

CONFLICT OF INTEREST POLICY 利益冲突政策

1. INTRODUCTION 前言

1.1 STATEMENT OF DEFINITION AND PURPOSE 定义及目的陈述

Pearl Holding III Limited and all of its subsidiaries (“Group” or “Company”), acknowledges the risk that conflicts of interest may arise in obtaining persons involved in the business to act as directors, senior management and employees of the Company. Because of such persons’ worth in attracting and maintaining business relationships, Company feels it prudent to adopt this Conflict of Interest Policy (this “Policy”).

Pearl Holding III Limited 及其所有子公司 (“集团” 或 “公司”)，承认公司董事、高级管理人员和员工在参与业务时可能产生利益冲突。鉴于此类人员在招揽及维护业务关系方面的利益，公司认为有必要实施利益冲突政策 (“政策”)。

1.2 OBJECTIVES AND GOALS 目标与目的

The general objective of this Policy is to require prompt disclosure of any potential conflict of interest and to prevent such a situation from arising. Adherence to this Policy should prevent the development of improper relationships between directors, employees and the customers they serve.

这项政策的总目标是要求迅速披露任何潜在的利益冲突，并防患于未然。严格遵守该政策应能有效防止董事、雇员和其服务的客户之间不正当关系的发展。

The specific goals of this Policy are to:

- a. Promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest.
- b. Promote fair dealing practices.
- c. Describe situations in which possible conflicts of interest may occur and to require proper conduct of all employees and directors.
- d. Require reporting of conflicts to supervisor and written disclosures of business interests.

这项政策的具体目标是:

- a. 提倡诚实和道德的行为，包括对实际或明显的利益冲突处理。
- b. 促进公平交易行为。
- c. 描述可能发生利益冲突的情况，并要求所有员工和董事行为适当。
- d. 要求向上级主管报告冲突，并书面披露商业利益。

All directors and employees are required to be familiar with this Policy, comply with its provisions.

所有董事和员工都必须熟悉此政策，遵守其规定。

1.2 EFFECTIVE DATE/ APPROVAL/ ANNUAL REVIEW 生效日期/批准/年度审查。

This Policy is effective on April 2, 2018. The CEO has approved this Policy and the General Counsel will review and update this Policy as needed.

这项政策于 2018 年 4 月 2 日正式生效。首席执行官已经批准了这项政策。总法律顾问将根据需要审查和更新这项政策。

1.4 DEFINITIONS 定义

For the purposes of this Policy, the following definitions apply:
就本政策而言，下列定义适用：

Company. Pearl Holding III Limited and all of its subsidiaries.
公司： Pearl Holding III Limited 及其所有子公司。

Employee. A part-time or full-time salaried employee of the Company.
员工： 公司的全职或兼职员工。

Immediate Family. Spouse, minor child, and/or other dependent of the employee, or director.
直系亲属： 配偶、未成年子女，及/或其他与员工或董事有关的人。

2. POLICY STATEMENT 政策声明

2.1 A conflict of interest occurs when an individual's private interest (or the interest of a member of his or her family) interferes with the interests of the Company as a whole. A conflict of interest can arise when an employee or director (or a member of his or her family) takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when an employee or director (or a member of his or her family) receives improper personal benefits as a result of his or her position in the Company.

当个人的私人利益(或其家庭成员的利益)妨碍了公司整体利益时，就会发生利益冲突。当员工或董事(或其家庭成员)采取行动或有利益导致其可能难以客观有效地履行公司的工作时，利益冲突就会产生。当员工或董事(或其家庭成员)因其在公司的职位而获得不当的个人利益时，也会产生利益冲突。

2.2 The Company's policy is to promote high standards of integrity by conducting its affairs honestly and ethically. Each director and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company's customers, counterparties, partners, service providers, competitors, employees, and anyone else with whom he or she has contact in the course of performing his or her job.

公司的政策是通过诚实和合乎道德的方式以提倡高标准的诚信。每位董事和员工必须在其与公司客户、交易对手、合作伙伴、服务提供者、竞争者、员工和

在其执行工作时与其接触的其他人，履行工作职责时，遵守最高道德标准的商业行为。

- 2.3 All employees and representatives of the Company are required to act in a responsible and respectable manner and to remain free of influences that may result in the loss of objectivity regarding business conducted with the Company's customers or with the Company itself. Each employee must disclose and avoid any interests or activities involving another organization or individual that may result in a conflict of interest between the Company and that organization or individual.

公司的所有员工和代表都必须以负责任和体面的方式行事，并保持不受影响，否则可能导致与公司客户或公司本身的业务处理中丧失客观性。每个员工必须披露和避免卷入任何可能导致公司与其他组织或个人之间的利益冲突的活动。

- 2.4 While this Policy does not intend to interfere with the personal lives of employees and representatives, it requires those persons to recognize situations where conflicts of interest may arise and to avoid them when possible. If these situations cannot be avoided, they must be reported promptly to a direct supervisor. Subsequently, the employee or representative should remove himself or herself from any compromising situations.

虽然这项政策不打算干涉员工和代表的私人生活，但它要求相关人士认识到可能出现利益冲突的情况，并在可能的情况下避免这些情况。如果这些情况不能避免，当事人必须立即向直接主管报告。随后，员工或代表应当回避此利益冲突的情形。

3. CONFLICTS OF INTEREST 利益冲突

3.1 A conflict of interest arises from a conflict between the performance of a work duty and a private or personal interest.

利益冲突源于履行工作职责与私人或个人利益之间的冲突。

A personal interest includes the private, professional or business interests of a person, or of the individuals or groups with whom they have a close association, such as relatives, friends or even enemies. Personal interests may be pecuniary or non-pecuniary.

个人利益包括一个人的私人、职业或商业利益，或与其有密切联系的个人或团体，如亲属、朋友，甚至是敌人。个人利益可能是金钱性或非金钱性的。

- Pecuniary: a pecuniary interest refers to an actual or potential financial gain or loss for the person, their family, friends or close associates.
金钱: 金钱利益指的是对个人、家庭、朋友或亲密伙伴的实际或潜在的经济利益或损失。
- Non-pecuniary: a non-pecuniary interest refers to an interest that is not financial or monetary but arises from such things as personal relationships, beliefs or involvement in social, cultural, religious or sporting activities.
非金钱: 非金钱利益指的非财务或金钱方面的利益，但可能产生于个人人际关系、信仰或者参与社会、文化、宗教或体育活动产生的关系。

3.2 A Conflict of Interest may be actual, perceived or potential.

利益冲突可能是实际的、可感知的或潜在的。

- Actual: an actual conflict of interest occurs when there is a conflict between a person's work duties and responsibilities in serving the company interest, and their personal interest.
实际的:当一个人在履行工作职责时, 公司利益和个人利益发生冲突时, 就会产生实际的利益冲突。
- Perceived: a perceived conflict of interest occurs when a reasonable person, knowing the facts, would consider that a conflict of interest may exist, whether or not this is the case.
可感知:当一个理性的人, 了解事实, 会认为利益冲突可能存在时, 就会发生利益冲突, 不管情况是否属实。
- Potential: a potential conflict of interest occurs where a person has a personal interest that could conflict with their work duties in the future.
潜在的: 潜在的利益冲突发生在一个人的个人利益可能与他们未来的工作职责相冲突。

3.3 Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest should be avoided unless specifically authorized as described herein. Persons other than directors who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization or approval from their immediate supervisor. A supervisor may not authorize or approve conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first providing the Head of Human Resources with a written description of the activity and seeking written approval. If the HR Director is involved in the potential or actual conflict, the matter should instead be discussed directly with the CEO. Directors must seek determinations and prior authorizations or approvals of potential conflict of interest exclusively from the Compliance Committee.

利益冲突是否存在或是否存在可能并不明晰。除非此政策的特别授权, 利益冲突均应避免。除了董事以外的其他员工, 如果对潜在利益冲突有疑问, 或发现实际或潜在冲突并需要讨论该事项的, 应向其直接主管请示确定此利益冲突, 并经其事先授权或批准。未向人力资源主管提供书面的情况报告并寻求书面批准, 部门主管不得授权或批准利益冲突, 也不得对是否存在有问题的利益冲突下定论。如果该潜在或实际冲突涉及人力资源总监, 那么此问题应该直接与首席执行官报告及讨论。董事必须从合规委员会中寻求对利益冲突的确认, 及事先批准潜在的利益冲突。

4. DISCLOSURE OF POTENTIAL CONFLICTS 披露潜在的冲突

4.1 A conflict of interest may affect a person's judgement as to what is in the public interest, or may lead to a bias in their decision making. It is not always possible to avoid a conflict of interest. A conflict of interest is not necessarily unethical or wrong. It is important that any actual, perceived or potential conflict of interest is identified, disclosed and effectively managed (including avoided if possible). Management of conflicts of interest must be fair, transparent, accountable and free from bias.

利益冲突可能会影响一个人对公共利益的判断，或者可能导致他们的决策产生偏差。并非所有时候都能够避免利益冲突。利益冲突不一定是道德或错误的。重要的是，任何实际的、可感知的或潜在的利益冲突应该被确定、披露及有效管理(包括尽可能避免)。对利益冲突的管理必须公正、透明、负责任且不受偏见的影响。

4.2 Persons to whom this policy applies must:

本政策适用的人必须:

- Employee must promptly disclose to the Company material information regarding any relationship, ownership or business interest (other than non-controlling investments in publicly-traded corporations), whether direct or indirect, that the employee or a member of his/her immediate family has with any person, or in any business or enterprise, that:

员工必须及时向公司披露，无论是直接的还是间接的，即员工或其直系亲属与任何人，或任何业务或企业有关的任何关系、所有权或商业利益(非控股上市公司的非股权投资)等重要信息:

- work within the Company; or
在公司工作的；或
 - competes with the Company; or
与公司竞争的；或
 - purchases or sells, or seeks to purchase or sell, goods or services to or from the Company.
向或从公司购买或出售,或寻求购买或出售,商品或服务的。
- seek independent advice about how a conflict will be managed; and
寻求独立建议以有效管理冲突；及
 - are encouraged to report any actual, perceived or potential conflict of interest that they observe.
鼓励员工报告其所观察到的任何实际的、可感知的或潜在的利益冲突。

5. PROTECTIVE STEPS 预防措施

Upon disclosure of the information described above, the Company will take appropriate steps to protect against any actual or potential conflict of interest. Such steps may include:

在披露上述信息后，公司将采取适当措施防止任何实际或潜在的利益冲突。这些措施包括:

- requiring the employee to refrain from being involved in any decisions made by the Company regarding its dealings with such person, business or enterprise; or
要求员工避免参与公司关于与该等人、业务或企业的交易的任何决定；或
- requiring the employee to refrain from being involved in any dealings on behalf of the Company with such person, business or enterprise; or

要求员工回避代表公司与该等人、业务或企业进行任何交易；或

- requiring the employee to dispose of his/her interest in such business or enterprise if he/she wishes to remain in the Company's employ.

如果员工希望留任公司，则要求员工披露其在该业务或企业的利益。

6. PROCEDURES 程序

Management is responsible for developing and implementing procedures to ensure proper disclosure as required by this Policy. Human Resources is responsible for maintaining documentation of such disclosure.

管理层负责制定和实施相关程序以确保按照本政策的要求进行适当的披露。人力资源部门负责维护此类披露的文件。

7. ANNUAL STATEMENTS 年度声明

Each director and employee shall sign within seven (7) days from the day of appointment and annually sign a Conflict of Interest Disclosure Form attached as Appendix A which affirms the following:

每位董事和员工应在聘请之日起七（7）天内签署，并每年签署附件 A 的《利益冲突披露表》，并确认以下内容：

- Has received a copy of the conflicts of interest policy;
- Has read and understood the policy;
- Has agreed to comply with the policy.

- 已收到一份利益冲突政策的副本；
- 已阅读和理解该政策；
- 已同意遵守该政策。

and disclose any actual, perceived or potential conflict of interest between company role and personal interests.

并披露作为公司角色与个人利益之间的任何实际、可感知或潜在的利益冲突。

Appendix A 附件 A

Conflict of Interest Disclosure Form 利益冲突披露表

Conflict of Interest 利益冲突

[COMPANY NAME] (“Company”) 【公司名称】 (“公司”)

Annual Conflict of Interest Disclosure Form 年度利益冲突披露表

This Disclosure Form is to be completed and filed annually with the HR department by staff whose positions, job responsibilities or relationships could give rise to conflicts of interest.

根据员工的职位、工作职责或关系可能导致利益冲突，员工应在每年填写此披露表格，并由人力资源部门负责归档。

- I. Being a staff of Company, I have received a copy of the Conflicts of Interest Policy. I have read, understood and agreed to comply with the policy. I hereby state that to the best of my knowledge, except as noted below:

作为公司的一名员工，我已收到了一份利益冲突政策的副本。我已阅读、理解并同意遵守该政策。本人谨此声明，除下述事项外：

1. I do not now, and during the year [] did not at any time, have an "official relationship" with any entity that transacts business with Company;
我现在没有，并且在【 】这一年的任何时候均没有，与任何与公司有业务往来的实体有“正式关系”；
2. I do not now, and during the year [] did not at any time, transact any business with company for which I receive or received remuneration (except for compensation paid with respect to employment with the Company);
我现在没有，并且在【 】这一年的任何时候均没有，与我应收到或已收到报酬的公司进行任何业务往来(除了与公司的雇佣关系支付的报酬);
3. I have not, in the course of year [], received OR given any gifts, payments or any other favours from OR to suppliers, customers or business associates of Company; whether directly or indirectly through other individuals or entities, which I have not declared to the Head of HR or my Supervisor;
在【 】这一年内，我没有直接或间接地通过其他个人或实体，或者我没有向人力资源主管或主管申报的，收到或赠送任何来自或向供应商、客户或公司的商业伙伴提供的礼物、付款或任何其他优惠;

4. No member of my family (spouse, children, grandchildren, siblings or the spouses of children, grandchildren, or siblings): has now, or at any time during company's year [] had, an "official relationship" with any entity that transacts business with the company; or transacts currently, or at any time during the company's year [] transacted, business with the Company for which she/he receives or received remuneration (except for compensation paid with respect to employment with company).
 我的家庭成员(配偶、子女、孙子女、兄弟姐妹或其配偶)均没有: 在现在, 或在公司【 】这一年的任何时候, 与任何与该公司交易业务的实体存在“正式关系”; 或在公司【 】这一年的任何时候, 与其所接收或获得报酬的公司进行业务往来(除了与公司雇佣有关的报酬外)。

Exceptions to the above statements

上述声明的例外情况:

- II. I am now, or was at some time during the company year [], a trustee, director or officer of the following for-profit and not-for-profit organizations:
 我现在, 或者是在公司【 】年度的某个时候, 是以下的营利组织和非营利组织的受托人, 董事或成员:

- III. I agree that if circumstances change or information comes to my attention such that the foregoing information is no longer accurate, I will promptly file an amended disclosure form with the company's HR department, as appropriate. I understand that all such information may be disclosed by the Company to the extent it is required to do so in order to comply with local authority's tax return disclosures or other governmental requirements and that otherwise such information will be held in confidence, unless the best interests of company dictate otherwise.
 我同意, 如我注意到情况或信息发生变化, 导致上述信息不再准确, 我将及时向公司人力资源部提交修改后的利益冲突披露表。我明白, 公司有权应当地税务部门或者其他政府部门的要求披露所有这些信息, 否则除非根据公司的最佳利益而另有规定, 这些信息会被严格保密。

NAME 姓名: _____

SIGNED 签署: _____

DATE 日期: _____

Please return to the company HR department. 请提交给公司人力资源部门。

~~~~~

## Examples of conflicts of interest disclosed under the Conflict of Interest Policy 在利益冲突政策下披露的利益冲突的例子

### I. Conflict of Interest due to Vendor relationship:

供应商关系引起的利益冲突:

- Employee or family member (spouse/partner, sibling, parent, child) owns a company or runs a business that sells goods or services to the Company, for example, food, office supplies, professional or construction services.  
员工或家庭成员(配偶/伴侣、兄弟姐妹、父母、子女)拥有一家公司或所经营业务，并向公司销售商品或提供服务，例如，食品、办公用品、专业或建筑服务。
- Employee's family member is a self-employed contractor who does work for the company. This does not include the case of the employee's family member employed by a firm he/she does not own, unless the company employee is in a position to direct the work given or evaluate the services of the firm.  
员工家庭成员是为公司工作的自雇承包商。这并不包括雇员的家庭成员并不拥有其被雇用的公司的情况，除非公司雇员处于可指导公司的工作或评估公司的服务的地位。

### II. Conflict of Interest due to Financial relationship:

财务关系引起的利益冲突:

- Employee or family member is an investor, officer, or board member of a for-profit company that does or seeks to do business with the company, for example banks, professional service firm, construction contractor, or information technology consultant.  
员工或家庭成员是一家营利性公司的投资者、职员或董事会成员，该公司从事或寻求与本公司开展业务，例如银行、专业服务公司、建筑承包商或信息技术顾问服务。

### III. Conflict of Interest due to governance relationship:

管理关系引起的利益冲突:

- Employee is a non-paid member of a non-profit governing board, i.e., hospital, museum, youth organization, religious institution that contracts with or receive money or other support from company.  
员工是非营利管理委员会的非付费成员，如医院、博物馆、青年组织或宗教机构，并与公司存在合同关系或者接受来自公司资金或其他的支持。
- Employee is a member of a town or regional governmental agency that has regulatory authority over some aspect of the company operations.  
员工是对公司运营的某些方面具有监管权力的地方政府机构代理机构的成员。