

 中租控股 CHAILEASE HOLDING	Chailease Holding Company Limited	Document No.	TW-ABMS-01-002
		Version	1
		Proposed by	Legal Department
	Anti-Corruption and Anti-Bribery Policy	Pages	8
		Approval Date	2022.10.28
		Promulgation Date	2022.11.01

Confidential document

Chailease Holding (the "**Company**") is committed to the highest standards of integrity and honesty, and adopts a zero-tolerance stance on corruption and bribery in all of its business interactions. Accordingly, the Company hereby establishes this Anti-Corruption and Anti-Bribery Policy (the "**Policy**") to set forth unequivocal Anti-Corruption and Anti-Bribery guidelines, so as to provide guidance to relevant stakeholders and to help them avoid bribery and corruption, and so as to ensure the implementation of the relevant ethical corporate management policies.

1. Purpose

The objectives of the Policy are as follows :

- explaining what the Company prohibits its personnel from doing in the performance of their duties, in order to prevent bribery and corruption;
- preventing any form of bribery and corruption, in order to comply with the relevant legal requirements on Anti-Corruption;
- ensuring to implement the Company's culture of integrity and honesty through this Policy.

2. Scope of Application

The Policy applies to the Company and its directors, officers, employees, mandataries and persons having substantial control over the Company (the "Substantial Controllers"), and its subsidiaries' directors, officers, employees, officers, and other entities over which it has substantial control.

3. Undertakings

The Company shall disclose the policies related to ethical management, Anti-Corruption and Anti-Bribery in the Company's internal policies, external documents, and on the Company's website.

The Company requires all directors and employees to sign the statement related to ethical management, and Anti-Corruption and Anti-Bribery. The Company requires all employees to comply with relevant policies related to ethical management, and Anti-Corruption and Anti-Bribery, and the Company take the same as a condition precedent to employment.

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4 Governance Framework (the “Framework”) and Responsibility of Anti-Corruption and Anti-Bribery

In order to enhance the ethical management and Anti-Corruption and Anti-Bribery, the Corporate Governance and Sustainable Development Committee and the Anti-Corruption and Anti-Bribery promotion group of the Company will take responsibility for handling matters related to the Anti-Corruption and Anti-Bribery and this Policy.



4.1 Corporate Governance and Sustainable Development Committee (the “Committee”) :

4.1.1 The Committee are composed of 1 convener, and 2 independent directors as members.

4.1.2 The Committee shall hold at least a meeting once a year. The Committee may hold extraordinary meeting if necessary.

4.1.3 The responsibilities of the Committee under the Anti-Bribery Management System (the “System”) are the following :

- approving relevant internal Anti-Corruption and Anti-Bribery policies;
- ensuring the Company’s operation is in accordance with the Anti-Corruption and Anti-Bribery Policy;

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- reviewing the operation information for the System;
- dispensing and appointing sufficient and appropriate resources to the System;
- supervising the Framework and the System to make sure the same are effective.

4.2 The top management

4.2.1 The top management of the Company is the Corporate Governance Officer, the top management shall:

- approving relevant policies of the System;
- ensuring the policies and the goals related to Anti-Corruption and Anti-Bribery are established, executed, well maintained, reviewed, and enough to manage the potential corruption and bribery risks of the Company;
- ensuring the Company will integrate the requirements of the System to the existing procedures;
- dispensing and appointing sufficient and appropriate resources to the System;
- communicating relevant matters of this Policy thoroughly both external and internal;
- emphasizing the importance of the System to the internal unit, and checking the requirements of the System;
- ensuring the System is well-organized so as to reach its goals;
- providing guidance and human resource in order to enhance the efficacy of the System;
- promoting suitable Anti-Corruption and Anti-Bribery culture for the Company;
- improving the System continuously;
- providing support to other relevant employees when the System detects Anti-Corruption and Anti-Bribery are applying to the same;
- promoting the reporting mechanism so as to detect suspicious or actual corruption or bribery activity;

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- ensuring that any person who, in good faith or rely on this Policy, report any apparent or potential violation of this Policy, or refuse to accept the bribery then cause the Company loses the business, will not suffer from any form of retaliation, discrimination, or punishment.
- reporting the operation of the System and the result of the relevant severe event to the Committee.

4.3 Anti-Corruption and Anti-Bribery promotion group (the “Group”) :

4.3.1 The corporate governance officer is the convener of the Group; The legal department is the executive secretary of the Group, and the responsibility of the executive secretary is to deal with administrative tasks related to the Framework and the System;

4.3.2 The Group are composed of each department head, and the person who is appointed by each department head;

4.3.3 The Group shall hold two meeting every year. For the meeting in the beginning of the year, the Group will assess the future risks within this year; for the meeting in the end of the year, the Group will review the overall operation of this year; The Group may hold extraordinary meeting if necessary.

4.3.4 The responsibilities of the Group under the System are the following:

- reviewing relevant compliance matters of the System, and submitting such report to the top management and the Committee;
- assessing risks regularly and reviewing the result of the risk assessment, and reporting the same to the top management;
- assessing the achievement of the goal, and submitting such report to the top management, and reporting the same at the Committee meeting;
- establishing a well-organized communicating mechanism for the relevant stakeholders;
- taking action to mitigate the negative impact when the unexpected event occurred, and reporting such event to the appropriate authority for reviewing if necessary;
- assessing and tracking the efficacy of the System, and reporting to the top

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management.

4.4 Each department head of the System:

4.4.1 the Department head shall conduct corruption and bribery risk control of routine operation, and supervising the mechanism of the same so as to reach the System's goals.

5 Anti-Corruption Representation

- 5.1 The Company does not engage in, and does not tolerate, any activity that does not comply with this Policy or any Anti-Corruption laws.
- 5.2 The Company and its directors, officers, employees, mandataries and the Substantial Controllers shall not, directly or indirectly, provide, offer, promise, request or accept any of Improper Benefits from customers, agents, contractors, suppliers, public officials, or other stakeholders.
- 5.3 The Company shall hold her stances on political neutrality and in no circumstances embark on any campaign contributions.
- 5.4 The Company and its directors, officers, employees, mandataries and the Substantial Controllers shall comply with relevant laws, the Company's "MEMORANDUM & ARTICLES OF ASSOCIATION", and relevant internal policies when the Company makes donations or charitable donations, and shall not involve in corruption or accept bribery in disguise.
- 5.5 The Company and its directors, officers, employees, mandataries and the Substantial Controllers shall not, directly or indirectly, provide, offer, promise, request or accept any unreasonable gift or Improper Benefits for the purpose of establishing business relationships or affecting business transactions

6 Compliance

The Company shall comply with Company Act, Government Procurement Act, Act on Recusal of Public Servants Due to Conflicts of Interest, Ethical Corporate Management Best Practice Principles for TWSE/GTSM Listed Companies, Act to Implement United Nations Convention against Corruption, Anti-Corruption Act, Securities and Exchange Act, Criminal Code of the Republic of China, Political Donations Act, and other laws or regulations related to the commercial activity.

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7 Definition

7.1 Improper Benefits

“Improper Benefits” refers to any improper payment activities in business situations for any of the purposes below, such as directly or indirectly offer or pay the government officials, individuals or entities of anything of value (including but not limited to, money, presents, gifts, commissions, positions, services, favors, kickbacks, Facilitation Payments, hospitality entertainment, mutually beneficial relationships, jobs, internships or education opportunities, advantages and other things of value, in whatever form and under whatever name):

- affecting or preventing an act of public authority or any other act, such as entering into a contract, assessment of taxes or fines, or cancelling an existing contract or contractual obligation;
- receiving any authorizations, approvals or other permits from any government agencies or officials that the Company is otherwise unable to receive;
- obtaining business opportunities, tender products, or confidential information of competitors;
- affecting the entering or termination of any contractual relationships; or
- promising to provide any other improper benefits.

7.2 Facilitation Payment

“Facilitation Payments” refers to small payments made to public officials/government officials, usually in the form of cash or small gifts, of which the sole purpose is to accelerate or ensure the implementation of routine government actions, while public officials/government officials do not have the discretion to refuse the implementation of such actions (for example, processing visas or supply electricity or water).

8 Regular Risk Assessment and Disclosure Mechanism

8.1 The Company has “Procedure of Assessing Corruption and Bribery Risk for the Employee”, “Procedure of Assessing Corruption and Bribery Risk for the Supplier”, and “Procedure of Assessing Corruption and Bribery Risk for the System”, and the Company will, based on the result of the assessment, revise the existing policies or conduct feasibility study on the introduction of additional policies where reasonably necessary.

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8.2 The measures adopted by the Company shall be in a reasonable and proportionate manner, taking into account the nature of the identified risk

8.3 All amendments to this Policy will be published internally and disclosed on the Company's website for the stakeholders.

9 Records

All financial activities of the Company, including the reimbursement of gifts and expenses, the posting of accounts and entries, shall all be recorded in sufficient detail and in a reliable manner in the books and records of the Company for future inspection; the books and records shall not contain any misleading information, omission or unauthorized alterations. Payment to any third party shall be made on the basis of the goods or services provided and the commercial justifications thereof shall be properly substantiated with the relevant supporting documents.

10 Internal Training and Review

In order to reinforce the importance of compliance with this Policy, the Company formulates the "Procedure of Assessing Corruption and Bribery Risk for the Employee", and the Company will hold regular internal training for employees and relevant stakeholders on the principles and standard issues relating to Anti-Corruption and Anti-Bribery laws, to ensure that they fully understand the Company's ethical management and this Policy, as well as the consequences and risks that may result from a breach of this Policy.

11 Audit and Monitoring

11.1 In order to reinforce overall cognition and to detect potential inappropriate action, the Company shall conduct regular internal and external audits and continuously monitors the completeness and adequacy of all business records through the inspection of the Company's books and records, and conduct reviews on the initial accounting documents to verify that the relevant costs and fees are appropriate. The Company also conducts reviews to verify whether the requirements under the applicable regulations and the internal policies, including the principles and requirements set forth in this Policy, have been properly complied with.

11.2 The Company may seek external accountant or professional counseling company to conduct such audit in this article after receiving approval from the Committee.

11.3 The Company shall make the audit report, and submit to the top management and the

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12 Reporting and Handling Non-Compliance

- 12.1 According to the Company’s “Whistle-Blower Policy”, both internal and external individual can report the potential violation of this Policy or relevant regulation to the Company by the means set forth in the “Whistle-Blower Policy”.
- 12.2 Any individual may file such report with sufficient information for handling the follow-up action.
- 12.3 The Company undertakes that any person who, in good faith, report any apparent violation of this Policy to the Company and the stakeholder, will not suffer from any retaliation or threat, and any content of such report will be kept confidential.
- 12.4 Violators of this Policy will be subject to severe penalties, including appropriate disciplinary action, up to and including termination of employment. In addition to the above penalties, violations of the anti-corruption laws and regulations relating to the Policy may result in significant civil, administrative or criminal penalties. In order to implement the Company’s ethical management and this Policy, the company has the right to terminate the business with the supplier that violates this Policy, and place it in the list of refusal to deal.

13 Approval

- 13.1 This Policy and any amendments hereto, shall be delivered to **Corporate Governance and Sustainable Development Committee** for resolutions and implemented after adoption by resolution of the board of directors.
- 13.2 When this Policy is submitted for discussion by the **Corporate Governance and Sustainable Development Committee**, the Committee shall take each members’ opinions into full consideration. If a member objects to or expresses reservations about any matter, it shall be recorded in the minutes of the Committee meeting. A member that cannot attend the meeting in person to express objection or reservations shall provide a written opinion before the meeting, unless there is some legitimate reason to do otherwise, and the opinion shall be specified in the minutes of the Committee meeting.