
ZTT Employees' Compliance Code of Conduct

CHAPTER I. General Provisions

Article 1. This Compliance Code is made in line with the Compliance management requirements of Jiangsu Zhongtian Technology Co., Ltd. (the “**Company**” or “**ZTT**”) with the purpose to regulate the business-related activities of the Company’s Employees at all levels in accordance with laws, rules, and regulations.

Article 2. This Compliance Code applies to all the Employees of the Company and its foreign and domestic controlled subsidiaries (hereinafter referred to as the “**Subsidiaries**”) and the relevant Third Parties.

Article 3. The terms used in this Compliance Code shall have the meaning ascribed to them below:

(1) “**Employee**” refers to all Company & Subsidiaries management personnel, directors, and employees (permanent and temporary).

(2) “**Third Parties**” refers to all entities such as agents, advisers and other intermediaries, consultants, representatives, distributors, contractors, subcontractors, suppliers, consortia, joint venture partners and other kind of third parties with whom it has business relationships or with whom it works to obtain orders or permits (whether an individual, partnership, corporation or unincorporated entity) engaged by the Company or any Subsidiaries in any forms or under any titles.

(3) “**Compliance**” means the adherence of the requirements of the applicable laws and regulations, international conventions, Compliance Codes of International Organization, regulatory provisions, industrial standard, business practice, ethics and the Company’s articles of association and rules and regulations by the Company and its Subsidiaries in their regular course of business.

(4) “**Appropriate Compliance Department**” refers to Compliance Standard Department of the Company, or Compliance Department or Compliance Officers of a Subsidiary, depending on whether the entity responsible for business operation is the Company or a Subsidiary.

(5) “**Non-compliance Conducts**” refers to corruptive, fraudulent, collusive, coercive, obstructive or other misconducts sanctioned by various multilateral development banks and other Noncompliance Conducts.

CHAPTER II. Employees' Compliance Code of Conduct

Article 4. The Employees must comply with ZTT’s corporate spirits of “diligent & hardworking; strong & ambitious”, ZTT’s corporate value of “dedicated manufacture”, and ZTT’s corporate principles of “self-motivated & innovative; best effort for own work & volunteer effort for extra work; find problem & solve problem”, must act in strict compliance with the national laws, rules and regulations, as well as the rules and policies of the Company and the Subsidiaries, with a view to being responsible for the society and protecting the interest of the Company, and must meet the following six Compliance requirements, namely: (1) to insist on honesty and Compliance; (2) to maintain fair competition; (3) to guard against bribery and corruption; (4) to avoid conflicts of interest; (5) to keep Commercial Secrets confidential; and (6) to maintain the highest level of Compliance & ethics standards.

Article 5. To Insist on Honesty and Compliance

(1) Employees shall always put the interests of the Company and the Subsidiaries on top priority, identify with the culture and objectives of the Company and the Subsidiaries, earnestly perform their own duties, and make efforts to maintain the social image and good reputation of the Company and the Subsidiaries; and shall not impair the image or reputation of the Company and the Subsidiaries, or damage the interest of the Company for the benefit of small collective or individual, or disrupt the growth of the Company and the Subsidiaries..

(2) Employees shall be fully aware that they will be subject to civil or criminal liability for any violation of laws, regulations, or Compliance requirements, and any such violations would cause damage to the reputation of the Company and the Subsidiaries.

(3) Employees shall not do any prohibited misconduct which could lead to the involvement of the Company and the Subsidiaries in any suspected unlawful or proscribed unethical practices.

(4) Employees shall treat all colleagues and visitors with respect and humility, shall always keep in mind that his/her every word and every move will influence the image of the Company, shall be polite and well-mannered at work or business occasion, and shall try to become more decent and elegant.

(5) Employees shall communicate with their colleagues and supervisors in the manner of trust and collaboration, and work together with them to complete the tasks

(6) Employees shall be honest and fair to all clients, and ensure that the information communicated with or introduced to clients is true and accurate. Employees are prohibited from gaining business in the way of misleading current or potential clients.

(7) Employees are prohibited from stealing or abusing the property of the Company and the Subsidiaries or any power granted by the Company and the Subsidiaries.

(8) Employees shall not forge or falsify work records, bidding documents, or other materials

(9) Employees shall not impair, harm, or threaten to impair or harm anyone or their property in order to improperly influence the actions of any colleague, client, competitor, or any other party.

Article 6. To Maintain Fair Competition

(1) Employees shall comply with all applicable competition law, anti-trust law, and other applicable laws related to maintaining fair competition in the market. Employees shall not exchange sensitive information with competitors in violation of competition or anti-trust law.

(2) Employees shall not collude with competitors or jointly participate in any action with an improper intent or effect, such as bid rigging, price fixing or cartels, violating bidding processes, dividing markets, or limiting production.

(3) Employees shall not, by using the inside information, damage the interest of the Company and the Subsidiaries for benefit, or acquire more competitive advantages than outsiders for their personal interest.

Article 7. To Guard against Commercial Bribery

(1) Employees shall fully understand that the business success of the Company and the Subsidiaries must be based on market competitiveness, performance, quality of products, services, and technologies. In any circumstances, Employees shall not seek success in any business activities through any form of bribery or corruption or other improper activities of the same nature.

(2) Employees shall not offer, promise, authorize, give, or receive any type of bribes, commercial or financial advantage, cash payments or valuable gifts that are intended to improperly influence any act or business decision, secure any improper advantage, or compromise independent judgment of any government official, customer, or other person. Employees are also prohibited from carrying out the above activities indirectly through any Third Party including relatives or associates.

(3) Employees shall not offer, promise, or give money, services, gifts, or other valuable items (including hospitality) in order to obtain or retain business opportunity or other interest. Employees are also prohibited from carrying out the above activities

indirectly through any Third Party including relatives or associates.

(4) Employees shall not receive money, services, gifts, or other valuable items (including hospitality) from subcontractors or suppliers for having given business to an individual or organization. Relatives and associates of Employees are also prohibited from receiving such benefits.

(5) Employees shall follow the ethical standards, Compliance policies and requirements of the Company and the Subsidiaries when conducting business with the government or its affiliates, especially when seeking government approval, licensing, access or related approval.

(6) In certain social customs and cultures, Employees could exchange symbolic non-cash or non-cash-equivalent gifts of nominal value or courtesy souvenirs, or provide hospitality in connection with their business activities. If the ultimate goal is to improperly influence business decisions, however, Employees shall not give, offer, promise, or accept any such gifts, souvenirs or hospitality (including money, loans, invitations, and expense payments or reimbursements) or any other form of special treatment. Employees are also prohibited from carrying out the above activities indirectly through third parties including relatives or associates.

Article 8. To Avoid Conflict of Interests

(1) Conflict of interests may distort Employees' business judgment. Employees must avoid undertaking any activities that may cause, or create the perception of, a Conflict of Interests between (a) themselves or any relative and (b) the Company and the Subsidiaries or their related parties, including but not limited to:

a. Employee shall not arrange their relatives in, or receive labor or technical service from, any related entity that may have a Conflict of Interest without the written approval by the responsible person;

b. Employees shall be prohibited from being engaged in any concurrent job during their working hours or with other resources in the Company and the Subsidiaries, or concurrently being employed by any related entity or competitor of the Company and the Subsidiaries; and their concurrently job shall not compete with the Company and the Subsidiaries or influence their work at or damage the image of the Company and the Subsidiaries;

c. Employees shall be prohibited from investing in any company which participates in the operation and management, or investing in any client or competitor of the Company and the Subsidiaries, or providing any benefit to the investees by using their positions. Employees are also prohibited from carrying out the above activities indirectly through third parties including relatives or

associates.

(2) Employees' business decisions and actions shall be based on the best interests of the Company and the Subsidiaries. Independent judgment and reasonable decision-making shall not be influenced by any relationships with prospective or existing suppliers, subcontractors, representatives, contract employees, customers, competitors, or regulators.

(3) To avoid Conflict of Interests, the Company and the Subsidiaries may hire or offer any contract to a former or current governmental employee only in rare circumstances and only if all of the conditions set forth in the Compliance policies, rules, and requirements of the Company and the Subsidiaries have been satisfied.

Article 9. To Keep Commercial Secrets Confidential

(1) Employees shall adhere to the Commercial Secrets protection policies of the Company and the Subsidiaries.

(2) Without internal communication or prior approval from the supervisor, Employees shall not publish, discuss in public, disclose to unauthorized persons or organizations, or use without proper authorization, any confidential business information and confidential technical information ("**Commercial Secrets**") belonging to the Company and the Subsidiaries or its related Third Party.

(3) Business information includes but is not limited to: secrets in important decision-making; business strategies, business guidelines, business plans, business projects and business decisions that have not been reduced to practice; inside contracts, agreements, letters of intent and feasibility reports, and important meeting minutes; information of supply and sales, and profiles of suppliers and clients; financial budget and final accounting reports, and financial statements and statistics statements (other than those required to be disclosed to the public); data and information that are not available in market or in public; personal files, salaries, incomes from providing labor service and other materials of staff and employees; and corporate governance rules and regulations.

(4) Technical information includes but is not limited to: technical documentations; technical achievements, essays, publications and books that are completed by Employees during their work, or conclusions and perceptions generated by them from their work (which are owned by the Company or the Subsidiaries); and other matters that are identified as confidential by the Company or the Subsidiaries.

(5) Employees who are responsible for the management, use, and delivery of confidential business information and confidential technical information (including client and supplier related information) shall not improperly disclose or abuse such

information internally within the Company and the Subsidiaries or to an external Third Party; if any secret of the Company and the Subsidiaries is required to be disclosed for the purpose of external communication and cooperation, then such disclosure shall be subject to the prior approval by the general manager; upon awareness of any actual or possible disclosure of confidential business information or confidential technical information, Employees shall immediately take measures to remedy and promptly report such disclosure.

(6) Employees shall not benefit themselves or others by taking advantage of any Commercial Secret or other information resources of the Company and the Subsidiaries.

Article 10. To Abide by the Highest Ethical Standard

Employees shall abide by the highest ethical standards in all projects, and shall be prohibited from any Noncompliance Conducts at all times and in any form, whether direct or indirect, including but not limited to:

(1) "Corrupt activity" means the act of providing, giving, receiving or requiring any valuable property directly or indirectly, to unduly affect the acts of the other party.

(2) "Fraudulent activity" means any act or concealment, including distortion of facts, any intentional or reckless misleading, or an attempt to mislead a party in order to obtain financial or other benefits or to evade an obligation.

(3) "Collusive activity" means an arrangement schemed by two or more parties to achieve an improper purpose, including an act that unduly affects the other party.

(4) "Pressure activity" means the act of directly or indirectly weakening or injuring, or threatening to weaken or injure any party or its property in order to unduly affect the act of that party.

(5) "Obstruction activity" means intentional destruction, forgery, alteration or concealment of evidence required for investigation or the provision of false information to investigators, which severely impedes the investigation of alleged corruption, fraud, pressure or collusion by the World Bank or other multilateral development banks, and/or threatens, harasses or coerces any party to prevent it from disclosing any known information related to or participation in the investigation, or to attempt to seriously impede the World Bank or other multilateral development bank from investigating and exercising the audit rights conferred upon them.

CHAPTER III. Compliance Requirements for the Management and Employees

Article 11. While complying with this Compliance Code, the Company's management and Employees shall also have the following Compliance responsibilities:

(1) Management at all levels and employees shall have the responsibilities to act in strict compliance with this Compliance Code. Management at all levels must actively promote the implementation of this Compliance Code, and show their commitment to complying with this Compliance Code through actions.

(2) Management at all levels of the Company and the Subsidiaries are obligated to directly demonstrate that all Employees shall, as their primary consideration in carrying out any production and business activities, abide by the ethical standards and Compliance requirements of the Company and the Subsidiaries.

(3) Management at all levels of the Company and the Subsidiaries must be vigilant in preventing, detecting, and responding to any violation of this Compliance Code, and protect the Employees who make good-faith reports of violations of the Compliance Code from retaliation.

(4) In addition to abiding by the applicable law, regulations and Compliance requirements that apply to their positions and job activities, all the Employees of the Company and the Subsidiaries are obligated to be fully aware of and implement this Compliance Code in their day-to-day production and business activities

(5) Employees are obliged to report any known or potential violations of this Compliance Code. When reporting, Employees shall submit evidence of actual or potential violations of this Compliance Code to the Appropriate Compliance Department, or report to the responsible person in accordance with the Compliance policies and systems of the Company and the Subsidiaries.

(6) All Employees shall sign the Compliance Statement (see Annex 1) annually and shall adhere to the Compliance Statement.

(7) The Company and the Subsidiaries shall conduct annual Compliance performance appraisal on all Employees. The Human Resources Department of the Company and the Subsidiaries, in conjunction with the Appropriate Compliance Department, shall formulate specific Compliance performance appraisal standards according to the actual situations of the Company and the Subsidiaries.

CHAPTER IV. Consultation, Reporting and Sanction of Violation

Article 12. Employees should, in any time, consult with the Appropriate Compliance Department or the Compliance Officer of the Company and the Subsidiaries or the Chief Compliance Officer of the Company with regard to the matters related to this Compliance Code, the Compliance policies of the Company and the Subsidiaries, the ethical standards and the applicable law and regulations. The specific circumstances include but not limited to:

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- (1) any concerns involving ethical or Compliance problems;
 - (2) any hesitation, in certain specific situations, on how to proceed in accordance with the ethical standards of the Company and the Subsidiaries;
 - (3) any request from business partners, clients, or colleagues that might violate ethical standards, Compliance policies, or even applicable law;
 - (4) any perceived or suspected activities of business partners, clients, or colleagues that might violate ethical standards, Compliance policies, or even applicable law; or
 - (5) any other question or circumstance involving Compliance.

Article 13. Employees who make good-faith reports of violations will be protected from retaliatory measures. If the report is true, any person involved in the reported Compliance violation will be subject to disciplinary measures. If the reporting person is also involved in the reported Compliance violation activity, he/she may still be subject to disciplinary measures, but the punishment upon the initiative whistleblower should be lenient according to the circumstances.

Article 14. Any Employee who fails to comply with the Compliance Code shall be subject to disciplinary measures, which include but are not limited to termination of employment, dismissal, demotion, demerit, warning etc.

Consultation and Reporting Hotline: 13773643437;
Consultation and Reporting Email: xuyaqin@chinaztt.com.

CHAPTER V. Miscellaneous

Article 15. This Compliance Code should be interpreted by the Compliance Standard Department of the Company.

Article 16. This Compliance Code shall come into force from the date of issuance.

Annex 1

Employees' Compliance Statement

Note: Please read the following regulations carefully and sign and date below after understanding and confirmation. Should you have any question, please contact the Appropriate Compliance Department.

I, _____, hereby state and guarantee as follows:

1. I have carefully read the Employee Compliance Code of Conduct and hereby state that I have strictly adhered to all the regulations contained in the Employee Compliance Code of Conduct during the past twelve months.

2. I guarantee that, during the past twelve months, there has been no bad record or improper payment caused by me.

3. I guarantee that, during the past twelve months, if I was aware that any of colleagues, subordinates and superiors is in violation of the Employees' Compliance Code of Conduct, I have reported such violation to the Appropriate Compliance Department through the Consultation and Reporting Hotline or directly to the Chief Compliance Officer of ZTT.

4. I promise that, if I become aware of any violation of the Employees' Compliance Code of Conduct, I will immediately report it to the Appropriate Compliance Department directly or through the hotline.

5. I guarantee that I understand the provisions of the Compliance policies and rules relating to my duties and has not violated or evaded such provisions of the Compliance policies and rules during the past twelve months.

6. I am certain that, during the past twelve months, I have no knowledge of any violation or evasion of the provisions of the Compliance policies and rules by colleagues, subordinates or superiors.

7. I am certain that, if I become aware of any violation of the Compliance policies and rules, I will immediately report to the Appropriate Compliance Department, directly or through the hotline.

8. I agree that any misstatement in this Statement will result in various disciplinary penalties, including but not limited to condemnation or dismissal.

Name:

Title:

Signature: