



施璐德亚洲有限公司
CNOOD ASIA LIMITED

Code of Business Conduct and Ethics

Public Version



2023

The Code of Business Conduct and Ethics – Public Version (hereinafter referred to as the “Code”) applies to all persons acting on behalf of CNOOD ASIA LIMITED (hereinafter referred to as the “Company Representatives”).

COMMITMENT

CNOOD ASIA LIMITED (hereinafter referred to as “CNOOD”, “the Company”) is committed that the Company will continue to strictly comply with the laws, rules and regulations of China, the countries where we operate and the countries of the clients to whom we provide goods or services, as well as other relevant trade control requirements.

The management of the Company is committed to continue to strictly adhere to the Companys integrity and compliance system, comply with the requirements recorded under this Code, all applicable laws and regulations, etc., and lead all employees to work together to establish a compliant business office environment for the Company.

All Company representatives undertake that they will continue to strictly abide by the Companys integrity compliance system, abide by the standards of business ethics under the Code, respect all business partners of the Company in the process of conducting the Companys business, and actively maintain the Companys reputation .

This Code summarizes the code of conduct and guidelines followed by CNOOD ASIA LIMITED in the business environment. The full & latest version of the Code of Business Conduct and Ethics can be found at <https://reurl.cc/gDjQDX>.

ANTI-FRAUD AND ANTI-CORRUPTION



CNOOD **cannot tolerate** fraud and corruption and **cannot tolerate** actual or attempted fraud, corruption, or collusion of any form (including political donations and facilitating payments), directly or indirectly, with any third party, individual or company.

The Company Representatives must not bribe or offer or pay kickbacks to any person, nor shall they accept or offer anything more than the reasonable amount from any person having business with the Company.

Any act that induces, threatens, or coerces any person or entity to offer or accept fraud, corruption or collusion is strictly prohibited.



CNOOD expects all our business partners, including clients, suppliers and other companies that have direct business relationships with CNOOD, to maintain a zero-tolerance attitude towards bribery and kickbacks. If any Company Representatives reasonably suspects that a business partner or other third party may pay or attempt a bribe or attempt to influence an outcome in any way, take appropriate steps to report such payment or action to his/her supervisor and the Company's Compliance Officer and prevent such payment or action.

Each supervisor shall handle reports of such compliance issues with caution and protect the Company Representatives who report such issues. The supervisor who receives the report shall also immediately report it to the Company's Compliance Officer. Each report of compliance issues will be handled in a confidential and prudent manner.

FIVE PROHIBITED

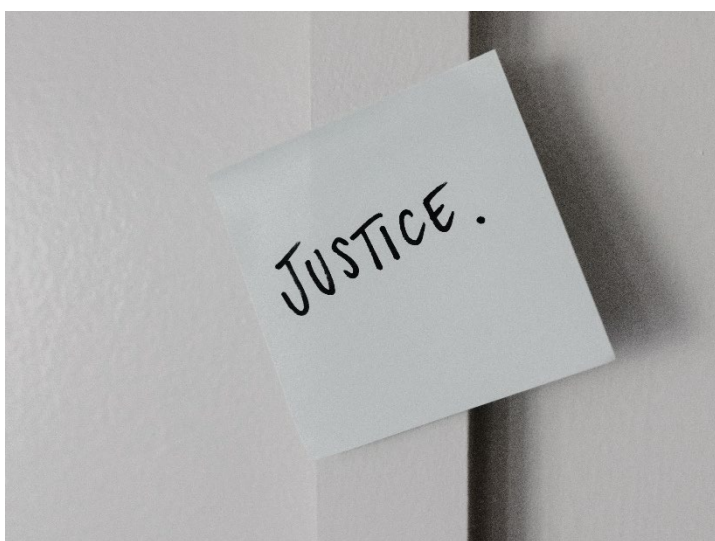
CNOOD **prohibits** the following five non-compliant behaviors and expects our business partners to maintain zero tolerance for the following behaviors.

A) “Corrupt Practice”

The offering, giving, receiving or soliciting, directly or indirectly, of anything of value for the purpose of improperly influencing the actions of another party.

B) “Fraudulent Practice”

Any act or omission, including misrepresentation, that intentionally or recklessly misleads or attempts to mislead a party to obtain a financial or other benefit or to avoid an obligation.



C) “Collusive Practice”

An arrangement between two or more parties for the purpose of achieving an improper purpose, including to improperly influence the actions of another party.

D) “Coercive Practice”

Impairing or harming, or threatening to impair or harm, directly or indirectly, any party or the property of the party to influence improperly the actions of the party.

E) “Obstructive Practice”

(i) Deliberately destroying, falsifying, altering or concealing of evidence material to the investigation or making false statements to investigators in order to materially impede an investigation by the relevant authority into allegations of a corrupt, fraudulent, coercive or collusive practice; and/or threatening, harassing or intimidating any party to prevent it from disclosing its knowledge of matters relevant to the investigation or from pursuing the investigation, or (ii) acts intended to materially impede the exercise of the Company’s right of audit or access to information.

GIFTS, HOSPITALITY AND ENTERTAINMENT

Building and maintaining good relationships with clients or potential clients are the important part of normal business interactions.

The Company Representatives shall provide reasonable business hospitality to the business partners in accordance with the law and the Company's integrity compliance system and shall not expect the recipient to take any action, otherwise, it will be regarded as an exercise of bribery to the business partner.

The offering or acceptance of any business entertainment to or from any person with whom the Company has a business relationship must be limited to activities that are reasonable to achieve a legitimate business objective and that are not based on the intention of obtaining some improper reward. Any recreational activity that is illegal, explicit or otherwise inappropriate (e.g., gambling or massage) is strictly prohibited. And offering cash is strictly prohibited.

At the same time, the Company Representatives may not accept or allow any close family member to accept any gifts, honorarium or other benefits from any customer, supplier or other person who does business with or seeks to do business with the Company. Any gifts, honorariums or other benefits received by the Company Representatives and their close family members must be reviewed by the Company Compliance Officer for the compliance review. Close family members refer to one of the following relationships: parents, spouses, siblings, children, grandchildren, parents of spouses, legal siblings, and legal children.



How can the Company Representatives provide gifts/hospitality in a compliant manner?

Before providing gifts/hospitality, the applicant should fill in the Gift/Hospitality Register and submit it to the relevant approver for review in accordance with the approval process of the integrity compliance system.

All expenses, gifts and business hospitality must be recorded and reported accurately and reliably, and expenses must be supported by receipts.

Meanwhile, the Company Representatives should make a record of any value of gifts received in the Gift/Hospitality Register and gifts with the certain value should be returned immediately and reported to the supervisor and the Company Compliance Officer. If the immediate feedback is not feasible in practice, it should be given to the Company as a charitable donation or to the Company for disposal as the Company deems appropriate.

TRADE COMPLIANCE (ECONOMIC SANCTIONS, EXPORT CONTROLS, IMPORT CONTROLS)



For reasons of national security or foreign policy, some countries implement economic sanctions and embargoes which restrict or prohibit trade, or other activities, with particular countries, governments, agencies, companies, groups, or persons (hereinafter referred to as “entities”). The Company and Company Representatives will comply with applicable economic sanctions and embargoes regulations.

Importantly, any project, transaction or dealing that involves a sanctioned entity, or that has a nexus to sanctioned entities must be discussed with and approved by the Company Compliance Officer. Additionally, the Company Representatives are prohibited from assisting third parties in conducting business with sanctioned entities.

Economic sanctions and embargoes generally prohibit or restrict:

- Procurement or use of goods, technologies or services manufactured in, exported from, or transshipped through embargoed States or sanctioned entities.
- The supply of goods, services or transfer of technology to or via embargoed countries, including their citizens, or to sanctioned entities.
- Investments in and other trade with embargoed countries, sanctioned entities or other designated persons.

Certain items, technology, technical data, and services are export or import controlled because they can be used to manufacture chemical and biological weapons or nuclear weapons, or because they are defense articles or services. The Company and Company Representatives will only export or transfer such items in accordance with applicable laws, licenses or other legal authorizations. An “export” or “transfer” occurs when an article, service or technology is shipped or transferred to another country or to another person in another country. An export occurs when technology, technical information or software is provided in any way (including verbally) to a third-country citizen located in China. The Company Representatives shall also be responsible for the safekeeping of such items or information under the management of the Company.

To comply with applicable Customs and tax laws, whether in the PRC or abroad, the Company Representatives involved with the acquisition, transport, sale of goods or fabricated items are responsible for accurate classification, valuation and declaration of these goods. The company uses accurate classifications to determine whether export or import controls exist and whether licenses must be required. In addition, classification is used to determine duties and other taxes after export or import.

The Company Representatives must not attempt to engage in or participate in the punishment of an organization, state, government or its nationals by refusing to buy, sell or use a product or service on behalf of the Company if it is illegal or penalizable under applicable law. Any Company Representatives that encounter a request to cooperate with a boycott is required to report the request to the Company Compliance Officer and to await further instructions on how to proceed, prior to taking any action.

ANTITRUST AND FAIR COMPETITION



The company's business is subject to the antitrust and competition laws of countries in which CNOOD conducts business. CNOOD's policy states that, while complying with all antitrust and competition laws, the Company's business should compete vigorously and ethically.

The Antitrust Act and the Competition Act prohibit or restrict activities related to setting, coordination, and control of prices, and related to the allocation or segmentation of clients, territories, or markets. Consequently, CNOOD shall not communicate with competitors about any aspects of our business, in particular competitive data (prices, terms of sales

agreements, or supplier costs) that has not yet been published.

CNOOD is committed to dealing with our competitors, clients and suppliers with integrity, respect and fairness. We expect all actions to be consistent with this core principle. The Company Representatives should not make false, misleading, deceptive or fraudulent statements about the Company's products and services, misuse privileged information or engage in any other unfair conduct. Any omission or misstatement of information disclosure is completely prohibited, and any personnel who has such action will be severely dealt with and must be responsible for applicable legal responsibility.

INTEGRITY



DATA PROTECTION AND PRIVACY LAWS

Regulation of the collection, use, storage and transfer of personal information is increasing. CNOOD is committed to complying with all applicable data protection and privacy laws in the countries where we conduct business.

CNOOD expects its business partners to carefully protect all personal information that they have access to or are authorized to use, including personal information relating to the Company Representatives, clients, suppliers and other third parties with whom we do business.



CONFIDENTIAL AND PROPRIETARY INFORMATION

The Company Representatives shall always ensure the confidentiality of all confidential or proprietary information disclosed by CNOOD to themselves or by our business partners to CNOOD. Company information shall be used only for the reasonable business conduct of CNOOD and shall not be disclosed to anyone other than CNOOD, including its affiliates, except where the affiliates are authorized.

Unauthorized disclosure of any confidential or proprietary information is prohibited and may result in legal liability on Company Representatives and/or CNOOD. The Company Representatives shall ensure that confidential information is not exchanged within the Company, except where the Company Representative is required to know the information to perform his duties for CNOOD.

Upon resignation or otherwise terminating the relationship with CNOOD, the Company representative must return all the Company's data, the Company's assets and any copies thereof.

Note: Confidential and proprietary information includes all non-public information. This information might be of use to competitors or harmful to the Company if disclosed, including third-party information entrusted to the Company. Confidential and proprietary information is a key asset of the Company.

PROTECTION AND PROPER USE OF COMPANY ASSETS AND ANY CUSTOMER ASSETS HELD BY THE COMPANY



The vitality of our company depends on the protection and proper use of the assets we develop and maintain. CNOOD will follow principles and processes designed to protect the value of all the Company's assets and any customer assets held by the Company, including physical assets, intangible assets such as intellectual property, and confidential information.



We can only use the assets of CNOOD, or any client assets held by CNOOD, for CNOOD's legitimate business purposes and not for personal benefit.



USE AND RETENTION OF COMPANY'S RECORDS

The Company should handle and manage information according to the needs of the business, while ensuring its effectiveness and security, subject to any legal or regulatory requirements. This applies to records maintained in any form, including paper and electronic formats. The Company has strict rules regarding handling private information, including the collection, storage, use, amendment, disclosure and destruction of information.

The Company must maintain accurate and reliable records at all times, in accordance with Policies and Procedures. There must not be any unrecorded accounts of Company funds, assets or other accounts of any kind that have been omitted or unclassified, regardless of the reason for such accounts.

The Company Representatives shall not destroy or discard information that is required to be retained by law or in accordance with Company policy.



ACCURACY OF BOOKS AND RECORDS AND PUBLIC REPORTS



The accuracy of books, records and public reports is critical to CNOODs compliance with legal and regulatory requirements. In accordance with CNOOD's policy, company books, records and other public reports must be complete, fair, accurate, and timely.

Each company representative must truthfully record all business transactions and accurately maintain records on behalf of CNOOD and shall not knowingly make the false compilation in connection with any audit, examine or review of CNOODs financial statements, or make false statements in connection with any report or document submitted to a government regulatory authority.



CONFLICTS OF INTEREST

Conflicts of

Organization Interest

ORGANIZATIONAL

Based on the client's project, CNOOD shall be sensitive to organizational conflicts of interest arising from partnerships or subcontracting by CNOOD's affiliates (including shareholders of the Company, their affiliates, and third parties with whom any of the foregoing persons already have the partnership) and shall avoid unfair bias or providing unfair competitive advantages to its affiliates.

When one related party of the Company provides products or services to CNOOD where appropriate, CNOOD shall ensure that the transaction is transparent and the role of such related party in all cases shall be disclosed to CNOOD's clients.

The Company shall always comply with the client's procedures and requirements for the company's affiliates to participate in the client's work, such as when participating in competitive bidding, the Company shall always ensure that its affiliates will not gain unfair competitive advantages through their organizational relationship with the Company.

Conflicts of

Personal Interest

PERSONAL

Due to the complex relationship between the interests of the individual and the interests of the Company, the Company Representatives may be unable to avoid or may be required to withdraw from a transaction at the expense of the interests of the company or for personal interests.

To better avoid such situations and to protect individuals and companies, all potential conflicts of personal interest must be disclosed in writing to their supervisors and/or Human Resources & Administration manager and Company Compliance Officer in a timely manner prior to the conduct of business. Disclosure of potential conflicts of interest is also an important part of the due diligence process.

DISCRIMINATION AND HARASSMENT



CNOOD **does not tolerate** any discrimination or harassment.

CNOOD shall initiate appropriate measures to avoid discriminatory or harassing behavior in the work environment and to address such issues in a respectful and timely manner. CNOOD encourages individuals to make complaints about discrimination and harassment, and such complaints will be handled in strict confidence and without fear of retaliation or inappropriate disclosure.

PROHIBITION OF CHILD LABOR, FORCED LABOR AND HUMAN TRAFFICKING



Child labor, forced labor and human trafficking **are not tolerated** in CNOOD.

CNOODs position on child labor, forced labor and human trafficking complies with or is strictly in accordance with the requirements under applicable law and requires that all Company Representatives and business partners of the Company strictly comply with this standard.



DRUG AND ALCOHOL ABUSE



CNOOD requires all employees and all persons in the CNOOD's business premises to comply with the requirements of relevant laws and regulations, and strictly prohibit the possession and use of drugs and alcohol.



HEALTH, SAFETY AND ENVIRONMENT



With the aim of ensuring the health, safety and good environment of company representatives at work, all personnel are required to comply with the applicable safety laws, regulations and regulations in their workplace.

At the same time, CNOOD requires company representatives to promptly report accidents, environmental problems and dangerous or potentially dangerous situations at work, and requires the Company Representatives to strictly comply with CNOODs health, safety and environmental policies in all their actions.

REPORT VIOLATIONS OF THE CODE

If a Company Representative is aware of, or has reason to suspect, a violation of the Company's integrity compliance system or incidents or misconduct of the Code of business conduct and ethics, or is directly required to perform an act that would constitute a violation of compliance or ethics, the Company Representatives shall be responsible for asking questions, seeking guidance, and reporting possible violations.

In accordance with the well-established compliance reporting system established by CNOOD, the Company Representative may report the violation by contacting his/her supervisor or the Company Compliance Officer in the real name/anonymously at **c_dir@cnood.com**. All reports will be treated in strict confidence. Any supervisor who receives a report must immediately notify the Company Compliance Officer.

Upon receipt of such a report, the Company Compliance Officer will investigate or make reasonable efforts to immediately refer it to an appropriate investigator, in accordance with CNOOD's procedures and protocols for internal investigations.

The individual or team investigating a matter will be independent of the individual or team under investigation and, where appropriate, will be responsible for recommending disciplinary or other corrective action.

In general, the investigation team is the Risk Control/Compliance Department. When this compliance or ethical issue is related to the Risk Control/Compliance Department, the Board will organize an investigation.

Anti-retaliation

Retaliation against any person who reports a violation of the Code based on the principle of good faith, as well as against any person who cooperates with an investigation, is strictly prohibited.

The Company Representatives shall not discharge, demote, suspend, threaten, harass, or engage in any other manner of discrimination against any Company Representative who, in good faith, reported a suspected violation.





This Code sets out the Company's ethical business conduct standards. It may not cover every situation encountered. Use sound judgment. Remember: SAY IT OUT. IF ANY DOUBTS, PLS SEEK ADVICE ON YOUR OWN INITIATIVE.

Failure to comply with this Code will result in disciplinary action, including, but not limited to, verbal advice, written warnings, reassignment to a lower-level job, reduction in compensation or other actions to indicate the severity of the situation, even the termination of contract.

Certain violations of this Code may require the Company to refer the matter to law enforcement authorities for investigation or prosecution.

Any supervisor who receives a report but does not act or a Company Representative who is aware of the conduct but does not immediately report it will be subject to disciplinary action, up to the limit of dismissal by the Company.

Compliance Consulting Email: c_dirc@cnood.com.