

Code of Conduct for Suppliers and Partners

供应商与合作伙伴行为准则

I. Preamble

一、序言

Jolywood (Suzhou) Sunwatt Co., Ltd and its affiliates (collectively, “Jolywood”), driven by our vision to be the cultivator of green energy, is committed to promoting sustainable development. Our mission, “Same Sunshine, More Value,” emphasizes our dedication to maximizing the benefits of solar energy. We also expect a corresponding level of integrity and sustainability of our suppliers as well as all partners within our entire supply chain. Therefore, we have established a *Code of Conduct for Suppliers and Partners* (hereinafter referred to as the “**Code**”) that aligns with the requirements of the International Labor Organization Conventions, the UN Sustainable Development Goals, the Ten Principles of the UN Global Compact, the UN Guiding Principles on Business and Human Rights, among others.

苏州中来光伏新材股份有限公司及其关联方（统称“中来”），以成为“绿色能源深耕者”为愿景，致力于推动可持续发展。我们以“少消耗，多发电”为使命，强调了我们对于太阳能效益最大化的决心。我们也期望我们的供应商以及我们整个供应链中的所有合作伙伴都具有相应的诚信度和可持续发展能力。因此，我们基于国际劳工组织公约、联合国可持续发展目标、联合国全球契约组织十项原则、联合国工商业与人权指导原则等文件之要求制定了《供应商与合作伙伴行为准则》（以下简称“**准则**”）。

Compliance with the Code is an essential prerequisite for any business cooperation or transaction between any suppliers or partners with Jolywood, and we are committed to take responsibility for the environment and society together. Suppliers and partners are obliged to ensure that your employees, vendors, contractors and subcontractors are aware of and comply with this Code.

遵守本准则是任何供应商或合作伙伴与中进行任何商业合作或交易的重要前提，我们致力于共同肩负对环境与社会的责任。供应商和合作伙伴有义务确保您的员工、供应商、承包商和分包商了解并遵守本准则。

II. Human Rights and Labor Rights

二、人权与劳工权利

Jolywood expects its suppliers and partners comply with all human rights and labor laws, as well as international conventions, in the country or region where your operations are conducted.

中来期望其供应商和合作伙伴遵守业务所在国或地区的所有人权和劳动法律以及国际公约。

2.1 Prohibition of Child Labor and Employment of Adolescents

2.1 禁止童工与青少年雇佣

Suppliers and partners shall not use child labor in any form. Suppliers and partners shall comply with all applicable laws and regulations on minimum age for admission to employment. According to *Minimum Age Convention* of the International Labor Organisation, 1973 (No. 138), the minimum age for admission to any type of employment or work which by its nature or the circumstances in which it is carried out is likely to jeopardize the health, safety or morals of young persons shall not be less than 18 years. In any event suppliers and partners shall only employ workers who meet the applicable minimum age.

供应商和合作伙伴不得以任何形式使用童工。供应商和合作伙伴应遵守所有适用的关于最低就业年龄的法律法规。依据国际劳工组织 1973 年《准予就业最低年龄公约》（第 138 号），任何类型的职业或工作，如其性质或工作环境可能危害青少年健康、安全或存在道德问题的，其最低准入年龄不得低于 18 岁。在任何情况下，供应商和合作伙伴所雇佣的员工必须满足其所适用的法定最低年龄要求。

2.2 Prohibition of Modern Slavery and Forced Labor

2.2 禁止现代奴隶制与强迫劳动

All forms of modern slavery and forced labor shall be prohibited, including but not limited to bonded labor, involuntary prison labor, slavery, and trafficked labor. No employee may be forced into employment, directly or indirectly, by violence or intimidation. Suppliers and partners shall not place unreasonable restrictions on employees to enter into or terminate their employment. Employees shall be able to keep or access their identification and travelling documents at any time.

禁止任何形式的现代奴役和强迫劳动，包括但不限于债务劳役、非自愿监狱劳役、奴役和被贩卖的劳工。不得通过暴力或恐吓、直接或间接强迫员工就业。供应商和合作伙伴不得对员工接受雇佣或终止雇佣关系施加不合理的限制。员工应能持有或随时获取他们的身份证明和旅行文件。

Employees shall be entitled to understand the terms and conditions of employment in a language understood by them.

员工有权要求雇佣条款和条件采用他们掌握的语言来表述。

Employees shall not be required to pay recruitment, hiring, or other similar fees related to their employment.

不得要求员工支付招聘费、雇佣费或其他类似的与其雇佣有关的费用。

2.3 Non-discrimination, Equality, and Diversity

2.3 非歧视、平等和多元化

Any form of discrimination within the employment relationship shall be prohibited. In particular, any exclusion, preferential treatment or discrimination based on nationality, ethnicity, race, skin color, social background, sex, sexual orientation, age, health status, marriage, maternity status, family, disability, political opinion, religion or ideology shall be prohibited.

禁止雇佣关系中任何形式的歧视。特别是禁止基于国籍、民族、种族、肤色、社会背景、性别、性取向、年龄、健康状况、婚姻、生育状况、家庭、残疾、政治观点、宗教信仰或意识形态的任何排斥、优待或歧视。

Suppliers and partners shall promote equality and diversity throughout their operation and within the premises where they operate. Suppliers and partners shall protect the rights and interests of female workers in accordance with applicable laws and regulations.

供应商和合作伙伴应在其整个运营过程中及其运营场所内促进平等和多元化。供应商和合作伙伴应根据适用的法律法规保护女职工的权益。

2.4 Anti-Harassment and Abuse

2.4 反骚扰和虐待

Suppliers and partners shall prohibit any kind of harassment or abuse in workplace. No employee may be exposed to verbal, psychological, physical, sexual or bodily violence, coercion or harassment.

供应商和合作伙伴应禁止工作场所中任何形式的骚扰或虐待。任何员工不得遭受言语、精神、性或人身暴力、胁迫或骚扰。

2.5 Health and Safety

2.5 健康与安全

Suppliers and partners shall ensure a safe and healthy working environment and take necessary measures to prevent physical, social and organizational health risks which may occur while the work is performed. Such measures must at least comply with health and safety requirements under applicable laws and regulations in the country or region

where your business operates.

供应商和合作伙伴应确保安全和健康的工作环境，并采取必要的措施防止工作中可能发生的身体、社交和组织层面的健康风险。此类措施必须至少符合您业务所在国家或地区相关法律法规规定的健康与安全要求。

Suppliers and partners shall provide appropriate health and safety information and training to employees. Safety information should include, for example, clearly marked and unobstructed emergency exits and passageways, emergency exits and escape routes on each floor, regularly tested fire alarms, escape drills, first aid equipment, safe and proper identification and use of chemical supplies, machinery and work processes.

供应商和合作伙伴应向员工提供适当的健康和安全管理信息。例如，安全管理信息应包含：标识清晰、畅通无阻的出口和通道；每层楼的紧急出口和逃生路线；定期测试的火灾报警器、逃生演习、急救设备；安全和正确地识别并使用化学用品、机械设备和 workflows。

2.6 Security Personnel

2.6 安保人员

Suppliers and partners must ensure that all security personnel, whether contracted directly or sourced from third-party providers, respect the human rights and dignity of all individuals. In response to any threat, the use of force by security personnel must be reasonable and proportional to the threat presented.

供应商和合作伙伴必须确保所有安保人员，无论是直接雇佣还是采购自第三方供应商，都尊重所有人的权利与尊严。在面对任何威胁时，安保人员使用武力必须合理且与其所面临的威胁程度相称。

2.7 Working Hours, Vacation, Rest and Remuneration

2.7 工时、假期、休息和报酬

Suppliers and partners shall comply with all applicable laws and regulations related to working hours, rest, and vacation in the country or region where you operate your business. Suppliers and partners shall safeguard the right of employees to voluntarily work overtime and take rest and vacation.

供应商和合作伙伴应遵守您业务所在国或地区所有有关工时、休息和假期所适用的法律法规。供应商和合作伙伴应保障员工加班自愿、休息和休假的权利。

Supplier and partners shall ensure that wage paid are not less than the minimum wage as determined by the laws and regulations in the country or region where you operate your business.

供应商和合作伙伴应确保支付的工资不低于您业务所在国或地区的法律法规所规定的最低工资。

2.8 Free Association Rights

2.8 自由结社的权利

Suppliers and partners shall ensure that your employees have the right to freedom of association and collective bargaining in accordance with all applicable laws and regulations in the country or region where you operate your business.

供应商和合作伙伴应确保您的员工依据您业务所在国或地区适用的法律法规所享有的自由结社和集体谈判权利。

2.9 Indigenous Peoples

2.9 原住民

Suppliers and partners shall refrain from illegally evicting indigenous peoples or seizing land, forests or other natural resources from indigenous peoples. Suppliers and partners shall respect indigenous peoples' community, society and culture.

供应商和合作伙伴不得非法驱逐原住民或掠夺原住民的土地、森林或其他自然资源。供应商和合作伙伴应尊重原住民的社区、社会及其文化。

III. Environmental Protection

三、环境保护

Jolywood expects its suppliers and partners take responsibility to protect environment and consider environmental impacts from the whole value chain perspective.

中来期待其供应商和合作伙伴承担起保护环境的责任，并从整个价值链的角度考虑对环境的影响。

3.1 Environmental License/Permit and Environmental Impact Assessment

3.1 环境许可/批准和环境影响评估

Suppliers and partners shall obtain necessary environmental licenses and permits for your production and operations.

供应商和合作伙伴应为您的生产和运营取得必要的环境许可和批准。

Suppliers and partners shall also ensure that all projects related to the supply chain that require an environmental impact assessment have passed such assessment in due course.

供应商和合作伙伴还应确保与供应链有关的所有需要进行环境影响评估的项目

都已在规定时间内通过了评估。

3.2 Reduction of Pollution

3.2 减少污染

Suppliers and partners must comply with applicable environmental laws and regulations, and actively assume environmental responsibility.

供应商和合作伙伴必须遵守适用的环境法律法规，并积极承担环境责任。

Suppliers and partners shall endeavor to increase the resource efficiency and reduce the waste and greenhouse gas emissions in business activities. In particular, suppliers and partners are expected to set carbon emission reduction target to control the greenhouse gas emissions. As for the generated pollutants, suppliers and partners shall implement effective control measures to minimize their impact on the environment. When impacts cannot be fully avoided or mitigated, the potential compensation and restoration measures shall be considered and carried out. Suppliers and partners also need to conduct routine environmental pollution monitoring to prevent pollution.

供应商和合作伙伴应致力于提高商业活动中的资源利用效率，减少浪费和温室气体排放。特别地，我们期望供应商和合作伙伴设定碳减排目标以控制温室气体排放。对于已产生的污染物，供应商和合作伙伴应实施有效的控制措施，最大程度地减少其对环境的影响。当影响无法完全避免或减轻时，应考虑并实施潜在的补偿和恢复措施。供应商和合作伙伴还需进行常规的环境污染监测以预防污染。

3.3 Biodiversity

3.3 生物多样性

Suppliers and partners shall minimize negative impact of their business activities and operation on the ecosystem and make endeavor to protect and improve their surrounding biodiversity.

供应商和合作伙伴应减少其商业活动和运营对生态系统造成的负面影响，并致力于保护和提升其周边的生物多样性。

IV. Business Ethics

四、商业道德

Jolywood expects its suppliers and partners to be honest and trustworthy in business activities and abide by business ethics.

中来期望其供应商和合作伙伴在商业活动中诚实守信并遵守商业道德。

4.1 Anti-Money Laundering and Terrorist Financing Prohibition

4.1 反洗钱和禁止恐怖主义融资

Suppliers and partners shall comply with all relevant anti-money laundering and counter-terrorism financing laws, regulations, and international conventions. This includes implementing internal controls, conducting reasonable customer due diligence, and reporting suspicious transactions to the relevant authorities. Suppliers and partners are prohibited from engaging in any activities that facilitate money laundering or terrorist financing, and must cooperate fully with law enforcement authorities to combat these illegal activities.

供应商和合作伙伴应遵守所有相关的反洗钱和反恐怖主义融资法律、法规和国际公约。这包括实施内部控制、进行合理的客户尽职调查，并向有关当局报告可疑交易。供应商和合作伙伴严禁参与任何促进洗钱或恐怖主义融资的活动，并必须全力配合执法机关打击这些非法活动。

4.2 Anti-Bribery and Anti-Corruption

4.2 反贿赂和反腐败

Suppliers and partners shall ensure that your company has not and will not, directly or indirectly, engage in any unlawful conduct that may be construed as bribery and/or corruption and will comply with all applicable anti-bribery and anti-corruption laws, regulations, and international conventions. Suppliers, partners and their employees are expected to conduct business in a transparent and fair manner, and refuse to offer, accept, or seek any gifts, entertainment or other benefits that could be perceived as an attempt to influence the business decisions. Suppliers and partners also require to conduct anti-bribery and anti-corruption training for their employees to raise their risk awareness.

供应商和合作伙伴应确保贵司没有且将不会直接或间接参与到任何可能被视为贿赂和/或腐败的非法行为中，并将遵守所有适用的反贿赂和反腐败法律、法规和国际公约。供应商、合作伙伴及其员工应以透明、公正的方式开展业务，并拒绝提供、接受或索要任何可能被视为试图影响商业决策的礼物、娱乐或其他利益。供应商和合作伙伴也需要对其员工进行反腐败和反贿赂培训以提升他们的风险意识。

Suppliers and partners are encouraged to report to Jolywood any corruption behaviours of their employees or management that violates this Code.

我们鼓励供应商和合作伙伴向中来报告其员工或管理层违反本准则的任何腐败行为。

4.3 Conflict of Interest

4.3 利益冲突

Suppliers and partners shall take steps to identify, manage, and mitigate any potential conflicts of interest that may arise in any business transactions with Jolywood. All situations where personal or business relationships could influence suppliers and partners' decision-making processes or compromise suppliers and partners' credibility or third parties' confidence in Jolywood shall be avoided.

供应商和合作伙伴应采取措施，识别、管理并减少与中来的任何商业交易中可能出现的任何潜在利益冲突。应避免所有可能因个人或商业关系而影响供应商和合作伙伴的决策过程，或损害供应商和合作伙伴的信誉，或削弱第三方对中来的信任的情况。

4.4 Fair Competition

4.4 公平竞争

Suppliers and partners shall comply with all applicable competition and anti-monopoly laws and regulations. Suppliers and partners are expected to foster a competitive environment that is fair, transparent, and based on good faith. This includes avoiding any practice that could distort market competition, such as bid rigging or anti-competitive agreements.

供应商和合作伙伴应遵守所有适用的竞争和反垄断法律与法规。供应商和合作伙伴应营造公平、透明并诚信的竞争环境。这包含避免任何可能扭曲市场竞争的行为，如围标或反竞争协议。

4.5 Fraud

4.5 欺诈

Suppliers and partners shall comply with all applicable anti-fraud laws and regulations, and implement effective internal controls to prevent fraud. Suppliers and partners are also expected to foster a culture of honesty and transparency, and to actively promote awareness and understanding of fraud risks among your employees.

供应商和合作伙伴应遵守所有适用的反欺诈法律法规，并实施有效的内部控制以防范欺诈。供应商和合作伙伴也应建设诚信、透明的企业文化，并积极提升员工对欺诈风险意识和理解。

4.6 Information Security

4.6 信息安全

Suppliers and partners shall ensure their compliance with the applicable national and international provisions in the field of personal data protection, confidential information protection, and intellectual property protection. The personal data,

confidential information, and intellectual property rights of Jolywood shall be respected and protected by suppliers and partners by avoiding improper disclosure and misuse.

供应商和合作伙伴应确保遵守个人数据保护、保密信息保护和知识产权保护领域的国内外法律法规。供应商和合作伙伴应尊重和保护中来的个人数据、保密信息和知识产权，避免不当披露和滥用。

4.7 Conflict Minerals

4.7 冲突矿产

Suppliers and partners shall not purchase, sell, or use tantalum, tin, gold, and tungsten from the Democratic Republic of the Congo and any other conflict-affected and high-risk areas. Suppliers and partners are expected to comply with the “Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas” outlined by the OECD Guidance. This involves establishing strong company-level management systems, identifying and assessing risks within the supply chain, designing and implementing strategies to respond to identified risks, conducting independent third-party audits of supply chain due diligence, and reporting annually on supply chain due diligence.

供应商和合作伙伴不得购买、销售或使用来自刚果民主共和国及其他任何受冲突影响地区和高风险地区的钽、锡、金和钨。供应商和合作伙伴应遵守经济合作与发展组织指引中的“受冲突影响地区和高风险地区矿产供应链的尽职调查指导方针”。这包括建立强大的企业级管理系统，识别和评估供应链中的风险，设计和实施应对已识别风险的策略，对供应链尽职调查进行独立的第三方审计，以及每年报告供应链尽职调查情况。

4.8 Supply Chain Traceability and Responsible Sourcing

4.8 供应链可追溯性与负责任的采购

Suppliers and partners shall establish a traceability management system that encompasses products, raw materials, and manufacturing functions to ensure authentic, relevant, and complete records are maintained throughout the process - from raw material procurement, storage, production, to finished products. Suppliers and partners shall conduct appropriate due diligence on product origins throughout the supply chain to avoid unethical components.

供应商和合作伙伴应建立一个涵盖产品、原材料和制造功能的可追溯性管理系统，以确保在从原材料采购、储存、生产到成品的整个过程中保持真实、相关和完整的记录。供应商和合作伙伴应在整个供应链中对产品来源进行适当的尽职调查，以避免不道德的成分。

Suppliers and partners shall ensure the integrity of their products throughout the entire

supply chain within Jolywood's manufacturing facilities by providing pertinent production information through traceability audits, production records, and system demonstrations.

供应商和合作伙伴应通过可追溯性审计、生产记录和系统演示提供相关的生产信息，确保其产品中在中来生产设施内的整个供应链中的完整性。

4.9 International Trade Control and Economic Sanctions

4.9 国际贸易管制和经济制裁

Given that Jolywood engages in international trade, it is vital for suppliers and partners to work with Jolywood to ensure that the entire supply chain complies with international trade control and economic sanctions requirements. This collaboration is crucial for facilitating the smooth flow of international trade operations and avoiding disruptions that may arise from non-compliance with applicable laws and regulations.

鉴于中来从事国际贸易，供应商和合作伙伴必须与中来合作，确保整个供应链符合国际贸易管制和经济制裁的要求。这种合作对于促进国际贸易业务的顺利进行以及避免因不遵守适用的法律法规而造成的中断至关重要。

4.10 Management System

4.10 管理体系

Suppliers and partner are expected to establish a risk management and internal control system to identify, assess, and mitigate potential risks related to environmental impact, social responsibility, and corporate governance. The system should include routine monitoring and reporting mechanisms to track progress and ensure ongoing compliance with ESG principles and this Code's requirements.

我们期望供应商和合作伙伴建立风险和内部控制体系，以识别、评估和降低与环境影响、社会责任和公司治理相关的潜在风险。该体系应包括日常监控和报告机制，以跟踪进展情况，确保持续遵守 ESG 原则和本准则的要求。

V. Audit and Violation Consequence

五、 审计与违反后果

To ensure suppliers and partners adhere to this Code, Jolywood reserves the right to conduct routine monitoring and necessary on-site due diligence investigations and audits of suppliers and partners. Suppliers and partners shall not conceal any information that could potentially affect Jolywood's interests and shall cooperate with Jolywood's audit and inspection processes.

为确保供应商和合作伙伴遵守本准则，中来保留对供应商和合作伙伴进行日常监督和必要的现场尽职调查以及审计的权利。供应商和合作伙伴不得隐瞒任何可能影响中来利益的信息，并应配合中来的审计和检查工作。

If a supplier or partner is found to be in violation of this Code, Jolywood is entitled to unilaterally or progressively terminate the cooperation or transaction with the supplier or partner and to report any suspected illegal activities to relevant administrative enforcement or judicial authorities. Jolywood reserves the right to seek full compensation from the supplier or partner for any losses incurred as a result of the violation of this Code, including but not limited to increased costs associated with replacing the supplier or partner and fines imposed by relevant authorities.

如果供应商或合作伙伴被发现违反本准则，中来有权单方面或逐步终止与该供应商或合作伙伴的合作或交易，并且向有关行政执法机关或司法部门举报任何涉嫌违法的活动。中来保留向供应商或合作伙伴全额追索因违反本准则而造成的一切损失的权利，包括但不限于因更换供应商或合作伙伴而增加的相关费用以及相关管理部门处以的罚款。

VI. Reporting Channel

六、 举报渠道

If, in the course of our business relationship, you or your employees believe that the terms of this Code are not being complied with, or if you or your employees believe that any term of this Code is inappropriate, then we encourage you to raise your concerns via our reporting channel as set out below:

如果，在我们的商业关系中，您或您的员工认为本准则的条款没有被遵守，或如果您或您的员工认为本准则的任何条款是不合理的，我们鼓励您通过以下渠道举报或提出：

Internal Audit Control Department

E-mail: shenji@jolywood.cn

Address: Jolywood Plaza, No.650, Shunqing Road, Songjiang District, 201612, Shanghai, P.R. China

审计内控部

邮箱: shenji@jolywood.cn

地址: 中华人民共和国上海市松江区顺庆路 650 号中来大厦，邮编 201612

VII. Miscellaneous

七、 其他

7.1 Revision

7.1 修订

Jolywood may revise this Code from time to time based on its operational and management needs or governmental regulations.

中来可根据其运营和管理需要或政府法规随时修订本准则。

7.2 Acknowledgement

7.2 认可

Jolywood expects all supply chain suppliers and partners, by signing this Code, to acknowledge and adhere to this Code in order to collectively create a responsible and sustainable supply chain ecosystem.

中来希望所有供应链供应商和合作伙伴通过签署本准则，认可并遵守本准则，以共同创建一个负责任的、可持续发展的供应链生态系统。