



Business Partner

Code of Conduct



Foreword

we have worked diligently to ensure that our customers, employees and shareholders can place their trust in GCL System Integration Technology Co., Ltd. and its worldwide subsidiaries (hereinafter "GCL SI") to always conduct their business activities responsibly, with integrity and in accordance with applicable laws and regulations.

But because ethical and sustainable goods and services cannot begin and end with GCL SI, this commitment to integrity and the law must also extend throughout the entire supply chain and across GCL SI's network of suppliers and other business partners (in this Code referred to jointly as "Business Partners").

This Code of Conduct outlines the legal and ethical standards that all Business Partners must fully comply with while conducting business with and making decisions that impact GCL SI. This Code is to be complied with in conjunction with all applicable laws and other contractual obligations with GCL SI.

We encourage our Business Partners to read this Code thoroughly and ensure that our expectations are understood, because compliance with the provisions of this Code of Conduct is an essential component of our continued working relationship.

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/ Introduction

Applicability

This Business Partner Code of Conduct (“Code”) applies to service providers, distributors, suppliers of goods, customers, consultants, independent contractors and any other business partner for GCL SI.

In the context of this Code of Conduct, GCL SI Business Partner include all suppliers, sales agents, consultants and any other partner contractually obligated to comply with this Code.

Purpose and Commitment

GCL SI consistently complies with applicable laws, regulations and contracts. We also expect our Business Partner to comply with all relevant national and international laws and regulations as well as the provisions expressly set out in this Code of Conduct.

In addition, our Business Partner are to act in accordance with generally recognized standards such as the SA 8000 social accountability standard, they shall require their own business partner, which are directly or indirectly involved in transactions with GCL SI, to comply with the standards outlined in this Code. And, furthermore, they shall communicate the general principles of this Code to their employees in an understandable manner.

Ethical and lawful conduct is integral to how we do business and we comply with all applicable laws in all facets of our operations. We adhere to the highest ethical standards and we expect our Business Partner to use these principles as a basis in our mutual dealings and regard them as important criteria for lasting business relationships.

Accordingly, as a GCL SI Business Partner you are expected to behave ethically and with integrity, and to comply with all applicable laws and regulations. Failure to do so will result in disciplinary action, including possible termination of your business relationships with GCL SI. If there is a difference between the terms of this Code and the applicable local laws and standards, Business Partner must adhere to the higher requirements.

Please read this Code carefully and sign the attached Acknowledgement where indicated. If you have any questions, or if you need clarification either before you sign the Acknowledgement or in the future, please contact GCL SI.

/ General Obligations

GCL SI expects all its Business Partners to use professional, honest, and ethical judgment in discharging their responsibilities. The duty of care you owe to GCL SI requires you, to exercise your duties in good faith and in an honest manner. Your duty of loyalty to GCL SI requires you to avoid self-dealing(s) and/or conflicts of interest(s).

GCL SI observes a “zero tolerance” policy with respect to misconduct that involves fraud, corruption, deceit or dishonesty, unfair competition, false representations, and/or any behavior that could affect the integrity of GCL SI. Business Partner who engages in any such misconduct will be terminated.

GCL SI believes in competing fairly. We expect our Business Partner not to engage in, nor be a party to, agreements, business practices or conduct that are anti-competitive. Business Partner must not make any false representations in connection with any GCL SI transaction including, but not limited to, oral misrepresentations of fact or the promotion or utilization of false documentation such as non-genuine customer purchase orders, fraudulent or forged contracts or any other false or inaccurate records.

Social responsibility

We expect that our Partner conduct their activities taking into account the social responsibilities toward its own employees and society, observing the principles and rights set forth in the [Ten Principles of the United Nations Global Compact](#). It is vital that our Partner adhere very carefully to the [Universal Declaration of Human Rights](#), [ILO Conventions 1, 14, 132, 138](#) and similar standards (unless superseded by local law), to ensure that human rights and the dignity of the individual are respected at all times.

These important standards include principles concerning child labor (ILO Conventions [138](#) and [182](#) and [Recommendation 146](#)), forced labor (ILO Conventions [29](#) and [105](#)), freedom of movement, freedom of association (ILO Convention [87](#)), anti-slavery, human trafficking, non-discrimination (ILO Convention [111](#)), non-harassment, non-retaliation, the prohibition against corporal punishment, employment terms and conditions, and the right to a safe, healthy, and clean working environment for all employees, contractors, sub-contractors, and others.

As set forth in the conventions listed above, forced, bonded (including debt bondage) or indentured labor, prison labor, slavery or trafficking of persons is not permitted. This prohibition includes transporting, harboring, recruiting, transferring, or receiving persons by means of threat, force, coercion, abduction or fraud for labor or services. Your obligations as a GCL SI Business partner include, but are not limited to:

Not imposing unreasonable restrictions on workers' freedom of movement in the facility. This includes unreasonable restrictions on entering or exiting company-provided facilities including, if applicable, workers' dormitories or living quarters. Providing all workers with a written employment agreement in their native language that contains a description of terms and conditions of employment.

Providing foreign migrant workers an employment agreement prior to the worker departing from his or her country of origin and not making changes to the employment agreement upon arrival in the receiving country unless these changes are made to meet local law and provide equal or better terms. Allowing workers to leave work at any time or terminate their employment without penalty if reasonable notice is given.

Not holding or otherwise destroying, concealing, or confiscating identity or immigration documents, such as government-issued identification, passports, or work permits. If holding documentation is required by law, workers must be allowed to access their documents.

Not requiring workers to pay recruitment fees or other related fees for their employment. If any such fees are found to have been paid by workers, to anyone, such fees shall be repaid to the worker.

In addition, legal and fair compensation and employee benefit frameworks are required to at least meet the mandatory requirement of applicable laws. We expect the suppliers to comply with applicable laws on wages and compensation, working hours and benefits, especially those in relation to minimum wages. In addition, all overtime work must be voluntary and be compensated in accordance with applicable laws.

/ Environment protection

As a Business Partner of GCL SI you shall at all times, implement a consistent environmental protection management program and comply with environmental standards to continuously minimize resource consumption and environmental impact.

GCL SI expects specific efforts on the reduction of air emissions (including greenhouse gas), waste and water use reduction, implementation of sustainable resources, recovery and management processes.

/ Business integrity

Partner' business activities shall comply with applicable laws and regulations in the countries and jurisdictions in which they operate. In countries where common practices are less restrictive than GCL SI's ethical standards, Partners must follow the latter.

Because it is GCL SI's policy to comply at all times with all applicable laws, if such a law now imposes, or later imposes, a legal obligation on GCL SI that conflicts with any provision of this Code, the Code is superseded for that purpose.

Business Partner are required to comply with, but not limited to, the applicable competition and anti-corruption laws (including but not limited to the Anti-Unfair Competition Law of the People's Republic of China, the Foreign Corrupt Practices Act (FCPA), the UK Bribery Act and the German Law on Fighting Corruption).

Our Business Partner shall also conduct responsible sourcing by truthfully and accurately disclosing the manufacturing, production, and sales information of suppliers throughout its supply chain, in accordance with the reasonable requirement of GCL SI. Proper due diligence measures shall be taken to: promote



responsible sourcing in its own supply chain, encourage the upstream suppliers to take the social, environmental & ethical responsibilities and guarantee absolute no use or trading of “Conflict Minerals” when conducting business with GCL SI. Any falsification or fabrication of information is prohibited.

Anti-Corruption

As a governing principle, GCL SI does not permit the giving or receiving of payments, gifts, or anything of value, of any kind, to or from anyone in return for any improper, illegal, or unfair business advantage. GCL SI complies fully with [the Anti-Unfair Competition Law of the People's Republic of China](#), [the Foreign Corrupt Practices Act of 1977 \(FCPA\)](#), [the UK Bribery Act](#), the [German Law on Fighting Corruption](#), and all anti-corruption laws in the countries in which GCL SI operates which prohibit offering or paying bribes or any "thing of value" to a government official.

Anti-corruption laws prohibit payments made corruptly to influence any act or decision of a government official (including a decision not to act), or to induce an official to use his or her influence to affect a government act or decision so as to assist GCL SI in obtaining or retaining business, directing business to any person, or enabling GCL SI to conduct business generally. Prohibited "things of value" can include not only cash, but also gifts, meals, entertainment, or travel of any value given with the intention to influence that person's behavior and obtain an improper advantage in the conduct of business, without first receiving advance, written review and approval from GCL SI. Even a token payment or "gift" to a government official in any position within a foreign government may be considered a violation of anti-corruption laws. Additionally, anti-corruption laws define "government official" broadly to include all employees at any level of any governmental ministry, bureau, office, department or agency, as well as all employees of companies that are wholly or sometimes even just partially owned or controlled by a government.

In addition to prohibiting improper payments to government officials directly, anti-corruption laws prohibit payments, authorizations, promises or offers to any intermediary if it is known, or reasonably should have been known, that any portion of that payment will be passed along to a government official, political party, or candidate for furtherance of a purpose prohibited under anti-corruption laws. Indirect payments, including those to agents or third parties, with the knowledge or awareness of a high probability that at least a portion of the payment will be given to a government official for an illegal purpose are strictly prohibited by GCL SI.

Penalties for violation of anti-corruption laws can be severe, including imprisonment.

Because of anti-corruption laws' prohibition against indirect corrupt payments made through intermediaries, GCL SI's policy of complying fully with anti-corruption laws extends to all operations of GCL SI and applies to all officers, managers, full and part time employees as well as its business partners and anyone who conducts business on behalf of GCL SI or in furtherance of its interests.

Any Partner involved in violations of anti-corruption laws, anti-money laundering, anti-bribery laws, or commercial bribery rules and regulations during its provision of merchandise or services, acting for or on behalf of GCL SI will be subject to contractual remedies and, where appropriate, termination of the business relationship. GCL SI reserves the rights to terminate the business relationship with an intermediary if GCL SI has reason to believe the intermediary has engaged in official corruption or commercial bribery misconducts even if it does not directly involve GCL SI.

Any Partner, employee, director or stakeholder who believes that a violation of official corruption or commercial bribery rules has been committed, is being committed, or is being planned must report the matter immediately through the reporting mechanisms set forth in Reporting Mechanisms.

/ Confidentiality, Intellectual Property and Data Privacy

Subject to any additional written instruction or agreement, Business Partner shall safeguard GCL SI's information by keeping it secure, limiting access, and avoiding discussing or revealing such information in public places. These requirements extend even after the conclusion of a Partner's business relationship with GCL SI. Specific NDAs remain unaffected

Business Partner shall protect and respect the intellectual property and confidential information of GCL SI and third parties and ensure that the intellectual property and confidential information of GCL SI or third parties is used solely as explicitly permitted. Partners must notify GCL SI if they become aware of any unauthorized use of the GCL SI brands, trademarks or logos by a third party.

Business Partner shall only collect, process, disclose or store personal data if it has a legitimate business purpose, and ensure that necessary agreements are in place before collecting, processing or transferring personal data to third parties.

/ ENFORCEMENT OF GCLSI'S COMPLIANCE POLICIES

Internal Audits and Investigations

This Code is based on GCL SI's core values, its commitment to best business practices, and applicable laws and regulations. Its existence does not, of course, ensure compliance.

Accordingly, it is the responsibility of every GCL SI Business Partner to adopt and cultivate a policy of integrity and compliance, grounded on the notions of self-policing and self-reporting.

When an alleged violation of this Code is reported, GCL SI will – at its own discretion – take prompt and appropriate action in accordance with the law and otherwise consistent with best business practices. Business Partner are expected to cooperate fully with GCL SI representatives, both internal and external, who are conducting an internal investigation, audit, inquiry, or other review.

Non-Retaliation

Partners may not retaliate, directly or indirectly, or encourage others to do so, against any other Partner or GCL SI employee who reports a violation of this Code. If you believe that retaliation has occurred, you should immediately report the conduct consistent with the mechanisms set forth in Reporting Mechanisms. GCL SI will not permit retaliation of any kind against good faith related to violations to this Code or other illegal or unethical conduct.

Compliance

You are expected to become familiar with, understand, and comply with the requirements of this Code and all relevant policies of GCL SI. All Partners are obliged to make contractual arrangements to also ensure all their subcontractors comply with the standards and rules set out in this Code

Disciplinary Action

Business Partner must ensure that this Code is enforced through appropriate disciplinary measures. Partners violating this Code, any other GCL SI policy, or applicable laws shall be subject to discipline, up to and including suspension or termination of a business relationship. GCL SI may refer for criminal prosecution any Partner or former Partner who has violated applicable laws and regulations.

Reporting Mechanisms

You have a duty to report all suspected or actual violations of the Code, or of any applicable laws and regulations. You must make all such disclosures to GCL SI.

If you wish to report any such matter anonymously, you may do so by submitting a report of the suspected violation or other complaint or concern to:
<http://www.gcl-power.com/en/contact/lzxx.html>

Zhu Yufeng

Chairman of GCL System Integration Technology Co., Ltd



ACKNOWLEDGEMENT OF RECEIPT OF BUSINESS PARTNER CODE OF CONDUCT

The undersigned hereby acknowledges receipt of the GCL System Integration Business Partner Code of Conduct (the “Code”) that applies to service providers, customers, distributors, suppliers of goods, consultants, independent contractors and any other partners of GCL System Integration Technology Co., Ltd. and its affiliates (collectively “GCL SI”).

The undersigned understands that compliance with this Code and all relevant policies of GCL SI is a condition of its cooperation with GCL SI.

The undersigned understands that GCL SI expects the highest degree of business ethics and integrity in connection with its provision of merchandise or service.

The undersigned understands that GCL SI requires that the undersigned keeps confidential all information obtained in its capacity as a Partner of GCL SI.

The undersigned acknowledges that it is impossible for GCL SI to identify and list every possible action that may violate this Code and that GCL SI reserves the right to impose discipline for any conduct it deems inappropriate.

The undersigned supports these professional standards for GCL SI and will act (and ensure its employees and suppliers act) in accordance with them.

The undersigned understands and agrees that if additional or new circumstances arise that require disclosure the undersigned will disclose such matters in writing pursuant to Reporting Mechanisms of the Code.

THE UNDERSIGNED HAS READ AND UNDERSTANDS THE TERMS OF THE ABOVE AND BY THE SIGNATURE BELOW AGREES TO COMPLY WITH SUCH TERMS. THE UNDERSIGNED CERTIFIES THAT THE UNDERSIGNED HAS ALL NECESSARY AUTHORITY TO SIGN THIS ACKNOWLEDGEMENT ON BEHALF OF THE COMPANY.

For and on behalf of

Signature:

[please insert name of Partner]



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Business Partner are required to comply with, but not limited to, the applicable competition and anti-corruption laws (including but not limited to the Anti-Unfair Competition Law of the People's Republic of China, the Foreign Corrupt Practices Act (FCPA), the UK Bribery Act and the German Law on Fighting Corruption).

Our Business Partner shall also conduct responsible sourcing by truthfully and accurately disclosing the manufacturing, production, and sales information of suppliers throughout its supply chain, in accordance with the reasonable requirement of GCL SI. Proper due diligence measures shall be taken to: promote



responsible sourcing in its own supply chain, encourage the upstream suppliers to take the social, environmental & ethical responsibilities and guarantee absolute no use or trading of “Conflict Minerals” when conducting business with GCL SI. Any falsification or fabrication of information is prohibited.

Anti-Corruption

As a governing principle, GCL SI does not permit the giving or receiving of payments, gifts, or anything of value, of any kind, to or from anyone in return for any improper, illegal, or unfair business advantage. GCL SI complies fully with [the Anti-Unfair Competition Law of the People's Republic of China](#), [the Foreign Corrupt Practices Act of 1977 \(FCPA\)](#), [the UK Bribery Act](#), the [German Law on Fighting Corruption](#), and all anti-corruption laws in the countries in which GCL SI operates which prohibit offering or paying bribes or any "thing of value" to a government official.

Anti-corruption laws prohibit payments made corruptly to influence any act or decision of a government official (including a decision not to act), or to induce an official to use his or her influence to affect a government act or decision so as to assist GCL SI in obtaining or retaining business, directing business to any person, or enabling GCL SI to conduct business generally. Prohibited "things of value" can include not only cash, but also gifts, meals, entertainment, or travel of any value given with the intention to influence that person's behavior and obtain an improper advantage in the conduct of business, without first receiving advance, written review and approval from GCL SI. Even a token payment or "gift" to a government official in any position within a foreign government may be considered a violation of anti-corruption laws. Additionally, anti-corruption laws define "government official" broadly to include all employees at any level of any governmental ministry, bureau, office, department or agency, as well as all employees of companies that are wholly or sometimes even just partially owned or controlled by a government.

In addition to prohibiting improper payments to government officials directly, anti-corruption laws prohibit payments, authorizations, promises or offers to any intermediary if it is known, or reasonably should have been known, that any portion of that payment will be passed along to a government official, political party, or candidate for furtherance of a purpose prohibited under anti-corruption laws. Indirect payments, including those to agents or third parties, with the knowledge or awareness of a high probability that at least a portion of the payment will be given to a government official for an illegal purpose are strictly prohibited by GCL SI.

Penalties for violation of anti-corruption laws can be severe, including imprisonment.

Because of anti-corruption laws' prohibition against indirect corrupt payments made through intermediaries, GCL SI's policy of complying fully with anti-corruption laws extends to all operations of GCL SI and applies to all officers, managers, full and part time employees as well as its business partners and anyone who conducts business on behalf of GCL SI or in furtherance of its interests.

Any Partner involved in violations of anti-corruption laws, anti-money laundering, anti-bribery laws, or commercial bribery rules and regulations during its provision of merchandise or services, acting for or on behalf of GCL SI will be subject to contractual remedies and, where appropriate, termination of the business relationship. GCL SI reserves the rights to terminate the business relationship with an intermediary if GCL SI has reason to believe the intermediary has engaged in official corruption or commercial bribery misconducts even if it does not directly involve GCL SI.

Any Partner, employee, director or stakeholder who believes that a violation of official corruption or commercial bribery rules has been committed, is being committed, or is being planned must report the matter immediately through the reporting mechanisms set forth in Reporting Mechanisms.

/ Confidentiality, Intellectual Property and Data Privacy

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All Partners are obliged to make contractual arrangements to also ensure all their subcontractors comply with the standards and rules set out in this Code

Internal Audits and Investigations

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<http://www.gcl-power.com/en/contact/lzxx.html>



Zhu Yufeng

Chairman of GCL System Integration Technology Co., Ltd





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THE UNDERSIGNED HAS READ AND UNDERSTANDS THE TERMS OF THE ABOVE AND BY THE SIGNATURE BELOW AGREES TO COMPLY WITH SUCH TERMS. THE UNDERSIGNED CERTIFIES THAT THE UNDERSIGNED HAS ALL NECESSARY AUTHORITY TO SIGN THIS ACKNOWLEDGEMENT ON BEHALF OF THE COMPANY.

For and on behalf of

Signature:

[please insert name of Partner]