

高景太阳能商业行为准则

Gokin Solar Code of Business Conduct

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1. 引言 Introduction

高景太阳能股份有限公司（以下简称“本公司”或“高景太阳能”）始终坚持诚信、合规、透明的经营理念，将商业道德视为企业可持续发展的核心基石。本《商业行为准则》（以下简称“本准则”）旨在规范本公司全体员工、分包商及其他利益相关方的商业行为，确保所有商业活动均符合法律法规、国际公约及最高道德标准的要求。

Gokin Solar Co., Ltd. (hereinafter referred to as “the Company” or “Gokin Solar”) has always adhered to the business philosophy of integrity, compliance and transparency, regarding business ethics as the core cornerstone of sustainable corporate development. This Code of Business Conduct (hereinafter referred to as “this Code”) is intended to regulate the business conduct of all employees, subcontractors and other stakeholders of the Company, ensuring that all business activities comply with laws and regulations, international conventions and the highest ethical standards.

本准则参考了国际劳工组织（ILO）公约、联合国全球契约组织（UNGC）十项原则（特别是第十项反腐败原则）、《联合国反腐败公约》、经合组织（OECD）《跨国公司负责任商业行为准则》等国际标准，并结合本公司实际情况制定。

This Code is formulated with reference to international standards such as the International Labour Organization (ILO) Conventions, the Ten Principles of the United Nations Global Compact (UNGC) (in particular the Tenth Principle against corruption), the United Nations Convention against Corruption, the OECD Guidelines for Multinational Enterprises on Responsible Business Conduct, and in consideration of the Company’s actual situation.

本准则适用于高景太阳能股份有限公司及其子公司（以下统称为“本公司”）的所有董事、高级管理人员、全体员工（包括全职员工、兼职员工、劳务派遣员工、实习生等）以及为本公司提供服务的分包商、供应商、代理商及其他合作伙伴。本公司要求所有分包商、供应商及其他合作伙伴知悉并遵守本准则的相关规定，并将本准则的要求传递至其上游供应链。

This Code applies to all directors, senior management, all employees (including full-time employees, part-time employees, dispatched employees, interns, etc.) of Gokin Solar Co., Ltd. and its subsidiaries (collectively referred to as “the Company”), as well as subcontractors, suppliers, agents and other partners providing services to the Company. The Company requires all subcontractors, suppliers and other partners to be aware of and comply with the relevant provisions of this Code, and to communicate the requirements of this Code to their upstream supply chains.

2. 反贿赂与反腐败 Anti-Bribery and Anti-Corruption

本公司对任何形式的腐败、贿赂、索贿、便利费、敲诈勒索、贪污挪用及洗钱行为持“零容忍”态度。本公司所有人员及分包商在开展业务过程中，严禁以下行为：

The Company maintains a “zero-tolerance” stance towards all forms of corruption, bribery, solicitation of bribes, facilitation payments, extortion, embezzlement, misappropriation and money laundering. All personnel and subcontractors of the Company are strictly prohibited from the following acts in the course of business:

2.1 贿赂与索贿 Bribery and Solicitation of Bribes

严禁以任何形式直接或间接向任何政府官员、政党、政治职务候选人、公共国际组织官员、商业伙伴及其代表或其他任何个人或实体提供、承诺提供、授权提供或给予任何有价值物（包括但不限于现金、礼品、有价证券、购物卡、旅游、娱乐、借款、就业机会等），以获取不正当商业优势、保留业务或影响其任何行为或决定。同样，严禁任何员工或分包商直接或间接索取、收受或接受上述任何有价值物。

It is strictly prohibited to offer, promise, authorize or give, directly or indirectly, anything of value (including but not limited to cash, gifts, marketable securities, shopping cards, travel, entertainment, loans, employment opportunities, etc.) to any government official, political party, candidate for political office, official of a public international organization, business partner or its representatives, or any other individual or entity, for the purpose of obtaining an improper commercial advantage, retaining business, or influencing any act or decision. Similarly, it is strictly prohibited for any employee or subcontractor to solicit, accept or receive, directly or indirectly, any of the above things of value.

2.2 便利费 Facilitation Payments

便利费（又称“通融费”或“加速费”）是指为了促使政府官员履行其例行公事职责而支付的小额款项。本公司严禁所有人员及分包商支付、收受或索取任何形式的便利费，无论该等支付在当地是否被视为“惯例”或“合法”。如遇要求支付便利费的情形，应立即向本公司审计部报告。

Facilitation payments (also known as “grease payments” or “speed money”) are small payments made to induce government officials to perform their routine duties. The Company strictly prohibits all personnel and subcontractors from making, receiving or soliciting any form of facilitation payments, regardless of whether such payments are considered “customary” or “legal” locally. Any request for facilitation payments shall be immediately reported to the Company’s Audit Department.

2.3 敲诈勒索 Extortion

严禁本公司任何人员或分包商通过威胁、恐吓、暴力或其他非法手段向任何个人或实体索取财物或其他利益。如遭遇敲诈勒索，应立即向本公司审计部或当地执法机关报告。

No personnel or subcontractor of the Company shall extort money, property or other benefits from any individual or entity through threats, intimidation, violence or other illegal means. If subjected to extortion, it shall be immediately reported to the Company's Audit Department or local law enforcement authorities.

2.4 贪污挪用 Embezzlement and Misappropriation

严禁本公司任何人员利用职务便利，将公司财产（包括资金、资产、信息等）非法占为己有或挪作私用。任何贪污、挪用、侵占公司财产的行为均将受到严厉查处。

No personnel of the Company shall, by taking advantage of their position, illegally appropriate company property (including funds, assets, information, etc.) for personal use or divert it for private purposes. Any act of embezzlement, misappropriation or appropriation of company property will be severely investigated and dealt with.

2.5 洗钱 Money Laundering

本公司严禁参与任何掩饰、隐瞒犯罪所得及其收益的来源和性质的洗钱活动。本公司在与客户、供应商及其他商业伙伴建立业务关系或进行交易时，将遵循“了解你的客户”原则，对交易对方的身份和背景进行合理审查，并积极配合金融机构及监管机构开展的反洗钱调查。

The Company strictly prohibits participation in any money laundering activities that conceal or disguise the source and nature of criminal proceeds and their gains. When establishing business relationships or conducting transactions with customers, suppliers and other business partners, the Company will follow the “Know Your Customer” principle, conduct reasonable reviews of the identity and background of counterparties, and actively cooperate with financial institutions and regulatory authorities in anti-money laundering investigations.

2.6 分包商与供应商责任 Responsibility of Subcontractors and Suppliers

本公司要求所有分包商、供应商及其他合作伙伴遵守本准则中关于反腐败、反贿赂的各项规定。本公司将在合作前对分包商和供应商进行尽职调查，确保其不存在重大腐败、贿赂等违法违规记录。在合作期间，如发现分包商或供应商存在任何腐败或贿赂行为，本公司有权立即终止合作关系，并保留追究其法律责任的权利。

The Company requires all subcontractors, suppliers and other partners to comply with the

provisions of this Code regarding anti-corruption and anti-bribery. The Company will conduct due diligence on subcontractors and suppliers before cooperation to ensure that they have no material records of corruption, bribery or other illegal activities. During the period of cooperation, if any subcontractor or supplier is found to have engaged in any corrupt or bribery practices, the Company has the right to immediately terminate the cooperative relationship and reserves the right to pursue legal liability.

3. 利益冲突 Conflicts of Interest

当员工的个人利益（包括其直系亲属的利益）与本公司利益之间存在或可能存在冲突时，即构成利益冲突。员工应避免一切形式的利益冲突，并遵守以下规定：

A conflict of interest exists when an employee's personal interests (including those of their immediate family members) are or may be in conflict with the interests of the Company. Employees shall avoid all forms of conflicts of interest and comply with the following provisions:

1) 员工不得在与本公司存在竞争关系或业务往来的企业中担任董事、合伙人、顾问或持有实质性股权（公开市场证券投资除外），除非事先获得本公司书面批准；

2) 员工不得利用职务之便或公司信息，将本应属于本公司的商业机会据为己有或转移给他人；

3) 员工不得利用职权安排其直系亲属与本公司发生业务或资金往来；

4) 员工不得在与本公司有业务关系的供应商、客户或竞争对手处拥有重大财务利益；

5) 如发现实际存在或可能发生的利益冲突，员工应立即向其主管或审计部书面申报。

1) Employees shall not serve as directors, partners, consultants or hold substantial equity interests (excluding open market securities investments) in enterprises that compete with or have business dealings with the Company, unless prior written approval has been obtained from the Company;

2) Employees shall not, by taking advantage of their position or company information, appropriate for themselves or transfer to others business opportunities that rightfully belong to the Company;

3) Employees shall not use their authority to arrange business or financial transactions between the Company and their immediate family members;

4) Employees shall not have material financial interests in suppliers, customers or competitors that have business relationships with the Company;

5) If an actual or potential conflict of interest is discovered, the employee shall immediately report it in writing to their supervisor or the Audit Department.

4. 反不正当竞争与反垄断 Anti-Unfair Competition and Anti-Monopoly

本公司严格遵守业务所在国家或地区的反不正当竞争与反垄断法律法规，坚持公平、公正、公开的市场竞争原则。本公司所有人员及分包商严禁以下行为：

The Company strictly complies with anti-unfair competition and anti-monopoly laws and regulations in the countries or regions where it operates, adhering to the principles of fair, just and open market competition. All personnel and subcontractors of the Company are strictly prohibited from the following acts:

- 1) 与竞争对手达成固定价格、划分市场、限制产量等垄断协议；
- 2) 滥用市场支配地位，实施排除或限制竞争的行为；
- 3) 通过虚假宣传、商业诋毁、侵犯商业秘密等不正当手段获取竞争优势；
- 4) 串通投标、围标、陪标等破坏招投标公平性的行为；
- 5) 散布与竞争对手、客户或供应商相关的虚假信息。

1) Entering into monopoly agreements with competitors on price fixing, market division, production restrictions, etc.;

2) Abusing dominant market position to exclude or restrict competition;

3) Obtaining competitive advantages through improper means such as false advertising, commercial defamation, infringement of trade secrets, etc.;

4) Collusive bidding, bid rigging, complimentary bidding and other acts that undermine the fairness of tendering;

5) Spreading false information related to competitors, customers or suppliers.

5. 反洗钱与反内幕交易 Anti-Money Laundering and Anti-Insider Trading

5.1 反洗钱 Anti-Money Laundering

本公司严格执行反洗钱法律法规，建立并完善客户尽职调查、大额交易和可疑交易报告等制度。本公司所有人员在与客户、供应商及其他商业伙伴开展业务时，应核实对方的合法身份，了解其业务性质和资金来源，发现可疑交易应及时向审计部报告。

The Company strictly implements anti-money laundering laws and regulations, and has established and improved systems for customer due diligence, large transaction and suspicious transaction reporting. All personnel of the Company, when conducting business with customers, suppliers and other business partners, shall verify the legal identity of the counterparty, understand the nature of its business and the source of funds, and report any suspicious transactions to the Audit

Department in a timely manner.

5.2 反内幕交易 Anti-Insider Trading

本公司对内幕交易行为采取“零容忍”态度。在未公开披露重大信息之前，任何知悉内幕信息的员工均不得利用该信息进行证券交易，不得向他人泄露该信息，也不得建议他人基于该信息进行证券交易。内幕信息包括但不限于财务业绩、重大合同、并购重组、管理层变动等可能对公司证券价格产生重大影响的信息。

The Company maintains a “zero-tolerance” stance towards insider trading. Before material information is publicly disclosed, no employee who has knowledge of inside information shall use such information for securities trading, disclose such information to others, or recommend that others trade securities based on such information. Inside information includes but is not limited to financial results, material contracts, mergers and acquisitions, management changes, and other information that may have a material impact on the price of the Company’s securities.

6. 礼品与款待 Gifts and Hospitality

本公司允许在正常商业交往中提供或接受适度的礼品和款待，但所有礼品和款待必须符合以下原则：

The Company permits the giving or receiving of moderate gifts and hospitality in normal business interactions, provided that all gifts and hospitality comply with the following principles:

- 1) 适度合理：礼品和款待的价值必须合理适度，不得超出正常商业礼仪范围；
- 2) 公开透明：所有礼品和款待必须如实记录，不得隐瞒；
- 3) 无功利性：礼品和款待不得以获取不正当商业优势为目的；
- 4) 合规合法：礼品和款待必须符合当地法律法规及商业惯例。

5) 严禁以任何形式给予或收受现金、现金等价物（如购物卡、礼品卡等）作为礼物。员工收到价值超过规定限额的礼品，应及时上交公司并登记备案。

1) Moderation and Reasonableness: The value of gifts and hospitality must be reasonable and moderate, and shall not exceed the bounds of normal business etiquette;

2) Transparency: All gifts and hospitality must be truthfully recorded and shall not be concealed;

3) No Improper Purpose: Gifts and hospitality shall not be given for the purpose of obtaining an improper commercial advantage;

4) Compliance with Laws: Gifts and hospitality must comply with applicable local laws, regulations and business practices.

5) Giving or receiving cash or cash equivalents (such as shopping cards, gift cards, etc.) as gifts in any form is strictly prohibited. Employees who receive gifts with a value exceeding the prescribed limit shall promptly hand them over to the Company and register them.

7. 保护公司资产与知识产权 **Protection of Company Assets and Intellectual Property**

7.1 保护公司资产 **Protection of Company Assets**

本公司所有员工均有责任保护公司资产（包括有形资产和无形资产），确保其仅用于正当商业目的。严禁任何滥用、侵占、盗窃或损坏公司资产的行为。员工应合理使用公司设备、资金和信息资源，防止浪费和损失。

All employees of the Company have the responsibility to protect company assets (including tangible and intangible assets) and ensure that they are used only for legitimate business purposes. Any misuse, misappropriation, theft or damage of company assets is strictly prohibited. Employees shall use company equipment, funds and information resources reasonably to prevent waste and loss.

7.2 保护知识产权 **Protection of Intellectual Property**

本公司尊重并保护自身及他人的知识产权。员工在履职过程中应遵守知识产权相关法律法规，未经授权不得使用、复制、传播或披露他人的专利、商标、著作权、商业秘密等知识产权。员工离职后，仍应遵守保密义务，不得泄露或利用在职期间接触到的公司商业秘密和知识产权。

The Company respects and protects its own and others' intellectual property rights. Employees shall comply with intellectual property laws and regulations in the course of their duties, and shall not use, copy, distribute or disclose others' patents, trademarks, copyrights, trade secrets and other intellectual property rights without authorization. After leaving the Company, employees shall continue to comply with confidentiality obligations and shall not disclose or use the Company's trade secrets and intellectual property to which they had access during their employment.

8. 财务报告准确性 **Accuracy of Financial Reporting**

本公司承诺确保所有财务报告、账簿和记录的准确性、完整性和及时性。所有员工应遵守以下要求：

The Company is committed to ensuring the accuracy, completeness and timeliness of all financial reports, books and records. All employees shall comply with the following requirements:

- 1) 所有交易必须真实、准确、完整地记录在公司的账簿和记录中；
- 2) 严禁在账簿、记录或报告中填写虚假、误导性或不完整的信息；

- 3) 严禁设立未披露或未记录的账户、资金或资产;
- 4) 严禁伪造、变造、销毁或藏匿会计记录或凭证。

1) All transactions must be recorded truthfully, accurately and completely in the Company's books and records;

2) It is strictly prohibited to enter false, misleading or incomplete information in books, records or reports;

3) It is strictly prohibited to establish undisclosed or unrecorded accounts, funds or assets;

4) It is strictly prohibited to forge, alter, destroy or conceal accounting records or vouchers.

9. 保密义务 Confidentiality Obligations

本公司所有员工及分包商在受雇或合作期间及之后,均应对在工作中接触到的本公司及客户、供应商、合作伙伴的机密信息承担保密义务。机密信息包括但不限于:

All employees and subcontractors of the Company, during and after their employment or cooperation, shall assume confidentiality obligations with respect to confidential information of the Company and its customers, suppliers and partners to which they have access in the course of their work. Confidential information includes but is not limited to:

- 1) 商业计划、战略和财务信息;
- 2) 客户名单、供应商信息和合同条款;
- 3) 技术秘密、研发成果和生产工艺;
- 4) 人事信息和内部管理文件;
- 5) 任何尚未公开的、泄露后可能损害公司利益的信息。

1) Business plans, strategies and financial information;

2) Customer lists, supplier information and contract terms;

3) Trade secrets, R&D achievements and production processes;

4) Personnel information and internal management documents;

5) Any information that is not yet publicly available and whose disclosure may harm the interests of the Company.

机密信息仅可在“有必要知悉”的基础上向授权人员披露。未经本公司事先书面同意,不得向任何第三方泄露机密信息。

Confidential information may only be disclosed to authorized persons on a “need-to-know” basis. No confidential information shall be disclosed to any third party without the prior written consent of

the Company.

10. 遵守法律法规 Compliance with Laws and Regulations

本公司所有员工及分包商在开展业务活动时，必须严格遵守业务所在国家或地区的所有适用法律法规，包括但不限于劳动法、环境保护法、健康安全法、进出口管制法、数据保护法等。如对某一行为的合法性存有疑问，应及时向主管或审计部咨询。

All employees and subcontractors of the Company must strictly comply with all applicable laws and regulations of the countries or regions where they conduct business activities, including but not limited to labor laws, environmental protection laws, health and safety laws, import and export control laws, data protection laws, etc. If there is any doubt about the legality of any act, it should be promptly consulted with the supervisor or the Audit Department.

11. 准则的遵守与执行 Compliance and Enforcement

本准则是本公司商业道德行为的最高指导文件。每位员工及分包商均有责任阅读、理解并遵守本准则的各项规定。违反本准则的行为将受到纪律处分，包括但不限于警告、记过、降职、解除劳动合同或终止合作关系；涉嫌违法的，将移送司法机关处理。

This Code is the highest guiding document for the Company's business ethics conduct. Every employee and subcontractor has the responsibility to read, understand and comply with the provisions of this Code. Violations of this Code will be subject to disciplinary actions, including but not limited to warnings, demerits, demotion, termination of employment or termination of cooperative relationships; if suspected of illegality, the matter will be referred to judicial authorities for handling.

本公司鼓励所有员工及利益相关方通过以下渠道举报任何违反本准则的行为：

The Company encourages all employees and stakeholders to report any violations of this Code through the following channels:

举报邮箱 Reporting Email: shenjibu@gokin.com; GM@gokingsolar.com

举报电话/短信 Reporting Hotline/SMS: 15692038078

举报微信 Reporting WeChat: : gokinsolarshenji1209

信函地址：广东省珠海市金湾区三灶镇湖滨路1566号高景太阳能股份有限公司审计委员会

Mailing Address: Audit Committee of Gokin Solar Co., Ltd., No. 1566 Hubin Road, Sanzao Town, Jinwan District, Zhuhai City, Guangdong Province, China

本公司将对所有举报严格保密，并严禁任何形式的打击报复。

The Company will maintain strict confidentiality for all reports and strictly prohibits any form of retaliation.

12. 修订与审阅 Revision and Review

本准则由本公司解释与修订，以确保其有效性和时效性。一般情况下，本准则每年修订或更新一次。本准则以中文和英文版本制备，若中英文版本不一致，以中文版本为准。

This Code shall be interpreted and revised by the Company to ensure its effectiveness and timeliness. Generally, this Code is revised or updated annually. This Code is prepared in both Chinese and English versions. In case of any discrepancy between the two versions, the Chinese version shall prevail.