

CODE OF BUSINESS CONDUCT

商业道德规范

1. Purpose 目的

It is Pearl Holding III Limited's Group policy to conduct its Asian and worldwide operations in accordance with the highest business ethical considerations, to comply with the laws of the countries in which Group operates and to conform to locally accepted standards of good corporate citizenship.

Pearl Holding III Limited 的集团政策是其在亚洲及全球从事各项业务时，需遵循最高商业道德标准，遵守集团业务所在地区及国家的各项法律并符合当地优秀企业公民的标准。

2. Scope 范围

This Code of Business Conduct is applicable to employees of Pearl Holding III Limited and its direct and indirectly subsidiaries, and is also applicable to temporary and agency employee of Group. All such employees and temporary and agency employee shall hereafter collectively be referred to as "employees".

本商业道德规范适用于 Pearl Holding III Limited 及其直接和间接关联公司的员工，同时适用于集团非正式的临时或代理员工。所有正式员工、非正式的临时或代理员工一下合称“员工”。

3. Definitions 定义

"Group" or "the Company" shall mean Pearl Holding III Limited and all of its direct and indirect subsidiaries.

“集团”或“公司”是指 Pearl Holding III Limited 及其所有直接和间接子公司。

4. Relevant documents 相关文件

- Anti-Bribery & Corruption Policy 反贿赂及反腐败政策
- Whistleblowing Policy 举报政策
- Conflict of Interest Policy 利益冲突政策
- Trade Control Policy 贸易控制政策

5. Article 内容

5.1 Our Policy 我们的政策

Group's policy, as a socially responsible company, is to conduct all business affairs in accordance with the highest business ethical standards, to comply with applicable laws, and to be a good corporate citizen. This policy applies to all business groups, regions and corporate functions, and to all employees, officers and directors of Group.

作为一家负有社会责任的企业，集团的政策是执行符合最高商业道德标准的所有商业活动、遵守适用的法律并努力成为良好的企业公民。此政策适用于集团的所有业务组织、区域和职能部门，并适用于公司的所有员工、管理人员及高层主管。

5.2 Our Customers 我们的客户

Our Group is committed to maintaining our customers' trust and respect. We compete fairly, honestly and by delivering superior products and services to our customers. Company does not authorize, condone, encourage or promote, directly or indirectly through others, unlawful or unethical behavior, such as bribery, kick-backs, pay-offs, promises to pay cash or things of value, or any other activities that may be construed as being corrupt, unlawful or unethical.

我们集团致力于维持客户的信任与尊重。我们秉持公正、诚实的竞争理念，并为客户提供优质的产品和服务。公司不会直接（或通过他人间接）授权、容忍、怂恿或促成非法或不道德的行为，如行贿、回扣、收买、承诺支付现金或贵重物品，或者其它可视为腐败、非法或不道德的行为。

5.3 Competitors 竞争对手

Company competes vigorously and fairly and complies with applicable anti-competition laws to ensure our goods and services are provided on their merits. Only lawful means of obtaining information about our competitors may be used.

公司开展公正、有力的竞争，并在竞争中遵循适用的反不正当竞争法案，从而确保公司依靠实力提供产品和服务。同时，我们仅采用合法手段获取有关竞争对手的信息。

5.4 Agents, Consultants and Business Partners 代理商、顾问和业务合作伙伴

Group uses only those business partners, consultants, contractors, representatives, resellers, sales and marketing agents or suppliers (commonly referred to as "Agents, Consultants and Business Partners") who have met or exceeded the Company's high standards and entered into the appropriate written agreements in strict compliance with the Company's and global policies and procedure.

集团公司仅选择那些能够满足或超出公司的高标准要求，并且严格按照公司及集团的政策和程序签订了恰当书面协议的业务合作伙伴、顾问、承包商、代表、经销商、销售和市场代理商或供应商（通常称作“代理商、顾问和业务合作伙伴”）。

5.5 Conflicts of Interest 利益冲突

Group's employees must avoid business decisions, conduct, or other outside activities that create an actual or potential conflict of interest with our obligations or duties to Group Company by either declining to engage in conflicting behavior, or by first seeking guidance from their direct supervisor. Company's assets, including electronic systems or devices, may not be used for personal gain.

集团的员工必须避免参加与集团公司的义务或责任产生实际或潜在利益冲突的商业决定、行为或其他户外活动，拒绝参与有利益冲突的活动，或在有疑问时首先向其直接上级寻求帮助。集团公司的资产（包含电子系统或设备）不可用于个人获利。

5.6 Offer and Receipt of Gift 提供和接受礼品

Employees may offer appropriate gift, entertainment or hospitality for routine services or courtesies received, to relevant parties which maintain business relationship with the Company, only to the extent permitted under all applicable laws and the Company's policies. All such expenditures must obtain the approvals as required by applicable policies of the Company and be reported in the Company's book of accounts.

在符合所有适用的法律及公司政策的前提下，员工出于日常业务所需或回礼的目的，可向与公司有业务关系的相关方提供合适的礼品、娱乐或招待。所有这类支出必须按适用的公司政策得到批准并被记录在公司的帐簿上。

In connection with the business activities, employees shall not ask or demand, implicitly or directly, any gift from any customer, supplier or business associate of the Company and shall not receive any cash, jewelry, or other items with a value in excess of USD 30. Employees may receive gifts of token value or accept invitations only if such gifts or invitations have no influence on their decision-making and are not illegal under any applicable law and the value of such gifts and invitations are no more than USD 30 in nominal monetary value. In case the gift value is above such nominal monetary value and cannot be refused and returned, the receiver shall hand such gift in to the Company.

公司员工在业务活动中，不允许直接或以暗示的方式向任何客户、供应商和业务关联单位索要礼品并不允许接受任何现金、珠宝、或其他价值超过 30 元美元的物品。在不违反任何适用法律、不影响自己决策的前提下，员工可以接受有价礼品或邀请，但所接受的礼品和邀请的现金价值应不超过 30 元美元。如果收到的礼品价值高于此规定现金价值且不能拒绝或退回，收到者应将该礼品上交公司。

5.7 Protection and Appropriate Use of Internal, Confidential Data and Data Privacy Rights 内部机密数据与数据隐私权的保护和正确使用

Group's employees may not exploit for personal gain: (i) Group's financial and non-financial data; and (ii) confidential non-public information to buy or sell, directly or indirectly, the security of Group protects the confidential and proprietary nature of both the Company's data,

and the data of others disclosed to company in confidence. The privacy of data entrusted into the Company's care must be protected at all times, including those relating to individual persons.

集团的员工不可为个人目的使用：(i) 集团的财务和非财务数据，以及 (ii) 机密的非公共信息，来直接或间接买卖公司的有价证券。集团保护本公司数据，以及其它公司提供给公司的机密数据及专有信息。由公司管理的数据（包括与个人相关的数据）的隐私必须时刻得到保护。

5.8 Responsible Financial and Non-Financial Recordkeeping

可靠的财务与非财务记录存储

Each Group's employee is responsible for the accurate recording and reporting of financial data and the integrity of our financial records. Group reserve all business records for their required-on periods. Whether in paper or electronic form, to ensure both global and local requirements are met and properly disposes of them when those retention period have been met.

集团的每位员工都有责任正确地记录和报告财务数据，并确保财务记录的完整性。公司以纸张或电子形式在所需的保留期内保存所有业务记录，以确保全球和当地的要求得到满足，并在保留期过后正确处理这些记录。

5.9 Respect for a Diverse Culture and Fairness

尊重多元文化及公平对待

Group is one company formed of many diverse and exciting cultures, thus each of us, the Company's employees, must strive to appreciate, benefit from and understand one another's cultures and customers. Group's employees must not discriminate against one another, including for reasons of age, disability, ethnic origin, gender, race, religion and sexual orientation.

集团是一家由多种不同丰富文化组成的公司，因此，我们集团尊重公司的每位员工，必须努力重视、借鉴并理解他人的文化与习俗。我们基于目标工作能力选择和安置员工，考虑合适和需要的岗位调整，而不考虑年龄、性别、种族、宗教、性取向或者身体或精神残障。无论我们在何处开展业务，我们支持并遵守禁止歧视的当地法律。

5.10 Commitment to Human Rights, the Environment and Social Responsibility

致力于人权、环境与社会 responsibility

Group Supports and respects, within its sphere of influence, the protection of international human rights set out in any declaration or convention that is subscribed by Chinese Government and recognized internationally. In particular, the Company supports the effective elimination of all forms of compulsory labor and child labor and will make this a criterion in the selection and managements of its suppliers and contractors. The Company will endeavor

to undertake initiatives to promote greater environmental responsibility and encourage the developments and implementations of environmentally-friendly technologies. Group encourages its employees to exhibit a strong sense of social responsibility by serving to enhance to communities in which they live and work.

集团在影响力范围内支持并尊重所有中国政府参加的并且国际认可的宣言或条约中阐述的国际人权的保护。公司特别支持有效消除所有形式的强制劳动力和童工，并将其作为选择和管理供应商与承包商的准则。公司将努力采取措施提倡更广泛的环境责任，并鼓励开发和执行环境友好型技术。同时，集团也鼓励其员工表现出更强的社会责任感，努力改善所生活和工作的社区。

5.11. Accountability 责任心

Group's employees are all accountable, individually and in teams, for their behavior, actions and results. All employees are required to comply with this Code of Business conduct and failure to do so will result in disciplinary measures. We, the Company's employees, have an obligation to report unethical business conduct, the violation of Company policies, or the commission of any dishonest, destructive or illegal actions. Any reporting of violation of this Code of Business Conduct will be treated seriously and confidentially by the Company, provided that they are reported by appropriate approaches and properly documented. Any employee who has questions or concerns regarding the application of this Code of Business Conduct should consult with their supervisor, or Compliance Committee members.

集团的员工，无论是团队还是个人，都对其行为、活动和结果负责。所有员工都必须遵守本商业道德规范，否则，将受到纪律处分。公司员工有义务报告任何不道德的商业行为、违反公司政策的行为，或任何欺诈、有害或非法的行为。对于通过正规渠道和形式提交的关于违反本商业道德规范的举报，公司都会认真、保密地进行调查，公司不会对上述举报行为采取任何形式的打击报复。任何员工在执行本商业道德规范时，如遇到问题或疑虑应及时向其上级或道德委员会成员咨询。