

Code of Business Conduct and Ethics

商业行为与道德准则

I. Preamble

一、序言

Jolywood (Suzhou) Sunwatt Co., Ltd is a joint-stock limited company incorporated in the People's Republic of China. This *Code of Business Conduct and Ethics* (hereinafter referred to as the “**Code**”) outlines the general principles guiding the conduct of business for the company and its affiliates (collectively referred to as “**Jolywood**” or “**Company**”).

苏州中来光伏新材股份有限公司是一家在中华人民共和国注册成立的股份有限公司。本《商业行为与道德准则》（以下简称“**准则**”）概述了指导公司及其关联公司（以下统称“**中来**”或“**公司**”）开展业务的一般原则。

The purpose of this Code is to prevent misconduct and promote:

- a. Integrity and ethical behavior, including addressing potential or apparent conflicts of interest between personal and professional life in an ethical manner.
- b. Complete, fair, accurate, timely, and understandable disclosure in reports and documents submitted to the Shenzhen Stock Exchange and in other public communications.
- c. Compliance with all applicable laws, regulations, and international conventions.
- d. Prompt internal reporting of any violations of the Code.
- e. Accountability for maintaining the Code.

本准则的目的是防止不当行为并促进：

- a. 诚信和道德行为，包括以合乎道德的方式处理个人生活与职业生活之间潜在或明显的利益冲突；
- b. 在提交给深圳证券交易所的报告和文件以及其他公共传播中，进行完整、公平、准确、及时和易懂的披露；
- c. 遵守所有适用的法律、法规和国际公约；
- d. 及时在内部报告任何违反准则的行为；
- e. 维护准则的责任。

This Code applies to all directors, officers, and employees of Jolywood, regardless of their employment status (full-time, part-time, consultants, or temporary). In this Code, these individuals are collectively referred to as “**Company Personnel**” or simply

“Employees”.

本准则适用于中来的所有董事、高管和员工，无论其雇佣状态如何（全职、兼职、顾问或临时工）。在本准则中，这些人员统称为“公司人员”或简称“员工”。

II. Human Rights and Labor Rights

二、人权与劳工权利

Jolywood complies with all applicable human rights and labor laws, as well as international conventions.

中来遵守所有适用的人权法、劳动法以及国际公约。

2.1 Prohibition of Child Labor and Employment of Adolescents

2.1 禁止童工与青少年雇佣

We will not use child labor in any form. Jolywood does not employ minors as defined by local laws. In regions where the statutory minimum working age is 16 years or older, this standard will apply. Adolescents aged 16 to 18 are considered young workers and are subject to restrictions when working at night or in hazardous conditions.

我们不会通过任何形式使用童工。中来不雇用当地法律定义的未成年人。在法定最低工作年龄为 16 岁或以上的地区，我们执行当地的法律标准。16 至 18 岁的青少年被视为年轻工人，他们在夜间或在危险条件下工作时将受到限制。

2.2 Prohibition of Modern Slavery and Forced Labor

2.2 禁止现代奴隶制与强迫劳动

Jolywood prohibits all forms of modern slavery and forced labor 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. We do not retain employee's original identity documents and travelling documents, or place unreasonable restrictions on employees to enter into or terminate their employment. Work is conducted on a voluntary basis. Employees are not required to pay recruitment, hiring, or other similar fees related to their employment. Employees are provided with a written employment agreement in their native language that clearly outlines the terms and conditions of their employment.

中来禁止一切形式的现代奴隶制和强迫劳动，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。我们不会扣留员工的原始身份证件和旅行证件，也不会对员工接受雇佣或结束雇佣关系施加不合理的限制。工作以自愿为基础。员工无需支付招聘、雇佣或其他

与雇佣相关的类似费用。我们向员工提供以其母语撰写的书面劳动合同，该合同明确约定了雇佣条款和条件。

2.3 Non-discrimination, Equality, and Diversity

2.3 非歧视、平等与多元化

Jolywood prohibits any form of discrimination within the employment relationship. 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.

中来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。

Jolywood endeavors to promote equality and diversity. We protect the rights and interests of female workers in accordance with the applicable laws and regulations. We do not subject employees or applicants to medical tests that could be used in a discriminatory manner.

中来致力于促进平等与多元化。我们根据适用的法律法规保护女性员工的权益。我们不会让员工或求职者接受可能被用于歧视的体检。

2.4 Anti-Harassment and Abuse

2.4 反骚扰与虐待

Jolywood prohibits any form of harassment and abuse in the workplace. No employee may be exposed to verbal, psychological, physical, sexual or bodily violence, coercion or harassment.

中来禁止工作场合中的任何骚扰和虐待。任何员工不得遭受言语、精神、生理、性或人身暴力、胁迫或骚扰。

2.5 Health and Safety

2.5 健康与安全

Jolywood is committed to providing a safe and healthy work environment for all employees. Each employee is responsible for maintaining a safe and healthy work environment by:

- a. Adhering to environmental, safety, and hygiene rules and practices.
- b. Reporting accidents, injuries, and unsafe equipment, operations, or conditions.
- c. Avoiding violent or threatening behavior.

中来致力于为所有员工提供安全且健康的工作环境。每位员工都有责任通过以下方式维护安全健康的工作环境：

- a. 遵守环境、安全和卫生规则及惯例；
- b. 报告事故、伤害和不安全的设备、操作或条件；
- c. 避免暴力或威胁行为。

Jolywood not only complies with legal requirements but is also committed to conducting business in a way that prioritizes employee safety. This includes:

- a. Performing duties safely and without the influence of alcohol, illegal drugs, or other controlled substances.
- b. Immediately reporting to your supervisor or the Human Resources Department any unsafe conditions or tasks that could result in injury.

中来不仅遵守法律要求，还致力于以优先考虑员工安全的方式开展业务。这包括：

- a. 安全地履行职责，不受酒精、非法药物或其他管制药物的影响；
- b. 立即向你的上级或人力资源部报告任何可能导致伤害的不安全状况或任务。

2.6 Wages and Working Hours

2.6 工资与工时

Jolywood is committed to fair and transparent labor practices.

中来坚持公平且透明的劳动用工实践。

2.6.1 Wages:

2.6.1 工资：

- a. Wages will be paid on time and will meet or exceed minimum legal requirements.
 - b. Deductions from wages for disciplinary purposes or reasons other than those specified in applicable regulations shall not be made without the explicit authorization of the employee.
 - c. All employees will receive written and understandable information about their wage terms upon hire, as well as detailed wage statements with each payment.
 - d. Wages and all allowances or benefits will be paid on time and in full compliance with all applicable laws and regulations. Jolywood will select the payment method that best suits our employees' needs.
- a. 按时支付工资，并达到或超过最低法律要求；
 - b. 未经员工明确授权，不得出于纪律目的或适用法规规定以外的原因扣除工资；
 - c. 所有员工在入职时都会收到有关其工资的书面且易于理解的信息，并在每次支付工资时收到详细的工资单；
 - d. 工资和所有津贴或福利将按时支付，并完全遵守所有适用的法律法规。中来将选择最适合员工需求的支付方式。

2.6.2 Working Hours:

2.6.2 工时:

- a. Jolywood complies with the applicable laws and regulations concerning working hours.
 - b. Overtime work will be voluntary and will not be required as a matter of routine. If required, overtime will be compensated in accordance with applicable laws and regulations.
- a. 中来遵守有关工时的适用法律和法规;
- b. 加班应出于自愿, 而非例行要求。如果需要加班, 将根据适用的法律法规给予补偿。

2.7 Freedom of Association

2.7 结社自由

Jolywood respects the rights of employees to associate, to join labor unions, and to bargain collectively. This right applies equally to all employees. Employees will not be retaliated against for exercising this right, and we will not provide any incentives to discourage such activities. We will maintain an open and cooperative attitude toward union activities.

中来尊重员工结社、加入工会和集体谈判的权利。这项权利平等地适用于所有员工。员工不会因行使这一权利而遭到报复, 我们也不会提供任何激励措施来阻止此类活动。我们将对工会活动保持开放与合作的态度。

Where there are legal restrictions on freedom of association, Jolywood will seek to establish appropriate channels to ensure that employees can reasonably and independently exercise these rights.

在结社自由受到法律限制的情况下, 中来将寻求建立适当的渠道, 确保员工能够合理、独立地行使这些权利。

2.8 Indigenous Peoples

2.8 原住民

Jolywood refrains from illegally evicting indigenous peoples and seizing land, forests or other natural resources. We respect indigenous peoples' community, society and culture.

中来不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。我们尊重原住民的社区、社会及其文化。

III. Conflict Interests

三、利益冲突

3.1 Identify Conflicts of Interest

3.1 识别利益冲突

A conflict of interest is a situation in which an employee's personal interests (or those of a family member or close friend) may affect his/her ability to act in Jolywood's best interests, or may interfere with his/her personal objectivity and obligations to Jolywood. For purposes of this Code, "family member" includes spouse, siblings, parents, in-laws and children.

利益冲突是指员工的个人利益（或其家庭成员或密友的利益）可能影响其为中来的最佳利益行事的能力，或可能干扰其个人客观性和对中来的义务。在本准则中，“家庭成员”包括配偶、兄弟姐妹、父母、姻亲和子女。

In particular, each employee is required to avoid directly or indirectly engaging in certain economic activities, or to avoid entering into family, personal, or business relationships where such activities or relationships may include, but are not limited to, the following:

特别地，每位员工需避免直接或间接参与某些经济活动，或避免建立家庭、个人或商业关系，这些活动或关系可能包括但不限于以下内容：

- a. Competitive Business/Outside Employment: Employees shall not be simultaneously employed by or provide services to Jolywood's major clients, suppliers, or competitors. This applies to any entity that may deprive the Company of business opportunities.
- a. 竞争性业务/外部雇佣：员工不得同时受雇于中来的主要客户、供应商或竞争对手，或为其提供服务。这适用于任何可能剥夺公司商业机会的实体。
- b. Company Opportunities: Employees cannot use Company property, information, or positional advantages to obtain business opportunities that should belong to Jolywood. If your position brings you into contact with potential business opportunities that are within Jolywood's business scope, you shall first present them to Jolywood before pursuing them in your individual capacity. If Jolywood relinquishes its rights to the opportunity, you may pursue the opportunity on the terms and conditions originally proposed, provided that such terms and conditions are consistent with the requirements of this Code.
- b. 公司机会：员工不得利用公司财产、信息或职位优势获取本应属于中来的商业机会。如果您的职位使您接触到属于中来业务范围内的潜在商业机会，您

应首先向中来提出，然后再以个人身份寻求这些机会。如果中来放弃了对该商机的权利，您可以按照最初提出的条款和条件寻求该商机，但这些条款和条件需符合本准则的要求。

- c. Financial Interests: Employees are prohibited from having financial interests (ownership or otherwise) directly or indirectly (including through family members) in any business entity:
- (a) Impacting Job Performance: If the financial interest adversely affects the employee's ability to perform his or her duties or responsibilities to the Company.
 - (b) Conflict with Work Schedules: If the financial interest requires the use of work time for other business entities.
 - (c) Ownership Interests in Directly Competitive Private Companies: Employees cannot hold ownership interests in private companies that directly compete with Jolywood.
 - (d) Publicly Traded Competitors: Employees may hold ownership interests not exceeding 5% in publicly traded companies that compete with Jolywood.
 - (e) Business Relationships with the Company: Employees are prohibited from having an ownership interest in a company that does significant business with Jolywood.

If an employee's ownership interest in a competitive business entity (as described in Clause (d) above) increases beyond the 5% threshold, the employee must immediately report it to the Securities Department.

- c. 经济利益：禁止员工直接或间接（包括通过家庭成员）在任何商业实体中拥有经济利益（所有权或其他）：
- (a) 影响工作表现：如果经济利益对员工履行其对公司的职责或责任的能力产生不利影响；
 - (b) 与工作安排冲突：如果经济利益要求用工作时间为其他商业实体服务；
 - (c) 持有直接竞争的私营公司的股权：员工不得在直接与中来竞争的私营公司中持有股权；
 - (d) 上市的竞争对手公司：员工可以在与中来竞争的上市公司中持有不超过 5% 的股权；
 - (e) 与公司的商业关系：员工不得在与中来有重大业务往来的公司中拥有股权。

如果员工在竞争性商业实体（如上文（d）条所述）中的持股比例增加超过 5% 的，员工必须立即向证券部报告。

- d. Loans and Financial Transactions: Employees are prohibited from engaging in loans,

personal debt guarantees, or other personal financial transactions with any major clients, suppliers, or competitors of Jolywood. This restriction does not apply to routine transactions with reputable banks or other formal financial institutions.

- d. 贷款及金融交易：员工不得与中来的任何主要客户、供应商或竞争对手进行贷款、个人债务担保或其他个人金融交易。此限制不适用于与信誉良好的银行或其他正规金融机构进行的日常交易。
- e. Board and Committee Services: Employees must not serve on the board of directors, trusteeship committees, or committees of any entity (profit or nonprofit) that may have conflicting interests with the Company. Prior approval from the board of directors must be obtained before accepting these positions. The company reserves the right to reassess its approval of any such positions at any time to ensure continued appropriateness.
- e. 董事会及委员会职务：员工不得在任何可能与公司存在利益冲突的实体（营利性或非营利性）的董事会、信托委员会或其他委员会中任职。在接受这些职位之前，必须获得董事会的事先批准。公司保留随时重新评估其对此类职位批准的权利，以确保持续适当性。
- f. Insider Trading: Employees may not use non-public information obtained during employment with Company to purchase or sell securities of Jolywood or other companies, or providing such non-public information to others.
- f. 内幕交易：员工不得利用在公司工作期间获得的非公开信息购买或出售中来或其他公司的证券，也不得向他人提供此类非公开信息。

If you have any uncertainty about whether a certain company is a major customer, supplier, or competitor of Jolywood, or if you have any doubts about potential situations or transactions, please consult the Legal Department for clarification.

如果您不确定某家公司是否是中来的主要客户、供应商或竞争对手，或者您对潜在的情况或交易有任何疑问，请咨询法务部澄清。

3.2 Disclosure of Conflict Interests

3.2 利益冲突披露

Jolywood requires full disclosure of any situations that may lead to conflicts of interest. If you suspect the existence of a conflict of interest, or if others may perceive a conflict of interest, you must immediately report it to your department head and the Securities Department.

中来要求全面披露任何可能导致利益冲突的情况。如果您怀疑存在利益冲突，或其他人认为可能存在利益冲突，您必须立即向您的部门负责人和证券部报告。

3.3 Response Procedures and Measures

3.3 响应流程与措施

All employees should disclose their actual or potential conflict interests to their department head and the Securities Department in a timely and comprehensive manner. Such disclosures shall be reported to the management team. If management is involved in a conflict interests, he or she should disclose it to his or her superior. If the potential conflict interests may have significant impacts, or if the employee's department head cannot make an accurate judgment on whether a conflict of interest exists, the department head shall consult with the Legal Department.

所有员工应及时、全面地向其部门负责人和证券部披露其实际或潜在的利益冲突。此类披露应上报给管理层。如果管理层涉及利益冲突，他/她应向其上级披露。如果潜在的利益冲突可能产生重大影响，或者如果员工的部门负责人无法准确判断是否存在利益冲突，部门负责人应向法务部咨询。

With the approval of the management team, employees may engage in activities that may give rise to conflict interests. Otherwise, employees are prohibited from engaging in activities that may create a conflict of interest.

经管理层的批准，员工可以从事可能产生利益冲突的活动。否则，员工禁止从事可能产生利益冲突的活动。

IV. Fair Competition

四、公平竞争

Jolywood complies with all applicable competition and anti-trust laws and regulations. Employees, particularly salespersons, shall respect and treat the Company's clients, suppliers, competitors, and other colleagues with fairness. They must not take unfair advantages through manipulation, concealment, misuse of confidential information, or any material misrepresentation.

中来遵守所有适用的竞争和反垄断法律法规。员工，尤其是销售人员，应尊重并公平对待公司的客户、供应商、竞争对手和其他同事。员工不得通过操纵、隐瞒、滥用机密信息或任何重大虚假陈述来谋取不公平的利益。

4.1 Prohibited Conduct

4.1 禁止行为

Here are some specific examples of prohibited conduct:

- a. Offering or accepting kickbacks, bribes, undisclosed commissions, or personal benefits.

- b. Intentionally spreading false rumors about competitors, clients, or suppliers.
- c. Intentionally misrepresenting the quality or nature of the Company's products.
- d. Attempting to gain an unfair advantage for the Company through any deceptive or manipulative means, including the use of third parties.

以下是一些禁止行为的具体例子：

- a. 提供或接受回扣、贿赂、未披露的佣金或个人利益；
- b. 故意散布关于竞争对手、客户或供应商的虚假谣言；
- c. 故意歪曲公司产品的质量或性质；
- d. 试图通过任何欺骗或操纵手段，包括利用第三方，为公司取得不公平的优势。

4.2 Risk Management

4.2 风险管理

The Legal Department of Jolywood conducts regular reviews of our operations, processes, and interactions with competitors to identify potential anticompetitive risks.

中来法务部定期对我们的运营、流程以及与竞争对手的往来进行审查，以识别潜在的反竞争风险。

The Company organizes regular trainings for our employees to ensure that they are able to conduct fair competition and comply with applicable laws and regulations in practice.

公司定期组织员工培训，确保他们能够在实践中开展公平竞争并遵守适用的法律法规。

4.3 Whistleblowing Mechanism

4.3 举报机制

Jolywood encourages employees and stakeholders to report any suspected anticompetitive behaviors to the Internal Audit Control Department. We will keep the identity of whistleblowers strictly confidential, and assure that no retaliation will be taken against any employee who reports anticompetitive behaviors in good faith.

中来鼓励员工和利益相关者向审计内控部举报任何可疑的反竞争行为。我们将对举报人的身份严格保密，并确保任何善意举报反竞争行为的员工不会被报复。

V. Fraud

五、欺诈

Fraud includes, but is not limited to, providing false information, falsifying documents, altering data, abuse of authority, and any act of obtaining an improper advantage by deception. Jolywood complies with all applicable laws and regulations, and endeavors

to cultivate a culture of honesty and transparency.

欺诈包括但不限于提供虚假信息、伪造文件、篡改数据、滥用职权以及任何通过欺骗手段获取不当利益的行为。中来遵守所有适用的法律法规，并努力培养诚信和透明的企业文化。

The Internal Audit Control Department conducts routine monitoring of Jolywood processes, data, and other relevant aspects to identify potential fraudulent activities. If employees discover any fraudulent activities, they shall report it to the Internal Audit Control Department.

审计内控部对中来的流程、数据和其他相关方面进行常规监控，以发现潜在的欺诈活动。如果员工发现任何欺诈活动，应向审计内控部报告。

Fraudulent conduct will be subject to penalties in accordance with Company policy and applicable laws and regulations, including but not limited to fines, termination and prosecution.

欺诈行为将根据公司政策和适用的法律法规进行处罚，包括但不限于罚款、解雇和起诉。

VI. Anti-Bribery and Anti-Corruption

六、反贿赂与反腐败

All business transactions and daily work within Jolywood adhere to the highest standards of integrity and legal and ethical requirements. Jolywood does not and will not, directly or indirectly, engage in any unlawful conduct that may be construed as bribery and/or corruption and complies with all applicable anti-bribery and anti-corruption laws, regulations, and international conventions. We also request our suppliers and partners to comply with our anti-bribery and anti-corruption requirements. For more details, please refer to our *Code of Conduct for Suppliers and Partners*.

中来的所有商事交易和日常工作都遵循最高的诚信标准以及法律和道德要求。中来现在和将来都不会直接或间接参与任何可能被视为贿赂和/或腐败的非法行为中，并遵守所有适用的反贿赂和反腐败法律、法规和国际公约。我们还要求我们的供应商和合作伙伴遵守我们的反贿赂和反腐败要求。更多详情，请参阅我们的《供应商与合作伙伴行为准则》。

6.1 Gifts and Entertainment

6.1 礼品与娱乐

6.1.1 Avoiding Corrupt Intentions

6.1.1 避免腐败意图

Appropriate business gifts and entertainment are welcome courtesies designed to build relationships and understanding among business partners. However, it is illegal to offer or give gifts or entertainment if it is done with a corrupt intent. A corrupt intent means that the purpose of the gift or entertainment is to influence someone to misuse his or her position in making business decisions. Employees may offer or accept gifts or entertainment from customers or suppliers only if such gifts or entertainment cannot be perceived as influencing any specific business decision.

适当的商务礼品和娱乐是受欢迎的礼仪，其旨在建立商业伙伴之间的关系和促进相互理解。然而，如果出于腐败意图提供或赠送礼品或娱乐，则是违法的。腐败意图意味着提供礼品或娱乐的目的是为了使某人在商业决策中滥用职权。员工只有在礼品或娱乐不会被视为影响任何具体商业决策的情况下，才可以向客户或供应商提供或接受礼品或娱乐。

6.1.2 Approval Process

6.1.2 审批程序

All gifts given on behalf of Jolywood and entertainment expenses incurred must be accurately recorded in the expense reports.

所有以中来名义赠送的礼品和产生的娱乐费用都必须准确记录在费用报告中。

The process for approving gifts, entertainment, and other hospitality expenses must be initiated by employees, and requires approval from senior managers.

礼品、娱乐和其他招待费用的审批流程必须由员工发起，并需要高级管理人员的批准。

6.2 Response Procedures and Measures

6.2 响应流程与措施

To implement a commitment system to prevent bribery and corruption among personnel in key relationships and positions, where employees in important positions, at the Company's sole discretion, may be required to sign an "Anti-Bribery/Anti-Corruption Commitment Letter" ((hereinafter referred to as the "**Commitment Letter**") with Jolywood.

在重要关系和重要岗位的人员中实行防止贿赂和腐败承诺制度。公司可自主决定要求重要岗位员工与中来签订《反贿赂/反腐败承诺书》(以下简称“《承诺书》”)。

The Legal Department, the Internal Audit Control Department, and other departments with similar functions, which serve as the supervisory departments for the anti-bribery

and anti-corruption commitment system, have the following main responsibilities:

- a. To carry out anti-bribery and anti-corruption work in corporate governance in accordance with relevant laws and regulations.
- b. To exercise the duties of discipline inspection and supervision in accordance with the law.
- c. To strengthen the supervision and management of personnel in key positions to ensure their integrity in employment.
- d. To implement the Commitment Letter, strengthen the prevention and governance of corruption from its source, adhere to addressing both the symptoms and root causes, improve system construction, and maintain accurate records of the integrity of personnel in key positions. The implementation of the Commitment Letter shall serve as an important content for evaluation and assessment, as well as a crucial basis for appointments and removals.
- e. To be responsible for tracking, supervising, and inspecting Jolywood's implementation of this Code.

法务部、审计内控部和其他具有类似职能的部门是反贿赂和反腐败承诺制度的监督部门，其主要职责如下：

- a. 根据相关法律法规开展公司治理中的反贿赂和反腐败工作；
- b. 依法行使纪检监察职责；
- c. 加强对关键岗位人员的监督管理，确保其廉洁从业；
- d. 落实《承诺书》，加强从源头上预防和治理腐败，坚持标本兼治，完善制度建设，准确记录重要岗位人员廉洁从业情况。将《承诺书》落实情况作为考核评价的重要内容和任免的重要依据；
- e. 负责跟踪、监督、检查中来执行本准则的情况。

The Committer shall comply with the following:

- a. Fulfill the contents promised in the Commitment Letter.
- b. Prohibit any form of bribery and corruption.
- c. Voluntarily accept the management of the supervisory departments.
- d. In case of violation of the commitment, comply with the punitive measures taken by the supervisory departments according to the relevant regulations.

承诺人应遵守以下规定：

- a. 履行承诺函中承诺的内容；
- b. 禁止任何形式的贿赂和腐败；
- c. 自愿接受监督部门的管理；
- d. 如违反承诺，遵守监督部门根据相关规定采取的处罚措施。

In carrying out the work of anti-bribery and corruption, the supervisory department and

relevant departments should strengthen information communication and mutual cooperation.

在开展反贿赂、反腐败工作中，监督部门与相关部门应加强信息沟通，相互配合。

The supervisory departments shall promptly stop or handle any discovered violations of discipline and regulations, and report the matter to relevant departments. If a crime is suspected, it shall be transferred to judicial authorities for handling.

对发现的违纪违规行为，监督部门应及时制止或处理，并向有关部门报告。涉嫌犯罪的，移送司法机关处理。

6.3 Whistleblowing Mechanism

6.3 举报机制

Jolywood encourages employees and stakeholders to report corruption and bribery directly to the supervisory departments. Strict confidentiality must be maintained throughout the process of receiving, investigating, and handling reports. It is strictly prohibited to disclose the name, department, or company name of the whistleblower, or to reveal the content of the report to the reported individual or department. During the investigation and verification process, original or copied materials of the report must not be shown, nor should the whistleblower be exposed.

中来鼓励员工和利益相关者直接向监管部门举报贪污受贿行为。在受理、调查和处理举报的整个过程中，必须严格保密。严禁泄露举报人的姓名、部门或公司名称，严禁向被举报个人或部门透露举报内容。在调查核实过程中，不得出示举报材料原件或复印件，也不得暴露举报人。

VII. Anti-Money Laundering

七、反洗钱

Jolywood has zero tolerance for money laundering and terrorist financing. We do not engage in any money laundering or terrorist financing activities or assist any other party in doing so. We comply with all relevant anti-money laundering and counter-terrorism financing laws, regulations, and international conventions. We will implement measures to prevent, identify, and monitor money laundering and terrorist financing activities, and we will report any suspicious activity to the relevant authorities where required.

中来对洗钱和恐怖主义融资零容忍。我们不参与任何洗钱或恐怖主义融资活动，也不协助任何其他方参与此类活动。我们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。我们将采取措施防止、识别和监控洗钱和恐怖主义融

资活动，并在必要时向有关当局报告任何可疑活动。

7.1 High-Risk Scenarios for Money Laundering & Terrorist Financing

7.1 洗钱与恐怖主义融资的高风险情形

Jolywood and its employees must be aware of money laundering and terrorist financing risks, including but not limited to the following scenarios:

- a. Operating in countries with weak enforcement of anti-money laundering and anti-terrorist financing laws.
- b. Conducting business in nations where financial transparency standards facilitate hiding such activities.
- c. Handling funds, conducting financial transactions, or approving related applications on behalf of clients.

中来及其员工必须意识到洗钱和恐怖主义融资的风险，包括但不限于以下情况：

- a. 在反洗钱和反恐怖主义融资法律执行不力的国家开展业务；
- b. 在金融透明度标准便于隐藏此类活动的国家开展业务；
- c. 代表客户处理资金、进行金融交易或批准相关申请。

7.2 Employee Reporting Steps

7.2 员工报告步骤

If you identify suspected money laundering or terrorist financing activities, you are required to follow these steps:

- a. If you notice anything suspicious that might be linked to money laundering or terrorist financing during a transaction or approval process, you shall place the transaction or approval process on temporary hold.
- b. Even if you are not fully sure that the activity you identify is money laundering or terrorist financing, you may raise your concerns to your department head and the Internal Audit Control Department.

如果您发现涉嫌洗钱或恐怖主义融资的活动，您必须遵循以下步骤：

- a. 如果您在交易或审批流程中发现任何可能与洗钱或恐怖主义融资有关的可疑情况，您应暂时搁置该交易或审批流程；
- b. 即使您不能完全确定您发现的活动是洗钱或恐怖主义融资，您也可以向您的部门负责人和审计内控部门提出您的疑虑。

VIII. Information Security

八、信息安全

Employees have an obligation to keep confidential all information entrusted to them by

Jolywood, its suppliers, customers, and other business partners. Confidential information includes any non-public information that, if disclosed, could benefit the Company's competitors or cause harm to the Company, its customers, or suppliers.

员工有义务对中来及其供应商、客户以及其他商务合作伙伴委托给他们的所有信息保密。保密信息包括任何非公开信息，这些信息一旦泄露，可能会使公司的竞争对手获益，或对公司、客户或供应商造成损害。

8.1 Confidential Information

8.1 保密信息

8.1.1 Company Secrets

8.1.1 公司秘密

Company secrets refer to various types of information that is not known to the public, can bring economic benefits to the Company, possess practicality, and have been subject to confidentiality measures taken by the obligee. Secrecy is fundamental to the establishment, survival, and normal operation of a business in the highly competitive market. All employees of the Company have an obligation to protect Company secrets and prevent others from stealing, disclosing, or disseminating them. Company secrets include but are not limited to the following: technical secrets, business secrets, operational and management information, and personal privacy of employees.

公司秘密是指不为公众所知、能为公司带来经济利益、具有实用性、保密义务人已采取保密措施的各类信息。保密是企业在激烈的市场竞争中立足、生存和正常运营的根本。公司所有员工都有义务保护公司秘密，防止他人窃取、披露或传播。公司秘密包括但不限于以下内容：技术秘密、商业秘密、经营管理信息以及员工个人隐私。

8.1.2 Technical Secrets

8.1.2 技术秘密

Technical secrets include: unique tips, knowledge, and experience in various aspects of our business; unpublished teaching content; distinctive operational methods; and software, programs, proprietary technologies, development processes, hardware configuration information related to project research and development, customer service, and market development. Technical information, such as proprietary technical data with independent intellectual property rights acquired or developed by the Company and not known to the public, as well as designs, drawings, documents, process flows, and other technical information throughout the entire research and development process, and their carriers in various forms, are also considered technical secrets.

技术秘密包括：公司业务特有的各方面的诀窍、知识和经验；未公开的教学内容；独特的运作方法；以及与项目研发、客户服务、市场开发有关的软件、程序、专有技术、开发流程、硬件配置信息等。技术资料，如公司获取或研发的享有独立知识产权的、不为外界所知悉的专有的技术数据，及所有研发过程的设计、图纸、文件资料、工艺流程等技术信息及其各种形式的载体，也属于技术秘密。

8.1.3 Business Secrets

8.1.3 商业秘密

Business secrets include: secrets that our Company's partners (suppliers, distributors, etc.) or clients request us not to disclose to third parties, as well as the addresses and telephone numbers of our partners. Confidential parts of our business activities include business plans, strategies, proposals, and intentions; business communications containing trade secrets; financial secrets relating to our Company's assets and liabilities, budgets and financial statements, fund allocations, and other financial aspects; and business secrets such as disagreements between our Company and our partners.

商业秘密包括：公司的合作伙伴（供应商、分销商等）或客户要求我们不得向第三方披露的秘密，以及合作伙伴的地址和电话号码。我们商业活动的机密部分包含商业计划、战略、建议和意图；包含商业秘密的业务通信；与我们公司的资产和负债、预算和财务报表、资金分配及其他财务方面有关的财务秘密；以及我们公司与合作伙伴之间的分歧等商业秘密。

8.1.4 Operational and Management Information

8.1.4 经营管理信息

Operational and management information includes: Company's management philosophy, internal control systems, administrative policies, and corporate culture; Company's business strategies, public relations strategies, commission and royalty payment plans, rebate and labor remuneration payment schemes, project marketing plans, supplier/client lists and contact details; customer sales strategies, sales channels and promotion networks, training course procedures and customer service schemes; financial status, and other operational and financial information. This includes but is not limited to the client lists, contract prices, research reports, statements, business plans, trade secrets, business models, Company resolutions, and all other business information, financial information, as well as meeting materials and documents of business partners. Matters for which the Company bears confidentiality obligations externally in accordance with legal instruments or the terms of relevant agreements.

经营管理信息包括：公司的管理思想、内部控制制度、管理办法和企业文化；公司的经营策略、公关策略、佣金和特许权使用费支付计划、回扣和劳动报酬支付

计划、项目营销计划、供应商/客户名单和联系方式；客户销售策略、销售渠道和推广网络、培训课程程序和客户服务计划；财务状况以及其他经营和财务信息。这包括但不限于客户名单、合同价格、研究报告、报表、商业计划、商业秘密、商业模式、公司决议和所有其他商业信息、财务信息，以及商业伙伴的会议材料和文件。公司根据法律文书或相关协议条款对外承担保密义务的事项。

8.1.5 Employee Personal Privacy

8.1.5 员工个人隐私

Employee personal privacy includes: employee personnel files, salary, shareholder investment proportions, phone numbers, family members, and other related information.

员工个人隐私包括：员工人事档案、工资、股东投资比例、电话号码、家庭成员及其他相关信息。

8.1.6 Carriers and Transmission Media for Secrets

8.1.6 秘密的载体及传播媒介

Carriers and transmission media for secrets include various optical and magnetic recording storage media, such as CDs, disks, tapes, electronic documents, and emails; as well as various written carriers including documents, faxes, reports, files, archives, registration forms, guarantees, memorandums, address books, meeting minutes, and scrap paper. Employees are prohibited from stealing, smuggling, or divulging Company secrets through any of the above means of communication.

秘密的载体和传播媒介包括各种光学和磁性记录存储介质，如光盘、磁盘、磁带、电子文档和电子邮件；以及各种书面载体，包括文书、传真、报告、文件、档案、注册登记表、担保书、备忘录、通讯录、会议记录和草稿纸。禁止员工通过上述任何通信方式窃取、夹带或泄露公司秘密。

8.2 Incident Response Plan (IRP)

8.2 应急响应计划

Jolywood's IRP is a comprehensive and swift response and recovery plan established for the occurrence of security incidents in information systems. It has a rigorous organization and division of labor, and it handles faults through the Company's professional teams, following standardized work processes. For global faults, the IRP serves to prevent incidents under normal conditions, respond actively to emergencies when they arise, and restore business operations rapidly after an incident.

中来的应急响应计划是针对信息系统发生突发安全事件时而建立的一套完整的快速响应及恢复计划。它有严谨的组织和分工，通过公司的专业团队，按照规范的工作流程去处理故障。对于全局性故障，该计划具有正常情况下预防、突发时

积极响应、事件后快速恢复业务运行的保障作用。

IX. Protection of Intellectual Property Rights

九、知识产权保护

Intellectual property rights refer to creations of the mind, including inventions, literary and artistic works, symbols, names, and images used in commerce. These rights include patents, trademarks, copyrights, trade secrets, and other forms of intellectual property. Jolywood recognizes the importance of intellectual property rights and is committed to protecting them and complying with all applicable intellectual property laws and regulations.

知识产权是指智力成果，包括发明、文学和艺术作品、在商业中使用的标志、名称和图像等。这些权利包括专利、商标、版权、商业秘密以及其他形式的知识产权。中来认识到知识产权的重要性，并致力于保护知识产权以及遵守所有适用的知识产权法律法规。

Jolywood strongly opposes and will severely crack down on any form of infringement of intellectual property rights, both inside and outside the Company, including but not limited to copying, imitation, theft, misappropriation, disclosure, or any act or disguised form of such conduct. We reserve the right to take legal action worldwide to protect the legitimate rights and interests of all shareholders and our customer base.

中来强烈反对并将严厉打击公司内外任何形式的知识产权侵权行为，包括但不限于复制、模仿、盗窃、盗用、披露或任何侵权行为或变相行为。我们保留在全球范围内采取法律行动的权利，以保护所有股东和客户的合法权益。

X. Protection and Use of Company Assets

十、公司资产的保护和使用

Employees have a responsibility to protect Jolywood's assets and ensure their full and effective use for legitimate business purposes. Theft, negligence, and waste directly impact Jolywood's profitability. It is strictly prohibited to use the company's funds or assets for any illegal or improper purposes for personal gain or other purposes.

员工有责任保护中来的资产，并确保将其充分、有效地用于合法的商业目的。盗窃、疏忽和浪费直接影响到中来的盈利能力。严禁为谋取私利或其他目的，将公司资金或资产用于任何非法或不当目的。

To ensure that Company's assets are properly protected and utilized, each employee

shall:

- a. Take reasonable precautions to prevent the theft, damage, or misuse of Company property.
- b. Promptly report actual or suspected instances of theft, damage, or misuse of Company property.
- c. Use the Company's telephone systems, electronic communication services, written materials, and other property primarily for business purposes.
- d. Protect all electronic programs, data, communications, and written materials from unauthorized access.
- e. Use Company property only for legitimate business purposes, as authorized by job responsibilities.

为确保公司资产得到妥善保护和使用，每位员工都应：

- a. 采取合理的预防措施，防止公司财产被盗、损坏或滥用；
- b. 及时报告实际或可疑的公司财产失窃、损坏或滥用事件；
- c. 将公司的电话系统、电子通信服务、书面材料和其他财产主要用于商业目的；
- d. 保护所有电子程序、数据、通信和书面材料，防止未经授权的访问；
- e. 根据工作职责授权，仅将公司财产用于合法商业目的。

Please note that Company property includes all data and communications transmitted or received through the Company's electronic or telephone systems, as well as all written communications. Employees and users of Company property should not expect privacy for such communications and data. Jolywood retains the right to monitor all electronic and telephone communications within the limits permitted by law. These communications may also be subject to disclosure to law enforcement or government officials.

请注意，公司财产包括通过公司电子或电话系统传输或接收的所有数据及通信，以及所有书面通信。员工及公司财产的使用者不应期望此类通信和数据具有隐私性。中来保留在法律允许范围内监控所有电子和电话通信的权利。这些通信也可能需要根据法律要求向执法机构或政府官员披露。

XI. Financial Reporting and Public Disclosure

十一、财务报告与公开披露

As a publicly listed company, we must adhere to a series of securities laws, regulations, and disclosure requirements. This includes disclosing our financial performance and other significant business information to the public and the Shenzhen Stock Exchange. Both the law and our internal policies require us to disclose information on the

Company's operations, financial status, and performance in a timely, accurate, and complete manner. Employees must strictly comply with all applicable accounting and financial reporting standards, laws, regulations, as well as policies on transactions, estimates, and forecasts. Inaccurate, incomplete, or untimely reports are unacceptable and may have severe consequences for the Company.

作为一家上市公司，我们必须遵守一系列证券法律、法规及披露的要求。这包括向公众和深圳证券交易所披露我们的财务业绩及其他重要商业信息。法律和我们的内部政策均要求我们及时、准确、完整地披露公司的经营、财务状况和业绩信息。员工必须严格遵守所有适用的会计和财务报告准则、法律法规，以及关于交易、估算和预测的政策。不准确、不完整或不及时的报告是不可接受的，并可能对公司产生严重后果。

11.1 Identifying and Reporting Potential Issues

11.1 识别并报告潜在问题

Employees should remain vigilant and promptly report any potential inaccuracies or incomplete financial reports. Particular attention should be paid to:

- a. Financial results that are inconsistent with underlying business performance.
- b. Transactions lacking a clear business purpose.
- c. Requests to bypass standard review and approval procedures.

员工应保持警惕，及时报告任何潜在的不准确或不完整的财务报告。应特别注意：

- a. 与基本经营业绩不一致的财务结果；
- b. 缺乏明确商业目的的交易；
- c. 要求绕过标准审查和审批流程。

11.2 Responsibilities of Financial Personnel

11.2 财务人员的责任

Senior financial officers, other executives, and employees within the Finance and Accounting Department have special responsibilities. They shall ensure that all financial disclosures by Jolywood are complete, fair, accurate, timely, and easily understandable.

财务部的高级财务人员、其他管理人员和员工负有特别的责任。他们应确保中来披露的所有财务信息都是完整、公正、准确、及时和易于理解的。

Senior financial officers and chief executive officers must be familiar with the disclosure requirements, disclosure controls, and procedures applicable to the Company, and ensure timely compliance with disclosure obligations under relevant laws or exchange listing rules. Any practices or situations that may undermine these objectives should be reported to the Internal Audit Control Department.

高级财务人员和首席执行官必须熟悉适用于公司的披露要求、披露控制和程序，并确保及时遵守相关法律或交易所上市规则规定的披露义务。任何可能损害这些目标的做法或情况都应向审计内控部报告。

11.3 Accuracy of Financial Information Disclosure

11.3 财务信息披露的准确性

Senior financial officers and executives have an obligation to maintain the integrity of financial disclosures. They shall not knowingly misrepresent factual information about the Company to any audience, including the board of directors, audit institutions, government regulatory bodies, and self-regulatory bodies.

高级财务人员和管理人员有义务维护财务披露的完整性。他们不得故意向任何受众，包括董事会、审计机构、政府监管机构和自律机构，歪曲公司的事实信息。

11.4 Prohibited Conduct with Auditors

11.4 与审计员的禁止行为

Employees are strictly prohibited from engaging in any direct or indirect coercion, manipulation, misleading, or deceptive behavior that influences Jolywood's independent auditors. This includes, but is not limited to, attempting to pressure auditors to:

- a. Issue unreasonable audit reports on the Company's financial statements due to severe violations of accounting policies, auditing standards, or other professional or regulatory standards.
- b. Not perform necessary audits, reviews, or other procedures.
- c. Withdraw issued reports.
- d. Fail to communicate relevant matters to the Company's audit committee.

严禁员工参与任何直接或间接的胁迫、操纵、误导或欺骗行为，影响中来的独立审计员。这包括但不限于试图向审计员施压，以达到以下目的：

- a. 因严重违反会计政策、审计准则或其他专业或监管标准，而对公司财务报表出具不合理的审计报告；
- b. 不执行必要的审计、复核或其他流程；
- c. 撤回已出具的报告；
- d. 不向公司审计委员会通报相关事项。

11.5 Whistleblowing Mechanism

11.5 举报机制

If employees have information related to questionable accounting or auditing practices, they may report the matter anonymously to the Internal Audit Control Department.

如果员工掌握与可疑会计或审计行为相关的信息，他们可以向审计内控部匿名举报此事。

XII. Maintain Accurate Company Records

十二、保持准确的公司记录

Jolywood maintains accurate and reliable records as they form the foundation of our business operations. These records serve as the basis for profit statements, financial reports, and other public disclosures. They also provide critical data for informed business decisions and strategic planning. Company records include various elements, such as business operations data, payroll information, timecards, travel and expense reports, emails, accounting and financial data, performance metrics, electronic files, and any other records created during the course of business.

中来保留准确可靠的记录，因为它们是我们经营业务的基础。这些记录是利润表、财务报告和其他公开披露信息的基础。它们还为明智的商业决策和战略规划提供了关键数据。公司记录包含多种内容，如业务经营数据、薪资信息、考勤卡、差旅和费用报告、电子邮件、会计和财务数据、绩效指标、电子文件以及在业务过程中产生的任何其他记录。

Jolywood places a high value on the integrity, accuracy, and reliability of all records. Under no circumstances should entries be falsified or misrepresented. In addition, the use of undisclosed or unrecorded funds, payments, or receipts is strictly prohibited. Employees are responsible for knowing and complying with Company policies.

中来高度重视所有记录的完整性、准确性和可靠性。在任何情况下都不得伪造或歪曲记录。此外，严禁使用未披露或未记录的资金、付款或收据。员工有责任了解并遵守公司的政策。

XIII. Environmental Protection

十三、环境保护

Jolywood complies with all applicable laws and regulations. We encourage all employees to conserve resources through recycling and energy-saving measures, and to minimize waste and emissions. We encourage employees to report any suspected violations of environmental laws or potential pollutant emissions promptly. Manufacturing employees have a special responsibility to protect the environment. This includes paying special attention to the storage, disposal, and transportation of waste, as well as the handling of toxic materials and emissions.

中来遵守所有适用的法律法规。我们鼓励所有员工通过回收利用和节能措施节约资源，并尽量减少废物和排放。我们鼓励员工及时报告任何涉嫌违反环境法律的行为或潜在的污染物排放行为。负责生产的员工负有保护环境的特别责任。这包括特别注意废物的储存、处置和运输，以及有毒材料和排放物的处理。

XIV. Conflict Minerals

十四、冲突矿产

Jolywood does 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. We 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.

中来不购买、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。我们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。

XV. Reporting and Claim

十五、举报与投诉

Jolywood encourages employees and stakeholders to report any violation of the Code. We adopts a zero-tolerance policy towards violations of its Code. Any employee found to have breached the Code will be subject to appropriate disciplinary action, including termination of employment, depending on the extent of violation.

中来鼓励员工和利益相关方举报任何违反准则的行为。我们对违反准则的行为采取零容忍政策。任何被发现违反准则的员工都将受到相应的处分，包括根据违规程度终止雇佣关系。

15.1 Reporting Obligation

15.1 举报义务

All employees have an obligation to report any known or suspected violations of this Code, including any breaches of applicable laws, regulations, or company policies.

Reporting such issues will not be considered disloyal; it is crucial for maintaining the Company's reputation and the integrity of its employees.

所有员工均有义务举报任何已知或涉嫌违反本准则的行为，包括任何违反适用的法律、法规或公司政策的行为。举报此类问题不会被视为不忠；举报对于维护公司声誉和员工诚信至关重要。

15.2 Reporting and Claim Procedure

15.2 举报与投诉流程

If you suspect or discover any violations of the Code, it is your responsibility to report it immediately to the Internal Audit Control Department. If you are suffering from any violations of the Code, you have the right to, and the Company encourages you to, make a claim to Internal Audit Control Department. They will work with you and conduct an investigation. You have the option to remain anonymous. The reporting channel is as below:

如果您怀疑或发现任何违反准则的行为，您有责任立即向审计内控部报告。如果您正在遭受任何违反准则的行为，您有权且公司鼓励您向审计内控部投诉。他们将与您合作并进行调查。您可以选择匿名。举报渠道如下：

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

Any suspicious violations involving senior executives of the company should be raised or reported to the board of the directors or its designed bodies.

任何涉及公司高级管理人员的可疑违规行为都应向董事会或其指定的机构提出或举报。

XVI. Non-Retaliation Commitment

十六、不报复承诺

It is strictly prohibited for all Jolywood employees and other representatives to attempt to determine the identity of a whistleblower. Jolywood also prohibits retaliation of any kind against a whistleblower who has brought forward a concern in good faith.

严禁所有中来员工和其他代表刺探举报人的身份。中来还禁止对善意举报的举报人进行任何形式的报复。

XVII. Conclusion

十七、总结

This Code sets forth the core principles for conducting Jolywood's business in accordance with the highest ethical standards. If you have any questions about the Code, please contact the Legal Department. We expect all employees to adhere to these standards; each individual is responsible for his or her own conduct. Complying with superior orders is not a justification for violating laws or this Code. Engaging in any prohibited conduct is beyond the scope of your job and may result in disciplinary action, up to and including termination of employment in severe cases.

本准则规定了中来按照最高道德标准开展业务的核心原则。如果您对本准则有任何疑问，请联系法务部。我们希望所有员工都能遵守这些标准；每个人都要对自己的行为负责。服从上级命令不能成为违反法律或本准则的理由。从事任何被禁止的行为都超出了您的工作范围，并可能导致处分，严重者可能被解雇。