

TONGXIN INTERNATIONAL LTD. 同心国际公司在關於可能的违法行为的行为規範,
CODE OF CONDUCT, ETHICS AND POLICY 道德水平与政策方針
REGARDING REPORTING OF POSSIBLE VIOLATIONS

Tongxin International Ltd., and its wholly owned subsidiary, Hunan Tongxin Enterprise Co., Ltd., (the "Company") is committed to being a good corporate citizen. The Company's policy is to conduct its business affairs honestly and in an ethical manner. This Code of Conduct ("Code") provides a general statement of the expectations of the Company regarding the ethical standards that each director, officer and employee should adhere to while acting on behalf of the Company. It does not cover every issue that may arise, but it sets out basic principles to guide all employees, officers and directors of the Company. All of our employees, officers and directors must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. This Code of Conduct applies to all officers, full and part time employees, contract workers, directors and anyone who conducts business with the Company. Conduct in violation of this policy is unacceptable in the workplace and in any work-related setting outside the workplace. Any employee or contract worker who violates this Code will be subject to disciplinary action, up to and including termination of his/her employment or engagement. 同心国际公司, 以及他自己全部擁有的子公司, 湖南同心企业公司, (这个“公司商號”)有明确承诺是一个非常可靠和

好的团体公司和一般公民. 这个公司商號的政策方針是在誠信經營管理他的业务和在一个道德的行为規範上. 这项行为規範 (“規範”)提供了一个在对公司期望概括性的陈述声明關於每位董事, 主管和受雇员工应遵守在为公司利益行動时候的道德水平. 它沒有包含全部也許可能发生的事件, 但它開始著手了初步的基本原則來指導公司的所有受雇员工, 主管和董事們. 所有我們的员工, 主管和董事必須得依此原則來引導管理他們自己和尋求避免甚且是在不適當的行为举止上的表现. 这项行为規範的实施应用在所有主管, 全职和兼职员工, 簽約劳工, 行政長官和任何一位的在与公司一起經營管理企业事务者. 在这项政策方針上的违法行为在工作场所和在任何其他設立在外有關职业工作的场所都是不能被接受的. 任何受雇员工或是簽約劳工違反这项規範将经交予紀律懲戒, 取決於和包括他的/她的雇用或在雇用期上的結果(解決).

Compliance with Laws 法律的遵守

You must comply with all national, state, provincial and local laws applicable to your activities on behalf of the Company and shall perform your duties to the Company in an honest and ethical manner. If a law conflicts with a policy in this Code, you must comply with the law; however, if a local custom or policy conflicts with this Code, you must comply with the Code. If you have any questions about these conflicts, you should ask your supervisor or the General Counsel's office how to handle the situation (see Page 4). 你們必須得遵守適用於你們在为公司利益的

行動和應履行你們對於公司在一個誠信的以及合乎道德的行為規範上所有國家的，州，省的
和地方上法律。如果一項法律規定在與這個規範中的一項政策方針有所衝突，你們應要求
你們的指導監督人或是公眾律師法律事務所如何來處理這類情況（見第 4 頁）。

Conflicts of Interest 利益衝突

You should avoid situations in which your personal, family or financial interests conflict or even appear to conflict with those of the Company or compromise its interests. You should handle all actual or apparent conflicts of interest between your personal and professional relationships in an honest and ethical manner. Conflicts are not always clear-cut. Examples of actual or potential conflicts of interest are set forth on Appendix A. A "conflict of interest" exists when a person's private interest interferes in any way with the interests of the Company. A conflict situation can arise when an employee, officer or director takes action or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director, or a member of his or her family receives improper personal benefits as a result of his or her position in the Company. 你們應避免在你們個人，
家庭或在財務上的利益衝突甚且或是看來好像與公司有所衝突的一些事亦或在利益上折衷
妥協的一些情況。你們應處理所有在一個誠信的和合乎道德的行為規範中介乎你們個人和
擅長的人際關係實際的或顯而易見的利益上衝突。衝突不總是經常清楚的。在事實上的或潛
在可能的利益衝突上的例子都是放在附錄 A 的前面。一個“利益衝突”存在是在當一個個
人的利益介入在與公司利益的任何方式里。一個衝突情況會產生在當一位受僱員工，主管或
董事（行政長官）採取行動或是有了很難使得執行他的或她的公司客觀的和有效地工作上的
利益。利益上的衝突可能也會出現當在一位受僱員工，主管或董事（行政長官），或是他亦或她
的一位家庭成員得到不恰當的個人利益像在公司里他的或她的恰當的職位位置。

However, it is acceptable for employees, officers and directors to receive gifts with nominal value (such as caps, mugs, or mouse pads) with an individual amount not exceeding \$15 (100 RMB). For giving gifts, employees, officers and directors are allowed to give gifts of nominal value including Company products or items bearing the Company logo.

無論如何，它在受僱員工，主管或董事（行政長官）接受象徵性價值在每個單件以不超過
美金\$15（人民幣\$100）的禮品（例如帽子，茶杯，或滑鼠墊）是可以被接受的。在贈與的
禮品上，員工，主管或董事（行政長官）可以允許在贈與象徵性價值包括帶有公司 logo
商標標識的公司產品或項目。

Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest. 借款和借出的東西，或是履行合約義務的保證，受僱者和他們的
家庭成員可能製造出一些利益衝突。

It is almost always a conflict of interest for a Company employee to work simultaneously for a competitor, customer or supplier. You are not allowed to work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on the Company's behalf. In addition, employees, officers and directors are prohibited from taking for themselves personally any opportunities that are discovered through the use of corporate property, information or position, except with the consent of the Board of Directors. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. If you become aware of a conflict or potential conflict of interest, contact your own or any other Company supervisor for further guidance. 这几乎总是一项利益冲突在公司受雇员工同时在为一个竞争对手, 买主或供应廠商工作. 你是不被允許为一个同於顾问或是董事会会员的竞争对手工作的. 最上策是在避免任何直接或间接与我們的买主, 供应商或競爭者在商业生意上的連系, 除了在公司的利益上之外. 另外, 禁止受雇员工, 主管和董事(行政長官)在发现任何为他們自己个人经由使用公司共同資產, 消息情报或职位上的机会, 除了在与董事会的同意之外. 受雇员工, 主管和董事(行政長官)在当机会出现便对公司盡一项責任义务來增进它的正当合法利益. 如果你開始发觉和注意到一个利益冲突或潜在可能的利益冲突, 为更进一步的指導联系你自己的或是任何其他公司的指導人.

Antitrust Law 反垄断法

The company will abide by the laws and regulations in the countries is conducts its business regarding antitrust law and the specific areas involving division of customers, price-fixing, denial of membership in a trade association, standardization and certification and industry self regulation. 公司将得在国家的法律和規章条例下繼續關於反垄断法和在特定地区範圍牽涉到不同意见的顾客, 固定价格, 在一个商业贸易联合公会的会员, 統一标准化和檢定証明以及企业自身的規章条例下经营管理它的企业交易.

Insider Trading, disclosure of non-public information and fair trading 內部交易人, 非公開訊息和公平交易的批露

As a Foreign Private Issuer, the Company will follow all United States Securities and Exchange Commission (SEC) rules and governing insider trading and fair trading. Separately the Company has adopted the SEC regulation FD (Fair Disclosure) and copy of which is attached as APPENDIX C 作为一位国外个人发行者, 公司将遵从所有在美国证券交易委员会 (SEC) 的章程和內部交易人以及公平交易的管理. 公司已分別地採納 SEC(美国)证券交易委员会 FD 的規章条例 (Fair Disclosure: 公平交易批露)和在 APPENDIX C 附录上的副本.

Payment to Government Officials/Foreign Corrupt Practices Act 付款給政府官员/国外

贪腐的惯例行为

The Company will follow all regulations in the countries it conducts business in governing bribery of government officials, either directly or through intermediaries. 公司将遵从它在国家政府直接在政府官员, 或者在通过中间媒介行賄受賄所有的規章条例下经营事业.

Environmental Protection 环境的保護

The Company will follow all rules and regulations in all countries it manufactures products governing protection of the environment and environmental laws. 公司将遵从它在国家政府制造产品环境的管理保護和有關在环境保護上的法規.

Protection of Information/Company Assets 資訊/公司资产保護

The responsibility for protecting the Company's information assets rests with all its employees. When they exist in an organization, departments such as security, legal, operations, human resources, information technology, and other functions often assist in developing, implementing, and supporting the effort. Each employee is responsible for protecting information assets of the Company 与所有它的公司员工安定放心的在保護公司資訊资产的责任义务. 当他們现存在一个组织里, 如在安全部门, 關乎法律的部门, 營運操作部门, 人力资源部, 資訊技术部, 和时常在開發, 实行, 以及努力成果支持上協助的其他职责功能. 每一位员工在对公司讯息资产上有其保護的责任义务.

Fair Dealing 公平交易

The Company will act in good faith and deal fairly with its suppliers and customers without breaking its word, using deceptive means to avoid obligations, or denying what the other party obviously understood. 公司与它的供应商和买主在沒有打破約定下本着誠意地以及公平公正交易, 以利用虛偽的手段方法来避開责任义务, 或否定在任何其它团体他們显然地理解.

Disclosure 公開披露

It is of paramount importance to the Company that all disclosure in documents filed by the Company with the Securities and Exchange Commission or in other public communications by

the Company is full, fair, accurate, timely and understandable. All officers, directors, employees and contract workers must take all steps necessary to assist the Company in fulfilling these responsibilities, consistent with each person's role in the Company. You should give prompt, accurate answers to all inquiries in connection with the Company's preparation of public disclosures and reports. 这对公司是最主要重要的在文件方面由公司与安全委员会和交易委员会或在其他公開的通訊設施中公開披露是直接的, 公正公平的, 准确的, 及时的和可以了解的. 所有主管, 董事(行政長官), 受雇员工和簽約劳工必須採必要的步调來協助公司在实现这些职責, 与符合每一个人在公司一致的角色任务. 你們应給予及时迅速的, 准确的在給所有与公司的公開披露准备和報導上質詢探究和联系上的答復.

With regards to the preparation of accounting records and book keeping, all assets and liabilities, revenue and expenses will be recorded, no undisclosed items will be established, no false or artificial entries will be made, and no inappropriate payments will be approved. Internal control over financial reporting will be maintained. 在考慮關心与帳单記錄和帳冊保存的准备上, 所有资产和负债, 收益收入以及開支费用将被記錄下來, 將沒有确定下來的未公開不明资料, 沒有作在不正确与事实不符合的或人为造假帳目, 和將沒有被核准的不恰当付款. 將繼續維持監守在财务报告上的內部控管.

Code of Ethics for Senior Officers 資深主管的职业道德規範

The Company's Chief Executive Officer, the Vice Chairman, the President, the chairman of the audit committee, and the Chief Financial Officer (the "Senior Officers") each bear a special responsibility for promoting integrity throughout the Company. Furthermore, the Senior Officers have a responsibility to foster a culture throughout the Company as a whole that ensures the fair and timely reporting of the Company's results of operation and financial condition and other financial information. 公司的执行主席, 副总裁, 董事长, 審計委员会主席, 和财务部主管 (“資深主管”) 每一位为促使公司在所有方面的健全承担一个特殊責任. 再者, 資深主管有一项職責在促进培养公司在所有方面的文化修养以作为整体保證公平公正和及时的在公司營運的結果和财务情形以及和其他另外的财务資訊報導.

Because of this special role, the Senior Officers are bound by the following Senior Officer Code of Ethics, and each agrees that he or she will: 因为这个特殊角色, 資深主管必然受到資深主管职业道德規範的束縛, 以及每位他或她将同意:

- Perform his or her duties in an honest and ethical manner. 在一个誠信的以及合乎道德的行为規範上履行他的或她的職責

- Handle all actual or apparent conflicts of interest between his or her personal and professional relationships in an ethical manner. 处理在一个合乎道德的行为規範中介乎他个人的或她个人的和擅長的人際關係的所有实际的或显而易見利益上的冲突.
- Take all necessary actions to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, government agencies and in other public communications. 採行所有必要的行動以保證在与公司檔案一起的报导和文件中直接的, 公平公正的, 及时的, 和可以了解的公開披露, 或提交給, 政府代理機構和在其他另外公共的通訊設施.
- Comply with all applicable laws, rules and regulations of federal, state and local governments. 公司与所有適當合用的法律, 章程條例和国家, 政府和地方政府規章.
- Proactively promote and be an example of ethical behavior in the work environment. 積極主動地宣传推销和成为一个合乎道德的行为举止在职场工作环境中的範例

Reporting and Compliance 报告和承诺

If you become aware of conduct by an officer, director, employee or contract worker which you believe in good faith is a potential violation of this Code of Conduct, you should notify your own or any other Company supervisor, the Chief Executive Officer, the General Counsel or the Chief Financial Officer as soon as possible. You should also report any complaint or concern regarding the Company's accounting, internal accounting controls, or auditing matters, or any concerns regarding questionable accounting or auditing matters. Supervisors are required to refer all reports of possible violations to the Chief Executive Officer, the General Counsel, the Chief Financial Officer or the Chair of the Audit Committee. 如果你发觉注意到一位你相信的誠信的主管, 董事(行政長官), 员工或簽約勞工是有着一个潜在可能违背行为規範的人, 你應該告知你自己或是儘快通知任何其他公司的監督指導人, 執行主席, 公衆律師或财务主管. 你也应报告有關公司的帳单, 內部帳目控管或在審計问题上报怨的理由或是關心的事, 或是任何有關存在的帳目问题或審計上的问题. 需要監督指導人参考所有在对執行主席, 公衆律師, 财务主管或審計委員會主席可能违反行为的举报,

Code of Conduct Hotline 諮詢電話規則

Alternatively, if you wish to report such matters anonymously, you may fax a description of the concern or complaint or call to the attention of the following individuals: 两者擇一地, 如果你希望不具名地举报此类的事件, 你可以传真件傳來一份關心的事或报怨理由的敘述说明

或是打电话給在如下的个人注意:

US based personnel can contact the Company's General Counsel, Mr. Scott D. Norton at:
以美国作为基础的人员可联系公眾的律師, Mr. Scott D. Norton, 联系方式:

Phone: 248-203-9940 (电话)

Fax: 248-203-9950 (传真)

- China based personnel can contact King & Wood Legal in Chinese (Beijing Office), Ms. Cao Yu Xuan at: 以中国作为基础的人员可以中文联系 King & Wood Legal (北京办事处)的 Ms. Cao Yu Xuan, 联系方式:

Phone: 86-10-58785588 (电话)

Fax: 86-10-58785599 (传真)

Persons outside the Company may also report complaints or concerns the Company personnel; such matters should be reported promptly on receipt to your own or any other Company supervisor, the Chief Executive Officer, the General Counsel, the Chief Financial Officer, or the Audit Committee Chair. Supervisors are required to report such matters as noted above.

公司外的人一樣可以举报报怨公司人员的理由或閩心的事; 那樣的事情應該被迅速地举报給你自己或任何其他另外的公司監督指导人, 执行主席, 公眾律師, 财务主管或審計委员会主席. 需要監督指导人举报那樣的事情就同如上之附註.

All reports of complaints or concerns shall be recorded in a log, indicating the description of the matter reported, the date of the report and a brief summary of the disposition. The log shall be maintained by the General Counsel and shall be reviewed periodically with the Audit

Committee. This log shall be retained for five years. 所有报怨的理由或閩心的事将被記錄在工作記錄簿中, 指摘出举报事情的敘述, 举报日期和一份簡潔的敘述摘要. 工作記錄簿将被公眾律師

保存和将被審計委员会作定期性復閱. 这份工作記錄簿将被保留 5 年.

Allegations of violations of the Code should be made only in good faith and not to embarrass or put someone in a false light. If you become aware of a suspected or potential violation don't try to investigate or resolve it on your own. Prompt disclosure under this Code is vital to ensuring a timely and thorough investigation and resolution. You are expected to cooperate in internal or external investigations or alleged violations of the Code. 违反規範的辯解应僅僅在本着誠信和不妨碍或不将某人放在一个不实造假之中. 如果你发觉和注意到一项觉得可疑的事物或是一个潜在可能的违背行为不要尝试以你自己去调查或解决它. 在这个規範下迅速的披露是必須的(重要的)在确保一个適时的以及徹底的调查和解决. 期待你的共同合作在內的或在外的调查或是违反規範的申述辯解.

In response to every report made in good faith of conduct potentially in violation of the Code of Conduct, the Company will undertake an effective and thorough investigation, and if improper conduct is found, the Company will take appropriate disciplinary and remedial action.

Compliance procedures are set forth in Appendix B to this Code. The Company will attempt to keep its discussions with any person reporting a violation confidential to the extent reasonably possible without compromising the effectiveness of the investigation. If you believe your report is not properly explained or resolved, you may take your concern or complaint to the Audit

Committee of the Board of Directors. 应答在本着潜在可能的违背行为規範誠信作的每項

举报, 公司将承担一项有效力的和彻底的调查, 以及倘若不恰当的行为被发觉, 公司将採取

適當的懲戒和补救的行動. 遵从程序都是放在附录 B 在这項規範的前面. 公司将嘗試保留

它的与任何人举报一项在一定程度合理地可能不妥協让步而有力调查上的违反机密的行为

討論. 如果你相信你的举报的解釋不恰当的或不是下定決心的, 你可以帶給董事会的審計委员会你關心的事或抗议.

After receiving a report, any investigation conducted must comply with section 806 of the act, which states that “no publicly traded company, or any officer, employee, contractor, subcontractor, or agent of such company may discharge, demote, suspend, threaten, harass, or in any other manner discriminate against an employee in the terms and conditions of employment because of any lawful act done by the employee.” 在接到一項举报之後, 处理任何的调查必須得遵守法案的 806 条文款項, 条款中陈述说明到“非公開地被換的公司, 或任何的高层职员, 受雇员工, 立契約者, 转包商, 或此类这樣的可能在解雇, 降級, 搁置, 恐嚇威脅, 騷擾的公司代理, 或在對於一个员工在这些条件里的任何其他差别的对待方式和因为员工完成在任何法定的雇用条件”.

Employees and contract workers are protected by law from retaliation for reporting possible violations of this Code of Conduct or for participating in procedures connected with an investigation, proceeding or hearing conducted by the Company or a government agency with respect to such complaints. The Company will take disciplinary action up to and including the immediate termination of any employee or contract worker who retaliates against another employee or contract worker for reporting any of these alleged activities. 受雇员工和簽約劳工受到法律的保護从为在举报行为規範中可能的违法行为或为参加与一項调查有閩联的程序, 由公司引領处理的进程或听証会或是一个政府代理机构重視这樣的抗议怨言下的报復.

Sarbanes-Oxley provisions have made it clear that retaliation against whistle-blowers will not be tolerated. A new section, 1513(e), has been added to Title 18 of the U.S. Code. It is now a

criminal offense to retaliate against whistle-blowers, carrying penalties from a large fine to 10 years in prison. 萨班斯法案规定已经清楚说明对于告密者的报复将是不被容许的。一项新的条文款项, 1513(e), 已被加入在美国编碼(代碼)的标题 18. 它现在是一项对于告密者报复的犯罪行为, 处罚是可怕长时间在狱中的 10 年.

Further Information 另外的訊息

Please contact the Chief Executive Officer, Rudy Wilson, the Vice Chairman, Mr. Zhang Duanxiang, the General Counsel in the United States, Mr. Scott D. Norton, Legal Counsel in China (Ms. Cao Yuxuan @ King & Wood) or the Chief Financial Officer, Ms Jackie Chang, if you have any questions about this Code or require further information.

如果你們在有關這項規範上有任何問題, 請聯絡:

執行主席 Rudy Wilson,

副主席 Mr. Zhang Duanxiang,

在美國的公眾律師 Mr. Scott D. Norton,

在中國的法定律師(Ms. Cao Yuxuan @ King & Wood),

或, 首席財務長 Ms. Jackie Chang.

The most current version of this Code will be posted on the Company's website and filed as an exhibit to the Company's Annual Report on Form 20-F. Any substantive amendment or waiver of this Code may be made only by the Board of Directors upon a recommendation of the Audit Committee, and will be disclosed, including the reasons for such action, on the Company's website and by a filing with the Securities and Exchange Commission on Form 6-K within four days of such action. The Company will maintain disclosure about such amendment or waiver on the website for at least twelve months and shall retain the disclosure concerning the action for at least 5 years. 多數這個規範當前的通用版本將投寄在公司的網站上和歸檔如同對公司在 Form 20-F 年度報告上的一項展示。任何實質的修正或放棄這項規範可在審計委員會的一項建議上由董事會來做, 和被公開, 包括做這樣舉動的理由, 在這樣行動的 4 天內可在公司的網站上與在安全委員會和交易委員會的 Form 6-K 上歸檔。公司將繼續公開披露有關這樣的修正或放棄在網站上至少 12 個月和將會保留關於這個行動至少 5 年。

APPENDIX A 附录

The following are examples of actual or potential conflicts:

以下是些实际的或潜在可能冲突的例子:

- you, or a member of your family, receive improper personal benefits as a result of your position in the Company;
你, 或你的家族成员, 得到不恰当的个人利益像在公司里你的职位;
- you use Company's property for your personal benefit;
你为了你自己的个人利益使用了公司的资产;
- you engage in activities that interfere with your loyalty to the Company
你从事在一些与你对公司的诚信有所抵触冲突的活动中
- or your ability to perform Company duties or responsibilities effectively;
或是你的能力在执行公司职责或有效地职责义务;
- you, or a member of your family, have a financial interest in a customer, supplier, or competitor which is significant enough to cause divided loyalty with the Company or the appearance of divided loyalty (the significance of a financial interest depends on many factors, such as size of investment in relation to your income, net worth and/or financial needs, your potential to influence decisions that could impact your interests, and the nature of the business or level of competition between the Company and the supplier, customer or competitor); 你, 或你的家族成员, 在一位买主, 供应商或竞争对手方面持有一项财务权益它是意义重大的足以造成与公司在诚信上的分离或诚信分裂的出现 (一项财务权益的重要含义在视许多的因素而定, 例如关于在你的收入, (财产)净值和/或财务需求上的投资估算, 你在潜力上影响的决定这可能会对你的权益产生影响和冲击, 和企业性质或介乎公司和供应商, 买主或竞争对手之间的竞争水平);
- you, or a member of your family, acquire an interest in property (such as real estate, patent or other intellectual property rights or securities) in which you have reason to know the Company has, or might have, a legitimate interest; 你, 或你的家族成员, 获得在资产方面 (例如房地产, 专利权或其它智慧财产权或担保品) 的利益, 你就有理由知道这家公司有甚麽, 或可能会有甚麽, 一项合法正当的利益;
- you, or a member of your family, receive a loan or a guarantee of a loan from a customer,

supplier or competitor (other than a loan from a financial institution made in the ordinary course of business and on an arm's-length basis); 你, 或你的家族成员, 从一位买主, 供应商或競爭对手(除了从一个财务机构在企业方针的一般程序和在一个局部部分基础上)收到一项貸款或是一份借貨保證书;

- you divulge or use the Company's confidential information - such as financial data, customer information, or computer programs - for your own personal or business purposes;
你洩露或使用公司的机密的資訊 – 例如财务数据, 顾客資訊, 或电脑程式 – 为在你自己的或在商业目的上;
- you make gifts or payments, or provide special favors, to customers, suppliers or competitors (or their immediate family members) with a value significant enough to cause the customer, supplier or competitor to make a purchase, or take or forego other action, which is beneficial to the Company and which the customer, supplier or competitor would not otherwise have taken; or 你准备礼品或款项, 或是提供特别的東西給买主, 供应商或競爭对手 (或他們最接近的家庭成员), 这项重大价值的東西足以使得这些买主, 供应廠商或競爭对手去做一项购买, 或是取走或放弃其它另外的行为举动, 这是有利於公司和否則这是买主, 供应廠商或競爭对手不会採取行動所做的事.
- you are given the right to buy stock in other companies or you receive cash or other payments in return for promoting the services of an advisor, such as an investment banker, to the Company. 你被赋予在其它公司购买股票的权利或你收到现金或其他作为在一位劝导人(顾问)的推销宣传的还礼款项, 就像一位对公司的投资银行业者.

APPENDIX B 附录

COMPLIANCE PROCEDURES 遵守程序

- Compliance Officers. The Corporate Compliance Officer is the Chief Financial Officer, Ms. Jackie Chang. The Compliance Officer's responsibility is to ensure communication, training, monitoring, and overall compliance with the Code. The Compliance Officer will, with the assistance and cooperation of the Company's officers, directors and managers, foster an atmosphere where employees are comfortable in communicating and reporting concerns and possible Code violations. 法案执行高层. 公司法案执行高层主管是首席财务长的 Ms. Jackie Chang. 法案执行高层主管的负责在保证讯息传达与沟通, 培训, 监控, 和全面的与在规范上的遵守. 法案执行高层将, 同与助理和公司主管的协力合作, 董事和经理, 培养一种在员工可安逸自在的传达沟通和举报关心重要的事以及可能的在规范上违法行为环境中的气氛.
- Access to the Code. The Company shall ensure that employees, officers and directors may access the Code on the Company's website. New employees will receive a copy of the Code as part of their new hire information. 规范的通道入口(管道). 公司将会保证员工, 主管和董事(行政长官)可以公司网站上进入这项规范. 新僱员工将收到一份规范抄本作为他们新受雇资讯的负责部分.
- Monitoring. Managers are the "go to" persons for employee questions and concerns relating to the Code. Managers or supervisors will immediately report any violations or allegations of violations to the Compliance Officer. Managers will work with the Compliance Officer in assessing areas of concern, potential violations, any needs for enhancement of the Code or remedial actions to affect the Code's policies and overall compliance with the Code and other related policies. 监控. 经理高层"开始从事进行活动"是为受雇员工涉及有关规范的问题和关心重要的事的人. 经理高层或指导监督人将立即直接举报任何违法行为或对法案执行高层主管违法行为的申述辩解. 经理高层将与执行主管一起工作在进入利害关系, 潜在可能的违法行为, 任何在规范上的提升或在对规范方针与对策发生影响行动上的需求以及全面的与在规范上和其他另外的相关政策.
- Internal Investigation. When an alleged violation of the Code is reported, the Company shall take prompt and appropriate action in accordance with the law and regulations and otherwise consistent with good business practice. If the suspected violation appears to involve either a possible violation of law or an issue of significant corporate interest, or if the report involves a complaint or concern of any person, whether employee, a stockholder or other interested person regarding the Company's financial disclosure, internal accounting controls,

questionable auditing or accounting matters or practices or other issues relating to the Company's accounting or auditing, then the manager or investigator should immediately notify the Compliance Officer, who, in turn, shall notify the Chair of the Audit Committee. If a suspected violation involves any director or executive officer or if the suspected violation concerns any fraud, whether or not material, involving management or other employees who have a significant role in the Company's internal controls, any person who received such report should immediately report the alleged violation to the Compliance Officer and, in every such case, the Chair of the Audit Committee. The Compliance Officer or the Chair of the Audit Committee, as applicable, shall assess the situation and determine the appropriate course of action, including the conduct of an investigation as appropriate. 內部調查. 当一个可疑的违反規範的行为被举报, 公司应将採取立即迅速的行動和恰当的符合与法律和規章以及除此以外的与好的企业业务一致. 如果这个可疑的违反行为出现既牽涉一项可能的违法行为又涉及在一个重大共同關心的议题, 或一位股東或是其他感兴趣的人有關在公司的财务披露, 內部帳目控管, 不确定的審計或帳单问题或实施应用或另外有關在公司的帳目或審計的其他问题, 則经理人或审查人应立即的通知法案执行主管, 再依次轮到由执行主管通知審計委员会主席. 倘若一个可疑的违反行为涉及任何一位董事(主管)或是执行主管或如果这个可疑的违反行为關乎任何一个欺骗行为, 任何一个, 涉及管理或在公司的內部控管有着一个重要角色与任务的受雇员工, 任何人接收到這樣的举报應該立即报告这项可疑的违反規範的行为給执行主管和, 在任何每一个如同這樣的事例, 同樣再依次轮到由法案执行主管通知給審計委员会主席. 执行主管或審計委员会主席, 应对这种情況确定罰款金额和決定採取在行動上恰当的做法, 包括如恰当的一项处理调查.

- Disciplinary Actions. Subject to the following sentence, the Compliance Officer, after consultation with the Vice President of Human Resources, shall be responsible for implementing the appropriate disciplinary action in accordance with the Company's policies and procedures for any employee who is found to have violated the Code. If a violation has been reported to the Audit Committee or another committee of the Board, that Committee shall be responsible for determining appropriate disciplinary action. Any violation of applicable law or any deviation from the standards embodied in this Code will result in disciplinary action, up to and including termination of employment. In addition to imposing discipline upon employees involved in non-compliant conduct, the Company also will impose discipline, as appropriate, upon an employee's supervisor, if any, who directs or approves such employees' improper actions, or is aware of those actions but does not act appropriately to correct them, and upon other individuals who fail to report known non-compliant conduct. In addition to imposing its own discipline, the Company will bring any violations of law to the attention of appropriate law enforcement personnel. 懲戒的行動. 提出如下的主張,

执行主管,在与人事部副总裁商议之後,为对任何一位员工被发现有违反規範的行为将会与在公司的政策和程序符合一致下施行適當的懲戒行動. 如果一项违反規範的行为已经举报給审计委员会或另外的董事委员会,那麼委员会将会为決定恰当的懲戒行動來負責. 实施法規的违反行为或任何从收录了这项規範中基准的偏差和越轨将导致懲戒行動,取決於和包括終止雇用. 除了在员工牽扯在內不遵守的行为給人深刻印象的紀律之外,公司也将加强紀律,適當的,根据在一个员工的指导監督人. 倘若任何人,針對或贊同员工這樣的不恰当行動,或是注意到那些行動但是沒有適当地來糾正他們,和在其他的个人不能举报他們知道的沒有遵守的行为. 除了針對它自己擁有的紀律,公司将帶來任何违反法規的行为在人事部门注意下的恰当法規的执行.

- Retention of Reports and Complaints. All reports and complaints made to or received by the Compliance Officer or the Chair of the Audit Committee relating to violations of this Code shall be logged into a record maintained for this purpose by the Compliance Officer and this record of such report shall be retained for five years. 举报和报怨緣由的保留. 所有的举报和报怨給执行主管或审计委员会主席或他們收到的将会記在記錄中由执行主管为这项目的繼續保持下來和這樣的举报記錄将会保留 5 年.
- Required Government Reporting. Whenever conduct occurs that requires a report to the government, the Compliance Officer shall be responsible for complying with such reporting requirements. 需向政府举报. 无论甚麼时候发生, 需要向政府举报, 执行主管将会照這樣的举报需求來負責.
- Corrective Actions. Subject to the following sentence, in the event of a violation of the Code, the manager and the Compliance Officer should assess the situation to determine whether the violation demonstrates a problem that requires remedial action as to Company policies and procedures. If a violation has been reported to the Audit Committee or another committee of the Board, that committee shall be responsible for determining appropriate remedial or corrective actions. Such corrective action may include providing revised public disclosure, retraining Company employees, modifying Company policies and procedures, improving monitoring of compliance under existing procedures and other action necessary to detect similar non-compliant conduct and prevent it from occurring in the future. Such corrective action shall be documented, as appropriate. 行動改善. 提出如下的主張, 违反規範行为的时候, 经理人和执行主管应对這種情况确定罰款金額決定不管违反規範的行为表明和論証一个问题它需要改善补救的行動如像在公司的政策方針和程序. 如果一个违反行为已经向审计委员会或其他董事委员会举报, 則委员会将会为在決定恰当的矫正或补救改善的行動負責. 這樣的矫正改善的行動可以包括提供修正的公開

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披露, 公司员工的再培训, 修改公司政策和程序, 改善遵守行为上的监控在现存的程序和其它必要的行动以查觉类似的不遵守行为和预防在未来发生. 这样的改善行动将会恰当的被用文件来证明.