



# Alibaba Pictures Group Limited 阿里巴巴影业集团有限公司

(Incorporated in Bermuda with limited liability)  
(Stock Code: 1060)

## ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

### 1. Purposes

- 1.1 Alibaba Pictures Group Limited (the “Company”, together with its subsidiaries, the “Group”) is committed to upholding the highest standards of business ethics to conduct its business in a legitimate, fair, just and impartial manner and does not tolerate any form of corruption (such as bribery).
- 1.2 Directors, senior management and employees shall comply with this Policy and all applicable anti-bribery and anti-corruption laws and regulations of the jurisdictions where the Group operates. The Company has zero tolerance towards corruption (such as bribery) and prohibits those persons from directly or indirectly providing or accepting anything of value to or from public officials, the Company’s business partners, or any party who is authorized to handle or may have influence over any transaction with the Company, for the purpose of obtaining improper benefits.
- 1.3 This Policy sets out the code of conduct and guidelines for directors, senior management, employees and third parties who have business dealings with the Group, so as to facilitate implementation of the Company’s compliance requirements relating to anti-bribery and anti-corruption.

### 2. Definitions

**“anything of value”**

is to be construed broadly and covers both tangible and intangible items, including but not limited to:

- cash and cash equivalents (e.g. prepaid cards or vouchers);
- charitable donations, political contributions and sponsorships;
- employment opportunities (e.g. full-time or part-time job positions or internships);
- excessive or unwarranted commissions;
- facilitation payments;
- contracts with favorable terms;

- gifts, entertainment, hospitality and sponsorships (e.g. meals, trips, event invitations or tickets);
- investment opportunities or stock options;
- rebates and concessions; and
- services that would otherwise have to be paid for and/or purchased.

**“bribery”**

means give, demand, accept, or offer to give, anything of value, whether directly or indirectly (such as through relevant third parties), with an intention to seek improper benefits or other business opportunities.

**“charitable donation(s)”**

means any gratuitous donation of cash or tangible asset(s) for charitable purposes.

**“corruption”**

means any illegal or unethical conduct where a person abuses his/her authority or position to obtain personal or financial gains or other improper benefits. Corruption includes, without limitation, the giving or accepting of bribes.

**“director(s)” and “senior management”**

mean director(s) and member(s) of senior management of the Company or its subsidiary, respectively.

**“employee(s)”**

means any employee(s) of the Company, whether a full-time, part-time, seconded or temporary staff member (regardless of his/her grade), as well as any outsourced staff member or intern.

**“employment opportunities”**

means a written offer for hiring someone as an employee or providing working experience (such as an internship opportunity), whether remunerated or otherwise.

**“public official(s)”**

means all persons engaged in the provision of public services at all levels of central and local governmental bodies, enterprises, institutions, international public organizations (including those in the People’s Republic of China and other jurisdictions) and other personnel engaged in the provision of public services in accordance with applicable laws, including (i) all such persons engaged in the provision of public services at all levels of authorities, legislative bodies, party organizations, administrative bodies, judicial bodies, military bodies, state-owned companies, enterprises, institutions, people’s organizations and international public organizations; (ii) all such persons appointed by governmental bodies, state-owned enterprises or institutions to engage in the provision of public services in non-state-owned enterprises, institutions or social organizations; and (iii) political party officials and candidates for any political positions and offices. Any other persons engaged in the provision of public services in accordance with applicable laws also fall within the meaning of “public official(s)”.

**“relevant third party(ies)”**

means any third party that has a direct business relationship with the Company or represents the Group, including suppliers, business partners, companies with a contractual relationship with the Group, distributors, agents, intermediaries, consultants and joint venture partners. For the purpose of this Policy, “relevant third parties” do not cover end users and consumers.

**3. Prohibited Improper Conduct**

**3.1 Facilitation Payments**

Facilitation payments are prohibited. Facilitation payments include anything of value offered to public officials for facilitating or expediting any government decisions or actions, including but not limited to issuing licenses, granting permits or giving approvals.

## **3.2 Gifts, Sponsorship, Entertainment and Hospitality**

Any business decision of the Company shall not be influenced by any gifts, entertainment, hospitality, sponsorship or anything of value, and the Company prohibits the use of those benefits to obtain business opportunities or improper advantages, unless they are given in accordance with customary local business courtesies to foster business relationships and express goodwill, in which case they must be appropriate, reasonable and not excessive.

### **3.2.1 Providing Gifts, Sponsorship, Entertainment and Hospitality**

Any business courtesy offered on behalf of the Company must comply with the following principles:

- the purpose must be legitimate;
- it must be appropriate and consistent with customary business courtesies;
- it is not lavish or unreasonably frequent;
- it must be recorded accurately in the Company's books and records; and
- it must comply with applicable laws and regulations as well as the Company's policies and guidelines.

Save for the above, directors, senior management and employees are strictly prohibited from giving cash or cash equivalents, gifts, property, entertainment, hospitality, sponsorship or anything of value to any relevant third party, public officials or any other third parties. For the avoidance of doubt, these persons must not do such acts through their related parties, such as their relatives or controlled corporations.

For further details, please refer to the relevant policies and guidelines of the Company.

### **3.2.2 Accepting Gifts, Sponsorship, Entertainment and Hospitality**

Save for non-cash gifts of modest value for the purpose of promoting corporate culture (e.g. branded pen or calendar) and meals which are not lavish with legitimate business purposes (and in each case in accordance with customary local business courtesies), directors, senior management and employees are strictly prohibited from demanding or accepting any cash or cash equivalents, gifts, property, entertainment, hospitality, sponsorship or anything of value by virtue of their employment, position or capacity in the Group. For the avoidance of doubt, these persons must not do such acts through their related parties, such as their relatives or controlled corporations.

For further details, please refer to the relevant policies and guidelines of the Company.

### **3.3 Charitable Donations and Sponsorships**

The Company actively participates in charitable activities. Any charitable donations and sponsorships made on behalf of the Company for promoting its corporate image and enhancing brand awareness must comply with the following principles:

- it shall be made for charitable purposes which are open, transparent and genuine;
- it shall not be made with an intention to influence any business decision, or to obtain any business advantages, remuneration or rewards;
- it shall not be provided, directly or indirectly, for the personal use of any public official or his/her relatives;
- it shall not pose any reputational risk to the Company; and
- it shall be recorded accurately in the Company's books and records.

Prior approval must be obtained in accordance with the relevant procedures and guidelines of the Company before any charitable donations and sponsorships can be made on behalf of the Company.

### **3.4 Political Contributions**

Directors, senior management and employees are strictly prohibited from making any political contributions to any public officials, political organizations, political campaigns, politicians or political candidates or any of their respective affiliated organizations. For the avoidance of doubt, these persons must not do such acts through their related parties, such as their relatives or controlled corporations.

Directors, senior management and employees are not prohibited from making political contributions with their own funds and at their own expenses, who shall not claim reimbursement of the same from the Company. Political contributions include, without limitation, cash, loans, sponsorships, gifts of assets or services, attendance at political campaigns and purchase of tickets for political fund-raising events.

### **3.5 Employment Opportunities**

The Company's employment decisions are made fairly and solely based on a candidate's merits and suitability for the position. Candidates who are referred to the Company by any relevant third party, public official or client of the Company are subject to standard and objective recruitment procedures and receive no preferential treatment. Job offers must not be made to candidates who are referred to the Company for the purpose of obtaining or retaining business, or obtaining any other improper advantages.

### **3.6 Acts of Relevant Third Parties**

The Company must comply with the following principles in its selection and management of relevant third parties:

- information relating to any relevant third party (such as their background, qualifications and reputation) shall be obtained and evaluated, particularly where such relevant third party may deal with any public officials;
- procuring relevant third parties to perform any act that violates the laws or the principles and requirements of this Policy is prohibited;
- business relationships with any relevant third party who is confirmed to have bribed or attempted to bribe directors, senior management or employees are prohibited;
- relevant third parties should have zero tolerance towards bribery and corruption, and undertake to comply with this Policy (including the inclusion of an anti-bribery and anti-corruption clause in contracts). Relevant third parties should, insofar as possible, read and confirm their compliance with this Policy and other applicable policies of the Company; and
- any director, member of senior management or employee who is responsible for engaging, managing, or dealing with relevant third parties has a duty to report any suspected violation by relevant third party of applicable laws or this Policy. Such report shall be made in accordance with the relevant policies and guidelines of the Company.

For details on procurement procedures and requirements, please refer to the relevant policies and guidelines of the Company.

Where acts which are not in line with the customary commercial, financial, legal, or ethical practices may not necessarily violate any applicable laws or this Policy, those acts should be considered as “red flags”. “Red flags” involving a relevant third party or any other unethical conduct must be reported promptly in accordance with the reporting and escalation procedures of the Company.

## **4. Dealings with Public Officials**

Anti-bribery and anti-corruption laws in the jurisdictions where the Group operates apply to directors, senior management and employees and strictly regulate their dealings with public officials.

This Policy strictly prohibits directors, senior management and employees from directly or indirectly offering, providing, promising to give, or transferring anything of value to public officials in order to obtain any improper benefits or advantages. For the avoidance of doubt, these persons must not do such acts through their related parties, such as their relatives or controlled corporations.

## **5. Conflicts of Interest**

A conflict of interest occurs when a director, a member of the senior management or an employee has, or is perceived to have, competing interest between his/her personal interest and the Company's interest, resulting in his/her objectivity being compromised or hindering the proper discharge of his/her duties. He/she should at all times be mindful of situations that may give rise to a conflict of interest and use his/her best endeavors to avoid the occurrence of the same. He/she has a duty to truthfully and completely report situations which, in his/her opinion, gives rise to or may give rise to any conflict of interest in accordance with the relevant policies and guidelines of the Company.

For further details, please refer to the relevant policies and guidelines of the Company.

## **6. Books and Records**

All of the Company's books, records and relevant supporting documents/materials must be kept in compliance with the applicable accounting standards and must accurately reflect the Company's business operations and financial position. Directors, senior management and employees shall not tamper with, conceal or authorize the tampering or concealment of any books and records relating to the Company's business. Directors, senior management or employees are strictly prohibited from using their own funds to take any actions which are prohibited by the Company or to circumvent any policies and procedures of the Company. Books and records include, without limitation, transaction information, invoices, payments, expense reports and receipts and other records relating to the Company's financial position or business. "Off-balance sheet" funds or assets are prohibited.

## **7. Reporting Procedures**

The integrity department of Alibaba Group Holding Limited (the "Integrity Department") is responsible for receiving reports of, and investigating, suspected violation of this Policy. If there is a reasonable cause to suspect that a violation of this Policy has occurred or may occur, employees or relevant third parties may report the same to the Integrity Department through any of the channels below:

Website: [jubao.alibaba.com](http://jubao.alibaba.com)

Email: [Pictures\\_Integrity@alibabapictures.com](mailto:Pictures_Integrity@alibabapictures.com)

Any material events will be reported to the board of directors of the Company (or a committee designated by the board from time to time).

## **8. Monitor and Review**

To assess the effectiveness of internal control policies and procedures for the prevention of bribery and corruption, the Company's internal control and internal audit department will review those policies and procedures, as appropriate and necessary. Directors, senior management and employees are required to cooperate with, and not to interfere with or obstruct, these reviews or investigations.

## **9. Training and Communication**

Directors, senior management and employees should attend online or offline trainings regularly organized by the Company in respect of this Policy and applicable anti-bribery and anti-corruption laws, in order to identify and address "red flags" effectively. This Policy shall be made available on the Company's website. Each employee should read and confirm his/her compliance with this Policy.

## **10. Consequences of Non-Compliance Incidents**

Any director, member of senior management or employee who is found to have violated this Policy upon investigation will be subject to disciplinary actions, which may include termination of employment. Those involving in criminal acts may be referred to the relevant law enforcement agencies.

## **11. Prohibiting Retaliation**

Reports of non-compliance incidents will be handled in strict confidence and will only be disclosed on a need-to-know basis. The Company will not take, and will not tolerate, any acts of retaliation against bona fide reports of suspected violation.

## **12. Miscellaneous**

12.1 This Policy has been approved and adopted by the board of directors of the Company.

12.2 In the event of any conflict or inconsistency between any of the matters and procedures contained in this Policy and any relevant laws, regulations, rules, directives or guidelines prescribed by regulatory authorities including The Stock Exchange of Hong Kong Limited, those relevant laws, regulations, rules, directives or guidelines prescribed by those regulatory authorities shall prevail.

12.3 In the event of any conflict or inconsistency between the English and Chinese versions of this Policy, the Chinese version shall prevail.

9 December 2022