CTC CODE OF CONDUCT

西迪士质量检测技术服务（上海）有限公司　公正性承诺的声明

Dear Colleagues 亲爱的同行,

Integrity is at the core of the business of the CTC Group, it is the common thread through all our activities. The purpose of this Code of Integrity and Professional Conduct is to lay down our rules of behaviour in all our dealings for the CTC Group and to provide guidance in our day-to-day business.

公正是 CTC 集团业务的核心，贯穿我们所有的运作。此公正性承诺和职业道德声明是 CTC 集团业务的行为准则，是日常业务的指南。

These rules apply to all employees of the CTC Group. Our joint venture partners, agents, intermediaries, consultants and subcontractors shall also be required to comply with them. It is the responsibility of all of us, at all levels of our organisation, to comply with, and live by, our Code. No deviation can or will be tolerated and no employee will suffer any adverse consequence for having complied or for reporting suspected violations.

这些准则适用于 CTC 集团的所有员工，也适用于我们的商业伙伴、代理、中介咨询公司和分包商。我们所有人，无论什么级别，有义务遵守和服从我们的承诺。不会也不容忍差别化对待，保护遵守或是检举涉嫌违规行为的员工，以防其受到不良影响。

Our Code of Integrity and Professional Conduct reflects the Business Principles for Countering Bribery issued by Transparency International and Social Accountability International. However, it expresses our values and standards in our own way. It has been approved by our Board of Directors and the Operations Council. Its rules are fairly simple. However, if you have any difficulty in a particular situation, you should apply the following common sense principles:

公正性承诺和职业道德的声明反映出我们遵循国际社会责任组织发布的商业反贿赂原则。并且，也表达了我们自己的价值观和标准，已经得到我们的董事会和理事会的认可。它的原则相当简单，然而，如果您感觉某一特定条件特别难以理解，可以参考以下基本原则：

Do not do anything which you know or believe to be illegal or unethical
不做任何违法或者不道德的行为
Do not use any Company property for your own benefit
不占用公司财产为己用
Do not engage into any transaction which does not have a genuine, legitimate business purpose
不参与任何不真实的、非法为目的的业务
Ask yourself whether any contemplated transaction or business practice would withstand the scrutiny of the public eye if exposed
问一下您自己，预期的交易或者业务是否有害公共安全
Do not do anything which could require you to be untruthful
不做任何不真实的事情
Seek advice when in doubt.

当有疑问时，寻求意见。

1. INTEGRITY OF SERVICES 服务的完整性
2. INTEGRITY OF FINANCIAL AND COMPANY RECORDS 财务和公司记录的完整性
3. CONFLICTS OF INTEREST 利益冲突
4. PROCUREMENT 采购
5. IMPROPER ADVANTAGES 不当的优势
6. EMPLOYEE RELATIONS 员工关系
7. FAIR COMPETITION 公平竞争
8. COMPLIANCE WITH LAWS 遵守法律
9. INSIDER TRADING 内线交易
10. CONFIDENTIALITY 保密性
11. IMPLEMENTATION 实施性

1. INTEGRITY OF SERVICES 服务的完整性

All our services must be provided in a professional, independent and impartial manner, honestly and in full compliance with Group approved methods, practices and policies. We do not surrender to any pressure from clients in one area of our business in order to obtain a favourable treatment in another area.

我们所提供的服务必须是专业的、独立的、公正的、真实的，遵从集团批准过的标准、操作和政策。我们不屈服于客户的压力，为了利益，涉足业务范围之外的领域。

All findings and results shall be accurately documented and not be improperly changed. Reports and certificates shall reflect these results and findings and the professional opinions obtained.

正确记录所有的发现和结果，不应有不当的修改。报告和证书应体现结果和发现以及专业的建议。

2. INTEGRITY OF FINANCIAL AND COMPANY RECORDS 财务和公司记录的完整性

All transactions must be properly and accurately recorded and all book entries supported by proper documentation issued by bona fide parties.

所有的交易都是正当的、被正确记录、并有适当的文件支持。

All records must be retained in accordance with applicable laws and Group policies.

所有记录应根据相应的法律和集团政策保存。

3. CONFLICTS OF INTEREST 利益冲突

A conflict of interest is any situation where the interests of the CTC Group diverge from your own personal interests or those of your close relatives or of persons with whom you are in close personal or business contact. These situations must be avoided because they can influence your judgement, even without your noticing it. Even, the mere appearance of conflicts of interest must be avoided because it creates the impression of lack of impartiality.

利益冲突随处可见，如个人利益与 CTC 集团利益背道而驰，或者您的亲属或朋友与您的业务有关系。应避免这些情况，因为即使您没有注意到，它们也会影响您的判断。这些利益冲突的表象必须避免，因为它会给人缺乏公正的印象。

The following are examples of conflict of interest situations which must be avoided:

以下利益冲突的例子必须避免：

Rendering services to a client in which the CTC Group has a direct or indirect interest
给与 CTC 集团有直接或者间接关系的客户提供补偿服务
Taking personal advantage of a business opportunity for the CTC Group or using company property or company resources for personal purposes
从 CTC 集团的交易中获取个人利益，或者占用公司财产为己用
Accepting, directly or indirectly, any kind of personal advantage granted by reason of employment with the CTC Group, except for socially acceptable gifts and hospitality
除了公从认可的可接受的礼品和款待外，通过 CTC 集团名义直接或者间接地接受各种私人利益
Taking any interest in a supplier, client or competitor of the CTC Group except for publicly traded securities to an extent which does neither grant significant influence nor create undue dependence and subject to reporting this interest
除了公开交易的证券，接收供应商、客户或者 CTC 集团竞争对手的利益，造成严重影响或者产生依赖并被这些利益所屈服
Holding an office or any kind of position with, or performing services for, a competitor or client other than in the performance of your duties for the CTC Group
通过 CTC 集团的名义或者职位为竞争对手或者客户提供服务，从来得到私人利益
Accepting an office or any employment outside the CTC Group without having obtained clearance
在没有离职的情况下，接受除 CTC 集团以外的公司或者职位
Conducting any CTC business with a close relative or with an organisation with which you or one of your close relatives is associated
与亲属或者亲属参与的组织从事 CTC 集团的业务
Employing a relative without having obtained clearance.
在没有离职的情况下，雇佣亲属

4. PROCUREMENT 采购

Procurement of goods and services must be conducted fairly and transparently in order to secure the best quality and the best price in a competitive process rather than awarding contracts based on personal preference.

物品和服务的采购应公正透明的实施，以便在具有竞争性的过程中取得最好的质量和价格，而不是基于个人喜好给与合同。

Whenever feasible, orders of a certain importance must be reviewed and awarded by a group of 2 or more individuals pursuant to a proper tendering process.

一个重要的订单，应由 2 个人或者更多的人根据投标过程进行审核和批准。

5. IMPROPER ADVANTAGES 不当的优势

Improper advantages may be neither granted nor accepted, whether directly or indirectly.

不当的优势既不被同意也不被接受，无论是直接地或者间接地。

Improper advantages are advantages granted to influence governmental or corporate decisions or actions in violation of duty. They may take the form of bribes, gifts, excessive entertainment or kickbacks. They also include political contributions unless they are disclosed, comply with local law and have obtained prior clearance.

不当的优势违背责任，会严重影响政府或者公司的决定或者行动。

Improper advantages are often granted by agents, intermediaries, consultants or contractors claiming to perform a bona fide service or by joint venture partners or suppliers. We therefore do not deal with these parties if we know or have reasons to believe that they engage in granting improper advantages. In addition, in order to prevent any misuse of funds, all payments for goods or services must be made to the person who supplied them and cash payments must be avoided and may be made only in accordance with Group policies. Clearance must be obtained for the remuneration of agents, intermediaries and consultants.

不当的优势经常得到代理、中介、咨询公司或者声称要真实服务的联系人，或者合作组织或者供应商的认同。如果我们知道或者有理由相信他们参与这些不当的优势，我们将不予理睬。另外，为了防止资金滥用，所有物品或者服务的付款应付至供应者，避免现金支付，应遵守集团政策。

代理、中介和咨询公司报酬的获得应清晰明了。

Gifts, hospitality and entertainment must always be related to a genuine business purpose. They may not be intended or appear to be intended to influence a decision or action and must be kept within what is socially acceptable and legally permissible.

礼物、款待和娱乐消遣应与真实的业务目的有关，不能是刻意或者有意图地影响到决定或者行动，必须保证是社会允许的和合法的。

For charitable contributions or sponsoring of events, prior clearance must be obtained.

慈善捐款或者活动赞助应清晰明了。

Facilitation payments are modest payments customary in certain countries to expedite the performance of routine actions which the proposed recipient has a clear and non-discretionary obligation to perform. Facilitation payments must be minimised and avoided wherever possible. They may only be made if there is a clear entitlement to the action to be performed and must be appropriately accounted for.

简易支付适用于某些固定客户，加快付款流程，这种被推荐的付款应有一个透明的，义务的执行制度。

简易支付尽可能地避免风险或者将其降低至最小。在一个透明的环境下执行，并适当地说明。

6. EMPLOYEE RELATIONS 员工关系

The CTC Group is committed to providing a safe, healthy and respectful work place and fair working conditions to all its employees. No discrimination or harassment based on race, gender, national origin, disability, sexual orientation or age will be tolerated.

CTC 集团致力于给所有员工提供一个安全、健康和互相尊敬、公平的工作环境。无种族、性别、国籍、伤残或者年龄的歧视或者伤害。

All employees are expected to respect their fellow employees. Sexual harassment and bullying are unacceptable practices which have no place in a work environment. Employees must also be open, transparent and truthful in dealing with their fellow employees, subordinates and superiors.

希望所有员工尊重同事。不接受性骚乱和恃强欺弱。员工也应公开、透明和真实地处理同事、上下级关系。

7. FAIR COMPETITION 公平竞争

We recognize the benefits of a free market economy and of competition as the optimal way to allocate resources, but we accept that we have to compete fairly within the framework of the applicable competition laws.

我们认清自由市场经济和竞争的利益，选择最佳的分配资源，但是我们接受在适当的竞争条款框架下的公平竞争。

We never engage in discussions or enter into agreements with competitors on prices and market allocations. We do not exchange competitive information.

我们不参与竞争对手关于价格和市场分配的言论或者合同。

我们不交换竞争信息。

We conduct our marketing, including any references to our competitors or their services or to third parties, in a manner which is truthful, and neither deceptive, nor misleading or likely to mislead. We present ourselves in a fair manner and ensure that presentational information, including descriptions of our network and affiliations, resources employed and services provided is accurate and unambiguous.

我们的市场基于真实，没有欺诈，也没有误导性或者疑似误导，包括相关竞争对手或者他们的服务或者第三方。

8. COMPLIANCE WITH LAWS 遵守法律

We are committed to fully comply with the laws of the countries where we do business. Each employee is responsible to ensure this compliance and to secure the legal assistance which may be needed.

对于我们的业务，我们致力于遵守国家法律。每个员工有义务确保遵守法律，必要时，可求助法律援助。

9. INSIDER TRADING 内线交易

All employees shall abstain from trading in securities issued by CTCGroup while in possession of confidential information which has not been publicly disclosed but which would, if disclosed, have a substantial impact on the price of the CTC shares or derivatives. They shall also abstain from passing any such confidential information to any third party.

当 CTC 集团的保密信息将会对 CTC 的股份或者衍生物的价值产生很大影响，并且这些保密信息即将公布但还未公布时，所有员工不得向任何第三方提前公布。

10. CONFIDENTIALITY 保密性

Openness and transparency are essential values in the CTC Group. In certain cases, these values must be balanced against a duty of discretion. Indeed, some information must be protected to safeguard the rights of our clients, partners or staff or our own business interests. This includes any information which is not available to the general public and which there is an interest to keep confidential, such as:

公开和透明是 CTC 集团必不可少的价值观。在一定情况下，这些价值观应与判断力权衡。确实，有些信息应对我们的客户、合作伙伴或者员工或者我们自身的商业利益起到保护作用。这些信息在公开场合不能获取，出于利益必须保密，比如：

Information relating to the business of the CTC Group, including details of clients, market or financial data, methods and processes
与 CTC 集团业务相关的信息，包括客户、市场或者财务数据、方法和过程的详细信息
Information imparted by third parties under obligations of confidentiality
在保密义务下的第三方提供的信息
Information relating to personal data of employees.
员工私人的信息

This confidential information must not be disclosed to others and may not be used for personal benefit. When confidential information relating to the business of the CTC Group must be disclosed in the course of business, all measures must be taken to protect its confidentiality. Confidential information relating to others may only be disclosed with the approval of the person or entity involved.

这些保密信息不可向其他人公开，不能为私人利益所用。当 CTC 集团相关业务的保密信息在交易过程中公开时，应采取所有措施进行保护保密信息。其他保密信息应在个人或者公司同意情况下进行公开。

11. IMPLEMENTATION 实施性

The CTC Code of Integrity and Professional Conduct has been issued by the Board of Directors of CTCGroup who shall issue implementation rules as required. The Professional Conduct Committee oversees the implementation of the Code and the Chief Executive Officer co-ordinates it and provides guidance to management and employees.

CTC 公正性承诺和职业道德的声明已通过 CTC 集团董事会发布，并发布了实施原则。职业道德委员会监视声明的实施，总裁协调并向管理层和员工提供指导。

Each employee is responsible to comply with the Code in his/her area of activity. All employees shall be informed about the Code and shall receive training on integrity issues.

每个员工应遵守声明。所有员工应被告知这份声明并接受廉政培训。

Any report or request for clearance or advice under the Code should be addressed to the Chief Executive Officer. You should also report any suspected violation of the Code as well as any solicitation from a third party or offer by a third party to you of an improper advantage, to the Chief Executive Officer or to any other member of management with the request to inform the Chief Executive Officer. Unless you have violated the Code or are acting maliciously or in bad faith, and to the extent that we will be able to, we will protect you against any form of reprisal and will keep your identity confidential at your request.

基于声明的所有报告或者要求或者建议应告知总裁。您也应向总裁或者管理层其他成员报告任何违背声明可疑的现象，包括来自第三方的诱惑或者第三方提供的不当的优势。除非您已经违背了声明、心怀敌意或有着错误的信条，在我们力所能及的范围里，我们依然将会保护您以防受到报复并按您的要求将个人信息进行保密。

You may make suggestions on the implementation of the Code at any time by submitting comments to the Chief Executive Officer or to any other member of management for transmission to the Chief Executive Officer.

在实施声明的过程中，您可以提出意见或者建议，递交给总裁，或者通过管理层其他成员转交给总裁。

CTC Quality Testing and Technical Service (Shanghai) Co., LTD.
西迪士质量检测技术服务（上海）有限公司

Executive Director - CTC Greater China 总裁 - Arnaud DYDUCK

Signature 签名:

Date 日期：2015-Dec-22