

INFOBIRD CO., LTD

CODE OF BUSINESS CONDUCT AND ETHICS

INFOBIRD Co., LTD

商业行为和道德准则

(文件中中文翻译为参考使用，最终解释权为英文原文)

INTRODUCTION

引言

Purpose

目的

This Code of Business Conduct and Ethics (this “**Code**”) has been adopted by the Board of Directors (the “**Board**”) of Infobird Co., Ltd (the “**Company**”) to aid employees, officers and directors in making ethical and lawful decisions when performing day-to-day duties and conducting the Company’s business. This Code contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, we adhere to these higher standards.

本商业行为和道德准则（以下简称“准则”）已由讯鸟软件（以下简称“公司”）的董事会（以下简称“董事会”）通过，以帮助员工、高级职员和董事在履行日常职责和开展公司业务时做出合乎道德和合法的决策。本准则包含按照最高商业道德标准开展公司业务的一般准则。如果本准则要求的标准高于商业惯例或适用法律、法规或规章的要求，我们将遵守这些更高的标准。

This Code of Business Conduct and Ethics (this “**Code**”) has been adopted by the Board of Directors (the “**Board**”) of Infobird Co., Ltd (the “**Company**”) to aid employees, officers and directors in making ethical and lawful decisions when performing day-to-day duties and conducting the Company’s business. This Code contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, we adhere to these higher standards.

本守则适用于本公司及其附属公司（除非文意另有所指，否则在本守则中统称为“公司”）的所有董事、高级职员和员工。我们将本守则所涵盖的所有人士（董事、高级职员和员工）称为“公司员工”或简称为“员工”。我们还将我们的首席执行官、首席技术官、首席财务官和执行副总裁称为“执行官”

Seeking Help and Information

寻求帮助和信息

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company’s ethical standards, seek help. We encourage you feel comfortable contacting your supervisor, contact the Compliance Officer of the Company, who shall be a person appointed by the Board. The Chief Executive Officer of the Company has been appointed by the Board as the Compliance Officer for the Company. The Compliance Officer can be reached by telephone at 86-010-52411819, by e-mail at wuym@infobird.com, or in writing at Room 12A05, Block A, Boya International Center, Building 2, No. 1 Courtyard, Lize Zhongyi Road, Chaoyang District, Beijing, China 100102. You may remain anonymous and will not be required to reveal your identity in your communication to the Company.

此准则不是一个全面的规则手册，不能解决您可能面临的所有情况。如果你对某个情况感到不合理，或者对它是否符合公司的道德标准有任何疑问，请寻求帮助。我们鼓励您先联系您的主管寻求帮助。如果您的主管无法回答您的问题或您不愿意联系您的主管，请联系公司的合规官，该合规官应由董事会任命。公司的首席执行官已被董事会任命为公司的合规官。合规官的联系电话为86-010-52411819，电子邮件为wuym@infobird.com，或以书面形式，地址：中国北京市朝阳区利泽中一路1号院2号楼博雅国际中心A座12A05室，邮编：100102。您可以保持匿名，不需要在与公司的通信中透露您的身份。

Reporting Violations of this Code

报告违反本准则的行为

All employees have a duty to report any known or suspected violation of this Code, including any violation of the laws, rules, regulations or policies that apply to the Company. If you know of or suspect a violation of this Code, immediately report the conduct to your supervisor. Your supervisor will contact the Compliance Officer, who will work with you and your supervisor to investigate the matter. If you do not feel comfortable reporting the matter to your supervisor or you do not get a satisfactory response, you may contact the Compliance Officer directly. Employees making a report need not leave their name or other personal information and reasonable efforts will be used to conduct the investigation that follows from the report in a manner that protects the confidentiality and anonymity of the employee submitting the report. All reports of known or suspected violations of the law or this Code will be handled sensitively and with discretion. Your supervisor, the Compliance Officer and the Company will protect your confidentiality to the fullest extent possible, consistent with law and the Company's need to investigate your report.

所有员工都有义务举报任何已知或怀疑违反本守则的行为，包括任何违反适用于公司的法律、法规、规章或政策的行为。如果您知道或怀疑有违反本守则的行为，请立即向您的主管报告。您的主管将联系合规官，合规官将与您和您的主管一起调查此事。如果您不愿意向您的主管报告此事，或者您没有得到满意的答复，您可以直接与合规官联系。提交报告的员工无需留下姓名或其他个人信息，并将尽合理努力以保护提交报告的员工的保密性和匿名性的方式进行报告后的调查。所有已知或涉嫌违反法律或本准则的报告都将谨慎处理。您的主管、合规官和公司在符合法律和公司需求调查您的报告时将尽最大可能保护您的机密。

It is the Company's policy that any employee who violates this Code will be subject to appropriate discipline, which may include termination of employment. This determination will be based upon the facts and circumstances of each particular situation. An employee accused of violating this Code will be given an opportunity to present his or her version of the events at issue prior to any determination of appropriate discipline. Employees who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties and many incur damage to its reputation and standing in the community. Your conduct as a representative of the Company, if it does not comply with the law or with this Code, can result in serious consequences for both you and the Company.

公司的政策是，任何违反本守则的员工都将受到相应的纪律处分，包括终止雇佣关系。这一决策将以事实为依据以及每个特殊情况而定。被指控违反本守则的员工将有机会在纪律处分之前陈述他/她对争议事件的看法。违反法律或本守则的员工可能会遭受重大民事赔偿、刑事罚款和监禁。公司还可能面临巨额罚款和处罚，以及公司的声誉和社会地位受到损害。您作为公司代表的行为，如果不符合法律或本准则，可能会对您和公司造成严重后果。

Policy Against Retaliation

反报复政策

The Company prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations. Any reprisal or retaliation against an employee because the employee, in good faith, sought help or filed a report will be subject to disciplinary action, including potential termination of employment.

公司禁止对好意求助或举报已知或可疑违规行为的员工进行报复。因员工好意求助或提交报告而对其进行的任何报复或报复将受到纪律处分，包括终止雇佣关系。

Waivers of this Code

本守则的豁免

Waivers of this Code for employees may be made only by the Compliance Officer or the Board or the appropriate committee of the Board. Any waiver of this Code for our directors and executive officers, including our executive officers, may be made only by the Board or the appropriate committee of the Board and will be disclosed to the public as required by applicable law and/or rules and regulations of The Nasdaq Stock Market LLC.

只有合规官或董事会或董事会下设委员会才可免除员工对本准则的责任。本公司董事和高级管理人员（包括本公司执行官）对本守则的任何豁免只能由董事会或董事会下设委员会作出，并将根据适用法律和/或纳斯达克股票市场有限责任公司的规则和条例向公众披露。

CONFLICTS OF INTEREST

利益冲突

Identifying Potential Conflicts of Interest

识别潜在的利益冲突

A conflict of interest can occur when an employee's private interest interferes, or appears to interfere, with the interests of the Company as a whole. You should avoid any private interest that influences your ability to act in the interests of the Company or that makes it difficult to perform your work objectively and effectively.

当员工的私人利益干扰或似乎有干扰公司整体利益时，可能会发生利益冲突。你应该避免任何影响你以公司利益行事的私人利益，或使你难以客观有效地完成工作。

Identifying potential conflicts of interest may not always be clear-cut. The following situations are examples of potential conflicts of interest:

- **Outside Employment.** No employee should be employed by, serve as a director of, or provide any services not in his or her capacity as a Company employee to a company that is a material customer, supplier or competitor of the Company. *If you are uncertain whether a particular company is a material customer, supplier or competitor, please contact the Compliance Officer for assistance.*
- **Improper Personal Benefits.** No employee should obtain any material (as to him or her) personal benefits or favors because of his or her position with the Company. Please see "**Gifts and Entertainment**" below for additional guidelines in this area.
- **Financial Interests.** No employee should have a significant financial interest (ownership or otherwise) in any company that is a material customer, supplier or competitor of the Company. A "**significant financial interest**" means (i) ownership of greater than 1% of the equity of a material customer, supplier or competitor or (ii) an investment in a material customer, supplier or competitor that represents more than 5% of the total assets of the employee.
- **Loans or Other Financial Transactions.** No employee should obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a material customer, supplier or competitor of the Company. This guideline does not prohibit arms-length transactions with banks, brokerage firms or other financial institutions.
- **Service on Boards and Committees.** No employee should serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to conflict with those of the Company.
- **Actions of Family Members.** The actions of family members outside the workplace may also give rise to the conflicts of interest described above because they may influence an employee's objectivity in making decisions on behalf of the Company. For purposes of this Code, "family members" include your spouse or life-partner, brothers, sisters and parents, in-laws and children whether such relationships are by blood or adoption.

确定潜在的利益冲突可能并不总是一目了然。以下情况是潜在利益冲突的例子：

- **外部就业.** 任何员工不得受雇于、担任公司董事或向公司提供任何非公司员工身份的服务，如果该公司为公司重的要客户、供应商或竞争对手。如果您不确定某家公司是重要客户、供应商还是竞争对手，请联系合规官寻求帮助。
- **不当的个人利益.** 任何员工不得因其在公司的职务而获得任何实质性的个人利益或好处。请参阅下面的“礼品和招待”以了解此区域的其他指南。
- **经济利益.** 任何员工都不应该在作为公司的重要客户，供应商或竞争对手的任何公司中拥有重大的财务利益（所有权或其他）。“重大财务利益”是指（i）拥有重大客户，供应商或竞争对手的股权的1%以上，或（ii）对重大客户，供应商或竞争对手的投资，占员工总资产的5%以上。
- **贷款或其他金融交易.** 任何员工不得从作为公司重要客户、供应商或竞争对手的公司获得贷款或个人债务担保，或与之进行任何其他个人金融交易。本准则禁止与银行、经纪公司或其他金融机构进行公平交易。
- **董事会和委员会服务.** 任何员工均不得在其利益被合理预期与公司利益冲突的任何实体（无论是盈利还是非营利组织）的董事会或受托人或委员会中任职。

- 家庭成员的行为. 家庭成员在工作场所以外的行为也可能导致上述利益冲突, 因为这些行为可能影响员工代表公司做出决策的客观性。在本准则中, “家庭成员”包括您的配偶或终身伴侣、兄弟姐妹和父母、姻亲和子女, 无论这种关系是血缘关系还是收养关系。

For purposes of this Code, a company is a “material” customer if that company has made payments to the Company in the past year in excess of US\$100,000 or 10% of the customer’s gross revenues, whichever is greater. A company is a “material” supplier if that company has received payments from the Company in the past year in excess of US\$100,000 or 10% of the supplier’s gross revenues, whichever is greater. A company is a “material” competitor if that company competes in the Company’s line of business and has annual gross revenues from such line of business in excess of US\$500,000. If you are uncertain whether a particular company is a material customer, supplier or competitor, please contact the Compliance Officer for assistance.

就本准则而言, 如果公司在过去一年中向公司付款超过100,000美元或客户总收入的10% (以金额较大者为准), 则该公司为“重要”客户。如果一家公司在过去一年中收到公司的付款超过100,000美元或该供应商总收入的10% (以金额较大者为准), 则该公司为“重要”供应商。如果一家公司在公司的业务范围内竞争并且该业务线的年度总收入超过500,000美元, 则该公司就是“重大”竞争对手。如果不确定特定公司是重要客户, 供应商还是竞争对手, 请联系合规官以寻求帮助。

Disclosure of Conflicts of Interest

利益冲突的披露

The Company requires that employees disclose any situations that reasonably would be expected to give rise to a conflict of interest. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it to your supervisor or the Compliance Officer. Your supervisor and the Compliance Officer will work with you to determine whether you have a conflict of interest and, if so, how best to address it. A supervisor may not authorize or approve conflict of interest matters or make determination as to whether a problematic conflict of interest exists without first providing the Compliance Officer with a written description of the activity and seeking the Compliance Officer’s written approval. If the supervisor is himself involved in the potential or actual conflict, the matter should instead be discussed directly to the Compliance Officer.

公司要求员工披露任何合理预期会引起利益冲突的情况。如果您怀疑您存在利益冲突, 或者其他人可以合理地认为存在利益冲突的事情, 您必须向您的主管或合规官报告。您的主管和经营负责人将与您合作, 确定您是否存在利益冲突, 如果存在, 如何最好地解决。未事先向合规官提供活动的书面说明并征得合规官的书面批准, 主管不得授权或批准利益冲突事项, 也不得确定是否存在有问题的利益冲突。如果主管本人卷入潜在或实际冲突, 则应直接与合规官讨论。

Although conflicts of interest are not automatically prohibited, they are not desirable and may only be waived as described in “Waivers of this Code” above.

尽管没有自动禁止利益冲突, 但是我们不希望发生冲突, 只能按照上述“本守则的豁免”中的规定将其豁免。

CORPORATE OPPORTUNITIES

公司机会

As an employee of the Company, you have an obligation to advance the Company’s interests when the opportunity to do so arises. If you discover or are presented with a business opportunity through the use of corporate property, information or because of your position with the Company, you should first present the business opportunity to the Company before pursuing the opportunity in your individual capacity. No employee may use Company assets, property, information or his or her position with the Company for personal gain (including gain of friends or family members). In addition, no employee may compete with the Company.

作为公司的一名员工, 如果有机会, 你有义务促进公司的利益。如果您通过使用公司财产、信息或由于您在公司的职位而发现或获得商机, 您应首先向公司介绍商机, 然后再以个人身份寻求商机。不得将员工的个人或朋友的财产 (包括其个人或公司的财产或信息) 用于任何目的。此外, 任何员工不得与公司竞争。

You should disclose to your supervisor the terms and conditions of each business opportunity covered by this Code that you wish to pursue. Your supervisor will contact the Compliance Officer and the appropriate management personnel to determine whether the Company wishes to pursue the business opportunity. If the Company waives its right to pursue the business opportunity, you may pursue the business opportunity

on the same terms and conditions as originally proposed and consistent with the other ethical guidelines set forth in this Code.

您应该向您的主管披露您希望寻求的本准则所涵盖的每个业务机会的条款和条件。您的主管将联系合规官和合适的管理人员，以确定公司是否希望寻求业务机会。如果公司放弃寻求商机的权利，您可以按照最初提出的相同条款和条件寻求商机，并符合本准则中规定的其他道德准则。

Confidential Information and Company Property

机密信息和公司财产

Employees have access to a variety of confidential information while employed at the Company. Confidential information includes all non-public information that might be of use to competitors, or, if disclosed, harmful to the Company or its customers. Every employee has a duty to respect and safeguard the confidentiality of the Company's information and the information of our suppliers and customers, except when disclosure is authorized or legally mandated. In addition, you must refrain from using any confidential information from any previous employment if, in doing so, you could reasonably be expected to breach your duty of confidentiality to your former employers. An employee's obligation to protect confidential information continues after he or she leaves the Company. Unauthorized disclosure of confidential information could cause competitive harm to the Company or its customers and could result in legal liability to you and the Company.

员工在公司工作期间会接触到各种机密信息。机密信息包括所有可能对竞争对手有用，或者如果披露，对公司或其客户有害的非公开信息。每位员工都有义务尊重和维护公司信息以及我们的供应商和客户信息的机密性，但经授权或法律授权披露的情况除外。此外，如果您这样做可能会违反您对前雇主的保密义务，那么您必须避免使用任何以前工作的机密信息。员工离开公司后，其保护机密信息的义务仍在继续。未经授权披露机密信息可能会对公司或其客户造成竞争伤害，并可能导致您和公司承担法律责任。

Employees also have a duty to protect the Company's intellectual property and other business assets. The intellectual property, business systems and the security of the Company property are critical to the Company.

员工也有义务保护公司的知识产权和其他商业资产。知识产权、商业系统和公司财产的安全对公司至关重要。

Any questions or concerns regarding whether disclosure of Company information is legally mandated should be promptly referred to the Compliance Officer.

任何有关公司信息披露是否合法的问题或担忧应及时对合规官提出。

Safeguarding Confidential Information and Company Property

保护机密信息和公司财产

Care must be taken to safeguard and protect confidential information and Company property. Accordingly, the following measures should be adhered to:

- The Company's employees should conduct their business and social activities so as not to risk inadvertent disclosure of confidential information. For example, when not in use, confidential information should be secretly stored. Also, review of confidential documents or discussion of confidential subjects in public places (e.g., airplanes, trains, taxis, buses, etc.) should be conducted so as to prevent overhearing or other access by unauthorized persons.
- Within the Company's offices, confidential matters should not be discussed within hearing range of visitors or others not working on such matters.
- Confidential matters should not be discussed with other employees not working on such matters or with friends or relatives including those living in the same household as a Company employee.
- The Company's employees are only to access, use and disclose confidential information that is necessary for them to have in the course of performing their duties. They are not to disclose confidential information to other employees or contractors at the Company unless it is necessary for those employees or contractors to have such confidential information in the course of their duties.
- The Company's files, personal computers, networks, software, internet access, internet browser programs, emails, voice mails and other business equipment (e.g. desks and cabinets) and resources are provided for business use and they are the exclusive property of the Company. Misuse of such Company property is not tolerated.

必须注意保护机密信息 and 公司财产。因此，应采取以下措施：

- 公司员工在开展业务和社交活动中，应避免无意中泄露机密信息。例如，在不使用时，机密信息应秘密存储。此外，在公共场所（如飞机、火车、出租车、公共汽车等）审查机密文件或讨论机密主题时，应防止偷听或其他未经授权的人员侵入。
- 在公司办公室内，不得在来访者或其他不从事保密工作的人员的听力范围内讨论保密事项。
- 保密事项不得与其他不从事保密工作的员工或朋友或亲戚讨论，包括与公司员工同住一户的朋友或亲戚。
- 本公司员工仅可获取、使用和披露其在履行职责过程中所需的保密信息。他们不得向公司的其他雇员或承包商披露机密信息，除非这些雇员或承包商在履行职责时有必要拥有此类机密信息。
- 公司的文件、个人电脑、网络、软件、互联网接入、互联网浏览器程序、电子邮件、语音邮件和其他业务设备（如办公桌和柜子）和资源是为业务用途提供的，是公司的专有财产。不允许滥用此类公司财产。

HONEST AND ETHICAL CONDUCT; COMPETITION AND FAIR DEALING

诚实和道德操守；竞争和公平交易

The Company's policy is to promote high standards of integrity by conducting its affairs honestly and ethically. All employees are obligated to deal ethically, lawfully and fairly with the Company's customers, suppliers, partners, service providers, competitors and employees, as well as with any other individual with whom he or she has contact in the course of performing his or her day-to-day duties or conducting business dealings on the Company's behalf. Employees should not take unfair advantage of anyone in business dealings on the Company's behalf through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

公司的政策是通过诚实和道德处理事务，来促进高标准的诚信。所有员工都有义务以道德、合法和公平的方式与公司的客户、供应商、合作伙伴、服务提供商、竞争对手和员工在履行其日常职责或代表公司进行业务往来过程中接触的任何其他个人打交道。员工不得代表公司在业务往来中通过操纵、隐瞒、滥用特权信息、歪曲重要事实或任何其他不正当交易行为，利用他人的不当行为。

Relationships with Customers

与客户的关系

Our business success depends upon our ability to foster lasting customer relationships. The Company is committed to dealing with customers fairly, honestly and with integrity. Specifically, you should keep the following guidelines in mind when dealing with customers:

- Information we supply to customers should be accurate and complete to the best of our knowledge. Employees should not deliberately misrepresent information to customers.
- Employees should not refuse to sell, service, or maintain products the Company has produced simply because a customer is buying products from another supplier.
- Customer entertainment should not exceed reasonable and customary business practice. Employees should not provide entertainment or other benefits that could be viewed as an inducement to or a reward for customer purchase decisions. Please see "[Gifts and Entertainment](#)" below for additional guidelines in this area.

我们的业务成功取决于我们培养持久客户关系的能力。公司致力于公平、诚实、诚信地与客户打交道。具体来说，您在与客户打交道时应牢记以下准则：

- 我们向客户提供的信息应准确、完整。员工不应故意向客户歪曲信息。
- 员工不应仅仅因为客户从其他供应商购买产品而拒绝销售、服务或维护公司生产的产品。

客户招待不应超过合理和习惯的商业惯例。员工不应提供娱乐或其他福利，这可能被视为对客户购买决定的引诱或奖励。请参阅下面的“[礼品和招待](#)”以了解此区域的其他指南。

Relationships with Suppliers

与供应商的关系

The Company deals fairly and honestly with its suppliers. This means that our relationships with suppliers are based on price, quality, service and reputation, among other factors. Employees dealing with suppliers should carefully guard their objectivity. Specifically, no employee should accept or solicit any personal benefit from a supplier or potential supplier that might compromise, or appear to compromise, their objective assessment of the supplier's products and prices. Employees can give or accept promotional items of nominal value or moderately scaled entertainment within the limits of responsible and customary business practice. Please see "Gifts and Entertainment" below for additional guidelines in this area.

公司应公平、诚实地对待供应商。这意味着我们与供应商的关系是基于价格、质量、服务和声誉等因素。与供应商打交道的员工应谨慎地维护自己的客观性。具体而言，任何员工不得接受或索取供应商或潜在供应商的任何个人利益，这些利益可能会损害或似乎会损害其对供应商产品和价格的客观评估。员工可以在合理且符合商业惯例范围内，赠送或接受名义价值的促销物品或适度规模的娱乐活动。请参阅下面的“礼品和招待”以了解此内容的其他指南。

Relationships with Competitors

与竞争对手的关系

The Company is committed to free and open competition in the marketplace. Employees should avoid actions that would be contrary to laws governing competitive practices in the marketplace, including antitrust laws. Such actions include misappropriation and/or misuse of a competitor's confidential information or making false statements about the competitor's business and business practices.

公司致力于市场上的自由和公开竞争。员工应避免采取违反市场竞争行为法律（包括反垄断法）的行动。此类行为包括盗用和/或滥用竞争对手的机密信息，或对竞争对手的业务和商业惯例作出虚假陈述。

PROTECTION AND USE OF COMPANY ASSETS

公司资产的保护和使用

Employees should protect the Company's assets and ensure their efficient use for legitimate business purposes only. Loss, theft, carelessness and waste have a direct impact on the Company's profitability. The use of Company funds or assets, whether or not for personal gain, for any unlawful or improper purpose is prohibited.

员工应保护公司的资产，并确保其仅用于合法的商业目的。丢失、盗窃、疏忽和浪费直接影响公司的盈利能力。禁止将公司资金或资产用于任何非法或不正当目的，不论是否为个人利益。

To ensure the protection and proper use of the Company's assets, each employee should:

- Exercise reasonable care to prevent loss, theft, damage or misuse of Company property.
- Report the actual or suspected loss, theft, damage or misuse of Company property to a supervisor.
- Use the Company's telephone system, other electronic communication services, written materials and other property primarily for business-related purposes.
- Safeguard all electronic programs, data, communications and written materials from inadvertent access by others.
- Use Company property only for legitimate business purposes, as authorized in connection with your job responsibilities.

为确保公司资产的保护和正确使用，每位员工应：

- 合理小心，防止公司财产丢失、被盗、损坏或滥用。
- 向主管报告公司财产的实际或疑似损失、盗窃、损坏或滥用。
- 使用公司的电话系统、其他电子通讯服务、书面材料和其他财产主要用于与业务有关的目的。
- 保护所有电子程序、数据、通信和书面材料不被他人无意中访问。
- 仅将公司财产用于合法的商业目的，并获得与您工作职责相关的授权。

Employees should be aware that Company property includes all data and communications transmitted or received to or by, or contained in, the Company's electronic or telephonic systems. Company property also

includes all written communications. Employees and other users of Company property should have no expectation of privacy with respect to these communications and data. To the extent permitted by law, the Company has the ability, and reserves the right, to monitor all electronic and telephonic communication. These communications may also be subject to disclosure to law enforcement or government officials.

员工应意识到，公司财产包括向公司电子或电话系统发送、接收或包含在公司电子或电话系统中的所有数据和通信，还包括所有的书面通讯。员工和公司财产的其他用户不应对这些通讯和数据有隐私权的期望。在法律允许的范围内，本公司有能够且保留监控所有电子和电话通信的权利。这些通信也可能向执法部门或政府官员披露。

GIFTS AND ENTERTAINMENT

礼品和娱乐

The giving and receiving of gifts is a common business practice. Appropriate business gifts and entertainment are welcome courtesies designed to build relationships and understanding among business partners. However, gifts and entertainment should not compromise, or appear to compromise, your ability to make objective and fair business decisions.

送礼和收礼是一种常见的商业行为。适当的商务礼品和招待是受欢迎的礼貌，旨在建立业务伙伴之间的关系和理解。然而，礼物和招待不应损害，或似乎损害，你作出客观和公平的商业决策的能力。

It is your responsibility to use good judgment in this area. As a general rule, you may give or receive gifts or entertainment to or from customers or suppliers only if the gift or entertainment would not be viewed as an inducement to or reward for any particular business decision. All gifts and entertainment expenses should be properly accounted for on expense reports. The following specific examples may be helpful:

- Meals and Entertainment. You may occasionally accept or give meals, refreshments or other entertainment if:
 - The items are of reasonable value;
 - The purpose of the meeting or attendance at the event is business related; and
 - The expenses would be paid by the Company as a reasonable business expense if not paid for by another party.

你有责任在这方面做出正确的判断。一般来说，只有在礼品或招待不会被视作任何特定商业决策的诱因或报酬的情况下，您才可以向客户或供应商赠送或接受礼品或招待。所有礼品和招待费用应在费用报告中正确说明。以下具体示例可能会有所帮助：

- 餐饮和娱乐. 在下列情况下，您可以偶尔接受或提供膳食、茶点或其他娱乐：
- 物品具有合理价值；
- 会议或出席活动的目的与业务有关；以及
- 如果不由另一方支付，该费用将作为合理的业务费用由公司支付。

Entertainment of reasonable value may include food and tickets for sporting and cultural events if they are generally offered to other customers, suppliers or vendors.

- Advertising and Promotional Materials. You may occasionally accept or give advertising or promotional materials of nominal value.
- Personal Gifts. You may accept or give personal gifts of reasonable value that are related to recognized special occasions such as a graduation, promotion, new job, wedding, retirement or a holiday. A gift is also acceptable if it is based on a family or personal relationship and unrelated to the business involved between the individuals.
- Gifts Rewarding Service or Accomplishment. You may accept a gift from a civic, charitable or religious organization specifically related to your service or accomplishment.

当向其他顾客，供应商或销售商提供时，合理价值的娱乐活动包括食物和体育文化活动的门票。

- 广告和宣传材料. 您可能偶尔接受或提供有价值的广告或促销材料。
- 私人礼物. 您可以接受或赠送与毕业、晋升、新工作、婚礼、退休或度假等公认特殊场合有关的合理价值的个人礼物。如果礼物是基于家庭或个人关系，与个人之间的业务无关，也可以接受。
- 奖励服务或成就的礼物. 您可以接受公民、慈善或宗教组织提供的与您的服务或成就相关的礼物。

You must be particularly careful that gifts and entertainment are not construed as bribes, kickbacks or other improper payments. See “The Foreign Corrupt Practices Act” below for a more detailed discussion of our policies regarding giving or receiving gifts related to business transactions.

您必须特别小心，不要将礼物和招待视为贿赂，回扣或其他不当付款。请参阅下面的“反海外腐败法”以了解我们有关赠送或接受与商业交易相关礼品的政策的更详细讨论。

You should make every effort to refuse or return a gift that is beyond these permissible guidelines. If it would be inappropriate to refuse a gift or you are unable to return a gift, you should promptly report the gift to your supervisor. Your supervisor will bring the gift to the attention of the Compliance Officer, who may require you to donate the gift to an appropriate community organization. If you have any questions about whether it is permissible to accept a gift or something else of value, contact your supervisor or the Compliance Officer for additional guidance.

您应尽一切努力拒绝或退还超出这些允许准则的礼物。如果拒绝礼物不合适，或者您不能归还礼物，应该及时向您的主管报告礼物。您的主管会将礼物提请合规官注意，合规官可能会要求您将礼物捐赠给适当的社区组织。如果您对是否允许接受礼物或其他贵重物品有任何疑问，请联系您的主管或合规官以获取更多指导。

COMPANY RECORDS

公司记录

Accurate and reliable records are crucial to our business. Our records are the basis of our earnings statements, financial reports and other disclosures to the public and guide our business decision-making and strategic planning. Company records include booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of our business.

准确可靠的记录对我们的业务至关重要。我们的记录是我们向公众披露的盈利报表、财务报告和其他信息的基础，并指导我们的业务决策和战略规划。公司记录包括预订信息、工资单、考勤卡、差旅和费用报告、电子邮件、会计和财务数据、测量和绩效记录、电子数据文件以及在我们日常业务过程中维护的所有其他记录。

All Company records must be complete, accurate and reliable in all material respects. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited. You are responsible for understanding and complying with our record keeping policy. Ask your supervisor if you have any questions.

公司所有记录在所有重要方面必须完整、准确和可靠。未披露或未记录的资金、付款或收款与我们的业务惯例不一致，是禁止的。您有责任理解并遵守我们的记录保存政策。如果您有任何问题，可以咨询您的主管。

ACCURACY OF FINANCIAL REPORTS AND OTHER PUBLIC COMMUNICATIONS

公共财务报告和其他财务报告的准确性

As a public company we are subject to various securities laws, regulations and reporting obligations. These laws, regulations and obligations and our policies require the disclosure of accurate and complete information regarding the Company's business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability.

作为一家上市公司，我们必须遵守各种证券法律、法规和报告义务。这些法律、法规和义务以及我们的政策要求披露有关公司业务、财务状况和经营成果的准确和完整的信息。不准确、不完整或不及时的报告将是不可容忍的，并可能严重损害公司和导致法律责任。

It is essential that the Company's financial records, including all filings with the Securities and Exchange Commission ("SEC") be accurate and timely. Accordingly, in addition to adhering to the conflict of interest policy and other policies and guidelines in this Code, our executive officers, including our executive officers and other senior officers, must take special care to exhibit integrity at all times and to instill this value within their organizations. In particular, these senior officers must ensure their conduct is honest and ethical that they abide by all public disclosure requirements by providing full, fair, accurate, timely and understandable disclosures, and that they comply with all other applicable laws and regulations. These senior officers must also understand and strictly comply with generally accepted accounting principles in the U.S. and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

公司的财务记录，包括向美国证券交易委员会（“SEC”）提交的所有文件，必须准确及时。因此，除了遵守本准则中的利益冲突政策和其他政策和指导方针外，我们的高级管理人员，包括我们的执行官和其他高级官员，必须特别注意始终表现正直，并将这种价值观灌输到他们的组织中。特别是，这些高级官员必须确保其行为是诚实和道德的，遵守所有公开披露要求，提供充分、公平、准确、及时和可理解的披露，并遵守所有其他适用法律法规。这些高级管理人员还必须了解并严格遵守美国公认的会计原则，以及有关交易、估计和预测的会计和财务报告的所有标准、法律和法规。

In addition, U.S. federal securities law requires the Company to maintain proper internal books and records and to devise and maintain an adequate system of internal accounting controls. The SEC has supplemented the statutory requirements by adopting rules that prohibit (1) any person from falsifying records or accounts subject to the above requirements and (2) officers or directors from making any materially false, misleading, or incomplete statement to an accountant in connection with an audit or any filing with the SEC. These provisions reflect the SEC's intent to discourage officers, directors, and other persons with access to the Company's books and records from taking action that might result in the communication of materially misleading financial information to the investing public.

此外，美国联邦证券法要求公司保留适当的内部账簿和记录，并设计和维护适当的内部会计控制系统。美国证券交易委员会通过采用以下规则补充了法定要求：禁止（1）任何人伪造符合上述要求的记录或账目，以及（2）高级职员或董事在审计或向美国证券交易委员会提交的任何文件中，对会计师作出任何重大虚假，误导或不完整的陈述。这些规定反映了美国证券交易委员会的意图，即阻止管理人员、董事和其他有权查阅公司账簿和记录的人员采取可能导致向投资公众传达重大误导性财务信息的行动。

COMPLIANCE WITH LAWS AND REGULATIONS

遵守法律法规

The Company seeks to conduct its business in compliance with both the letter and the spirit of applicable laws, rules and regulations. Each employee has an obligation to comply with all laws, rules and regulations applicable to the Company's operations. These include, without limitation, laws covering bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. No employee shall engage in any unlawful activity in conducting the Company's business or in performing day-to-day duties, nor shall any employee instruct others to do so. You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice from your supervisor or the Compliance Officer.

本公司力求按照适用法律，法规和规章的文字和精神开展业务。每位员工都有义务遵守适用于公司运营的所有法律、法规和条例。其中包括但不限于涉及贿赂和回扣、版权、商标和商业秘密、信息隐私、内幕交易、非法政治捐款、反垄断禁令、外国腐败行为、提供或接受酬金、环境危害、就业歧视或骚扰的法律，职业健康和安全、虚假或误导性财务信息或滥用公司资产。任何员工不得在执行公司业务或履行日常职责时从事任何非法活动，也不得指示他人从事此类活动。您应该了解并遵守所有适用于您工作岗位的法律、法规和规章制度。如果对某一行为是否合法存在任何疑问，您应向您的主管或合规官寻求建议。

COMPLIANCE WITH INSIDER TRADING LAWS

遵守内幕交易法

The Company has an insider trading policy, which may be obtained from the Compliance Officer. The following is a summary of some of the general principles relevant to insider trading, and should be read in conjunction with the aforementioned specific policy.

公司有内幕交易政策，可向合规官处获得。以下是与内幕交易有关的一些一般原则的摘要，应结合上述具体政策阅读。

Company employees are prohibited from trading in shares or other securities of the Company while in possession of material, nonpublic information about the Company. In addition, Company employees are prohibited from recommending, "tipping" or suggesting that anyone else buy or sell shares or other securities of the Company on the basis of material, nonpublic information. Company employees who obtain material nonpublic information about another company in the course of their employment are prohibited from trading in the shares or securities of the other company while in possession of such information or "tipping" others to trade on the basis of such information. Violation of insider trading laws can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

禁止公司员工在持有公司重大、非公开信息的同时买卖公司股票或其他证券。此外，公司员工不得以重大、非公开信息为依据，推荐、提示或建议他人买卖公司股票或其他证券。公司雇员在受雇期间获得有关另一家公司的重大非公开信息的，不得在持有该等信息的同时买卖该另一家公司的股票或证券，也不得向他人“提示”根据该等信息进行交易。违反内幕交易法可能导致严重的罚款和刑事处罚，以及公司的纪律处分，包括终止雇佣关系。

Information is “non-public” if it has not been made generally available to the public by means of a press release or other means of widespread distribution. Information is “material” if a reasonable investor would consider it important in a decision to buy, hold or sell shares or other securities. As a rule of thumb, any information that would affect the value of shares or other securities should be considered material. Examples of information that is generally considered “material” include:

- Financial results or forecasts, or any information that indicates the Company’s financial results may exceed or fall short of forecasts or expectations;
- Important new products or services;
- Pending or contemplated acquisitions or dispositions, including mergers, tender offers or joint venture proposals;
- Possible management changes or changes of control;
- Pending or contemplated public or private sales of debt or equity securities;
- Acquisition or loss of a significant customer or contract;
- Significant write-offs;
- Initiation or settlement of significant litigation; and
- Changes in the Company’s auditors or a notification from its auditors that the Company may no longer rely on the auditor’s report.

如果没有通过新闻稿或其他广泛传播的方式向公众普遍提供信息，则信息是“非公开的”。如果一个理性的投资者认为在决定购买、持有或出售股票或其他证券时认为是重要的，则信息是“重要的”。根据经验，任何影响股票或其他证券价值的信息都应被视为重要信息。通常被视为“重要”的信息示例包括：

- 财务结果或预测，或任何表明公司财务结果可能超过或低于预测或预期的信息；
- 重要的新产品或服务；
- 待决或拟进行的收购或处置，包括合并、要约收购或合资提议；
- 可能发生的管理变更或控制权变更；
- 待决或计划公开或私下出售债务或权益证券；
- 获得或失去重要客户或合同；
- 重大注销；
- 重大诉讼的提起或和解
- 公司审计师的变更或审计师发出的公司可能不再依赖审计师报告的通知。

The laws against insider trading are specific and complex. Any questions about information you may possess or about any dealings you have had in the Company’s securities should be promptly brought to the attention of the Compliance Officer.

禁止内幕交易的法律是具体而复杂的。有关您可能拥有的信息或有关您在公司证券中进行的任何交易的任何疑问，应立即提请合规官注意。

PUBLIC COMMUNICATIONS AND PREVENTION OF SELECTIVE DISCLOSURE

公共传播与防止选择性披露

Public Communications Generally

一般公共传播

The Company places a high value on its credibility and reputation in the community. What is written or said about the Company in the news media and investment community directly impacts our reputation, positively or negatively. Our policy is to provide timely, accurate and complete information in response to public requests (media, analysts, etc.), consistent with our obligations to maintain the confidentiality of competitive and proprietary information and to prevent selective disclosure of market-sensitive financial data. To ensure compliance with this policy, all news media or other public requests for information regarding the Company should be directed to the Compliance Officer. The Compliance Officer will work with you and the appropriate personnel to evaluate and coordinate a response to the request.

本公司非常重视自己在社会上的信誉和声誉。新闻媒体和投资界对公司的评论直接影响我们的声誉，无论是正面的还是负面的。我们的政策是根据公众要求（媒体、分析师等）提供及时、准确和完整的信息，这与我们维护竞争性和专有信息的机密性以及防止选择性披露市场敏感金融数据的义务相一致。为确保遵守本政策，所有新闻媒体或其他公众对公司信息的要求均应提交给合规官。合规官将与您和有关人员一起评估和协调对请求的响应。

Prevention of Selective Disclosure

防止选择性披露

Preventing selective disclosure is necessary to comply with United States securities laws and to preserve the reputation and integrity of the Company as well as that of all persons affiliated with it. “**Selective disclosure**” occurs when any person provides potentially market-moving information to selected persons before the news is available to the investing public generally. Selective disclosure is a crime under United States law and the penalties for violating the law are severe.

防止选择性披露是遵守美国证券法和维护本公司及所有关联人士的声誉和诚信所必需的。“选择性披露”是指在新闻向大众公开发布之前，任何人向选定人员提供了潜在的市场动向信息。根据美国法律，选择性披露是一种犯罪，对违反法律的处罚是严厉的。

The following guidelines have been established to avoid improper selective disclosure. Every employee is required to follow these procedures:

- All contact by the Company with investment analysts, the press and/or members of the media shall be made through the chief executive officer, chief financial officer or persons designated by them (collectively, the “**Media Contacts**”).
- Other than the Media Contacts, no officer, director or employee shall provide any information regarding the Company or its business to any investment analyst or member of the press or media.
- All inquiries from third parties, such as industry analysts or members of the media, about the Company or its business should be directed to a Media Contact or other appropriate persons designated by them. All presentations to the investment community regarding the Company will be made by us under the direction of a Media Contact.
- Other than the Media Contacts, any employee who is asked a question regarding the Company or its business by a member of the press or media shall respond with “No comment” and forward the inquiry to a Media Contact.

为避免不当的选择性披露，制定了以下准则。每位员工都必须遵守以下程序：

- 公司与投资分析师、新闻界和/或媒体成员的所有联系均应通过首席执行官、首席财务官或其指定人员（合称“**媒体联系人**”）进行。
- 除媒体联系人外，任何高级职员、董事或雇员不得向任何投资分析师或新闻界或媒体成员提供有关公司或其业务的任何信息。
- 第三方（如行业分析师或媒体成员）对本公司或其业务的所有询问应直接向媒体联系人或其指定的其他适当人员进行。我们将在媒体联系人的指导下，向投资界介绍公司的所有情况。
- 除媒体联系人外，任何员工被媒体或媒体成员问及有关公司或其业务的问题时，应回答“无可奉告”，并将问题转发给媒体联系人。

These procedures do not apply to the routine process of making previously released information regarding the Company available upon inquiries made by investors, investment analysts and members of the media.

这些程序不适用于在投资者，投资分析师和媒体成员进行查询后提供有关公司的先前发布的信息的常规过程。

Selective disclosure is a topic of intense focus with the SEC following the release of SEC Regulation FD (selective disclosure). Although foreign private issuers, such as the Company, are exempt from Regulation FD, the Company remains liable for selective disclosure. Please contact the Compliance Officer if you have any questions about the scope or application of the Company’s policies regarding selective disclosure.

选择性披露是美国证券交易委员会（SEC）发布FD（选择性披露）条例后，SEC高度关注的话题。尽管外国发行人，如本公司，不受FD条例的约束，但本公司仍需承担选择性披露的责任。如果您对公司选择性披露政策的范围或应用有任何疑问，请联系合规官。

THE FOREIGN CORRUPT PRACTICES ACT

反海外腐败法

The Foreign Corrupt Practices Act (the “FCPA”) prohibits the Company and its employees and agents from offering or giving money or any other item of value to win or retain business or to influence any act or decision of any governmental official, political party, candidate for political office or official of a public international organization. Stated more concisely, the FCPA prohibits the payment of bribes, kickbacks or other inducements to foreign officials. This prohibition also extends to payments to a sales representative or agent if there is reason to believe that the payment will be used indirectly for a prohibited payment to foreign officials. Violation of the FCPA is a crime that can result in severe fines and criminal penalties, as well as disciplinary action by the Company, up to and including termination of employment.

《反海外腐败法》（“FCPA”）禁止本公司及其员工和代理人向任何政府官员、政党、政治职位候选人或公共国际组织官员提供或给予金钱或任何其他有价物品，以赢得或保留业务，或影响其任何行为或决定。更简洁地说，FCPA禁止向外国官员支付贿赂、回扣或其他诱因。如果有理由相信向销售代表或代理商支付的款项将间接用于向外国官员支付被禁止的款项，则这项禁令也适用于向销售代表或代理商支付的款项。违反《反海外腐败法》是一种犯罪行为，可能导致严重罚款和刑事处罚，以及公司的纪律处分，包括终止雇佣关系。

Certain small facilitation payments to foreign officials may be permissible under the FCPA if customary in the country or locality and intended to secure routine governmental action. Governmental action is “routine” if it is ordinarily and commonly performed by a foreign official and does not involve the exercise of discretion. For instance, “routine” functions would include setting up a telephone line or expediting a shipment through customs. To ensure legal compliance, all facilitation payments must receive prior written approval from the Compliance Officer and must be clearly and accurately reported as a business expense.

根据《反海外腐败法》的规定，向外国官员支付的某些小额便利费可能是允许的，前提是该国或当地的习惯做法是为了确保政府的日常行动。如果政府行为通常由外国官员执行，不涉及行使自由裁量权，那么它就是“例行”行为。例如，“常规”功能包括设置电话线或加快货物通过海关。为确保法律合规，所有疏通费必须事先获得合规官的书面批准，并且必须清楚，准确地报告为业务费用。

ENVIRONMENT, HEALTH AND SAFETY

环境、健康和安全的

The Company is committed to providing a safe and healthy working environment for its employees and to avoiding adverse impact and injury to the environment and the communities in which we do business. Company employees must comply with all applicable environmental, health and safety laws, regulations and Company standards. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with environmental, health and safety laws and regulations can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact the Compliance Officer if you have any questions about the laws, regulations and policies that apply to you.

公司致力于为员工提供一个安全健康的工作环境，避免对我们开展业务的环境和社区造成不利影响和伤害。公司员工必须遵守所有适用的环境、健康和安全的法律、法规和公司标准。您有责任了解并遵守与您工作相关的法律、法规和政策。不遵守环境、健康和安全的法律法规可能导致您和公司承担民事和刑事责任，以及公司的纪律处分，包括终止雇佣关系。如果您对适用于您的法律、法规和政策有任何疑问，请联系合规官。

All Company employees should strive to conserve resources and reduce waste and emissions through recycling and other energy conservation measures. You have a responsibility to promptly report any known or suspected violations of environmental laws.

公司全体员工应通过回收利用和其他节能措施，努力节约资源，减少浪费和排放。您有责任及时报告任何已知或涉嫌违反环境法的行为。

The Company is committed not only to complying with all relevant health and safety laws, but also to conducting business in a manner that protects the safety of its employees. All employees are required to comply with all applicable health and safety laws, regulations and policies relevant to their jobs. If you have a concern about unsafe conditions or tasks that present a risk of injury to you, please report these concerns immediately to your supervisor or the Compliance Officer.

公司不仅致力于遵守所有相关的健康和安全的法律，还致力于以保护员工安全的方式开展业务。所有员工都必须遵守与其工作相关的所有适用的健康和安全的法律、法规和政策。如果您担心不安全的条件或任务会对您造成伤害，请立即向您的主管或合规官报告这些问题。

EMPLOYMENT PRACTICES

就业实践

The Company pursues fair employment practices in every aspect of its business. The following is intended to be a summary of our employment policies and procedures. Copies of our detailed policies are available from the Compliance Officer. Company employees must comply with all applicable labor and employment laws, including anti-discrimination laws and laws related to freedom of association, privacy and collective bargaining. It is your responsibility to understand and comply with the laws, regulations and policies that are relevant to your job. Failure to comply with labor and employment laws can result in civil and criminal liability against you and the Company, as well as disciplinary action by the Company, up to and including termination of employment. You should contact the Compliance Officer if you have any questions about the laws, regulations and policies that apply to you.

公司在业务的各个方面都奉行公平就业的做法。以下是我们就业政策和程序的总结。我们的详细政策副本可从合规官处获得。公司员工必须遵守所有适用的劳动和就业法律，包括反歧视法律和与结社自由、隐私和集体谈判有关的法律。您有责任了解并遵守与您的工作相关的法律、法规和政策。不遵守劳动和就业法律可能导致对您和公司的民事和刑事责任，以及公司的纪律处分，包括终止雇佣关系。如果您对适用于您的法律、法规和政策有任何疑问，请联系合规官。

Harassment and Discrimination

骚扰和歧视

The Company is committed to providing equal opportunity and fair treatment to all individuals on the basis of merit, without discrimination because of race, color, religion, national origin, gender (including pregnancy), sexual orientation, age, disability, veteran status or other characteristic protected by law. The Company prohibits harassment in any form, whether physical or verbal and whether committed by supervisors, non-supervisory personnel or non-employees. Harassment may include, but is not limited to, offensive sexual flirtations, unwanted sexual advances or propositions, verbal abuse, sexually or racially degrading words, or the display in the workplace of sexually suggestive objects or pictures.

公司致力于为所有个人提供平等机会和公平待遇，不因种族、肤色、宗教、国籍、性别（包括怀孕）、性取向、年龄、残疾、退伍军人身份或其他受法律保护的特征而受到歧视。公司禁止任何形式的骚扰，无论是身体骚扰还是口头骚扰，无论是由主管、非主管人员或非员工实施的骚扰。骚扰可能包括但不限于冒犯性的挑逗、不情愿的性侵犯或性主张、辱骂、性或种族歧视的词语，或在工作场所展示性暗示物品或图片。

If you have any complaints about discrimination or harassment, report such conduct to your supervisor or the Compliance Officer. All complaints will be treated with sensitivity and discretion. Your supervisor, the Compliance Officer and the Company will protect your confidentiality to the extent possible, consistent with law and the Company's need to investigate your concern. Where our investigation uncovers harassment or discrimination, we will take prompt corrective action, which may include disciplinary action by the Company, up to and including, termination of employment. The Company strictly prohibits retaliation against an employee who, in good faith, files a complaint.

如果您对歧视或骚扰有任何投诉，请向您的主管或合规官报告此类行为。所有投诉都将以敏感和谨慎的态度处理。您的主管、合规官和公司将尽可能保护您的机密，符合法律和公司调查您的问题的需要。如果我们的调查发现骚扰或歧视，我们将立即采取纠正措施，包括公司的纪律处分，包括终止雇佣关系。公司严格禁止对善意提出投诉的员工进行报复。

Any member of management who has reason to believe that an employee has been the victim of harassment or discrimination or who receives a report of alleged harassment or discrimination is required to report it to the Compliance Officer immediately.

任何管理层成员如果有理由相信员工受到骚扰或歧视，或收到指控骚扰或歧视的报告，必须立即向合规官报告。

REPORTING AND ENFORCEMENT

报告和执行

Reporting and Investigation of Violations

举报和调查违法行为

Actions prohibited by this Code involving directors or executive officers must be reported to the Audit Committee of the Board (the “**Audit Committee**”).

本准则禁止的涉及董事或高级管理人员的行为必须向董事会审计委员会（“审计委员会”）报告。

Actions prohibited by this Code involving anyone other than a director or executive officer must be reported to the reporting person’s supervisor or the Compliance Officer.

本准则禁止的涉及董事或执行官以外任何人的行为必须向报告人的主管或合规官报告。

After receiving a report of an alleged prohibited action, the Audit Committee, the relevant supervisors or the Compliance Officer must promptly take all appropriate actions necessary to investigate. All employees are expected to cooperate in any internal investigation of misconduct.

审计委员会、相关监管人员或合规官在收到被指控的禁止行为报告后，必须立即采取一切必要的适当行动进行调查。所有员工都应配合对不当行为的任何内部调查。

Enforcement

执行

The Company must ensure prompt and consistent action against violations of this Code.

公司必须确保对违反本准则的行为采取及时和一致的行动。

If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board.

如果审计委员会在调查董事或执行官涉嫌违禁行为的报告后，确定发生了违反本准则的行为，审计委员会将向董事会报告该决定。

If, after investigating a report of an alleged prohibited action by any other person, the supervisor or the Compliance Officer determines that a violation of this Code has occurred, the supervisor or the Compliance Officer will report such determination to the Board.

如果监事或合规官在调查任何其他人士涉嫌禁止行为的报告后，确定发生了违反本准则的行为，监事或合规官将向董事会报告该决定。

Upon receipt of a determination that there has been a violation of this Code, the Board will take such preventative or disciplinary action as it deems appropriate, including reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate government authorities.

在收到违反本准则的裁定后，董事会将采取其认为适当的预防性或纪律处分，包括调职、降职、解雇，如果发生犯罪行为或其他严重违法行为，将通知相关政府部门。

CONCLUSION

结论

This Code of Business Conduct and Ethics contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If you have any questions about these guidelines, please contact your supervisor or the Compliance Officer. We expect all Company employees to adhere to these standards.

本商业行为和道德规范包含了按照最高商业道德标准开展公司业务的一般准则。如果您对这些指南有任何疑问，请联系您的主管或合规官。我们希望公司所有员工都遵守这些标准。

This Code of Business Conduct and Ethics, as applied to the Company’s executive officers, shall be the Company’s “code of ethics” within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder.

This Code and the matters contained herein are neither a contract of employment nor a guarantee of continuing Company policy. We reserve the right to amend, supplement or discontinue this Code and the matters addressed herein, without prior notice, at any time.

适用于本公司高管的本商业行为和道德规范应为《2002年萨班斯-奥克斯利法案》第406节及其下颁布的规则所指的本公司“道德规范”。

本守则及其所载事项既不是雇佣合同，也不是公司政策持续性的保证。我方保留在任何时候修改、补充或终止本准则及本准则所述事项的权利，恕不另行通知。

* * *