

Sieyuan's Code of Conduct and Business Ethics

思源电气行为守则及商业道德守则

1.1 **Purpose** 目的

The purpose of this Code is to set out the standards of behaviour expected of us all in everything we do at Sieyuan. These behaviours underpin our culture as a business and our reputation.

本守则规定了我们每一个人在思源工作时所应遵守的行为标准。这些要求有助于我们的企业文化和声誉。

While this Code cannot cover every possible situation that you may face, it sets out the principles that should be followed and gives guidance on what to do if you have concerns and where to get advice if you are unsure in any given situation.

虽然本守则无法涵盖您可能面临的所有可能，但规定了您应遵守的原则，指导您在有疑虑的情况下应采取何种行动，及如您遇有不确定之情况，应去何处寻求指示意见。

Our Code is not only about compliance with the laws that apply to us in the jurisdictions in which we operate. It is also about how we are perceived by society – a fair, honest and ethical business, where we conduct business responsibly and do the right thing.

我们的守则不仅仅是关于如何遵守我们业务所在司法区域的法律，其还关乎我们的社会形象 – 一个公平、诚信和有道德的企业，负责任地经营且做正确的事情。

In some situations acting ethically and legally may mean that we lose business or a business advantage. Our reputation should not be put at risk for a short term gain. In the long term, we will benefit from our conduct and our ethical standards.

在某些情况下，选择合乎道德行事和遵守法律可能意味着我们失去业务或业务优势。我们不能因短期利益而使我们的声誉受损。从长远来看，我们将受益于我们的行为和道德标准。

1.2 **What is expected of you?** 对您的要求

Employees are expected to comply with the principles set out in this Code and all of our policies and procedures that support this Code. A breach of any of the requirements of this Code will be regarded as misconduct and could lead to disciplinary action.

我们要求员工遵守本守则中规定的各项原则，以及与其相关的各项内部政策和程序。员工违反本守则中的任何要求都将被视为不当行为，并可能导致纪律处分。

We work with many different business partners and their behaviour and actions can have an impact – positive or adverse – on our reputation. We expect our business partners to adopt and follow the same or equivalent standards to those set out in this Code. We will actively avoid working with any person, company or organisation who is not committed to doing so and / or we will cease doing business with any partners who do not share our ethical standards.

我们与许多不同的业务伙伴合作，他们的行为和行动可能会对我们的声誉产生正面或负面的影响。我们要求我们的业务伙伴采纳并遵循与本守则中所规定的相同或等效的行为标准。我们将尽力避免与拒绝作出此等承诺的任何个人、公司或组织合作，并且/或将终止与任何不认同我们道德标准的业务伙伴之间的业务往来。

We are committed to carrying out business in accordance with all applicable laws in the jurisdictions in which we operate and conduct business. We have a zero tolerance approach to criminal offences being committed in any way in connection with our business. No steps should be taken to evade the laws that apply to us or to facilitate or assist others in breaching those laws.

思源承诺在开展业务时遵守我们经营和开展业务所在司法管辖区的所有适用法律。我们对与我们的业务相关联的任何刑事犯罪采取零容忍态度。不得采取任何行动来规避我们应适用的法律，或帮助、协助他人违反该等法律。

It is important that you READ and UNDERSTAND this Code and that you take time to think about how your role might expose you to any risk.

请您务必阅读并了解本守则的各项规定，并仔细思考您的工作中可能面临的风险。

Do's

倡导行为

- DO conduct business in a way which upholds Sieyuan's values.
请务必以维护思源价值观的方式开展业务。
- DO comply with all laws and adhere to all of Sieyuan's policies and procedures.
请务必遵守各项法律并遵循思源的所有政策及程序。
- DO avoid any risk of conflicts of interest, and where they arise report them so that they can be addressed and carefully managed. This includes reporting any potential conflicts of interest that may arise in respect of employees of our business partners, our customers and our clients.
请务必避免任何利益冲突风险，并在出现利益冲突时及时报告，以便思源能处理并谨慎管理该等风险。如果您发现我们的业务伙伴伙伴、客户和业主的员工可能存在任何潜在利益冲突，请及时向思源报告。
- DO observe confidentiality in the affairs and dealings of Sieyuan.
在处理思源的事务和交易中请务必遵守保密规定。
- DO ensure that you devote the whole of your time and attention to the business of Sieyuan during your working hours.
请务必确保您在工作时间将全部时间和精力投入到思源的业务中。
- DO respect people and the environment, listen to clients and work with integrity, professionalism and respect.
请务必尊重他人和环境，倾听客户意见，以诚信、专业和尊重的态度工作。

- DO seek guidance if you are unsure what to do in any situation. Report any concerns about wrongdoing, or if you have any reason to suspect unethical conduct of any kind, to the Compliance Management Department.

如果您不确定在某种情况下应该怎么做，请务必寻求指导。如果您对任何不当行为有疑虑，或者有任何理由怀疑存在任何形式的道德行为，请您依照思源合规体系，向合规管理部门报告。

Don'ts

禁止行为

- DO NOT act in a manner that would or may jeopardise the reputation of Sieyuan in any way or be contrary to this Code in any way.

请勿从事将会或可能损害思源声誉或违反本守则的行为。

- DO NOT make personal use of or divulge to any person or organisation information concerning the business, accounts, finances, research, projects, trade secrets, business strategy, tenders or any other potentially sensitive or confidential information of Sieyuan, its clients or business partners.

请勿将涉及思源、思源客户或业务伙伴的业务、账目、财务、研发、项目、商业秘密、经营策略、招标信息或任何其他可能的敏感或保密信息用作个人目的，或将该等信息泄露给任何个人或组织。

- DO NOT engage in any activity that may fall into the categories of misconduct described below, or be a criminal activity of any kind:

请勿从事可能符合以下类别的不当行为,或者任何形式的刑事犯罪活动:

Bribery and corruption: offering, giving, receiving or soliciting, directly or indirectly, of anything of value to influence improperly the actions of another party, whether a public official or private person.

贿赂和腐败: 是指直接或通过他人间接地表示要给予、给予、收受或索取任何有价值的物品，以不正当地影响另一方（无论是否是公职人员）的行为。

Fraud: any act or omission, including a misrepresentation, that knowingly or recklessly misleads, or attempts to mislead, another party to obtain a financial or other benefit or to avoid an obligation.

欺诈: 故意或不计后果地误导或企图误导另一方以获得财务或其他利益，或逃避义务的任何作为或不作为，包括不实陈述。

Collusion: any arrangement between two or more parties designed to achieve an improper purpose, including to improperly influence the actions of another party.

合谋: 指双方或多方为了达到不正当目的而进行的任何安排，包括不正当地影响另一方的行为。

Coercion: impairing or harming, or threatening to directly or indirectly impair or harm any party or the property of the party, in order to improperly influence the actions of a party.

胁迫：为了不正当地影响一方的行为而直接或间接地损害、伤害或威胁要损害或伤害任何一方或其财产。

- DO NOT work in partnership or collaboration with any person, company or organisation who does not share Sieyuan's commitment to work in an ethical manner.

请勿与任何不认同思源（以合乎道德准则的方式开展工作）理念的个人、公司或组织合作。

- DO NOT use any Sieyuan information, assets or trade secrets for personal gain.

请勿将思源的任何信息、资产或商业秘密用于谋取私利。

- DO NOT facilitate and/or turn a blind eye to any wrongdoing or misconduct by an employee or other related party of any business partner, customer or client of Sieyuan. Always report any concerns or potential suspicions to the Compliance Management Department.

请勿为思源的任何业务伙伴、客户或业主的员工或其他与其关联方的任何错误或不当行为提供便利和/或对该种行为视而不见。如您对此有任何疑问或潜在怀疑，请您向合规管理部门报告。

1.3 **Bribery** **贿赂**

Bribery means trying to improperly influence a business decision or making it easier to do a piece of work by offering, giving, receiving or soliciting cash, gifts or other incentives (anything of value), either directly or through someone else.

贿赂是指直接或通过他人间接地表示要给予、给予、接受或索取现金、礼品或其他物质激励（任何有价值的物品），以试图不当地影响商业决策或使某项工作更容易进行。

Sieyuan has a zero tolerance approach to bribery in any way in connection with its business both with public officials and those in the private sector.

无论是与政府公共部门的业务或是与私营部门的业务，思源对与我们业务有关的贿赂行为均采取零容忍态度。

For specific rules and more guidance please refer to Sieyuan's Anti-Bribery and Corruption Guidelines and Gifts, Hospitality and Expenses Policy.

如需具体规则和更多的指导，请参阅下文反贿赂和腐败指引及礼品、招待及费用政策。

1.4 **Conflicts of Interest** **利益冲突**

All business decisions should be based on what is ethical and in the best interests of Sieyuan and not on the basis of personal considerations, relationships or business interests.

所有商业决策都应基于道德考量并符合思源的最大利益，而非基于个人考量、人际关系或商业利益。

A conflict of interest is an activity, relationship or situation, which could influence and impair your ability to make objective and unbiased decisions on behalf of Sieyuan.

利益冲突是可能影响和损害您代表思源作出客观公正之决定的能力的一种行为、关系或情况。

Conflicts of interest and potential conflicts of interest should be avoided or reported so that they can be addressed and carefully managed.

您应避免利益冲突和潜在的利益冲突或及时报告，以便我们对其进行处理和谨慎管理。

For specific rules and more guidance please refer to Sieyuan's Conflicts of Interest Policy contained within this Guide.

如需具体规则和更多的指导，请参阅本指引中的利益冲突政策。

1.5 Fair Competition and Anti-Collusion

公平竞争与反合谋

Sieyuan supports open and fair competition and is committed to complying with competition law (referred to as antitrust law in some countries). Various competition laws prohibits agreements, decisions or practices between companies (however informal) which have a harmful effect on competition, and any harmful or exclusionary conduct by a company which has market power.

思源支持公开公平的竞争，并致力于遵守竞争法（在一些国家被称为反垄断法）。各种竞争法均禁止公司之间达成的破坏竞争的协议、决定或做法（无论多么非正式），以及具有市场影响力的公司采取的任何破坏竞争或排他行为。

- Any discussion, exchange of information, agreement or understanding between Sieyuan and its competitors, potential competitors or their representatives, including indirectly via clients, suppliers or sub-contractors, with respect to bids, prices, any element of price (including discounts, premiums or credit terms), contract terms or other commercially sensitive information is strictly forbidden.

思源绝对不得与竞争对手、潜在竞争对手或其代表之间（包括间接通过客户、供应商或分包商进行的）就有关竞标、价格、任何价格相关事项（包括折扣、溢价或赊欠条款）、合同条款或其他商业敏感信息进行讨论、信息交流、达成协议或共识。

- If a competitor or any other party (including a client, supplier or sub-contractor) tries to discuss issues with you (in a business or social context) that could be considered anti-competitive you should end the conversation immediately and report the matter to the Compliance Management Department, e.g. collusion.

如果竞争对手或其他方（包括客户、供应商或分包商）试图在商业或社交场合与您讨论可能被认为是反竞争的话题，例如合谋，您应立即终止对话，将此事报告给合规管理部门。

Generally, any arrangement between Sieyuan and any other party/ parties designed to achieve an improper purpose, including to improperly influence the actions of another party, is strictly prohibited.

一般情况下，思源与任何一方/多方之间的任何旨在达到不当目的之安排，包括不正当地影响另一方的行为，均被严格禁止。

1.6 Use of Sieyuan IT Assets 思源信息技术资产的使用

Our IT assets and systems are to be used only for legitimate business interests and not for personal financial benefit or gain. This includes all communication and computer systems and associated equipment (including mobile phones, land line phones, desktop, laptop and tablet computers, servers, storage and removable media, internet based computing solutions and cloud services).

我们的信息技术资产和系统仅可用于获取合法的商业利益，不得用于为个人谋取经济利益或收益。该等资产包括所有通信和计算机系统及相关设备（包括移动电话、固定电话、台式机、笔记本电脑和平板电脑、服务器、存储和可移动装置、基于互联网的计算机解决方案及云服务）。

- DO protect and keep confidential log-on information and passwords;
请务必对您的登录信息和密码采取保护和保密措施；
- DO make sure that personal use of devices made available to you is reasonable at all times; and never involves the accessing or use of unprofessional or inappropriate content; and does not interfere with work responsibilities and productivity;
请务必确保您始终合理使用配备给您的个人设备，绝不允许访问或使用非专业或不恰当的内容，不得影响工作职责和工作效率；
- DO make appropriate use of the IT systems that are made available to you and comply at all times with policies and procedures regarding our IT systems;
请务必妥善使用配备给您的 IT 系统，并始终遵守我们有关 IT 系统的各项政策和程序；
- DO be vigilant to phishing attacks (malicious emails or messages designed to get you to open an email, instant message or text message or visit a malicious website that results in the theft of your data or our data);
请务必警惕网络钓鱼攻击（恶意电子邮件或信息之目的是让您打开电子邮件、即时消息或短信、或访问恶意网站，从而偷盗您的或思源的数据）；
- DO promptly report the loss or damage of any assets in you possession or any suspicious activity; and
如果配备给您的信息技术设备丢失或损坏、或您察觉到任何可疑行为，请务必及时报告；
- DO not save any Sieyuan data or the data of our clients or business partners on personal devices.
请勿将思源的任何数据或我们的客户或商业伙伴的数据保存在个人设备中。

1.7 Use of other Sieyuan Assets 思源的其他资产的使用

Our company equipment, materials and other property are to be used only for legitimate business interests and not for personal financial benefit or gain.

思源设备、材料及其他资产仅可用于获取合法的商业利益，不得用于为个人谋取经济利益或收益。

We expect all those working for Sieyuan to help protect these company assets from loss, damage, misuse or unnecessary wastage. Examples of safeguarding measures include taking reasonable precautions to secure Sieyuan's physical assets, in line with our wider policies and procedures and to maintain appropriate records in relation to them.

我们期望所有思源员工协助我们保护思源资产免受损失、损坏、误用或不必要的浪费。保护措施包括，根据我们的政策和程序，采取合理的预防措施确保思源资产的安全，并保留与其相关的记录。

Always promptly report any concerns regarding potential misuse or unauthorised use of company assets to the Compliance Management.

如您对思源资产可能被滥用或未经授权使用有任何疑问，请您依据思源合规体系，向合规管理部门及时报告。

1.8 Confidentiality and Insider Dealing 保密义务和内幕交易

Information about our business, our clients or business partners which you become aware of during the course of our business must not be disclosed to anyone outside of Sieyuan unless there is a justifiable business reason for doing so. This obligation of confidentiality, based on the relevant agreement that you signed with Sieyuan, continues to exist after you have left employment with Sieyuan, or no longer have a connection with our business.

除非有正当的商业理由，否则您不得向思源以外的任何人披露您在业务过程中了解到的关于我们的业务、我们的客户或商业伙伴的信息。即使您离开本思源或不再与本思源业务有任何关联后，您仍应按照您与思源签署的合同，继续履行该义务。

If you use social media you should make it clear that all views are your own and you should avoid any comments regarding Sieyuan, our clients, suppliers or partners that could bring any of those organisation or individuals into disrepute. If you have any issues or concerns these should be raised in the first instance with the Compliance Management Department or relevant compliance officer.

如果您使用社交媒体，您应表明所有观点仅代表您自身的看法。您应避免发表任何关于思源、我们的客户、供应商或合作伙伴、并可能会对前述机构或个人的声誉造成不良影响的评论。如果您对此有任何问题或顾虑，应依据思源合规体系，首先向相关人员/部门提出。

If you receive or become aware of any confidential information in connection with our business that pertains to a publicly traded company, is not generally available and would be likely to have an effect on a person's decision to invest or sell shares in that company then the disclosure of this information and any subsequent dealing could amount to insider dealing. When in the possession of such information you must not deal in the shares of the company to which the information relates, nor must you disclose the relevant information to others.

如果您收到或知晓与我们业务相关的、涉及某家上市公司的保密信息，且该等保密信息不为公众所知、并可能对某人投资该公司或出售该公司股票的决策产生影响，请您留意，披露该等信息及随后的任何交易都可能构成内幕交易。在持有该等信息的情况下，您不得从事该信息涉及的公司的股票交易，也不得向他人披露相关信息。

Social media should not be used to share or disclose any information relating to us, our business or any third party connected to our business.

您不得通过社交媒体分享或披露与我们、我们的业务或与我们的业务相关的任何第三方的信息。

In addition, you should not make any public statement or any statement to a person employed by or associated with the media concerning Sieyuan, its clients, business partners or any aspects of their respective activities without first obtaining the written consent of the relevant personnel in Sieyuan.

此外，未经事先获得思源相关人员的书面同意，您不得就思源、思源客户、业务伙伴或其经营活动相关事宜发表任何公开声明，或向媒体或与媒体有关联的人员发表任何声明。

1.9 **Proper Record Keeping** **妥善保存记录**

Our books, records, and accounts must be accurate and fairly reflect all transactions, expenditure, labour and material costs and other aspects of our business (whether financial or non-financial).

我们的账簿、记录和账目必须准确、公平地反映所有交易、支出、人工和材料成本以及业务运营的其他方面事项（无论是财务还是非财务事项）。

If you wish to report suspected misconduct, or require guidance on any issue in this Guide, or wish to provide feedback on compliance management, please contact the Compliance Management Team through the following channels:

如果您希望举报不当行为，或需要就本指引中的问题得到指导，或希望就合规管理提供反馈，请通过以下渠道与合规管理团队联系：

Telephone 电话受理：021-61610952

Email 邮箱受理：nk@sieyuan.com

By mail/ in-person 来信/来访地址：上海市闵行区华宁路 3399 号思源电气股份有限公司合规法务部，邮编：201108

Your report will be treated in accordance with the procedures set out in Sieyuan's Rules on Reporting.

我司合规管理部门将根据《思源电气举报管理办法》的程序认真对待您的举报。