

鵬鼎控股（深圳）股份有限公司

2024 年度履行诚信经营情形 (更新日期: 2025 年 3 月)

诚信经营评估项目	诚信经营运作情形
一、公司设置隶属董事会之企业诚信经营专责单位执掌：	本公司设置了「推动诚信经营工作小组」，由人力资源处、法务处及投资管理处等单位共同组成，定期每年一次向董事会报告；另稽核人员亦于日常稽核中监督执行，若有发现异常事项或检举事件，亦将其处理方式及后续检讨改善措施向董事会报告。
二、推动诚信经营工作小组之年度计划：	<p>鵬鼎隶属于臻鼎之子公司，沿用母公司之《诚信经营守则》与《诚信经营作业程序及行为指南》等，于年初订定每年度诚信经营目标并在年终进行检核。针对2025年目标与2024年执行情形，详如后；</p> <p>2025年目标：</p> <p>(一) 内外部诚信经营教育训练课程，目标时数178,000小时，目标参与人次98,000人次。</p> <p>(二) 公司同仁，100%完成诚信经营、反贪腐与保密及廉洁等教育训练，并100%通过考试。</p> <p>(三) 主要供货商接受公司阳光政策倡导，并签订承诺书。</p> <p>(四) 集团接获主管机关通报举报案件0件。</p> <p>2024 年度落实情形：</p> <p>(一) 直接与间接同仁100%完成诚信经营、反贪腐保密及廉洁训练完训率100%；考试参与率100%；通过率100%。</p> <p>(二) 本年度董事进修我国近期ESG法规更新及ESG对于企业营运产生之潜在风险、内线交易法律规范与实务案例研析等课程，举办时数达585小时，超过195人次参与课程。</p> <p>(三) 当年度新进间接及直接员工经营规则完训人数1,250人；通过率81%。</p> <p>(四) 本年度透过在线会议与实体会议加强倡导，并在326场供货商交流会议议程中涵盖强调诚信经营理念。</p>

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	<p>(五) 本年度已完成1,443家以上供货商阳光政策倡导与签署(覆盖率90.13%)。</p> <p>(六) 本公司2024年度举办与诚信经营之内、外部之教育训练包括:含新进人员训练、质量管理训练、专业技能训练、管理才能训练、诚信经营法规、道德行为、内部重大信息、食品安全卫生管理、会计制度、内部控制、重大讯息、内线交易、反贪腐等相关课程，共举办156,268学时，超过97,000人次参与课程。</p> <p>(七) 本年度将诚信经营教育训练政策纳入员工年度绩效评核并与薪酬勾稽。</p> <p>(八) 本公司于生活区与车间设置联播平台放置相关倡导影片，每月二个主题轮播，每天循环拨放4次。每年观看与触及率超过170万人次。</p> <p>(九) 2024年度于鼎盛期刊发布四次(7月、9月、10月、11月)诚信经营相关专栏宣导。</p> <p>(十) 于鼎+APP每月推送诚信经营宣导事项。</p> <p>(十一) 获得ISO 37301：2021合规管理体系认证。</p> <p>(十二) 公司无任何重大之违法情事，本年度主管机关未接获相关举报案件，分述如下:</p> <table><tr><th>范围</th><th>2024年主管机关收受举办案件数</th></tr><tr><td>贪腐与贿赂</td><td>0</td></tr><tr><td>歧视与骚扰</td><td>0</td></tr><tr><td>顾客信息安全泄漏</td><td>0</td></tr><tr><td>利益冲突</td><td>0</td></tr><tr><td>洗钱与内线交易</td><td>0</td></tr></table>	范围	2024年主管机关收受举办案件数	贪腐与贿赂	0	歧视与骚扰	0	顾客信息安全泄漏	0	利益冲突	0	洗钱与内线交易	0
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三、公司制定防止利益冲突政策、提供适当陈述管道：	鹏鼎隶属于臻鼎之子公司，系此沿用母公司之「诚信经营作业程序及行为指南」及「反腐倡廉兴利除弊管理办法」，据以监督并管理利益冲突所可能导致不诚信行为之风险，并提供适陈述管道供董事、经理人及其他之利害关系人主动说明并落实执行；另本公司提供之利益冲突陈述管道依主体不同，区分为：董事或独立董事应向董事长室为之；经理人向法令遵循单位为之。												

诚信经营评估项目	诚信经营运作情形
四、公司与交易来往对象之诚信经营管理与落实：	本公司与代理商、供货商、客户或其他对象有商业往来前，均评估交易对象之合法性及是否有不诚信行为纪录，以避免与有不诚信行为纪录者进行交易。本公司与他人签订契约，其内容包含遵守诚信经营政策及交易相对人如涉及不诚信行为，得随时终止或解除契约之条款，以确保相对人遵守本公司诚信经营政策。
五、检举管道、处置与检举人保护	<p>鹏鼎隶属于臻鼎之子公司，系此沿用母公司之「诚信经营作业程序及行为指南」中，具体建立检举及奖励制度、便利且独立检举信箱、专线，并设有适当之受理专责单位人员负责调查处理，保密检举人身份及检举内容，且保护检举人不因检举情事而遭受不当之处置。本公司建立并公告独立检举信箱avary@avaryholding.com与举报系统</p> <p>http://www.avaryholding.com.cn/contact.aspx，公司内部及外部人员检举使用。本公司允许匿名检举，对于检举人身份及检举内容会确实保密，由专责单位查证与处理；如有违反诚信经营规定者，视情节轻重予以适当处置，必要时向主管机关报告或移送司法机关侦办，并将处理方式及后续检讨改善措施，向董事会报告。2024年度主管机关未接获相关举报案件。</p>

Avary Holding (Shenzhen) Co., Limited

2024 Implementation Result of Business Ethics (Updated: March 2025)

Items	Status
1. Promoting Integrity Management Working Group	Our company establish the "Ethical Corporate Management Work Group" under The Board of Directors · jointly formed by the Company's Human Resources Division, Legal Affairs Division, Investment Management Division. The group regularly reports to the Board of Directors once a year. The audit personnel also supervise the implementation of the policy in their daily audits and report to the Board of Directors if they find any irregularities or reports raised, as well as the follow-up review of improvement measures.
2. Promoting the annual plan of the Integrity Management Working Group	<p>In accordance with the regulation of Parent firm, Zheng Ding Technology Holding Limited's "Ethical Corporate Management Best Practice Principles" and Integrity Management Operating Procedures and Behavior Guidelines, the annual targets were set at the beginning of the year and the results were reviewed at the end of the year. The following are the goals in 2025 and outcomes in 2024, respectively.</p> <p>Goals in 2025:</p> <ol style="list-style-type: none"> (1) The goals of internal and external education on business integrity are achieving 178,000 training hours and 98,000 participants. (2) All of our employees have completed business integrity, anti-corruption, confidentiality and ethical education and training, and all of them have passed the examinations. (3) Major suppliers accept the company's Sunshine Policy promotion and sign a letter of commitment. (4) The company has no major violations. <p>Outcomes in 2024:</p> <ol style="list-style-type: none"> (1) The indirect and direct employees have fully completed business integrity, anti-corruption, confidentiality and ethical courses with 100% examination participation rate and 100% pass rate. (2) The Board of Directors has continue training and accomplished courses include ESG regulation update, the potential risks regarding to ESG and insider trading, surpass 195 managers attend and accumulate over 585 hours. (3) 1,250 newly recruited indirect and direct employees have completed the operation rules training with the 81% passing rate.

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	<p>(4) The company has promoted business ethics and highlights the concepts of business integrity in 326 suppliers' meetings.</p> <p>(5) Over 1,443 suppliers participate and sign in the Sunshine Policy (Coverage ratio: 90.13%).</p> <p>(6) In 2024, various internal and external training programs were held on topics such as integrity management, including training for new employees, quality management, professional skills, management capabilities, integrity and compliance regulations, ethical behavior, internal sensitive information, food safety and hygiene management, accounting systems, internal controls, significant information, insider trading, anti-corruption, ethical issue, etc., the total duration of these training sessions amounted to 156,268 hours, with more than 97,000 participants.</p> <p>(7) The company conducts promotion via platform in the internal areas and factories. Two themes were selected each month and displayed four times per day; the annual reach exceeds 1.70million.</p> <p>(8) Business ethics and integrity index was included in employee's performance evaluation.</p> <p>(9) In 2024, four articles on integrity management were published in the Dingsheng Journal in July, September, October, and November.</p> <p>(10) Ding+ application promote integrity management initiatives on a monthly basis.</p> <p>(11) The group has received certification for its compliance management system in accordance with ISO 37301:2021.</p> <p>(12) The group has no major violations, and no relevant reports have been received by the competent authority. Details are as follows:</p> <table border="1"> <thead> <tr> <th>Reporting areas</th><th>Number of breaches in FY 2024</th></tr> </thead> <tbody> <tr> <td>Corruption or Bribery</td><td>0</td></tr> <tr> <td>Discrimination</td><td>0</td></tr> <tr> <td>Customer Privacy Data</td><td>0</td></tr> <tr> <td>Conflict Interest</td><td>0</td></tr> <tr> <td>Money Laundering or Insider Trading</td><td>0</td></tr> </tbody> </table>	Reporting areas	Number of breaches in FY 2024	Corruption or Bribery	0	Discrimination	0	Customer Privacy Data	0	Conflict Interest	0	Money Laundering or Insider Trading	0
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3. Formulate policies to prevent conflicts of interest and provide appropriate representation channels :	<p>Avary follows the regulation of Parent firm, Zheng Ding Technology Holding Limited's "Ethical Corporate Management Operating Procedures and code of conduct" and "Policy on Preventing Fraud and Corruption" are used to monitor and manage risks of dishonest behaviors that may result from conflicts of interest, and provide appropriate reporting channels for directors, managers and other interested parties take the initiative to explain and implement them; in addition, the channel of conflict of interest statements provided by the company is divided into different entities according to different entities: directors or independent directors should report to the chairman's office; managers should report to the Legal compliance unit.</p>												

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4. 4.Integrity management and implementation with transaction partners	The Company evaluates the legal compliance and unethical conduct records of its agents, suppliers, customers, or other transaction counterparties before conducting business transactions to prevent transactions with companies that have records of unethical conduct. When entering into contracts with others, the company includes in such contracts terms requiring compliance with ethical management policies. In the event that the trading counterparties are involved in unethical conduct, the company may at any time terminate or rescind the contracts, ensuring the compliance of others with the company's ethical management policies.
5. Whistleblowing Policy and Procedure	The company has established a reporting, reward and punishment, and appeals system for violations of ethical business practices. At various operational locations globally, both internal and external channels are provided to encourage employees and external parties to report any suspected or discovered improper behavior that may violate laws, regulations, or business ethics. These channels include employee suggestion boxes, an email address (avary@avaryholding.com), and a website reporting system (http://www.avaryholding.com.cn/contact.aspx). The company has defined clear punitive measures for violations of ethical business practices and code of ethics. Information regarding individuals, managers, or directors involved in unlawful actions is promptly disclosed on the company's internal website or public information observation platform. In 2024, no relevant reports have been received by the competent authority.