

鼎桥通信技术有限公司

公司文件

鼎桥公司政策文件【RP-BCG-02】

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鼎桥行为准则

公司的良好声誉会为鼎桥创造丰厚的价值。任何时候都不能以牺牲声誉为代价，它值得我们全力以赴为之奋斗。

我们的未来充满机遇和风险，努力平衡二者之间的关系是我们努力的方向。

全新的行为准则对我们的业务行为设定了明确的期望，并针对重要风险领域管理规定了实用的指导方针，这些领域涉及到隐私、利益冲突、不当支付、环境影响等多个方面。

我们每天所做的决定都关乎企业能否实现成功。一时冲动之下做出的错误选择，即使在做出错误决策时秉持着最好的动机，都会对我们的声誉造成深远而重大的影响。

行为准则不可能覆盖到所有可能出现的情形，但它确立了基本的法律指南和重要的道德行为标准，有助于我们做出明智的业务决策。

如果有任何关于违反行为准则的疑虑或者发现违反行为准则的行为，请务必在第一时间举报，这是我们的职责和义务，没有例外。这意味着，我们要努力营造一个大家可以毫无顾虑地对可能的违反行为提出质疑的环境。我们决不容许对怀着真诚和善意提出法律合规疑问的员工采取打击报复的行为发生。

以行为准则作为我们的行事指南，是我们每个人对利益相关方应尽的义务。如果不确定该如何处理，请务必及时寻求指导。

我们每个人都必须将行为准则融入在鼎桥的所有日常工作之中。

鼎桥通信技术有限公司

目的

我们的客户和我们运营业务所在的社区期望我们成为可靠的合作伙伴。同样，我们的股东也期望我们以正确的方式开展业务，包括实现盈利、利用合法、道德的竞争优势，并实现可靠的投资回报。我们的整个业务建立在信任的基础上；事实上，没有信任，利益相关方将不会与我们合作。鼎桥行为准则阐述了我们在每一天、在每个社区以及在我们所有商务活动中赢得这种信任的个人承诺。它为我们所有员工和业务合作伙伴提供清晰、简明的指导，反映了我们的价值观。

范围

行为准则阐述了员工与合作伙伴在商务活动中应遵循的道德行为标准，并随附 14 条业务政策声明；对于工作涉及这些领域的人员，这些政策围绕注意事项以及信息获取途径提供了相关指导。行为准则说明了员工在报告任何潜在违规行为以及配合任何后续调查方面的责任和义务。

适用对象

行为准则适用于每位鼎桥董事、管理者和员工，包括鼎桥全资关联企业和子公司的员工。行为准则还适用于鼎桥拥有多数股权或行使有效控制权的其他业务实体的董事、管理者和员工。对于鼎桥进行了投资但未拥有多数股权或行使有效控制权的运营实体，鼎桥将满怀诚意地努力实施行为准则（或确保采用一套类似的政策）。同样，对于供应商、代表和其他承包商，鼎桥将尽全力通过合同促使此类第三方遵守鼎桥行为准则，或将确保他们实施类似的政策。

鼎桥行为准则

我们遵守开展业务所在国家/地区的法律，我们遵守鼎桥的政策和程序。

我们保持诚实、公正，亲自为彼此和我们的利益相关方树立榜样。

我们即时披露可能影响我们业务判断力的利益冲突，并在我们与其他方开展业务时避免出现任何不当行为。

我们是通过相互尊重、彼此信赖和高道德标准促进诚信文化的合作伙伴。

我们让所有人遵守本行为准则，如果发现潜在违规行为，我们将立即报告。

鼎桥政策声明

1. 不当付款

鼎桥凭借自身优势赢得业务，坚决支持世界各地的法律规定。我们不容忍直接或间接向客户、政府官员或第三方提供不当款项或腐败性款项，包括通融或“贿赂”款项、不当礼品、娱乐、惠赠、捐赠，或以任何其他不当方式转移价值。我们仅聘用信用良好的销售代表以及恪守相同承诺的其他第三方。

1.1 我需要知道什么？

- 不当款项涉及违反适用法律或被客户规定或鼎桥礼品、娱乐和招待政策所禁止的价值转移。
- 与政府官员打交道时应额外小心，这可能包括国有企业客户的员工。
- 切勿向政府官员提供惠赠或授权第三方这样做以加快服务，例如海关或出入境检查、许可或执照发放。
- 不当款项可能导致您遭受刑事诉讼并给鼎桥带来类似风险。如果您不确定任何款项的合法性，请务必寻求建议。

1.2 我需要提防什么？

- 销售代表或供应商（尤其是与政府官员打交道的人员）请求获得高额佣金，请求补偿过度娱乐费用或未授权差旅费用，或者请求在得到奖励前获得佣金。
- 请求向非合同指定的个人、离岸账户、法律实体或账户持有人付款。
- 请求为政府官员、客户或其家庭成员或朋友提供旅行、住宿或招待。
- 请求向可能与政府官员或客户有关联的慈善机构或组织提供捐款。
- 由于“特殊关系”而请求或指示聘用供应商或使用第三方。
- 任何服务提供商提议异常“快速”的货物清关、签证或许可证入境检查或政府许可证发放。
- 请求不准确或不完整地记录交易，或以可能损害财务控制的方式加速审批或付款。
- 请求为“不明确”的货物/服务付款，或在交付物不确定或不明确的情况下请求付款。

2. 利益冲突

我们代表鼎桥的最佳利益行事，仅为了鼎桥的利益使用鼎桥财产和资源。对于可能客观上被认为影响我们判断力或看似不适当的任何利益，我们将立即披露。我们在工作中或家中避免任何可能损害鼎桥良好声誉的活动。

2.1 我需要知道什么？

- 当鼎桥的利益与您的个人利益抵触时，就会出现利益冲突。这种利益冲突本身并不一定是问题，但如果没有立即披露并恰当处置，就有可能变成问题。
- 鼎桥将利益冲突定义为利益冲突引发的实际以及潜在不当行为。
- 若未正确披露和处置利益冲突，就会导致他人质疑您的诚信以及您对鼎桥的忠诚度。
- 请注意，您的家庭成员、亲密个人朋友及其他此类关系的利益可能导致利益冲突。
- 您必须立即向鼎桥报告可能被视为利益冲突的情况。提交“利益冲突声明”后，您以及您的经理和合规团队将讨论潜在解决方案。

2.2 我需要提防什么？

- 财务或其他利益和公司职位，您可能在此职位上影响鼎桥与这些公司、客户、顾问或供应商的当前或未来业务。
- 相关决定，这些决定可能影响与您存在密切个人关系或家庭关系的相关方，或可能给您或您的家庭带来利益。
- 供应商、客户或者与鼎桥正在开展业务或希望开展业务的其他方所提供的折扣、礼品、付款或其他利益。
- 招聘、雇佣或直接管理家庭成员或个人朋友，或提升与您存在此类关系的人员。
- 在鼎桥营业时间利用鼎桥资源、知识产权或机密信息开展与鼎桥无关的外部工作。
- 担任慈善或社团组织的管理者或董事，而该组织可能获取（或寻求获取）鼎桥的资助或支持。

3. 公平竞争

鼎桥推崇公平竞争，更重视公平竞争。大多数国家/地区都会通过鼓励竞争或实施“反托拉斯法”法规对公司在市场中的活动进行监管，这些法规会对竞争者之间达成的可能会破坏竞争的协议或谅解进行禁止，限制占据优势地位的公司行为，或者要求对兼并、收购或其他可能会降低竞争程度的整合行为进行事先审核或批准。鼎桥致力于遵循所有运营地区的竞争法。

3.1 我需要知道什么？

· 您有责任了解本地竞争法，并在情况允许时，向鼎桥合规团队寻求指导。每位鼎桥员工都有责任将违反竞争法的行为通知鼎桥管理层。

· 以下示例可能违反竞争法：

- 与竞争对手达成协议设定价格、瓜分客户、供应商或市场，或者限产；
- 与竞争对手或第三方共享机密或其他敏感信息；
- 限制分销商设定鼎桥产品转售价格的能力；
- 与合作伙伴达成排他性交易；
- 不公正地歧视对待处境类似的客户或合作伙伴；
- 多个竞争对手联合排斥某第三方或某竞争对手；
- 在一体化贸易区（例如欧盟）限制平行贸易。

· 被认为在市场占支配地位的公司不得滥用其地位，这意味着如果鼎桥在特定市场占支配地位，可能面临更多特殊规定。

3.2 我需要提防什么？

· 与竞争对手共享或传达信息或以其他方式结盟；这可能包括口头或非正式沟通或参加竞争对手定期会面活动（例如贸易协会/活动或标准化活动）。

· 讨论敏感话题，例如定价、未来计划/战略、产品路线图、客户或生产。

· 在没有获得经理批准的情况下共享鼎桥商业秘密，或以任何形式与保密协议发生冲突，或在您可能与竞争对手协作的项目中逾越实现项目所必需的范畴。

· 担任竞争对手的董事。

· 签订排他性约定或非竞争协议。

· 签订可能限制被许可方或许可方自由的技术许可协议。

· 签订联合投标或供应约定，或组建合资企业。

4. 隐私

鼎桥尊重隐私。鼎桥本着负责任、守法、认真的态度收集、使用、保留并以其他方式处理个人及客户数据。我们应用适用的隐私管理举措，并监控对我们承诺的遵从情况。我们以公开、透明的方式收集个人数据，并针对数据的收集和使用提供公平、合理的选择。我们将隐私和安全融入产品与服务的设计中，并采取合适的防范措施防止个人数据遭到未经授权的使用或披露。

4.1 我需要知道什么？

- 我们在尊重隐私方面的承诺超过了法律合规要求。通过负责任地管理个人数据，我们赢得了客户对鼎桥的信任。
- 侵犯隐私的代价高昂，在一些情况下，您和鼎桥可能面临民事及刑事处罚。
- 个人数据包含任何可以识别个人身份的信息。这种数据可能包含详细联系方式、个人资料、声音、图像和个人位置等直接的商业与人力资源相关信息，以及订阅者身份、设备和应用程序标识符及其他此类信息等间接信息。如有疑问，请将信息视作个人数据。
- 我们的客户还在我们的合同中就我们如何访问、收集和处理个人数据作出了规定。因此，我们收集、处理或存储个人数据的方式不得有违我们的客户协议及其他隐私承诺。
- 您只能访问和使用履行自己既定工作职责所必需的个人数据。对此类数据的任何应用或分享均必须具备合理的业务目的。
- 以物理和电子形式保护个人数据。仅将个人数据存放在鼎桥授权环境中，不得存放在未经加密或不安全的计算机、服务器、可移动介质或个人云服务中。
- 向鼎桥隐私和安全人员报告发现的隐私或安全违规或漏洞，熟悉对鼎桥的隐私愿景、原则和治理模式作出规定的鼎桥隐私程序，以便进行隐私管理。

4.2 我需要提防什么？

- 存储、传输或使用合理业务目的不需要的个人数据。
- 恰当、安全地销毁不需要的个人数据。
- 确保您拥有在受保护环境传输、处理或存储个人数据的流程和最佳实践。
- 将个人或客户数据留在打印机、共享服务器或公共访问的计算机或站点。
- 在未解决数据保护标准存在差异这种情况之下，跨国/地区传输个人数据。
- 向未经授权的个人或组织透露个人数据。

5. 与政府官员交往

鼎桥在多个层面、以各种方式与国际机构、政府和政府官员保持接触：作为企业提供商品和服务，作为公民请求保护自身利益，作为纳税人、作为私人部门参与者在全球许多国家/地区提供就业和经济机遇。

与政府、部门和官员交往时，我们遵守高道德标准并采取透明处事方式。特殊要求适用于我们与政府和国有企业之间的交往，包括采购、游说、娱乐、招待、披露和记录保留规定等。

我们与政府交往时保持诚实、真实和准确，我们在与政府官员交往时遵守鼎桥的政策和程序以及任何适用的法律。

5.1 我需要知道什么？

- 政府官员不仅包括国家、地区、地方和市政府的雇员、机构及其他代表，还包括归政府所有的企业的雇员以及代表他们的任何人。
- 有些在商业领域可以接受的商业惯例，可能在政府业务中无法接受或属于非法行为，例如提供招待或某些标前销售活动等。
- 鼎桥政策规定，不得通过直接向政治团队捐款来参与政治或选举程序，而是通过针对政府提出合法、透明的主张来保护鼎桥的利益。
- 您支持本地候选人或为其捐款之类的个人政治活动是可以接受的，但必须合法，并且是利用您的个人资源在个人时间内进行的，不得以任何方式牵涉或被认为牵涉鼎桥。
- 当您计划出于提出主张或建立关系的目的与政府官员交往时，请联系鼎桥合规团队。
- 在与政府官员交往时始终遵守鼎桥行为准则及其他任何适用政策。

5.2 我需要提防什么？

- 核实向鼎桥请求信息的政府官员有权获得此信息、鼎桥有权提交此信息。情况允许时，遵守相关程序或向鼎桥合规团队寻求指导。
- 向政府或归政府所有的企业提供商品或服务时避免违反任何合同要求。
- 提供信息时，没有在签字并向政府官员提供信息前执行尽职调查以确保所有信息的最新性、准确性和完整性。
- 违反政府的公开采购或招标程序，即便政府官员可能表示此类违规行为是可以接受或可以原谅的。
- 招聘政府官员或官员家庭成员在鼎桥就职，而此官员所在岗位可以影响鼎桥与政府的关系。
- 向政府官员提供的招待、娱乐或旅行超过鼎桥礼品、娱乐和招待政策要求。提前请求合规团队批准此类礼品。

6. 知识产权和机密信息

鼎桥投资并奖励创新。鼎桥的知识产权是我们最宝贵的资产之一，其中包括专利、软件和其他版权保护资料、专门知识、商业秘密、品牌和商标。我们积极保护自己的知识产权，并遵守针对我们知识产权和机密信息的鼎桥分类与处理方针。我们尊重其他方的合法知识产权和机密信息。

6.1 我需要知道什么？

. 处理知识产权或机密信息时，思考以下问题：

- o “谁拥有它？ 我可以使用它吗？”
- o “我可以与谁分享它？ 我如何保护它的价值？”
- o “我的授权使用期限是否已满？ 如果是，我是否需要采取任何举措？”

. 您必须依据鼎桥的内部程序和流程尊重并保护鼎桥的知识产权。您不得向第三方把自己描述为经过授权可以授予其他方知识产权的任何权利。

. 在向第三方提供鼎桥知识产权前，寻求合适的授权并确定合适的合同条款。如需帮助，请联系鼎桥合规团队。

. 防止鼎桥机密信息和商业秘密受到未经授权的披露和滥用，且不与第三方共享这些信息，除非用于限制其披露和使用的批准条款另有规定。

. 尊重并保护其他方的知识产权和机密信息，其重视程度应与我们对待自己的一样，同时还应遵守任何适用协议的条款。

. 如果偷窃、滥用或挪用鼎桥或第三方的知识产权，可能导致您甚至是鼎桥面临民事诉讼和损害赔偿以及刑事责任。违反本政策还可能受到纪律处分。

. 通过鼎桥的流程和知识产权团队帮助您恰当地获取、保护和实施知识产权和机密信息。

6.2 我需要提防什么？

. 未经适当授权获取或使用其他人员/公司的创意、材料或信息，这可能包括复制/使用图片、开源软件、外部人员主动提供的创意或从网上或第三方获取的书面材料。

. 未经授权提供我们知识产权或其他信息的许可、权利和访问权，或未经咨询您的法律专业人士接受知识产权或机密信息。

. 使用未经批准的设备或工具，滥用已批准的设备/工具，或分享您的凭据、密码、工具或设备；这都可能造成知识产权损失或损害我们的 IT 系统。

. 向无人照管的打印机发送敏感信息，在他人可能听到的情况下公开讨论机密信息，或创建书面材料时没有按照鼎桥信息分类与处理指南添加标签。

. 滥用鼎桥知识产权或机密信息，或发现他人对鼎桥的专利产品、流程、服务或设计进行逆向工程。即时向鼎桥合规团队报告此类滥用行为。

. 雇佣可能曾效力竞争对手的新员工，但没有部署防范措施来防止新员工无意中透露其他方的知识产权或机密信息。

. 未能履行您与鼎桥签订的保密协议或发明转让协议中的义务。

. 遇到您不知所措的情况 —— 如有疑问，请联系合规团队寻求帮助。

7. 与供应商合作

鼎桥寻求与其供应商保持富有成效、符合道德的透明关系。我们期望我们的供应商符合鼎桥标准要求，遵守并超过所有适用法律和法规，并恪守我们的行为准则所表达的价值观。在选择新供应商和管理与现有供应商的关系时，我们遵守鼎桥采购程序。我们与供应商的交往透明、公开，我们不接收或提供超过鼎桥礼品、娱乐和招待政策所规定规格的礼品或娱乐活动。

7.1 我需要知道什么？

- 供应商代表鼎桥开展工作或提供服务，您必须注意避免他们对鼎桥的良好信誉造成损害。了解关键采购政策和要求。
- 如果您被要求选择特定供应商或与之做生意和/或违背批准的供应商选择或关系管理流程，请立即报告这种情况。
- 我们将即时采取全面的补救措施，并将鼎桥业务从法律或道德层面存在问题的供应商那里抽离。
- 从供应商处接受任何超出鼎桥礼品、娱乐和招待政策所规定规格的物品将面临纪律处分，情节严重者将被解雇。此外，此类行为可能会让您面临民事和刑事责任。对于供应商提供的任何有价值的物品以及超出鼎桥礼品、娱乐和招待政策所规定规格的其他情况，您必须及时报告。
- 我们不接受供应商提供的超出鼎桥礼品、娱乐和招待政策所规定规格的任何礼品、娱乐或招待。

7.2 我需要提防什么？

- 被迫选择特定供应商——而无论供应商选择流程的结果如何。
- 供应商提供任何有价值的东西（如雇佣您的亲属），以期被选中、维持或增加业务、忽视合同条款、审计或质量问题，或避开任何其他要求或合法惯例。
- 供应商抵制鼎桥供应商要求所包含的标准，包括道德行为、劳动和人权、健康和环境以及安全。
- 供应商没有制定包含道德行为、劳动标准、可持续业务惯例、质量控制和安全相关政策的行为准则，或不遵守本行为准则所表达的鼎桥价值观。
- 供应商没有及时应对合理关切、纠正措施或审计结果。
- 供应商声称他们可以满足不切实际的交付日程表或定价、加快清关或试图未经授权使用鼎桥的良好名誉或徽标。
- 供应商由政府或政府官员或其亲近家庭成员拥有或控制，或供应商声称可以对政府或客户施加不适当的影响。
- 与供应商开展业务时存在利益冲突，例如您的家庭成员或与您保持亲密个人关系的人员在特定供应商那里担任重要角色或与之存在关系。

8. 贸易合规

鼎桥在全球范围内提供商品、服务和技术，这种商业行为受到国家和国际法律及标准的监管，这些监管以多种方式影响鼎桥的运营，而不仅限于运输。通过电子邮件和 Web 跨境传输信息和数据，甚至是共处同一国家/地区的不同国籍居民之间交流信息，都可能受到严格监管。

我们遵守所有影响我们运营的适用贸易合规法律和法规，包括遵守出口管制规定和制裁规定。我们准确、透明地向海关当局申报和估值进出口。

8.1 我需要知道什么？

- . 安排任何跨境交易时应考虑适用的贸易规则，其中包括属于免费、退货或手提商品的交易。
- . 如果您发起出口或进口，即便是在偶然情况下，您也必须遵守各个国家/地区的适用法律。依据被制裁方名单检查新的或未知的业务合作伙伴，并遵守鼎桥内部规定。
- . 出口有多种形式，例如，通过电子手段共享信息（如电子邮件或在线协作网站）；携带可能包含受控信息的电子产品（如笔记本电脑、手机、平板电脑）出境可能被视作出口。
- . 许多国家/地区对特定技术和数据的传输制定了限制，一些国家/地区甚至完全禁止与特定国家/地区开展业务。可能存在出口限制和制裁，具体取决于多种因素：
 - o 目的地国家/地区；
 - o 硬件、软件和技术的出口管制相关性；
 - o 参与国际和国内业务交易的公司和人员；以及
 - o 鼎桥所提供硬件、软件或技术的最终用途
- . 所有进口产品均必须准确申报，提供正确的文件和价值。进口和出口文件必须仔细归档，以备审计。
- . 不当进口或出口或未能遵守制裁要求的行为可能会导致您和鼎桥遭受民事罚款或刑事制裁。

8.2 我需要提防什么？

- . 如果您发起进口或出口，则有责任遵守鼎桥的政策和程序，以取得适当批准。
- . 在相关团队的帮助下，花时间了解当地主管部门将什么视作进出口。
- . 手动运送或商务旅行携带的行李。
- . 通过电子邮件、服务器访问或其他手段传输的任何受控技术。
- . 向海关代理人的付款超出发票面值，或用于可疑或不明服务。
- . 发票、海关单据和其他相关文件上的任何不准确的货物或数据描述、分类或估值。
- . 避开您的客户或最终用户可能试图通过转运到受禁目的地规避适用贸易法律的任何迹象或征兆。
- . 从客户或第三方获得关于最终用途/最终用户、交付日期和地址的明确、完整答案。
- . 编制明确、坦诚的进出口申报、文件或产品与包装标记。
- . 进口和出口文件必须仔细归档，以备审计。

9. 内幕交易

鼎桥未来极有可能成为一家上市公司，我们一贯坚决秉持正直的态度行事。几乎所有国家/地区都对资本市场进行监管，此类监管的一个关键因素涉及不平等地获取关于交易所交易股票的信息。员工可能知悉关于鼎桥或其他公司的重大信息或其他非公开信息。

如果利用此类重大、非公开信息谋取个人或财务利益（例如购买或出售股票或与他人共享信息），则会危害市场的完整性、违反本政策，甚至是违法。

9.1 我需要知道什么？

· 内幕消息意味着，如果公布关于公司或公司证券的任何非公开信息，则可能会严重影响证券价格，或者影响人们购买、出售或持有证券的决定。

· 如果员工掌握有内幕消息，则不得：

- 交易（直接或间接地购买或出售）公司证券；
- 建议他人交易证券；以及
- 向他人透露此类内幕消息。

· 如果您认为您在正常雇佣过程中有合法业务理由透露内幕消息，且接受此信息的一方负有保密义务，请事前咨询合规团队。

9.2 我需要提防什么？

· 根据您在工作中或任何其他场合听到或了解到的信息购买或出售证券，您认为一旦公开此信息，股价将受到影响。

· 与任何人共享关于鼎桥或其他公司的非公开信息，此人可能利用此信息进行金融交易。

· 与任何人（包括朋友、家人及其他业务伙伴）讨论鼎桥信息和业务。

· 当您可能拥有关于鼎桥或其他公司的重大、非公开信息时，向他人（包括朋友或家人）“泄密”或推荐鼎桥或其他证券。

· 当您知晓内幕信息时，尤其是在重大公司声明或业绩发布之前参与任何交易活动，或者参与的交易与之相关。如果您是已登记的内幕人士，则还需遵循鼎桥内幕政策中所规定的内幕窗口期规定。

· 参与可能违反内幕法律、法规或适用鼎桥政策的任何其他活动或行为。

10. 健康、安全和劳动条件

鼎桥由衷地致力于维护我们的员工及合作伙伴的健康和安全。通过提供安全、健康和公平的工作环境，我们赢得了承包商、合作伙伴、客户和公众的相互尊敬。通过可靠、持续地实施满足或超出法规要求的流程，我们做到了这一点。我们还期望我们的承包商和供应商满足相同的要求。

10.1 我需要知道什么？

- . 所有鼎桥员工都有责任确保营造一个健康、安全、公平的工作环境。
- . 我们将职业健康与安全管理融入到业务和流程中，包括我们的产品与系统的设计、生产、分销、安装和支持。
- . 我们通过管理风险、预防工作相关事故和传染病扩散以及实施全新工作惯例和技术，不断改善我们的健康和状况。
- . 我们提倡健康生活方式，并支持有助于改善员工健康、幸福以及工作生活平衡的活动。
- . 如果据事故、审计和反馈，发现我们的健康、安全和劳动条件管理存在有待改善的方面，我们会即时采取补救措施。
- . 我们期望供应商、承包商及其他业务合作伙伴遵守相同的标准，在各自的运营中同样高度重视健康、安全和劳动条件问题。
- . 鼎桥非常重视本政策，对于违规行为可能会施以纪律处分。同样，对于违反健康、安全和劳动条件法律的行为，监管部门可能会寻求施加民事和刑事处罚。

10.2 我需要提防什么？

- . 可能存在危险的一些情况；例如，同事乘坐出租车时未系安全带，开车时参加电话会议，或在高处作业时未采取合适的安全措施。
- . 忽视我们的政策、法律要求或其行为将他人置于危险中的任何人，例如经理要求某人在无法胜任工作时工作。
- . 在您的日常工作中寻找机会改善安全、流程和健康惯例。

11. 财务控制

鼎桥正确地分类和记录其交易及资产。鼎桥通过实施合适的内部控制来准确而一致地展示其财务数据，恰当地保护其资产，并及时、客观地报告其交易。鼎桥遵守对面向政府机构、投资者和公众提供的财务会计及报告具有管辖权的适用法律和法规。

11.1 我需要知道什么？

- 为确保完整的审计跟踪，维持完整而准确的鼎桥金融交易及资产记录至关重要，其中包括运营指标和结果。
- 您应密切注意保护鼎桥的金融、物理和信息资产（包括知识产权）。
- 提供业务信息或作出财务预测时，您应保持坦诚、透明。
- 在签署文件或批准交易前，核实事实以及信息完整性，并考虑批准所依据的基本商业原则。
- 与外部或内部审计全面配合，并对问题和文件请求提供全面、完整、及时的回复。
- 您应确保鼎桥的会计程序以及其他适用的会计原则和法规得到一致遵守；如有疑问，请随时提出。
- 您应依据法律和鼎桥文件保留程序保存记录和财务信息。
- 歪曲事实、交易或财务数据属于严重问题，可能导致相关人员和鼎桥面临民事和刑事责任。

11.2 我需要提防什么？

- 财务交易记录有误，其中日期错误或描述具有误导性，包括错误的开支、采购订单、不准确的考勤表或凭单。
- 任何不具有基本商业意义的交易，违背合理商业经济学的决定，或似乎与实际业绩不一致的财务结果。
- 任何旨在避开合理交易审核的行为，或与员工权限级别不一致的行为。
- 任何未采取适当防失防盗措施的物理资产，或任何未经合理授权处置资产的行为。
- 任何交易控制的缺失（例如支票双签名或必要的开支批准），特别是涉及现金的情况。
- 任何绕过文件保留要求的行为，特别是与特定或合理预见的诉讼、审计或调查相关联的情况。

12. 公平雇佣

鼎桥的员工代表了鼎桥的未来。鼎桥营造出相互尊重的多元化工作场所文化，为个人和集体的振兴、成就和发展提供了大量充满挑战的机遇。在我们的招聘、保留、升职和其他雇佣活动中，我们致力于在开展业务的地区遵守适用的雇佣及劳动法律法规，包括工资和工时、隐私、移民、强制劳工与儿童劳工、集体谈判、反歧视和类似雇佣规定。我们围绕内部雇佣决策的制定，为我们的员工和经理发布了相关内部方针、程序和标准。

12.1 我需要知道什么？

- 每个国家/地区都对工作场所进行监管，鼎桥拥有合适的雇佣惯例及流程，以遵从适用的法律法规以及我们的内部方针、程序和标准。
- 鼎桥发布了人力资源政策、标准操作程序和方针，用于监管人力资源管理中的个人事务。本公平雇佣声明总结了属于该范畴的鼎桥人力资源政策以及所有标准操作程序和方针所作出的承诺。
- 遵从法律要求只是在工作场所营造尊重文化的条件之一，我们所有人均有责任确保鼎桥的全体员工都会受到尊重和公平对待。
- 确保雇佣决定基于任职资格，而不是人员种族、年龄、性别、性（包括怀孕）、民族血统、种族渊源、肤色、性取向或性表达、宗教或法律禁止的其他特征。
- 许多国家/地区制定了特殊移民规定，并对外籍工人以及临时劳工借调或使用制定了限制要求。
- 鼎桥定期依据适用法律审核其标准运营流程和指导；如有任何问题需要审核或调整，请立即提出。

12.2 我需要提防什么？

- 我们始终不渝地保持高水平的雇佣标准。对于某些惯例，由于特定法律仍然允许或没有明确禁止，因此，我们的政策仍保留了这些惯例，我们也需要遵守这些惯例。
- 内部或第三方请求或试图破坏或推翻鼎桥的人力资源政策、标准运营流程或指导。
- 招聘或升职事宜未遵循我们批准的流程或未基于鼎桥的价值和个人优点。
- 营造充满敌意的工作环境，进行恐吓或表现出类似攻击性行为（通过开玩笑或展示令特定民族、种族或性别团体不快的材料等方式）。
- 未能遵守您工作所在地的劳动法，例如禁止儿童劳工或强制劳工、拒绝或限制就业选择自由。
- 针对就可能违反鼎桥行为准则或适用法律的行为提出善意关切的任何人，采取不利的雇佣举措。

13. 人权

鼎桥提供的产品和服务拓展了人们进行沟通的机会，并对言论自由和政治参与等基本权利的行使做出了直接贡献。

鼎桥致力于遵守《世界人权宣言》和联合国《全球契约》的原则，我们期望我们的供应商和业务合作伙伴持有同样的价值观。

鼎桥努力确保我们的产品所使用的材料来自有社会责任感的渠道。我们不容忍、支持或推动任何激发冲突或违反人权的活动。

13.1 我需要知道什么？

- 鼎桥在售前流程中执行尽职调查并遵守国际标准，旨在帮助确保我们的产品被用于维护人权，而不是侵犯人权。
- 鼎桥依据明确标准和透明法律基础提供经联合国授权的有限、核心的“合法监听”功能。大多数国家/地区要求运营商提供此项功能，以便在主管部门合理执法过程中提供协助。
- 鼎桥还对供应商和业务合作伙伴实施尽职调查，确保他们恪守鼎桥对于人权的承诺。
- 鼎桥遵守适用法律并参与行业计划，以支持人权并确保我们的产品所使用的材料和金属未引发冲突。
- 非法、过度或不当使用自然资源可能导致鼎桥遭受处罚或刑事诉讼。

13.2 我需要提防什么？

- 如果开展业务的国家/地区法治薄弱，或其政府的产生不是源于自由、公开的民主流程，则应特别小心。
- 请求的订阅者数据超出正常业务过程中所提供的的数据范围（其中，网络由鼎桥托管）。
- 在较高风险的国家/地区，运营商请求特定功能，例如基于位置的数据、关于交通或事件的较详细订阅者数据，以及标准功能。
- 供应商或承包商似乎雇佣未成年工人，或未提供安全或健康的工作场所。
- 使用的矿物来自受国际主管机构管制的冲突国家/地区。鼎桥在我们的供应链中追踪我们产品所用金属的原产地，可一直追溯到冶炼厂。

14. 环境

鼎桥长期致力于通过符合道德规范的方式积极、公开地保护环境和管理环境问题，能够达到并经常会超出法律法规要求。鼎桥一直寻求在设计、采购、制造、使用和报废的过程中防止污染，并减少其产品和服务对环境的影响。我们将环境方面的考虑融入我们的运营、业务规划、决策制定和监测活动中，从而了解相关影响并不断进行改善。我们还期望我们的业务合作伙伴和供应商恪守我们的环保承诺。

14.1 我需要知道什么？

- 鼎桥达到或超出环保方面的法律要求。鼎桥期望其员工、供应商、承包商和其他业务合作伙伴遵守同样或同等的标准，高度重视环保问题。
- 通过不断努力降低鼎桥产品在从设计、采购、制造、使用到报废的整个生命周期中的环境影响，支持鼎桥客户和用户降低环境影响。
- 了解与您工作相关的环境影响以及具体要求如何在您所属的职能部门得到满足（例如研发部门的产品要求或物流部门的运输选择）。
- 如果事故、审计和反馈突显出鼎桥环境管理中有些方面有待改善，则应立即采取补救措施。
- 注意，违反环保法律可能导致民事甚至是刑事责任；此外，违反本政策的鼎桥员工可能受到纪律处分。

14.2 我需要提防什么？

- 未能立即解决来自员工、供应商、客户或其他第三方的环境投诉或疑虑。
- 供应商或承包商未能遵守合理或可持续的环保准则。
- 忽视适用的环保法规或公司方针。
- 错过通过减少浪费、提高能源或材料利用效率或防止污染来降低我们产品及服务之环境影响的机遇。
- 在事先未执行全面尽职调查来评估环境危害的情况下，采取收购、处置或其他新冒险项目举措。
- 及时获得、维护、续签和延长鼎桥运营所需的所有环境许可证、授权或其他批准（例如环境影响研究）。

让行为准则成为日常规范之一

您在鼎桥行为准则中的责任

本行为准则为鼎桥员工和业务合作伙伴设定了高诚信标准。它阐述了我们在商务活动中本着合规与道德原则行事这一承诺。

行为准则可能无法应对员工在我们复杂的业务中面临的每个具体情况。未来将不断出现新兴领域、法律和法规不确定性、风险和挑战。这并不意味着我们免去道德行事的责任：在任何情况下，您的行为准则责任都包括：

- 阅读、理解并遵守行为准则及其政策；
- 通过公司提供的渠道之一立即提出任何合规性问题；
- 了解何时寻求协助或获得更多培训；
- 不得报复提出合规性问题的人员；
- 在所有合规性调查中均给予全面、透明的配合；
- 避免任何可能导致非法行为、看似不当或损害鼎桥声誉的做法。

鼎桥部门经理和领导是其组织的合规性主管。他们拥有合规性文化。因此，领导和部门经理有更大的责任与其团队积极互动，并在其组织内营造有效的合规性文化。这意味着部门经理必须：

- 了解并预测影响团队运营的业务合规风险领域；
- 采取前瞻性举措规避可能影响团队运营的风险，并确保您的团队接受了关于如何应对此类风险的培训；
- 定期向您的团队传达合规性的重要意义；
- 强调立即报告潜在合规性问题的重要性并营造公开报告的环境；
- 确保员工感觉自在地提出问题，而不担心遭到报复；
- 奖励并表彰在合规性方面表现出众的员工；
- 分配合适资源用于确保合规性并设定目标跟踪合规性；
- 仅招聘并提升拥有高诚信标准的人员；
- 积极有意义地参与合规流程和公司治理；
- 通过您的言行鲜明地展现您个人对于鼎桥行为准则及其政策的承诺。

提出问题

违反我们的行为准则将损害我们与股东、客户及其他利益相关方建立的信任。此外，未能遵守行为准则可能让您的同事和我们的业务陷入危险境地。因此，如果发现违反行为准则的潜在或可疑行为，您有责任立即举报。通过快速报告潜在违规行为，您可以帮助公司维持声誉并解决潜在问题，防止问题进一步对公司造成财务、声誉或法律方面的负面影响。

鼎桥提供了多种保密举报途径。您可以告知您的部门经理、鼎桥合规团队或法律部门。您还可以致函我们的首席执行官或董事会。

您可以匿名举报。您无需提供自己的姓名或其他身份信息，但应就举报事项提供充分的详情信息，以便鼎桥可以恰当地跟进。

鼎桥的防报复政策

鼎桥致力于维持一种良好的文化，让我们的员工感觉自在地善意举报可能违反行为准则的行为。对于针对提出合规性问题的员工采取不利工作安排的行为，鼎桥决不容忍。对提出合规性问题的员工进行报复的员工将受到严重纪律处分，情节严重者将予以解雇。

疑虑报告

电子邮件

compliance@td-tech.com

电话

010-58223188

010-58223386

流程

我们认真对待提出的每个问题。合规团队将立即评估并即时着手您提出的问题，然后适当跟进并解决问题。该团队将自始至终跟踪您提出的问题，确保问题得到仔细、彻底的关注。

调查结束时，如果发现违反了鼎桥行为准则，则合规团队将确定合适的纠正措施或纪律处分。我们将与提出问题的员工分享反馈（以保密形式），并在整个公司内分享从中得到的经验教训。

纠正措施和纪律处分

我们合规计划的一个重要方面是采取有效的纠正措施，并在必要时对员工采取纪律处分。是依据当地法律进行处置，还是采取纪律处分（情节严重者予以解雇），将取决于多项因素，包括但不限于以下示例：

- 行为属于故意或蓄意行为，或涉及违法；
- 行为涉及欺骗、偷窃、欺诈或个人谋利；
- 行为具有重复性或系统性或包含隐瞒之举；
- 员工全面、公开地配合调查；
- 员工在组织中确立了正确的合规文化；
- 员工在公司内的级别；

在作出纪律处分前，员工将有机会提交尚未被考虑的任何额外的相关信息。

本行为准则自发布之日起生效，原《商业行为准则》同时废止。

TD TECH CODE OF CONDUCT

A significant amount of TD Tech's value depends on the company's trusted reputation. It is something we should never compromise – as we have all worked very hard to earn our reputation.

Our future is full of opportunities and risks, both of which we have to balance carefully as part of our business.

The new Code of Conduct sets clear expectations on our business conduct and provides useful guidance for the management of critical risk areas such as privacy, conflicts of interest, improper payments, environmental impacts and others.

Each day, we make decisions that influence our chances of success. The wrong choice – even if it is taken in the heat of the moment or made with the best of intentions – can have significant, long-term effects on our reputation.

The Code of Conduct cannot cover every possible situation, but it provides the basic legal guidelines and essential ethical behavioral standards that will help us make the right business decisions.

We need to be diligent and committed in reporting any concerns or violations of the Code of Conduct as soon as they arise – without exception. That means maintaining an environment in which we feel comfortable raising concerns about potential violations. We will not accept any negative actions against employees who raise legitimate compliance concerns in good faith.

Each of us has an obligation to our stakeholders to act in accordance with our Code of Conduct. If there are times when we are uncertain what to do, it is our duty to ask for guidance.

We must all make the Code of Conduct a vital part of our work and in everything we do at TD Tech.

TD Tech Ltd.

PURPOSE

Our customers and the communities in which we operate expect us to be reliable partners. Similarly, our shareholders expect us to do business the right way – by earning, through lawful and ethical competitive advantages, a sound return on their investments. Our entire business is built on trust; in fact our stakeholders will not call on us without it. TD Tech’s Code of Conduct expresses our personal commitment to earn this trust every day, in each community and in all of our business activities. It reflects our values through clear and simple direction for all of our employees and business partners.

SCOPE

The Code of Conduct outlines ethical behavior standards for employees and partners in our business activities, accompanied by important business policy statements. For those of us whose work exposes them to these areas, the policies provide guidance on what to look for and where to get more information. The Code explains employee responsibilities and the obligation to report any potential violations and cooperate in any investigation that may follow.

APPLICABILITY

The Code of Conduct applies to each TD Tech director, officer and employee, including employees of TD Tech’s wholly owned affiliates and subsidiaries. The Code also applies to directors, officers and employees of other business entities (e.g. joint ventures) in which TD Tech owns a majority of the shares or exercises effective control of the entity.

TD Tech will make a good faith effort to implement the Code (or ensure adoption of a similar set of policies) in operating entities in which TD Tech has invested but does not own a majority of shares or exercise effective control. Likewise, for suppliers, representatives and other contractors, TD Tech will use its best efforts to have such third parties commit by contract to TD Tech’s Code of Conduct or will ensure that such parties have similar policies in effect.



TD TECH CODE OF CONDUCT

We follow the laws of the countries where we do business, and we adhere to TD Tech's policies and procedures.

We personally set the example for each other and our stakeholders by being honest and fair.

We disclose promptly any conflicts of interests that might influence our business judgment, and avoid any appearance of impropriety in our dealings with others.

We are partners in promoting a culture of integrity through mutual respect, trust in each other and high standards of ethics.

We hold each other accountable to this code, and if we become aware of potential violations, we promptly report them.

TD Tech Policy Statements

1. IMPROPER PAYMENTS

TD Tech earns its business on merit and strongly supports the rule of law around the world. We will not tolerate improper or corrupt payments made directly or indirectly to a customer, government official or third party, including facilitation or “grease” payments, improper gifts, entertainment, gratuities, favours, donations or any other improper transfer of value. We engage only reputable sales representatives and other third parties who share the same commitment.

1.1 WHAT DO I NEED TO KNOW?

- . An improper payment involves any transfer of value that is unlawful under applicable law or not permitted by customer rules or TD Tech’s Gift, Entertainment and Hospitality Policies.
- . Exercise extraordinary caution when dealing with government officials, which can include employees of a customer that is a state-owned enterprise.
- . Never give – or authorize a third party to give – a gratuity to a government official to expedite a service, such as customs or immigration clearance, permit or license issuance.
- . Improper payments can expose you to criminal prosecution and expose TD Tech to similar risks. Always seek advice if you are uncertain about the legitimacy of any payments.

1.2 WHAT DO I NEED TO WATCH OUT FOR?

- . Requests by sales representatives or vendors — especially those who deal with government officials — for high commissions, reimbursement for excessive entertainment or unauthorized travel expenses, or commissions before an award.
- . Requests for payments to an individual, an offshore account, or to a legal entity or account holder other than what is specified in a contract.
- . Requests for travel, lodging or hospitality for government officials, customers or their family members or friends.
- . Requests for donations to charities or organizations that may be affiliated with a government official or a customer.
- . Requests or directions to engage a vendor or use a third-party because of a “special relationship.”
- . Any service provider that suggests unusually “fast” clearance of goods through customs, visas or work permits through immigration, or issuance of government permits.
- . Requests to record a transaction inaccurately or incompletely, or expedite approval or payment in a way that might compromise financial controls.
- . Payment requests for “vague” goods/services, or when the deliverables are uncertain or unclear.

2. CONFLICT OF INTEREST

We act in the best interest of TD Tech, and use TD Tech property and resources exclusively for TD Tech's benefit. We disclose promptly any interests that might objectively be perceived as affecting our judgment or that may create an appearance of impropriety. We avoid any activity at work or at home that might hurt the good reputation of TD Tech.

2.1 WHAT DO I NEED TO KNOW?

- . A conflict of interest arises when TD Tech's interests and your personal interests collide. Such a conflict of interest is not necessarily a problem in itself, but could become a problem if it is not promptly disclosed and properly managed.
- . TD Tech defines a conflict of interest as both an actual as well as a perceived impropriety resulting from the conflict of interest.
- . A conflict of interests that is not properly disclosed and managed will cause others to question your integrity and loyalty to TD Tech.
- . Remember that the interests of your family members, close personal friends and other such relationships could give rise to conflicts of interest.
- . You must promptly declare to TD Tech the circumstances that could be perceived as a conflict of interest. Upon the submission of a "conflict of interest declaration," you and your manager along with the Compliance team will discuss potential resolutions.

2.2 WHAT DO I NEED TO WATCH OUT FOR?

- . Financial or other interests and positions in companies in which you could influence TD Tech's current or future business with those companies, customers, consultants or suppliers.
- . Decisions where the potentially affected parties have close personal or family relationships with you, or where you or your family might stand to personally benefit.
- . Discounts, gifts, payments or other benefits from suppliers, customers or others who conduct or want to conduct business with TD Tech.
- . Recruiting, hiring, or directly supervising family members or personal friends, or promoting someone with whom you have such a relationship.
- . Performing outside work during TD Tech business hours or using TD Tech resources, intellectual property or confidential information for non-TD Tech related work.
- . Being an officer or director of a charitable or civic organization that may obtain (or seek to obtain) funding or support from TD Tech.

3. FAIR COMPETITION

TD Tech competes fiercely, but fairly. Most countries regulate the activities of companies in the marketplace through competition or “anti-trust” laws, which prohibit agreements or understandings among competitors that might undermine competition, restrict the behavior of dominant companies or require advance review or permission for mergers, acquisitions or other combinations that might reduce competition. TD Tech is committed complying with competition laws everywhere we do business.

3.1 WHAT DO I NEED TO KNOW?

. You have a responsibility to understand local competition laws and, where appropriate, consult the TD Tech Compliance team for guidance. Every employee at TD Tech is responsible for bringing violations of competition laws to the attention of TD Tech management.

. The following examples may violate competition laws:

- o Agreements with competitors to set prices, divide up customers, suppliers or markets, or limit production;
- o Sharing confidential or otherwise sensitive information to competitors or third parties;
- o Limiting the ability of resellers to set the resale price of our products;
- o Making exclusive deals with partners;
- o Discriminating unfairly between similarly situated customers or partners;
- o Collective efforts among competitors to exclude a third party or a competitor;
- o Limiting parallel trade in unified trade areas (such as the EU).

. Companies that are considered dominant may not abuse their position, which means that there may be more specific rules if TD Tech is viewed as dominant in a given market.

3.2 WHAT DO I NEED TO WATCH OUT FOR?

. Sharing or communicating information, or otherwise aligning with competitors, including informal communication or participation in events where competitors regularly meet (e.g. trade associations/ events or standardization activity).

. Discussing with competitors sensitive topics such as pricing, future plans/strategy, product roadmaps, customers or production.

. Sharing TD Tech business secrets without your manager’s approval, or in any manner that conflicts with a nondisclosure agreement, or beyond what is necessary to achieve the objectives of the project in which you may be collaborating with a competitor.

. Serving on the board of a competitor.

. Entering into exclusive arrangements or non-competition agreements.

. Entering technology license agreements that may restrict the freedom of the licensee or licensor.

. Entering into joint bidding or supply arrangements, or forming a joint venture.

4. PRIVACY

TD Tech respects privacy. TD Tech collects, uses, holds and otherwise processes personal and customer data responsibly, lawfully and carefully. We apply applicable privacy management measures and we monitor compliance with our commitments. We collect personal data in an open and transparent fashion and provide fair and reasonable choices on its collection and use. We build privacy and security into the design of our products and services and employ appropriate safeguards to protect personal data against unauthorized use or disclosure.

4.1 WHAT DO I NEED TO KNOW?

- . Our commitment to respect privacy goes beyond legal compliance. We earn our customers' trust TD Tech by managing personal data in a responsible manner.
- . The cost of privacy violations are substantial, and you and TD Tech can be exposed to both civil and criminal penalties in certain cases.
- . Personal data includes any information that could identify an individual. This data may include direct, business- and HR-related information such as contact details, personal profiles, voice, image and location of an individual; indirect information includes subscriber identities, device and application identifiers and other such information. When in doubt, treat the information as personal data.
- . Our customers also impose rules on how we access, collect and handle personal data in our contracts. Hence, we must not collect, process or store personal data in way that is incompatible with our customer agreement and other privacy commitments.
- . You may access and use only the personal data that is necessary to fulfill your assigned job responsibilities. There must be a legitimate business purpose for any use or sharing of that data.
- . Protect personal data physically and electronically. Place personal data only on TD Tech authorized environments, and not on unencrypted or unsecure computers, servers or removable media, or personal cloud-based services.
- . Report identified privacy or security breaches or vulnerabilities to TD Tech's privacy and security personnel, and be familiar with TD Tech's privacy procedures that define TD Tech's privacy vision, principles and governance model for managing privacy.

4.2 WHAT DO I NEED TO WATCH OUT FOR?

- . Storing, transferring or using personal data not required for a legitimate business purpose.
- . Properly shredding and securely destroying unnecessary personal data.
- . Ensure that you have processes and best practices for transmitting, processing or storing personal data in protected environments.
- . Leaving personal or customer data at a printer, on a shared server, or on a publically accessible computer or site.
- . Transferring personal data between countries without addressing varying data protection standards.
- . Disclosing personal data to any unauthorized persons or organizations.

5. DEALING WITH GOVERNMENT OFFICIALS

TD Tech engages with international bodies, governments and government officials at multiple levels and in a variety of ways: as a business providing goods and services, as a concerned citizen petitioning to protect our interests, as a taxpayer, and as a private sector participant providing jobs and economic opportunities in many host countries around the world.

When interacting with governments, agencies and officials, we follow high ethical standards and act in a transparent manner. Special requirements apply to our interactions with governments and state-owned enterprises, including, for example, procurement, lobbying, entertainment, hospitality, disclosure and record-keeping rules.

We are honest, truthful, and accurate when dealing with governments, and we follow TD Tech's policies and procedures and any applicable laws in our dealings with government officials.

5.1 WHAT DO I NEED TO KNOW?

- . Government officials include not only employees, agencies, and other representatives of national, regional, local and municipal governments, but also employees of government-owned enterprises and anyone acting for or on their behalf.
- . Business practices that are acceptable in the commercial arena, such as providing hospitality or certain pre-tender sales activities, may be unacceptable or illegal in government business.
- . TD Tech's policy is not to participate in the political or electoral process through direct donations to political groups, but to protect TD Tech's interests through lawful and transparent advocacy with government.
- . Your personal political activity, such as support of local candidates or donations to candidates, may be appropriate, but it must be lawful, conducted on your own time, with your own resources and in no way involve or be perceived to involve TD Tech.
- . Contact the TD Tech Compliance team when planning to engage with a government official for advocacy or relationship purposes.
- . Follow the TD Tech Code of Conduct and any other applicable policies in all dealings with government officials.

5.2 WHAT DO I NEED TO WATCH OUT FOR?

- . Ensuring that government officials, when requesting information from TD Tech, have a right to such information and that TD Tech has a right to deliver such information. When applicable, follow the relevant procedure or seek guidance from TD Tech Compliance team.
- . Avoid any deviation from contract requirements when providing goods or services to a government or government-owned enterprise.
- . Providing information without conducting due diligence to verify that all such information is current, accurate and complete before signing and providing to a government official.
- . Deviating from a government's public procurement or tender process, even when a government official may indicate that such a deviation is acceptable or condoned.
- . Recruiting a government official or member of the official's family for employment at TD Tech while the official is in a position to influence TD Tech's business with the government.
- . Offering hospitality, entertainment or travel to government officials beyond TD Tech's Gift, Entertainment and Hospitality Policies. Clear any such offerings with the Compliance team in advance.

6. INTELLECTUAL PROPERTY & CONFIDENTIAL INFORMATION

TD Tech invests in and rewards innovation. TD Tech's intellectual property — which includes patents, software and other copyrighted materials, knowhow and trade secrets, brands and trademarks — is among its most valuable assets. We actively protect our intellectual property, and follow TD Tech classification and handling guidelines for our intellectual property and confidential information. We respect the valid intellectual property and confidential information of others.

6.1 WHAT DO I NEED TO KNOW?

- . When dealing with intellectual property or confidential information, ask these questions:
 - o “Who owns this? May I use it?”
 - o “With whom may I share this? How do I protect its value?”
 - o “Has the term of my licensed use expired? If so, is there any action I need to take?”
- . You must respect and protect the intellectual property of TD Tech in accordance with TD Tech's internal procedures and processes. You must not represent yourself to third parties as authorized to grant any rights over intellectual property.
- . Seek proper authorization and have appropriate contract terms in place before providing TD Tech intellectual property to a third party. For help, contact TD Tech Compliance.
- . Protect TD Tech confidential information and trade secrets from unauthorized disclosure and misuse, and do not share them with third parties except under approved terms which restrict their disclosure and use.
- . Respect and protect the intellectual property and confidential information of others with the same degree of care we give our own, and according to the terms of any applicable agreement.
- . Theft, misuse or misappropriation of TD Tech's or a third party's intellectual property can expose you and potentially TD Tech to civil lawsuits and damages, as well as criminal liability. Violations of this policy can also lead to disciplinary action.
- . Use TD Tech's, processes and intellectual property teams to help you properly harvest, protect and enforce intellectual property rights and confidential information.

6.2 WHAT DO I NEED TO WATCH OUT FOR?

- . Obtaining or using the ideas, materials or information of another person/company without proper authorization, which could include copying/using images, open source software, unsolicited ideas from outsiders, or written material obtained from online sources or third parties.
- . Giving license, rights or access to our intellectual property or other information without authorization, or accepting intellectual property or confidential information without consulting your legal professional.
- . Using non-approved devices or tools, misusing approved devices/tools, or sharing your credentials, passwords, tools, or equipment — all of which could lead to loss of intellectual property or damage to our IT systems.

- . Sending sensitive information to unattended printers, discussing confidential information openly when others might be able to hear, or creating written materials without labeling them according to TD Tech information classification and handling instructions.
- . Misuse of TD Tech intellectual property or confidential information or finding that others have reverse-engineered TD Tech's patented products, processes, services or designs. Report such misuse immediately to the TD Tech Compliance team.
- . Employing a new person who may have worked for a competitor without implementing safeguards to prevent the new employee from inadvertently disclosing the intellectual property or confidential information of others.
- . Failing to honor your obligations under a non-disclosure agreement or invention assignment agreement between you and TD Tech.
- . Engaging in situations in which you're not sure what to do — when in doubt, contact Compliance for help.

7. WORKING WITH SUPPLIERS

TD Tech seeks productive, ethical and transparent relationships with its suppliers. We expect our suppliers to be qualified according to TD Tech standards, to follow and exceed all applicable laws and regulations, and share the values expressed in our Code of Conduct. We follow TD Tech purchasing procedures when selecting a new supplier and when managing a relationship with an existing supplier. Our interactions with suppliers are transparent and open and we do not accept or give gifts or entertainment beyond TD Tech's Gift, Entertainment and Hospitality Policies.

7.1 WHAT DO I NEED TO KNOW?

- . Suppliers perform work or provide services on behalf of TD Tech, and you must take care that they do not cause harm to the good reputation of TD Tech. Be familiar with key purchasing policies and requirements.
- . Immediately raise a concern if you are asked to select or deal with a specific supplier and/or deviate from the approved supplier selection or relationship management process.
- . We take prompt, thorough remedial steps and shift TD Tech business away from suppliers whose legal or ethical performance is questionable.
- . Accepting anything beyond TD Tech Gift, Entertainment and Hospitality Policies from suppliers may result in discipline, up to and including termination of employment. In addition, such actions can expose you to civil and criminal liability. You must immediately report any attempt by a supplier to provide anything of value or other consideration beyond TD Tech Gift, Entertainment and Hospitality Policies.
- . We do not accept from suppliers any gifts, entertainment or hospitality beyond TD Tech's Gift, Entertainment and Hospitality Policies.

7.2 WHAT DO I NEED TO WATCH OUT FOR?

- . Being pressured to select a specific supplier – regardless of the outcome of the supplier selection process.
- . Suppliers offering anything of value (e.g. hiring your relative) to be selected, maintain or increase business, to overlook contract terms, audit or quality issues or to avoid any other requirements or lawful practices.
- . Suppliers that resist the standards contained in TD Tech Supplier Requirements, including ethical behavior, labor and human rights, health and safety and the environment.
- . Suppliers that do not have a code of conduct in place with policies related to ethical behavior, labor standards, sustainable business practices, quality control and safety and security, or do not commit to TD Tech's values as expressed in this Code of Conduct.
- . Suppliers that do not address reasonable concerns, corrective actions or audit findings in a timely manner.
- . Suppliers that claim they can meet unrealistic delivery schedules or pricing, expedite customs issues or attempt to use TD Tech's good name or logo in an unauthorized manner.
- . Suppliers that are owned or controlled by the government or a government official or close family member, or a supplier that claims it can exercise improper influence with the government or with a customer.
- . Conflicts of interest in conducting business with suppliers, such as when someone in your family or anyone else with whom you have a close personal relationship has a substantial role in or relationship with a certain supplier.

8. TRADE COMPLIANCE

TD Tech's provision of goods, services and technology around the world is regulated by national and international laws and standards, and these regulations affect TD Tech's operations in multiple ways beyond just shipping. The transmission of information and data across borders by email and the web, or even the exchange of information among citizens of different nations who are all co-located in one country, can be strictly regulated.

We comply with all applicable trade compliance laws and regulations that affect our operations, including export control and sanctions compliance. We declare and value exports and imports accurately and transparently to customs authorities.

8.1 WHAT DO I NEED TO KNOW?

. Consider the applicable trade rules when arranging any cross-border transactions, including those that are free of charge, returns or hand-carried goods.

. If you initiate exports or imports – even occasionally – you must follow the applicable laws of the respective country. Check new or unknown business partners against sanctioned party lists and follow TD Tech internal rules.

. Exports can take many forms, like sharing information via electronic means (e.g., email or an online collaboration site); carrying electronics which could contain controlled information across borders could be considered an export.

. Many countries impose restrictions on the transfer of certain technologies and data; some even completely forbid business with certain countries. Export restrictions and sanctions may apply depending on several factors:

- o the destination country;

- o the export control relevance of hardware, software, and technology;

- o companies and people involved in international and domestic business transactions; and

- o end-use of hardware, software, or technology provided by TD Tech

. All imports have to be declared accurately with correct documentation and value. Import and export documentation must be carefully archived for audit purposes.

. Improper imports or exports, or non-compliance to sanctions can expose you and TD Tech to civil fines and criminal prosecution.

8.2 WHAT DO I NEED TO WATCH OUT FOR?

. If you initiate import or exports, you are responsible for following TD Tech's policies and procedures for obtaining proper clearance.

. Take time to understand what would be considered, by local authorities, imports and exports with the help of the relevant team.

. Manual shipments or luggage carried on business trips.

- . Any controlled technology transmitted by email, server access or other means.
- . Payments to a customs broker that exceed the invoice, or for suspicious or unidentified services.
- . Any inaccurate description, classification or valuation of goods or data on invoices, customs forms and other related documentation.
- . Avoid any signs or indications that your customer or end-user may attempt to evade applicable trade laws via transshipments to a prohibited destination.
- . Obtain clear and complete answers from customers or third parties about the end use/end-user, delivery dates and locations.
- . Make clear and candid import/export declarations, documentation, or markings on products and packaging.
- . Archive import and export documentation carefully for audit purposes.

9. INSIDER TRADING

TD Tech is very likely to be a publicly traded company in the future, and we strongly believe in the integrity of everything we do. Virtually every country regulates these capital markets, and a key element of such regulations concerns unequal access to information about the shares traded on the exchange. Employees may learn material, non-public information about TD Tech or other companies.

Using this material, non-public information for personal or financial benefit, for example, to buy or sell shares – or sharing this information with others – impairs the integrity of the market, violates this policy and is likely a violation of law.

9.1 WHAT DO I NEED TO KNOW?

. Inside information means any material non-public information regarding a company or its securities which, if disclosed, would likely have a significant effect on the price of the security, or influence one's decision to buy, sell or hold the security.

. While holding inside information, employees are prohibited from:

- o Trading in (purchasing or selling, directly or indirectly) the company's securities;
- o Advising others in trades in the securities; and
- o Disclosing such inside information to another person.

. If you believe that there is a legitimate business reason to disclose inside information in the normal course of your employment, and the party to whom you would be disclosing such information is bound by an obligation of secrecy, please consult with the Compliance team before doing so.

9.2 WHAT DO I NEED TO WATCH OUT FOR?

. Buying or selling a security based on information you heard or learned at work or anywhere else, which you believe will affect the price of the stock once that information becomes publicly known.

. Sharing non-public information about TD Tech or other companies with anyone else who might then use this information to engage in financial trades.

. Discussing TD Tech information and business with anyone, including friends, family and other business associates.

. "Tipping" or recommending TD Tech or other securities to anyone, including friends or family when you might have material, non-public information about TD Tech or other companies.

. Engaging in any trading activities when you are in possession of inside information, especially immediately prior to, or in connection with, a major company announcement or earnings release. If you a registered TD Tech insider, you also need to follow the closed insider window periods specified in the TD Tech Insider Policy.

. Engaging in any other activity or conduct which might violate insider laws, regulations or applicable TD Tech policies.

10. HEALTH, SAFETY AND LABOR CONDITIONS

TD Tech has a deep commitment to the health and safety of our employees and those who work with us. We earn the respect of each other, our contractors, partners, customers and members of the public by providing a safe, healthy and fair working environment. We do this through robust and consistent implementation of our process that meet or exceed regulatory requirements. We also expect the same of our contractors and suppliers.

10.1 WHAT DO I NEED TO KNOW?

- . All TD Tech employees are responsible for ensuring healthy, safe and fair working conditions for all.
- . Occupational health and safety management is integrated into our business and processes including design, production, distribution, installation and support of our product and systems.
- . We continuously improve our health and safety performance through risk management, prevention of work-related accidents and the spread of communicable diseases, and implementation of new working practices and technologies.
- . We promote healthy lifestyles and support activities that enhance employees' health, well-being and work-life balance.
- . We take immediate action to remedy situations in which incidents, audits and feedback identify areas for improvement in our health, safety and labor conditions management.
- . We expect our suppliers, contractors and other business partners follow the same standards and place equally high priority on health, safety and labor conditions in their operations.
- . TD Tech takes this policy seriously, and may impose discipline for violations. Likewise, regulatory authorities may seek to impose civil and criminal penalties for violations of health, safety and labor condition laws.

10.2 WHAT DO I NEED TO WATCH OUT FOR?

- . Situations that could be dangerous; for example, a colleague not wearing a safety belt in a taxi, participating in a conference call while driving, or working at steep heights without the proper safeguards in place.
- . Anyone who disregards our policies, legal requirements or otherwise acts in a way that places others at risk, such as a manager requesting anyone work when not fit for duty.
- . Look for opportunities in your daily work routines to improve safety, processes and health practices.

11. CONTROLLERSHIP

TD Tech classifies and records its transactions and assets appropriately. TD Tech implements appropriate controls to represent its financial data accurately and consistently, protects its assets adequately, and report its transactions in a timely and objective manner. TD Tech is committed to complying with the applicable laws and regulations that govern its financial accounting and reporting to government agencies, investors and the public.

11.1 WHAT DO I NEED TO KNOW?

- . It is critical to maintain complete and accurate records of TD Tech financial transactions and assets, including operating metrics and results, to ensure a complete audit trail.
- . You should pay close attention to the safekeeping of TD Tech's financial, physical and informational assets, including intellectual property.
- . When presenting business information or making financial forecasts, you should be candid and transparent.
- . Before signing a document or approving a transaction, verify the facts and completeness of the information, and consider the underlying business rationale for the approval.
- . Cooperate fully with any external or internal audits and provide full, complete and timely answers to questions and document requests.
- . You should ensure that TD Tech's accounting procedures, as well as other applicable accounting principles and regulations are consistently followed — when in doubt, ask.
- . You should preserve records and financial information in accordance with law and with TD Tech's document retention procedures.
- . Misrepresenting facts, transactions or financial data is a serious matter, and can lead to civil and criminal liability for those involved and for TD Tech.

11.2 WHAT DO I NEED TO WATCH OUT FOR?

- . Financial transactions recorded in error, with the wrong date or with a misleading description, including false expenses, purchase orders, inaccurate time sheets or vouchers.
- . Any transaction that does not make fundamental business sense, decisions that are inconsistent with sound business economics, or financial results that do not appear consistent with the actual business performance.
- . Any effort to avoid appropriate reviews for a transaction, or actions inconsistent with an employee's level of authority.
- . Any physical assets that are not appropriately protected against loss or theft, or any effort to dispose of an asset without proper authorization.
- . Any absence of controls on transactions, such as dual signatures on checks or required approvals on expenses, particularly where cash is involved.
- . Any effort to circumvent document retention requirements, particularly associated with pending or reasonably foreseeable litigation, audits or investigations.

12. FAIR EMPLOYMENT

TD Tech must be an employer of choice — and its employees represent TD Tech's future. TD Tech cultivates a globally diverse workplace culture of respect, where challenging opportunities for individual and collective renewal, achievement and growth abound. In our recruiting, retention, promotion and other employment activities, we are committed to complying with the applicable employment and labor laws and regulations where we do business, including wage & hour, privacy, immigration, compulsory and child labor, collective bargaining, anti-discrimination and similar employment rules. We publish for our employees and managers internal guidelines, procedures and standards for their internal employment-related decision-making.

12.1 WHAT DO I NEED TO KNOW?

- . Every country regulates the workplace, and TD Tech has the appropriate employment practices and process to comply with applicable law as well as our own internal guidelines, procedures and standards.
- . TD Tech issues a single Human Resources Policy, Standard Operating Procedures and Guidelines to regulate the individual areas within Human Resource Management. This Fair Employment statement summarizes the commitments of the TD Tech HR Policy and all Standard Operating Procedures and Guidelines that fall under that umbrella.
- . Complying with the legal requirements is only part of the formula for cultivating a culture of respect in our workplace — we are all responsible for assuring that everyone at TD Tech is treated with respect and given fair consideration.
- . Ensure that employment decisions are based on job qualifications and without regard for a person's race, age, gender, sex (including pregnancy), national origin, ethnicity, color, sexual orientation or expression or religion or other characteristic prohibited by law.
- . Many countries have particular rules on immigration, limitations on expatriate workers, and secondments or use of temporary workers.
- . TD Tech regularly validates its Standard Operating Procedures and Guidelines, against applicable law – please raise promptly any matter that may require review or adjustment.

12.2 WHAT DO I NEED TO WATCH OUT FOR?

- . Our Employment standards are high and we do not waver. Just because a particular legislation would allow or does not specifically forbid certain practices, our policies still hold and we abide by them.
- . Requests or attempts internally or by third parties to compromise or subvert TD Tech's Human Resources policy, Standard Operating Procedures or Guidelines.
- . Hiring or promoting practices that do not follow our approved processes or are not based on TD Tech's values and individual merit.
- . Creating a hostile work environment, bullying or similar offensive conduct (by making jokes or displaying materials that are offensive to an ethnic, racial or gender group).
- . Failing to observe labor laws where you work, for example, prohibitions on child or compulsory labor, denying or limiting freedom of choice of employment.
- . Taking adverse employment action against anyone who has raised a good faith concern regarding a potential violation of TD Tech's Code of Conduct or applicable law.

13. HUMAN RIGHTS

TD Tech provides products and services that expand opportunities to communicate and contribute directly to the exercise of such fundamental rights as free expression and political participation.

TD Tech is committed to the principles of The Universal Declaration of Human Rights and the United Nations' Global Compact, and we expect our suppliers and business partners to share these values.

TD Tech seeks to ensure that materials used in our products come from socially responsible sources. We do not tolerate, contribute to, or facilitate any activity that fuels conflict or violates human rights.

13.1 WHAT DO I NEED TO KNOW?

- . TD Tech conducts due diligence in the pre-sales process and follows international standards to help ensure that our products are used to enhance, and not infringe, human rights.
- . TD Tech provides limited, core and UN mandated "lawful intercept" capabilities based on clear standards and on a transparent foundation in law. Operators are required in most countries to provide such capabilities to assist authorities in legitimate law enforcement.
- . TD Tech also conducts due diligence on its suppliers and business partners to ensure that they share TD Tech's commitment to human rights.
- . TD Tech complies with applicable laws and participates in industry initiatives to support human rights and to validate that the minerals and metals used in our products do not contribute to conflict.
- . Unlawful, exploitative or improper use of natural resources can expose TD Tech to penalties or criminal prosecution.

13.2 WHAT DO I NEED TO WATCH OUT FOR?

- . Be particularly sensitive when conducting business in countries where the rule of law is weak, or where the government is not a result of free and open democratic processes.
- . Requests for subscriber data beyond that which is provided in the normal course of business in cases where TD Tech hosts the network.
- . Requests from operators in higher-risk countries for specific features such as location-based data, more detailed subscriber data on traffic or events, in addition to standard functionality.
- . Suppliers or contractors that appear to employ underage workers, or do not provide safe or healthy workplaces.
- . Use of minerals from conflict countries that are regulated by international authorities. TD Tech tracks the origin of these metals in our products all the way to smelters in our supply chain.

14. ENVIRONMENT

TD Tech's longstanding commitment to the protection of the environment and management of environmental issues actively, openly and ethically meets and often exceeds legal and regulatory requirements. TD Tech continuously seeks to prevent pollution and to reduce the environmental impacts of its products and services during design, procurement, manufacturing, use and end-of-life. We embed environmental considerations into our operations, business planning, decision-making and monitoring activities to understand impacts and continuously improve. We also expect our business partners and suppliers to share our commitment to the environment.

14.1 WHAT DO I NEED TO KNOW?

- . TD Tech meets or exceeds the legal requirements for protecting the environment. TD Tech expects its employees, suppliers, contractors and other business partners to follow the same or equivalent standards, placing a high priority on protecting the environment.
- . By working continuously to reduce the environmental impacts of TD Tech products throughout their lifecycles – including design, procurement, manufacturing, use and end-of-life – TD Tech enables customers and users to reduce their environmental footprints.
- . Be aware of the environmental impacts relevant to your work and how the specific requirements are met in the function where you work (e.g., product requirements in R&D or transportation selection in logistics).
- . Take immediate action to remedy situations in which incidents, audits and feedback highlight areas for improvement in TD Tech's environment management.
- . Be aware that non-compliance with environmental laws can lead to civil and potential criminal liability; in addition, TD Tech employees may be subject to discipline for breaches of this policy.

14.2 WHAT DO I NEED TO WATCH OUT FOR?

- . Failing, promptly, to address environmental complaints or concerns from employees, suppliers, customers or other third parties.
- . Suppliers or contractors that do not engage in sound or sustainable environmental practices.
- . Ignoring applicable environmental regulations or company guidelines.
- . Missing opportunities to decrease the environmental impact of our products and services by reducing waste, increasing energy or material efficiency, or preventing pollution.
- . Taking action on acquisitions, dispositions, or other new ventures without first conducting thorough due diligence to evaluate their environmental risks.
- . Obtaining, maintaining, renewing and extending all environmental permits, licenses, or other clearances (such as environmental impact studies) on a timely basis necessary to TD Tech's operations.

Making the Code of Conduct part of everyday business

YOUR RESPONSIBILITIES UNDER THE TD TECH CODE OF CONDUCT

The Code of Conduct sets high standards of integrity for TD Tech employees and business partners. It outlines our commitment to act compliantly and ethically in our business activities.

The Code cannot possibly address every specific situation employees will face in our complex, global businesses. There will continue to be emerging areas, legal and regulatory uncertainties, risks and challenges going forward. This does not mean that we are relieved from our responsibilities to act in an ethical manner: in all cases, your obligations under the Code include:

- . Read, understand and follow the Code of Conduct and its policies;
- . Promptly raise any and all compliance concerns through one of the channels provided by the business;
- . Know when to seek assistance or get more training;
- . Do not retaliate against anyone for raising a compliance concern;
- . Cooperate fully and transparently in all compliance investigations;
- . Avoid any practices that may lead to unlawful conduct, an appearance of impropriety or harm TD Tech's reputation.

TD Tech managers and leaders are compliance stewards for their organizations: they own the culture of compliance. Thus, leaders and managers have additional responsibilities to engage actively with their teams and create an effective culture of compliance in their organizations. This means that managers must:

- . Know and anticipate business compliance risk areas that would affect your team operations;
- . Take proactive steps to mitigate risks that may affect team operations and ensure your team is trained to deal with them;
- . Communicate regularly with your team about the importance of compliance;
- . Emphasize the value of reporting potential compliance concerns promptly and foster an environment of open reporting;
- . Ensure that employees feel comfortable raising concerns with no fear of retaliation;
- . Reward and recognize employees who go above and beyond with respect to compliance;
- . Allocate appropriate resources to ensure compliance, and set goals to track compliance;
- . Hire and promote only those people who have high standards of integrity;
- . Participate actively and meaningfully in the compliance process and governance for the company;

. Demonstrate visibly — through your own words and actions — your personal commitment to the TD Tech Code of Conduct and its policies.

RAISING CONCERNS

Violations of our Code of Conduct erodes the trust we have built with our shareholders, customers and other stakeholders. In addition, a failure to follow the Code can put your colleagues and our business at risk. Thus, you are obligated to raise a concern promptly should you become aware of a potential or suspected violation of the Code. By quickly reporting potential violations, you are therefore helping the company maintain its reputation and address potential problems before they have an adverse impact — financial, reputational or legal — on the company.

TD Tech provides multiple ways to raise a confidential concern. You may talk to your line manager, the TD Tech Compliance team or legal team. You may also write to our CEO or our Board.

You may raise your concern anonymously. You are not required to provide your name or other identifying information, but you should provide sufficient detail on your concern so that TD Tech can follow up appropriately.

TD TECH'S POLICY ON RETALIATION

TD Tech is committed to maintaining a culture in which our employees feel comfortable raising good faith concerns about potential violations of the Code of Conduct. TD Tech will not tolerate any adverse employment action against an employee who raises a compliance concern. Any employee who retaliates against another employee for raising a compliance concern will be subject to strict discipline, up to and including termination of employment.

REPORTING CONCERNS

Email

compliance@td-tech.com

Phone

010-58223188

010-58223386

PROCESS

We take each concern seriously. The Compliance team will review and promptly address your concern for appropriate follow-up and resolution. The team will track your concern from initiation to its resolution to ensure that it receives careful and thorough attention.

At the end of the investigation, if the TD Tech Code of Conduct has been violated, the Compliance team will decide the appropriate corrective action or discipline. We will share feedback (respecting confidentiality) with the person who raised the concern and lessons learned with the business.

CORRECTIVE ACTION AND DISCIPLINE

An important aspect of our compliance program is taking effective corrective action and, where appropriate, employee discipline. Subject to local law, discipline, up to and including termination of employment, will depend on a number of factors, including but not limited to the following examples:

- . The conduct was intentional or deliberate, or involved a violation of law;
- . The conduct involved dishonesty, theft, fraud, or personal gain;
- . The conduct was repetitive or systemic or included efforts to conceal;
- . The employee cooperated fully and openly with the investigation;
- . The employee has set the right culture for compliance in the organization;
- . The employee's level within the organization.

Employees will be provided an opportunity to present any additional relevant information that may not have been considered before a disciplinary decision is made.

This Code of Conduct shall take effect as of the date of issuance, the Business Conduct Guidelines shall all be abrogated on the same date.

主送：公司全员

抄送：公司管理委员会成员

二零一六年 一月 七日

文件变更记录：

变更人	变更日期	主要变更内容