



TOM Group Limited

Policy on Appointment of Third Party Representatives

(If there is any inconsistency or conflict between the English and the Chinese versions, the English version shall prevail.)



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1. Policy Statement

TOM Group Limited (the "Company", together with its subsidiaries and controlled affiliates, the "Group") recognises that Group companies engage Third Party Representatives (such as advisers, agents, consultants, introducers and finders, and political lobbyists) for their business purposes from time to time.

The Group is committed to exercising proper controls in hiring Third Party Representatives. Approval from the Head Office must be obtained before engagement of third party representatives. These include any arrangements entered into with an individual or a legal entity for the provision of any consultancy or advisory services, whether on a stated term, or on a project basis.

This Policy sets out minimum standards. Group companies may implement stricter standards where appropriate. This Policy should be read in conjunction with the TOM Group Anti-Fraud and Anti-Bribery Policy.

Questions in relation to this Policy should be directed to Group Executive Director.

2. General Principles

- 2.1 Third Party Representatives are normally hired for providing specialist advice or service due to their qualification, experience or expertise which is required or needed by the business or operation of the Group.
- 2.2 The use of Third Party Representatives should be specific to a project or for a specified period of time.
- 2.3 A Third Party Representative is not an employee of the Group and is not entitled to any staff benefits provided by the Group.

3. Procedures for Approval

- 3.1 Any Group company seeking to retain Third Party Representatives must obtain pre-clearance prior to any binding commitment being made by:
 - (a) completing the Third Party Representative Requisition Form (Appendix 1);
 - (b) signing the completed Form and having the Head of Division approved and signed the Form; and



- (c) submitting the signed Form to Executive Director for Head Office approval. Approval will be based on the nature and need of the services, availability of resources and concurrence with the Group strategy.
- 3.2 All Group companies are required to exercise due care and diligence in selecting Third Party Representatives and in monitoring their activities. Agreements reached with Third Party Representatives must be recorded in writing. The contract with the Third Party Representative must normally include (i) services to be provided by the Third Party Representative (ii) fees to be paid to the Third Party Representative (iii) where appropriate, anti-bribery representations and warranties, including confirmation that the Third Party Representative understands and agrees to abide by all relevant provisions in the TOM Group Anti-Fraud and Anti-Bribery Policy (iv) where appropriate, representations and warranties related to taxation, financial crime and sanctions compliance, including confirmation that the Third Party Representatives will maintain reasonable procedures designed to prevent employees, agents and other persons who perform services for them or on their behalf from undertaking any activities which would facilitate or otherwise result in a breach of the laws related to taxation, financial crime and/or sanctions compliance and (v) right of the engaging entity to terminate the contract in the event of breach of such representations and warranties. A sample representative agreement is available from the Legal Department of the Division. All such engagements must be approved by the Group Executive Director.
- 3.3 All subsequent amendment of terms or extension of service period must be submitted to Executive Director for Head Office approval by using the prescribed Form at Appendix 1.
- 3.4 The Group is to designate a member of senior management (Group Head of Group Management Services Department) who is responsible for ensuring the effective implementation of this Policy, including overseeing the Third Party Representative's ongoing compliance with the TOM Group Anti-Fraud and Anti-Bribery Policy and the Company's policy of zero tolerance of any facilitation of domestic or foreign tax evasion by its employees or others acting on its behalf (agents and other persons who perform services for or on behalf of the Group), ensuring that due diligence information concerning the Third Party Representative is updated at the time of renewal of any engagement, and reviewing the relationship with the Third Party Representative whenever necessary.

4. Exceptions

The engagement of the following services, consultants, agencies or staff are not subject to this Policy:



- 4.1 Audit, audit related and taxation advisory services which are approved by the Head Office on a regular or on an as needed basis.
- 4.2 Legal services which are approved by the Group Head of Legal Department.
- 4.3 All technical and other consultants engaged with respect to approved IT system implementation, telecommunications cell site and switch centre construction and restoration, port construction/maintenance and property construction.
- 4.4 All advisers, agencies and consultant engaged with respect to the provision of advice and services on advertising, brand management and marketing activities in the ordinary course of business of the relevant Group companies and in each case allowed under the current year approved budget.
- 4.5 All recruitment agencies.
- 4.6 All temporary staff hired for existing vacancies or special events (e.g. promotion activities).



Appendix 1

TOM Group – Third Party Representative Requisition Form

(For submission to TOM Group Executive Director)

Employing Company: _____ Date: _____

(I) Service Request Summary

Name: _____
Description of nature of service: _____ _____ _____
Period of service: Estimated Start Date: _____ Estimated Completion Date: _____
Work location: _____
Directly report to: Name: _____ Title: _____
Email: _____ Telephone no: _____

(II) Fees

Currency _____ Estimated total fees _____
Other benefits provided _____
Mode of payment
<input type="checkbox"/> Monthly <input type="checkbox"/> Lump Sum at the beginning of the service period
<input type="checkbox"/> Lump sum at the end of the service period <input type="checkbox"/> Others, please specify _____
Is it clearly stated in the contract which party is responsible for reporting fees for tax purposes to relevant tax authorities?
<input type="checkbox"/> Company is responsible
<input type="checkbox"/> Third Party Representative is responsible

(III) Payment Method

<input type="checkbox"/> By TT/direct debit:
Bank account name: _____
Bank account number: _____
Name of bank: _____
Bank address: _____ _____ _____
<input type="checkbox"/> By cheque:
Name of payee: _____



(IV) Company Recommendation and Approval

Proposed by:	
Name: _____	Signature: _____
Position: _____	Date: _____
Third Party Representative personally met by:	
Name: _____	Signature: _____
Position: _____	Date: _____
Name: _____	Signature: _____
Position: _____	Date: _____
Contract approved by: _____	Date: _____
Division Head	

(V) TOM Group Head Office Approval

Approved by: _____ Date: _____
TOM Group
Executive Director