's general or specific authorization; and
- (iv) the recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

The following records will be kept for at least five years by Internal Audit Department:

- (a) Records of reports of requests for Bribes and Facilitation Payments and of responses to and decisions regarding such requests;
- (b) Records of anti-corruption-related due diligence performed and the giving of charitable gifts, community donations, and philanthropic sponsorships;
- (c) Records of reports of allegations of Bribery involving the company, or in any way connected to the company, actions taken on such reports, investigations conducted, investigation results, corrections and remediation undertaken, including where applicable, disciplinary actions against OneConnect Personnel, termination of business relationships, and/or reports to relevant governmental authorities or regulators;
- (d) Records required to be kept under the Gifts and Entertainment Policy; and
- (e) Records of training provided to OneConnect Personnel.

5.3 Monitoring and Testing

Monitoring of compliance with this Policy will be undertaken by the Internal Audit Department. Monitoring may include processes such as attestation, reporting, and recording of attempted Bribery, procedures for reporting corrupt activity, training of OneConnect Personnel, regular reviews of compliance of policies with laws, regulations, and best practices, Gifts and Hospitality approvals and reviews, and procedures and protocols.

The Policy will be part of the normal scope for OneConnect's compliance testing and audit functions and will be subject to testing no less than annually.

6. COMPLIANCE REPORTING HOTLINE/EMAIL ADDRESS

6.1 Duty to Report

The Company has established an email address (dept_jryztjhjcb@oneconnect.com.cn) to receive questions or reports of potential policy violations on a confidential basis. All submitted questions and reports will be accessed only by the Company's Internal Audit Department, and will be shared with other OneConnect Personnel or external advisors only as necessary to evaluate and respond to the questions or reports received.

6.2 Non-Retaliation Policy

Company policy strictly prohibits retaliation against any OneConnect Personnel who reports a potential compliance issue in good faith.

7. TRAINING

The Internal Audit Department will ensure that all OneConnect Personnel are adequately informed of the requirements and prohibitions of applicable anti-corruption laws in relation to the Company's business. Where appropriate, the Company will provide relevant OneConnect Personnel with training tailored to the particular anti-corruption risks applicable to their roles. Such training will be provided no less than annually. Records will be kept as to the substance of and attendance at each training.

8. ENFORCEMENT

Upon discovering a violation of this Policy, the Company may impose such sanctions as it deems appropriate, including, among other things, a letter of censure or suspension or termination of the employment of the violator, or termination of the Company's agreement with a third-party violator.

The standards set forth in this Policy are important to OneConnect and must be taken seriously. Accordingly, violations of these standards will not be tolerated and, in accordance with applicable laws and regulations, will result in the imposition of appropriate disciplinary actions, up to and including termination, as well as administrative and/or criminal liability (which may include fines, confiscation of property, and/or imprisonment).

Any penalty imposed will reflect the seriousness of the violation and any unique circumstances of the situation.

Your failure to comply with this Policy may also result in serious financial and/or criminal penalties for the Company. The Company will fully cooperate with all investigations by the authorities involving alleged cases of violations of anti-corruption laws committed by any of the OneConnect Personnel.

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Annex A:

GUIDELINES REGARDING DEALERS, AGENTS, CONSULTANTS, JOINT VENTURE PARTNERS OR OTHER REPRESENTATIVES

1. POLICY PROHIBITING IMPROPER PAYMENTS THROUGH THIRD PARTIES

The Company's Anti-Corruption Compliance Policy (the "**Policy**") prohibits Associated Persons or other independent third parties acting on behalf of the Company from offering bribes to Influential Outside Persons or other persons or entities. Likewise, this Policy prohibits OneConnect Personnel from using a third party or other intermediary to pay a bribe.

Agreements with dealers, agents, consultants, joint venture partners, or other representatives (collectively, "**Associated Persons**") must be in writing and must describe the services to be performed, the basis for any fees or compensation paid to the Associated Person, the amounts to be paid, and other material terms and conditions of the representation. Such agreements must be approved by the Company's Legal and Compliance Department. Further, payments must bear a direct relationship to the value of the services rendered, must be fully documented and must be in full compliance with governing laws.

Payments to Associated Persons should never be made in cash, and should be made to the Associated Person's bank account in the country where the services are performed or where the Associated Person's offices are located. Arrangements for payment to other locations must be approved in advance by the Company's Legal and Compliance Department.

2. DUE DILIGENCE FOR THIRD PARTY AGENTS

OneConnect Personnel responsible for engaging the Associated Person, with the assistance of the Company's Legal and Compliance Department according to related company policy, shall conduct a reasonable level of risk-based diligence and background check to ensure that the proposed Associated Person possesses both the requisite qualifications and a solid reputation for business integrity. A written due diligence report must be prepared and sent to the Company's Legal and Compliance Department. Such reports, along with the underlying documentation, must be retained for at least five years.

On a risk-sensitive basis (*i.e.*, proportionate to the level of Bribery risk), OneConnect must conduct an appropriate level of due diligence before engaging, hiring or contracting with an Associated Person. In certain lower risk situations, a lesser amount of due diligence may be appropriate. When considering what level of due diligence should be performed on an Associated Person, the following risk-based factors should be taken into account:

- (a) The nature and structure of the relationship (certain types of transactions give rise to higher Bribery risks, e.g., those involving interactions with Government Officials or state-owned enterprises);
- (b) The reputation and professional capacity and experience of the Associated Person;

- (c) Any evidence or suggestion of an improper motive for hiring the Associated Person; and
- (d) The jurisdiction where the Associated Person is located or where the Associated Person will be acting on behalf of the Company. For an example of an indicator that can be used to assess corruption risks by jurisdiction, see the latest edition of the Transparency International Corruption Perceptions Index. <https://www.transparency.org/cpi2018>

If the above risk factors apply, due diligence must be undertaken to review:

- (a) Any close connections, such as family, ownership, or other business relationship, between the Associated Person and a Government Official who may be able to exercise influence in relation to the activities of the Company;
- (b) The adequacy of the Associated Person's anti-corruption policies and procedures;
- (c) Any reports, allegations, or convictions of Bribery, corruption, or other illegality on the part of the Associated Person, its employees, or its owner (whether direct or indirect); and
- (d) The clear legitimate objective for the transaction/engagement.

3. **“RED FLAGS” OR OTHER WARNING SIGNS**

It is important for the Company to monitor the conduct of third parties engaged to act on behalf of the Company to ensure that the third parties continue to comply with all applicable laws and Company policies. If OneConnect Personnel have reason to suspect that an Associated Person is engaging in potentially improper conduct, no further payments should be made until an investigation can be conducted. While not exclusive, the following warning signs or “red flags” are indications that an Associated Person might be engaged in inappropriate or illegal activity:

- Unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, ill-defined or last-minute payments, success fees, unusual commissions or mid-stream compensation payments;
- Requests for payments to an account in a jurisdiction other than where the Associated Person is located or is working on behalf of the Company;
- Requests for payment to a third party, to a numbered account, in a different currency, or in cash or other untraceable funds;
- Requests for political or charitable contributions or donations;
- The Associated Person is related to an Influential Outside Person, or has a close personal or business relationship with an Influential Outside Person;
- Any refusal or hesitancy by the Associated Person to disclose its owners, partners or principals, or to promise in writing to abide by the Company’s Anti-Corruption Compliance Policy and relevant laws;

- The Associated Person uses holding companies or other methods to obscure its ownership, without adequate business justification;
- Charges against the Associated Person for violation of local or foreign laws, or of regulations concerning the award of contracts;
- A demand or suggestion by an Influential Outside Person that a particular Associated Person should be retained;
- Reliance by the Associated Person on government contacts as opposed to knowledgeable staff, sufficient infrastructure, and investment of time to promote the Company's interests;
- The Associated Person has little experience in the industry; or
- The Associated Person expresses a desire to keep his representation of the Company or the terms of his retention secret.

4. CONTRACTUAL PROVISIONS AND CERTIFICATION

All agreements with Associated Persons must contain written provisions requiring the Associated Person to comply fully with Company policy and all governing laws, rules and regulations, and to refrain from giving anything of value to Influential Outside Persons, political parties or candidates, or other persons or entities in order to obtain, direct or retain business or secure any improper advantage for the Company. The agreement also should contain an obligation on the part of the Associated Person's representatives to certify periodically that it has no knowledge of any such activities, and provide that the Company may audit the Associated Person's books and records to ensure compliance with the foregoing provisions, and may terminate the agreement without penalty if violations are identified. Copies of all such documentation and certifications are to be maintained in the Associated Person's file and with the Company's Administration Department.

Annex B:

GUIDELINES REGARDING GIFTS, MEALS, AND ENTERTAINMENT

1. POLICY ON GIFTS, MEALS AND ENTERTAINMENT

The Company's Anti-Corruption Compliance Policy (the "**Policy**") strictly controls gifts, meals, and entertainment to Influential Outside Persons and other persons and entities. Because of the compliance issues that these expenses can raise, specific limits regarding gifts, meals, and entertainment for Influential Outside Persons (as defined in the Policy) and other persons and entities are set forth here.

Even when there is no intent to convey a bribe, such intent may be inferred from the surrounding circumstances. OneConnect Personnel should take the time to ensure they are aware whether an Influential Outside Person or other person or entity for whom the Company incurs gift, meal, or entertainment expenses is in a position to influence a pending business or regulatory decision.

1.1 Policy on Gifts

Cash gifts to Influential Outside Persons or other persons or entities are prohibited in all circumstances. Cash equivalents, such as gift cards, phone cards, meal vouchers or cards, are also prohibited.

Gifts to Influential Outside Persons or other persons or entities may be incurred without prior approval from the relevant Business Department Head only if *all* of the following circumstances are met:

- (a) The item's value exceeds the amount defined in the Employee Conflict of Interest Policy, Anti-Corruption Management Policy, or other relevant policies, and bears the Company's logo or otherwise is generally distributed by the Company to its customers and vendors as a token of goodwill;
- (b) The item is commensurate with legitimate and generally accepted local customs for private business people; **and**
- (c) The gift is permitted by the rules of the recipient's employer.

For all such gifts, the expenses involved must be supported by receipts and must be properly recorded and approved in accordance with Company policies. In the event that a cash advance is obtained to pay for a permissible gift, Company Policy requires that appropriate documentation of the expense, including original receipts, be maintained and submitted pursuant to the Company's reimbursement procedures, as outlined in the Company's reimbursement policy. Total gifts to any individual Influential Outside Person or other third party may not exceed the [value defined in the Employee Conflict of Interest Policy, Anti-Corruption Management Policy, or other relevant policies.

Gifts that do not fall specifically within the above guidelines require advance consultation and approval by the relevant Business Department Head. Gifts such as luxury items, wine,

cigarettes, and personal electronic equipment such as cameras or smart phones, are not permitted under this policy. OneConnect Personnel who receive requests for such gifts should contact the Internal Audit Department.

Gifts are never permissible, regardless of their value, if the purpose of giving them is to improperly influence a decision by an Influential Outside Person or other person or entity.

1.2 Policy on Meals and Entertainment

It is Company Policy that expenses for meals and entertainment for Influential Outside Persons or other persons or entities may be incurred without prior approval by the relevant Business Department Head only if *all* of the following conditions are met:

- (a) The purpose of the meal or entertainment is discussion of specific projects or opportunities or education regarding the Company's services, and it is attended by appropriate Company representatives;
- (b) The cost of the meal or entertainment is less than the value defined in the Employee Conflict of Interest Policy, Anti-Corruption Management Policy, or other relevant policies, per person; and
- (c) The meal or entertainment is permitted by the rules of the recipient's employer.

For all such expenses:

- (a) The reimbursement request must identify all attendees for the purposes of tracking the frequency of meals and entertainment involving specific Influential Outside Persons or other third parties;
- (b) All expense reimbursements must be supported by receipts, and expenses and approvals must be accurately and completely recorded in the Company's records; and
- (c) In the event that a cash advance is obtained to pay for a business meal or entertainment, Company Policy requires that appropriate documentation of the expense be maintained and submitted pursuant to the Company's reimbursement policy.

Any meal expense greater than the value defined in the Employee Conflict of Interest Policy, Anti-Corruption Management Policy, or other relevant policies, per person, and any expense at all that is incurred for entertainment unrelated to a business meeting, must be pre-approved by the relevant Business Department Head. Meals or entertainment given to any individual Influential Outside Person or other third party may not exceed the value defined in the Employee Conflict of Interest Policy, Anti-Corruption Management Policy, or other relevant policies, per person per year.

Meal and entertainment expenses are never permissible, regardless of the amount of the expense, if the purpose of incurring them is to improperly influence a decision by an Influential Outside Person or other person or entity.

1.3 Gifts, Meals and Entertainment Received

Understanding that the precise value of gifts, meals, and entertainment received may at times be difficult to determine, the thresholds described above related to providing gifts, meals, and entertainment to others, also apply to OneConnect Personnel who receive such benefits. Reasonable judgment should be used to determine the value of gifts, meals, and entertainment received and OneConnect Personnel are encouraged to consult with the Legal and Compliance Department as needed.

Where there is a valid business relationship building or marketing rationale for entertainment, such as a meeting or event requiring travel, consideration will be given to cost-sharing to avoid even the appearance of receiving inappropriate benefits. Generally, expenses associated with air travel, family expenses, and purely leisure trips will draw external scrutiny and should be carefully reviewed with the Legal and Compliance Department.

1.4 Competitive Bidding

As a general rule, gifts, meals, and entertaining cannot be given within three months prior to or after the completion of a competitive bid or tender exercise or negotiation of a contract with the organisation who is receiving the gift, meal or entertainment.

Annex C:

GUIDELINES REGARDING TRAVEL EXPENSES FOR THIRD PARTIES

1. POLICY ON BUSINESS TRIPS AND ASSOCIATED LODGING, MEALS AND ENTERTAINMENT

The Company's Anti-Corruption Compliance Policy (the "**Policy**") allows, with strict controls, certain travel expenses that are directly related to the promotion or demonstration of the Company's services, or are necessary for the Company to fulfill its obligations under a contract. Because of the compliance issues that these expenses can raise, travel expenses associated with Influential Outside Persons (as defined in the Policy) or other third parties must be approved in advance by the head of the Company's Internal Audit department.

Even when there is no intent to convey a bribe, such intent may be inferred from the surrounding circumstances. OneConnect Personnel should take the time to ensure they are aware whether an Influential Outside Person or other person or entity for whom the Company incurs travel and associated expenses is in a position to influence a pending business or regulatory decision.

1.1 This policy is applicable to:

- (a) All travel and lodging arrangements for Influential Outside Persons or other persons or entities, including travel to conferences, business meetings, or to visit Company facilities for educational or promotional reasons directly related to the Company's business; and
- (b) Any meals and entertainment given to Influential Outside Persons or other persons or entities associated with the travel.

1.2 The policy for business trips and associated meals and entertainment is as follows:

- (a) Advance approval by Internal Audit Department for an Influential Outside Person or other third party to travel from his or her home location is required.
- (b) Travel expenses for an Influential Outside Person or other person or entity may be incurred only if the main purpose of the trip is to attend a conference or business meeting sponsored by the Company, or to visit Company facilities, for educational or promotional reasons directly related to the Company's business. Sponsoring travel of an Influential Outside Person or other third party when no OneConnect Personnel are present for the associated business activity is not permitted under this policy.
- (c) Invitations to conferences, meetings, or other permissible events that require travel of an Influential Outside Person or other third party should be open and transparent. Where possible, the Influential Outside Person's or third party's supervisor or employer should be notified of the invitation.

- (d) The Company may pay only reasonable expenses that are actually incurred and are directly related to the business purpose of the trip. In general, the following types of expenses will be approved and may be reimbursed as reasonable expenses:
 - (i) Flight arrangements and hotel expenses that are in line with the Company's travel policies.
 - (ii) Appropriate ground transportation.
 - (iii) Meals and entertainment costs that are reasonable and in line with the Company's reimbursement policy, if they are arranged as part of a business event and are of subordinate importance and value to the business purpose.
- (e) The Company may not pay any expenses for spouses and other family members of Influential Outside Persons or other third parties. If family members accompany an Influential Outside Person or other third party person or entity, the Company will not advance or reimburse any travel expenses incurred by the family members.
- (f) Wherever possible, expenses should be incurred directly by the Company, rather than reimbursed to the Influential Outside Person. Thus, the Company should pay airfares, ground transportation, hotel expenses, and meal expenses directly to the relevant travel service providers.
- (g) The Company may not pay a cash advance to an Influential Outside Person or third party for any purpose. In the event that the Influential Outside Person incurs permissible expenses during an approved trip, expenses must be submitted in a manner consistent with the name of the Company's disbursement/reimbursement policy and supported by valid receipts.
- (h) Per diems may not be paid for any reason. All incidental expenses (for example, taxis, coffee and tea) must be documented and supported by valid receipts.
- (i) Receipts, other supporting documentation, and trip-related correspondence must be collected and maintained. The agreed purpose of the trip should be carefully documented in the Company's files and, when appropriate, the recipient's superior or employer should be notified of the trip. All such documentation must be maintained according to the Company's document retention policy.
- (j) No individual Influential Outside Person or other third party may receive travel in excess of the value or frequency defined in the Employee Conflict of Interest Policy, Anti-Corruption Management Policy, or other relevant policies.

Annex D:

ACKNOWLEDGEMENT STATEMENT

I acknowledge that I have received and reviewed the OneConnect Financial Technology Co., Ltd. Anti-Corruption Compliance Policy (the "**Policy**"). I fully understand that I have an obligation to fully adhere to the policies and principles described therein.

In particular, I acknowledge and affirm that:

- I will comply with the highest ethical standards whether under the Policy or any applicable anti-corruption laws.
- In carrying out my responsibilities, I shall not participate in any prohibited conduct as described in the Policy.
- I will be vigilant in identifying any Bribery within OneConnect including its affiliates, and, if required by my job function, I will conduct anti-corruption-related due diligence as required by the Policy.
- I will not make use of any receipt, account or other document which contains any statement which is false, erroneous, or defective in any way with the purpose to deceive any person in relation to OneConnect's business.
- I will maintain accurate books and records in relation to OneConnect's business.
- When I have a concern about a possible violation of the Policy, I will report the concern to the Internal Audit Department according to the procedures described in the Policy and will participate in any internal investigation in relation to such report or any other aspect of this Policy or related laws.

Date

Signature

Name (Printed)

Title
