

**DNE**  
**U.S. Foreign Corrupt Practices Act and**  
**Anti-bribery Compliance Policy**

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## Chapter I General Provisions

### 1.1 Applicable scope

The policies and guidelines set out in this US Foreign Corrupt Practices Act and Anti-bribery Compliance Policy (this "Policy") are applicable to all companies under the asset line, management line and fund line of DNE (all domestic companies under each line are collectively referred to as "Domestic Companies", all overseas companies are collectively referred to as "Overseas Companies", "Domestic Companies" and "Overseas Companies" are collectively referred to as the "Company") and persons acting on behalf of the Company, including but not limited to the Company's officers, directors, employees, shareholders ("Company Personnel") and intermediaries, brokers, agents, partners, lessees, customers, consultants, suppliers, contractors, subcontractors and other third-party service providers ("Service Providers").

The purpose of this Policy is to regulate the interaction of the Company and Company Personnel with the influential external persons and Service Providers, as well as the behavior of providing hospitality and gifts to the influential external persons and Service Providers, and to regulate all reimbursement and records related to such interaction, hospitality and gifts. The Company, Company Personnel and Service Providers shall observe and implement this Policy.

If you have any doubts or questions about whether any behavior is allowed under this Policy, please contact the Legal and Compliance Department immediately

### 1.2 Implementation

The Legal and Compliance Department is responsible for the implementation of this Policy. As the Compliance Officer of the Company, Senior Vice President of Legal Affairs<sup>1</sup> is responsible for overall management of compliance related work. A Compliance Committee is set up by the Company, which is composed of CEO, Senior Vice President of Legal Affairs, CFO, Senior Vice President of Human Resources, CIO, Senior Vice President of Asset Management and Senior Vice President of Capital and Funds<sup>2</sup>, which is responsible for guiding and supervising compliance management of the Company, and making internal decision on the handling of compliance cases. <sup>2</sup>.The decision of the Compliance Committee shall be approved by a majority of the members. The Compliance Officer shall have a Compliance Specialist<sup>3</sup> to be responsible for the implementation of specific compliance related matters of the Company.

### 1.3 Overall policy

The Company strictly prohibits involvement in or tolerance of bribery or any other form of corruption.

As an investor and operator of the hub logistics infrastructure integrated platform invested by the investors in China, we are committed to fully complying with the US Foreign Corrupt Practices Act ("FCPA") and Chinese laws and regulations on bribery and corruption. In addition, as long as the anti-corruption laws promulgated by transnational or other national authorities are applicable to the Company, the Company shall also abide by them.

### 1.4 Prohibited payment

FCPA and China's anti-corruption laws prohibit paying, providing, authorizing payment of or promising to pay any benefit or anything of value to a government official directly or indirectly

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through a third party in order to influence the government official's performing his duties, so as to obtain or retain business or obtain any other improper advantage. In addition, China's anti-corruption laws prohibit offering to pay or paying money or anything of value to private entities or individuals for the purpose of seeking business opportunities or competitive advantages.

#### 1.4.1 Prohibited payment

"Anything of value" has a broad meaning, including:

- Money
- Shares
- Gifts exceeding a certain nominal value, or reasonable and customary value
- Catering, hospitality, accommodation or travel
- Charitable donation
- Engagement
- Health care, education, housing or living expenses
- Promise to pay or provide anything of value, such as business opportunities
- Undertaking or paying debts, or making other payments to a third party who is on behalf of the recipient
- Free housing, cash coupons, club membership or services

#### 1.4.2 Government official(s)

"Government official(s)" include but are not limited to:

- Any state functionary or entity
  - Any officer, employee or consultant of a government, government agency or state-owned or government-controlled companies or organizations
  - Any political party official
  - Any officer, employee or consultant of a public international organization and other non-governmental organizations and entities (such as the United Nations, World Bank or International Monetary Fund)
- Spouses and other immediate family members of government officials

#### 1.4.3 Prohibited payment

"Obtaining or retaining business" or "obtaining any improper advantages" has a broad meaning. Improper purposes of payment include:

<ul style="list-style-type: none"><li>• To prevent certain government actions, such as large amount of taxes or fines, or cancelling any existing government contracts or contractual obligations</li><li>• To affect the rate of tax imposed on the Company's business</li></ul>	<ul style="list-style-type: none"><li>• To obtain the right to open an office, obtain a zoning decision, or influence the award of a government contract</li><li>• To get relief from government regulation</li><li>• To resolve disputes with the government, for example, resolve</li></ul>
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<ul style="list-style-type: none"><li>• To obtain a license or other authorization from the government, which involves the exercise of discretion by foreign officials or their governments</li><li>• To obtain confidential information about business opportunities, bids or competitors' activities</li></ul>	<ul style="list-style-type: none"><li>disputes over tax arrears or tax payable</li><li>• To resolve commercial litigation in foreign courts</li><li>• To affect the nature of foreign laws and regulations or the application of regulatory requirements</li></ul>
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### 1.5 Indirect payment

If it is known or suspected that anything of value authorized to pay or paid will be transferred to government officials or business partners in order to obtain or retain business or obtain business benefits, you shall not pay or authorize the Service Providers or any third party to pay such thing of value.

### 1.6 Books and records

FCPA also contains provisions on book keeping and record keeping, requiring the bound companies to keep accurate and complete books and records, and set up and maintain adequate internal accounting control.

## Chapter II Guidelines on Gifts

Gift-giving is generally not encouraged. Occasionally, gifts can be given out of courtesy, goodwill or respect (e.g., for traditional Chinese festivals), or for other special occasions. Gifts are uniformly designed, customized, purchased, managed and distributed by administrative department of the Company. Gift-giving must comply with the Company's relevant regulations

### 2.1 Prohibited gifts

#### 2.1.1 No gifts for improper purposes

Regardless of the value of the gift, it is expressly prohibited to give gifts in exchange for or inducing the recipient to provide business or other improper benefits or advantages. This provision applies regardless of whether the intended recipient is an individual, private entity or government official.

#### 2.1.2 No cash

No cash is allowed as a gift under any circumstances. In principle, cash equivalents (including gift cards or cash coupons) cannot be given as gifts.

If you have any question about gifts or other presents that may be given, please seek guidance from the Legal and Compliance Department.

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## 2.2 Allowed gifts and required approvals

### 2.2.1 Minimum requirements for all gifts

- Generally, gift-giving must comply with the following rules:

<ul style="list-style-type: none"><li>• There is no indication that gifts are given or received for improper or prohibited purposes, such as to obtain or retain business, obtain business benefits, or influence the results of government decisions or commercial transactions.</li><li>• Giving or receiving gifts is not prohibited by local laws.</li><li>• It is not a luxury gift, and its value is nominal.</li></ul>	<ul style="list-style-type: none"><li>• Cash gift is never allowed.</li><li>• Do not give multiple gifts to the same recipient.</li><li>• Gifts must conform to practices and are reasonable in the context.</li><li>• Gifts are given and received in public, and the exchange of gifts must not be concealed or misrepresented.</li><li>• Expenses on gifts are accurately and fairly recorded in the Company's books and records.</li></ul>
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### 2.2.2 Guidelines on approval for gifts

In addition to meeting the above minimum requirements, in a few cases where gifts can be given, Company Personnel must use good judgment when choosing gifts, and must seek written approvals as shown below.

Gift value	Required approvals
Non-monetary and worth more than RMB 600/person and less than or equal to RMB 1,800/person, or the total value of all gifts given to the same recipient during the same calendar year exceeds RMB 1,800/person and is less than or equal to RMB 2,400/person.	Approval by the leader in charge
Non-monetary and worth more than RMB 1,800/person; or the total value of all gifts given to the same recipient during the same calendar year exceeds RMB 2,400/person	Approval by Compliance Officer and CEO

## 2.3 Accepting gifts from Service Providers and others

- In order to avoid having or being suspected of having an improper relationship with people who have business dealings with the Company, the following standards apply to accepting gifts:
- It is strictly prohibited to accept gifts as bribes, rewards or kickbacks (for example, in order to obtain or retain business and gain improper competitive advantage).
- Under no circumstances shall Company Personnel (and their immediate family members) receive cash and cash equivalents (including gift cards/cash coupons, etc.) from enterprises or individuals that have or seek to conduct business with the Company, nor shall they ask for non-cash gifts, presents or other personal benefits or discounts of any kind.
- Company Personnel (and their immediate family members) may receive unsolicited, non-

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cash or cash equivalent gifts from enterprises or individuals that have or seek to conduct business with the Company, if and only if the gifts are insignificant or the value is equal to or less than RMB 600.

- All gifts worth more than RMB 600 shall be returned or held by the Company.
- Any gifts received and accepted shall be registered as required by the Company, and all departments of the Company shall register the gifts received and accepted, and the Legal and Compliance Department may conduct regular verification.
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## **Chapter III Guidelines on Hospitality**

### **3.1 Prohibited hospitality**

#### **3.1.1 No hospitality for improper purposes**

Regardless of the value of hospitality, it is expressly prohibited to offer hospitality in exchange for or inducing the recipient to provide business or other improper benefits or advantages. This provision applies regardless of whether the intended recipient is an individual, a private entity or government official.

#### **3.1.2 No hospitality involving illegal activities**

In addition, under no circumstances shall certain types of hospitality be provided, including any form of hospitality that violates local applicable laws. This includes hospitality activities in certain types of karaoke bars, massage shops and sauna houses that provide illegal services. Company Personnel must use good judgment to choose hospitality that will not damage the reputation of the Company, Company Personnel and recipients.

### **3.2 Allowed hospitality and required approvals**

#### **3.2.1 Minimum requirements for all hospitality**

Generally speaking, hospitality is discouraged except for occasional, customary and reasonably priced official meals. All hospitality activities shall be directly related to the Company's active business development, and shall follow the following guidelines:

<ul style="list-style-type: none"><li>• Hospitality expenses comply with all local laws</li><li>• The expenses paid shall not be inappropriate or excessive (even if only in appearance)</li><li>• Hospitality is related to business or other business-related activities</li><li>• The Company has personnel to attend the event or hospitality activity</li></ul>	<ul style="list-style-type: none"><li>• Hospitality shall be conducted openly and transparently, and shall not be concealed or misrepresented</li><li>• Expenses are in line with local customs and practices</li><li>• Expenses are reasonable and in line with the Company's policy</li><li>• Expenses are accurately and fairly recorded in the Company's books and records</li></ul>
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### 3.2.2 Guidelines on approval for hospitality

In addition to meeting the above minimum requirements, under the circumstance that hospitality activities are allowed, Company Personnel shall exercise good judgement when providing hospitality and seek written approval as shown below.

Scope	Required approvals
The amount is of or less than RMB 500/person	Approval by department head
The amount is more than RMB 500/person and equal to or less than RMB 1,000/person	Approval by the leader in charge
The amount is more than RMB 1,000/person	Approval by Compliance Officer and CEO

### 3.2.3 Guidelines on hospitality reimbursement

- Hospitality reimbursement shall comply with the internal authorization management system and reimbursement process of the Company and meet the requirements of Chapter VI of this Policy.
- If two or more Company Personnel attend any hospitality activity at the same time, the Company Personnel shall not pay the split payment of hospitality separately.

## 3.3 Accepting Hospitality

Business hospitality (such as dining and tickets for theater or sports activities) plays an important role in enhancing the working relationship with business partners. Therefore, Company Personnel are allowed to accept hospitality for legitimate business purposes (such as establishing goodwill and enhancing relations with business partners), provided that there is a reasonable connection with legitimate business purposes, and that it is not given as bribes, rewards or kickbacks (such as to obtain or retain business and gain improper competitive advantages).

## 3.4 Gift and hospitality policy applicable to Service Providers

The Company's gift and hospitality policy is not designed to regulate the relationship between Service Providers and their partners. However, if the Service Providers' actions may be deemed to be made on behalf of or for the benefit of the Company, the Service Providers shall comply with the Company's gift and hospitality policy.

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## **Chapter IV Guidelines on Travel Expenses of Company**

### **Personnel**

For all the travel expenses incurred by the Company Personnel during their travel related to the Company's business that are related to the Company and meet the requirements, they can seek reimbursement in accordance with the Company's travel management measures.

Under no circumstances shall the expenses paid to finance the travel of non-Company Personnel (as described in Chapter V below) be recorded or reimbursed in accordance with the provisions of this Chapter. In addition, customer hospitality and gift-giving expenses can only be paid and reimbursed in accordance with Guidelines on Gifts (Chapter II) and Guidelines on Hospitality (Chapter III).

## **Chapter V Guidelines on Providing Travel for Non- Company Personnel**

In rare cases, it may be necessary to pay travel and accommodation expenses for customers, partners and investors, so as to facilitate them to visit the Company and the parkfacilities and enable the Company to promote and display its business projects and services. All such travels shall be provided only in strict compliance with the following guidelines.

### **5.1 Prohibited travel benefits**

#### **5.1.1 No travel for improper purposes**

Regardless of the value of the travel, it is expressly prohibited to offer travel to other people in exchange for or inducing the recipient to provide business or other improper benefits or advantages. This provision applies regardless of whether the recipient is an individual or other entity.

#### **5.1.2 No travel for spouses or other guests**

In addition, the Company shall only pay travel and accommodation expenses for the business guests whose participation in the travel is directly related to the legitimate business purpose of the Company and is necessary ("Invitee"). Under no circumstances shall the Company pay the expenses related to travel of the spouse, friends or other family members of the Invitee. Invitees who wish to take their guests must bear the expenses on their own.

### **5.2 Allowed travel**

#### **5.2.1 Travel that can be provided only with prior approval**

Travel for customers, partners and investors shall be provided only in a few limited cases. Prior written approval of the leader in charge shall be obtained before provision of any travel, and the procedures outlined in Chapter VI must be followed to seek approval before making any travel

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arrangements.

### 5.2.2 Rules on providing travel

Travel that may be approved shall meet the following guidelines:

<ul style="list-style-type: none"><li>• It is directly related to promoting, displaying or explaining the Company's facilities, products or services, or signing contracts with foreign governments, instrumentalities or their departments or performing such contracts</li><li>• It is for a proper and legitimate purpose and not intended to induce foreign officials to abuse their duties</li><li>• It shall not cause the appearance of improper payment</li><li>• There will be no potential or actual conflict of interest for either party</li><li>• Expenses are reasonable and the appearance of excess is avoided</li></ul>	<ul style="list-style-type: none"><li>• It is legal in accordance with the laws, regulations and rules of the country to which the foreign official belongs or the country in which he or she is provided with travel (many foreign ministries or agencies or public organizations formulate hospitality rules separately)</li><li>• It is fully transparent and, if appropriate, all relevant information is disclosed to the governments of foreign officials</li><li>• It is proven (with invoices), stated in writing and recorded in the Company's books and records</li><li>• No additional travel</li></ul>
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The Company may only pay the reasonable expenses directly related to the business purpose of the travel actually and properly incurred by the Invitee. Generally speaking, the following types of expenses will be approved and can be reimbursed as reasonable expenses:

- Flight arrangements and hotel expenses in compliance with the Company's travel policy;
- Appropriate and reasonable ground transportation;
- Catering and hospitality expenses that are reasonable and in line with the Company's policies (including those described in Chapter III of this Policy);
- Where feasible, the relevant expenses should be directly incurred by the Company, rather than reimbursed to the Invitees; and
- The Company should arrange direct payment to the Service Providers (for example, the Company shall pay to airlines and hotels), or pay to the travel agency selected to make travel arrangements.

## 5.3 Declaration and reimbursement of the travel expenses of non-Company

### Personnel

All expenses must be proved by sufficient evidence, and the original invoice and the itemized details of the incurred expenses (if feasible) must be attached. The Company shall pre-examine such evidence and receipts before approving reimbursement. Copies of invoices or invoices with handwritten amounts are not acceptable evidence.

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## Chapter VI Approval Procedures and Receipt Retention

For reimbursing hospitality expenses, written approval, all invoices, breakdown of wine and drink bills, other supporting documents and payment evidence required by the Financial Management Department shall be submitted to the Financial Management Department for retention, and the Legal and Compliance Department may conduct regular verification.

When providing reimbursement for travel expenses of non-Company Personnel, written approval, all invoices, other supporting documents and payment evidence required by the Financial Management Department shall be submitted to the Financial Management Department for retention, and the Legal and Compliance Department may conduct regular verification.

### 6.1 Approval

All gifts, hospitality or travel expenses to be reimbursed (whether for Company Personnel or non-Company Personnel) shall be reviewed and approved in accordance with the procedures stipulated in the Company's authorization management system. The person who approves the reimbursement is responsible for reviewing the expense declaration or reimbursement request to ensure that the expense is appropriate and in compliance with this Policy and general business philosophy.

### 6.2 Timely submission

All gift, hospitality or travel expense declarations shall be submitted in time after the latest travel date or expense occurrence date according to the requirements of the Financial Management Department.

## Chapter VII Service Providers

The Company can use Service Providers, but only based on reasonable business judgment and needs.

The Company's policies on Service Providers are as follows:

- Service Providers acting on behalf of the Company shall not pay, offer or authorize the payment of bribes to any entity or individual (including but not limited to government officials) in order to obtain or retain business or obtain any improper benefits;
- Service Providers are selected based on their capability;

Engaging Service Providers shall comply with the service provider management regulations formulated by the Company;

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- During negotiation or communication with Service Providers, if any Service Provider finds anti-corruption red flags, it shall notify the Legal and Compliance Department. The list of red flags is shown in Appendix A. If instructed by the Legal and Compliance Department, cooperation with the Service Providers shall be suspended during the investigation;
- Commission or other remuneration paid to Service Providers shall be denominated in RMB, and shall be customary and reasonable in amount for the services provided. Commission, expenses and other payments must be properly reflected in the Company's records, account books and financial statements, and should not be split or disguised in any way;
- Payment to Service Providers shall never be made in cash, but shall be remitted to the bank account of Service Providers;
- No oral agreement or arrangement shall be made with any Service Provider. All arrangements with Service Providers shall be made in writing as required.
- Any contract with Service Providers shall stipulate compliance with this Policy and shall require the Service Providers to sign the Anti-corruption Commitment specified in Appendix A-1. Any changes to such Anti-corruption Commitments shall be approved in writing by the Legal and Compliance Department.
- The Legal and Compliance Department can audit the Service Providers in accordance with the Third Party Management Policy of DNE, and can conduct background check and performance follow-up assessment on the Service Providers according to specific circumstances. The financial department of the Company can audit the financial condition of the Service Providers to ensure that the Service Providers comply with laws and relevant regulations of the Company in financial dealings with the Company.

## **Chapter VIII Charitable Donation**

It is expressly prohibited to make any charitable or other donation (whether it is monetary donation or not) in exchange for or inducing the recipient to provide business or other improper benefits or advantages. This provision applies regardless of whether the recipient of the donation is an individual, private entity, or a government charity. This provision also applies if donations are made to legal charities to please a customer or government official. All charitable donations are subject to prior written approval by the Legal and Compliance Department.

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## Chapter IX Facilitation Payment

"Facilitation Payment" refers to the small payment made to government officials to expedite the routine government actions they are expected to perform in their daily duties. This Policy prohibits Facilitation Payment.

It is strictly prohibited to make Facilitation Payment for government officials to decide to grant new business or continue business with specific parties.

## Chapter X Violation of this Policy

Violation of any provision of this Policy constitutes a violation of the Company's staff discipline, and the Company may take disciplinary measures including but not limited to immediate termination of employment relationship. If any Company Personnel violate this Policy and cause losses to the Company, the Company may take legal measures against such personnel and hold them liable.

### 10.1 Disclosure and reporting obligations

The Company encourages real-name reporting, and will take protective measures for whistleblowers. For details, please refer to the relevant regulations of DNE Reporting Policy.

If any Company Personnel are aware that a certain person of the Company or Service Provider has violated or may violate this Policy or any relevant laws, or that a Service Provider has been engaged or is being engaged in violation of this Policy, they shall report this information as soon as possible in accordance with the relevant regulations of DNE Reporting Policy. Failure to report such information or suspicion may in some cases lead to disciplinary measures against Company Personnel, which may include termination of employment.

The Legal and Compliance Department reports the latest situation of anti-bribery and corruption compliance of the Company according to the requirements of the board of directors.

### 10.2 Company's response

Each report shall be reviewed by the Company to confirm whether it is true. In case of violation of this Policy, the Company will take active measures to correct the violation.

All employees and Service Providers of the Company shall fully cooperate with investigations conducted due to alleged or suspected corrupt activities or violation of this Policy. Failure to cooperate or refuse to provide true information may lead to taking measures against employees or Service Providers of the Company, including termination of employment, termination of corresponding contracts and inclusion in the negative list of unqualified Service Providers.

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### **10.3 Training**

All Company Personnel shall sign the Anti-corruption Commitment before or at the same time when signing the employment contract, among whom the Company Personnel above the level of department head shall sign the Anti-corruption Commitment in Appendix A-3, and other employees shall sign the Anti-corruption Commitment in Appendix A-2.

All Company Personnel shall receive trainings related to the anti-corruption laws and the provisions of this Policy upon onboarding. Execution and acceptance of this Policy shall be a prerequisite for execution of a labor contract. In case of any subsequent revision of this Policy, the latest version of this Policy shall be provided to the Company Personnel for acceptance.

The Human Resources Department and the Legal and Compliance Department will determine which personnel of the Company need to receive regular trainings and evaluations related to the provisions of FCPA and this Policy based on their duties and responsibilities, and send them a notice. The trainings related to FCPA and this Policy includes trainings upon onboarding, annual trainings for all employees, and year-round online recurring trainings.

The Human Resources Department of the Company will keep the training records, attendance records and evaluation records of each training period.

### **10.4 Protection against retaliation**

The Company shall not retaliate against any Company Personnel who report potential violation of this Policy or any relevant anti-bribery laws. Similarly, if any Company Personnel refuse to implement a requirement or take an action that may violate this Policy or any relevant anti-bribery laws, such Company Personnel shall not be retaliated against.

## **Chapter XI Supplementary Provisions**

### **11.1 Matters not covered**

Matters not covered in this Policy shall be implemented in accordance with the relevant provisions of the articles of association and basic system of the Company; in case of any inconsistency between this Policy and the articles of association and basic system, the articles of association and basic system shall prevail.

### **11.2 Entry into force and interpretation**

This Policy is formulated, interpreted and revised by the Legal and Compliance Department of the Company, and approved by the management of the Company. This Policy shall come into force as of the date of issuance.

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## Appendix

### Appendix A Examples of Anti-corruption Red Flags for Business Partners

- Red flags involving locations

1. Business partners ("Business Partners", such as sales representatives, agents, consultants with "representative" function, distributors, joint ventures or joint venture partners, contractors or subcontractors with "representative" function, etc.) are headquartered in countries that are considered to have high risk of corruption or are expected to operate on behalf of the Company in these countries

2. Business Partners for relevant transaction or representing [the Company] are located in countries where widespread corruption occurred in the past

- Red flags involving relationships

3. Business Partners currently have business relations, family relations or other close personal relationships with government officials

4. Business Partners currently serve or have recently served as government officials

5. Customers or government officials suggest or insist on using the Business Partner

6. The important qualifications of Business Partners are influenced by government officials

- Red flags involving contracts

7. Business Partners refuse to agree to comply with the Foreign Corrupt Practices Act and/or the Company's anti-corruption policies or contract terms involving the Foreign Corrupt Practices Act

8. Business Partners insist on unusual or suspicious contracting procedures

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1. If the Senior Vice President of Legal Affairs is not on duty, CEO or a person designated by CEO will perform his or her duties.
  2. If a certain position of the Compliance Committee is vacant, CEO or a person designated by CEO will assume the responsibility of the position.
  3. The position shall be held by a person from the Legal and Compliance Department designated by the Compliance Officer.

9. Business Partners refuse to be audited
10. Business Partners require that the agreement be inverted or some modifications be made to falsify the information
- Red flags involving reputation (or operation)
  11. Business Partners have poor goodwill or have been accused of bribery, kickbacks, fraud or other misconducts
  12. Business Partners have no office or staff, or their offices or staff seem to be insufficient to perform necessary services
  13. Business Partners insist on keeping their identities confidential or refuse to disclose the identities of their owners or other principals
  14. Due diligence results show that Business Partners are using shell companies or have informal corporate structure
  15. Business Partners do not have significant experience or appropriate qualifications
  16. Business Partners use unauthorized sub-agents or subcontractors
  17. Business Partners often or lavishly entertain government officials
  18. Apart from contacting government officials, there is little or no other service that Business Partners will provide or are providing.
  19. Business Partners do not have or fail to provide third-party reference letter
  20. The third-party reference letter provided by the Business Partner is confirmed to be non-existent or suspicious

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2. If a certain position of the Compliance Committee is vacant, CEO or a person designated by CEO will assume the responsibility of the position.

3. The position shall be held by a person from the Legal and Compliance Department designated by the Compliance Officer.

21. The actions suggested by Business Partners may be illegal in accordance with local laws, Foreign Corrupt Practices Law or the policies, standards or procedures of the Company

22. Business Partners are generally insincere or fail to make sufficient disclosure

● Red flags involving payment

23. Business Partners request payment for off-book accounts

24. Business Partners request false invoices or other misleading documents

25. The amount of fees or commission to be paid to Business Partners is unusually large or disproportionate to the services to be provided

26. The invoices Business Partners request to be reimbursed do not reflect the services provided in detail

27. The payment mechanism required by the Business Partner is confidential or unusual

28. Invoice amount submitted by Business Partners is exaggerated or inaccurate

29. Business Partners require payment in cash or bearer instrument

30. Business Partners require payment in a jurisdiction outside the country where the service is provided or intended to be provided

31. Business Partners require that the customer be granted an excess credit line

32. Business Partners require unusual bonuses or special payments

33. Business Partners require unusual advance payment or change of the payment rate in violation of the original contract

34. Business Partners declare unusual expenses and/or fail to provide sufficient and detailed supporting documents for such expenses

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  2. If a certain position of the Compliance Committee is vacant, CEO or a person designated by CEO will assume the responsibility of the position.
  3. The position shall be held by a person from the Legal and Compliance Department designated by the Compliance Officer.

35. Business Partners require payment to a person or entity that is not specifically listed as a contracting party

36. Business Partners require payment in a way that does not comply with local laws

37. Business Partners refuse to or fail to make a confirmation or statement that there is no improper payment that violates the Foreign Corrupt Practices Act, company policy, local or foreign laws

38. Business Partners use vague expressions such as "money is required to obtain business" or "money is required to make necessary arrangements" as the reason for payment

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1. If the Senior Vice President of Legal Affairs is not on duty, CEO or a person designated by CEO will perform his or her duties.

2. If a certain position of the Compliance Committee is vacant, CEO or a person designated by CEO will assume the responsibility of the position.

3. The position shall be held by a person from the Legal and Compliance Department designated by the Compliance Officer.

## Appendix A-1

### Anti-Corruption Undertakings

We hereby represent, warrant and covenant to you that:

1. We understand that it is required by your policy to fully comply with all applicable laws, regulations and administrative rules in relation with anti-corruption and anti-bribery (including but not limited to the *U.S. Foreign Corrupt Practices Act* and its amendments, collectively as “**Anti-Corruption Laws**”).
2. We shall maintain all relevant policies and procedures so as to be in compliance with Anti-Corruption Laws and any other applicable policies, procedures and compliance requirements of you.
3. We and our affiliates and any directors, officers, agents, employees, representatives and any other person associated with or acting on behalf of any of the foregoing of us and our affiliates (collectively as “**Representative**”) shall constantly comply with Anti-Corruption Laws and any other applicable policies, procedures and compliance requirements of you. Neither we nor our Representative is involved in any ongoing or potential lawsuit, government action or other governmental legal proceeding in relation with Anti-Corruption Laws.
4. We and our Representative shall not engage in any activity which may cause any violation of any laws by you or any of your officers, directors, employees or affiliates, including but not limited to Anti-Corruption Laws.
5. We and our Representative have not offered, paid, promised or authorized to pay any money, or proposed or promised to pay or authorized to provide anything of value to any Government Official or commercial entity (or any person, including but not limited to family member of Government Official or commercial entity, provided that we or our Representative knows or reasonably should have known that the money or anything of value as mentioned above would probably be wholly or partially provided, offered, or committed to, directly or indirectly, to any Government Official or commercial entity), and will not do so, for the purpose of:
  - (1) influencing any action or decision of such Government Official or commercial entity in their official capacity;
  - (2) inducing such Government Official or commercial entity to act or fails to act which is in violation of their duties;
  - (3) securing any improper advantage; or
  - (4) inducing such Government Official or commercial entity to use his or her influence with any government agency to affect any action or decision by such Government Official or commercial entity, for the purpose of assisting us in obtaining or retaining our business, or introducing business to any of our transactions.

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1. If the Senior Vice President of Legal Affairs is not on duty, CEO or a person designated by CEO will perform his or her duties.
  2. If a certain position of the Compliance Committee is vacant, CEO or a person designated by CEO will assume the responsibility of the position.
  3. The position shall be held by a person from the Legal and Compliance Department designated by the Compliance Officer.

6. We shall properly keep all the account records and books in relation with the contemplated transaction, and shall provide these account records and books for inspection as required by you.
7. Where it becomes aware of any of the following circumstances, we or our Representative shall report to the compliance officer of you (relevant materials shall be sent to this email: [compliance@dnegroup.com](mailto:compliance@dnegroup.com)):
  - (1) Any action by us or our Representative which is in violation of or may breach Article 5 of this Schedule and/or other laws (including but not limited to Anti-Corruption Laws);
  - (2) Any action conducted by any of your officials, directors, employees or affiliates which is in violation of any laws (including but not limited to Anti-Corruption Laws), or any such action which may be conducted by your officials, directors, employees or affiliates;
  - (3) Any action which causes or may cause violation of any laws (including but not limited to Anti-Corruption Laws) by you or any of your officials, directors, employees or affiliate.
8. If we or our Representative breaches any provision of this Schedule, you are entitled to terminate this Agreement and we shall indemnify you against any loss therefrom.

For the purpose of these undertakings, “**Government Official**” means:

- (1) any official or employee of national, provincial or local administrative department, legislative institution, judiciary authority, state-owned or state-controlled entity, or inter-governmental international organization, or any official or candidate for public office of political party, or a member of royal family, or
- (2) any other person representing national, provincial or local administrative department, legislative institution, judiciary authority, state-owned or state-controlled entity, or inter-governmental international organization, or any political party, its official or candidate for public office, or member of royal family, or
- (3) any person who used to serve as one of the positions abovementioned in paragraph (1) or paragraph (2) and is still having influence over such position after his/her leaving or retiring.

[Fill in the name of the service provider] (Official Chop)

Date: \_\_\_\_\_

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1. If the Senior Vice President of Legal Affairs is not on duty, CEO or a person designated by CEO will perform his or her duties.
  2. If a certain position of the Compliance Committee is vacant, CEO or a person designated by CEO will assume the responsibility of the position.
  3. The position shall be held by a person from the Legal and Compliance Department designated by the Compliance Officer.

## Appendix A-2

### Anti-corruption Undertaking

I, \_\_\_\_\_ (ID No.: \_\_\_\_\_, “I” or “me”) enter into an employment contract (“**Employment Contract**”) with [ ] Co., Ltd. (the “**Company**”) on \_\_\_\_\_. I hereby represent, warrant and commit to the Company as follows:

1. I understand that it is required by your policy to fully comply with all applicable laws, regulations and administrative rules in relation with anti-corruption and anti-bribery (including but not limited to the *U.S. Foreign Corrupt Practices Act* and its amendments, collectively as “**Anti-Corruption Laws**”).
2. I shall abide by the relevant policies, procedures and compliance requirements of the Company and the relevant applicable policies, procedures and compliance requirements of investors required by the Company.
3. I shall constantly comply with Anti-Corruption Laws and any other applicable policies, procedures and compliance requirements of you. I am not involved in any ongoing or potential lawsuit, government action or other governmental legal proceeding in relation with Anti-Corruption Laws.
4. I shall not engage in any activity which may cause any violation of any laws by you or any of your officers, directors, employees or affiliates, including but not limited to Anti-Corruption Laws.
5. I have not offered, paid, promised or authorized to pay any money, or proposed or promised to pay or authorized to provide anything of value to any Government Official or commercial entity (or any person, including but not limited to family member of Government Official or commercial entity, provided that we or our Representative knows or reasonably should have known that the money or anything of value as mentioned above would probably be wholly or

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1. If the Senior Vice President of Legal Affairs is not on duty, CEO or a person designated by CEO will perform his or her duties.
  2. If a certain position of the Compliance Committee is vacant, CEO or a person designated by CEO will assume the responsibility of the position.
  3. The position shall be held by a person from the Legal and Compliance Department designated by the Compliance Officer.

partially provided, offered, or committed to, directly or indirectly, to any Government Official or commercial entity), and will not do so, for the purpose of:

- (1) influencing any action or decision of such Government Official or commercial entity in their official capacity;
  - (2) inducing such Government Official or commercial entity to act or fails to act which is in violation of their duties;
  - (3) securing any improper advantage; or
  - (4) inducing such Government Official or commercial entity to use his or her influence with any government agency to affect any action or decision by such Government Official or commercial entity, for the purpose of assisting us in obtaining or retaining our business, or introducing business to any of our transactions.
6. In daily work, if it is impossible to judge whether an act is suspected of violating the provisions of this Commitment and/or other laws (including but not limited to Anti-corruption Laws), I shall ask the department leaders and Compliance Specialist in time.
7. Upon discovering any violation or possible violation of this Commitment and/or other suspected violation of laws (including but not limited to Anti-corruption Laws) by me, any officer, director, employee or affiliate of the Company, I shall report to the Compliance Specialist in time (relevant materials can be sent to the following email address: [compliance@dnegroup.com](mailto:compliance@dnegroup.com)).
8. I shall not inquire about the whistleblower's information or retaliate against the whistleblower and other personnel assisting in the investigation.
9. When the Company or its authorized personnel investigate corruption and other illegal acts, I shall fully cooperate in the submission of relevant materials required by the Company or its authorized personnel.

If I violate any provision of this Commitment, I shall immediately take remedies, and the Company shall have the right to punish me in accordance with relevant policies and procedures, including

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1. If the Senior Vice President of Legal Affairs is not on duty, CEO or a person designated by CEO will perform his or her duties.
  2. If a certain position of the Compliance Committee is vacant, CEO or a person designated by CEO will assume the responsibility of the position.
  3. The position shall be held by a person from the Legal and Compliance Department designated by the Compliance Officer.



but not limited to immediately terminating the Employment Contract; in case of any loss caused to the Company by the above violation, I shall bear the corresponding liability for compensation; if any Anti-corruption Laws or Chinese laws are violated as a result of the aforementioned violations, I shall bear corresponding legal liabilities, including but not limited to criminal liabilities.

For the purpose of these undertakings, “**Government Official**” means:

- (1) any official or employee of national, provincial or local administrative department, legislative institution, judiciary authority, state-owned or state-controlled entity, or inter-governmental international organization, or any official or candidate for public office of political party, or a member of royal family, or
- (2) any other person representing national, provincial or local administrative department, legislative institution, judiciary authority, state-owned or state-controlled entity, or inter-governmental international organization, or any political party, its official or candidate for public office, or member of royal family, or
- (3) any person who used to serve as one of the positions abovementioned in paragraph (1) or paragraph (2) and is still having influence over such position after his/her leaving or retiring.

Committed by: \_\_\_\_\_

Date: \_\_\_\_\_

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1. If the Senior Vice President of Legal Affairs is not on duty, CEO or a person designated by CEO will perform his or her duties.

2. If a certain position of the Compliance Committee is vacant, CEO or a person designated by CEO will assume the responsibility of the position.

3. The position shall be held by a person from the Legal and Compliance Department designated by the Compliance Officer.

## Appendix A-3

### Anti-corruption Undertaking

I, \_\_\_\_\_ (ID No.: \_\_\_\_\_, “I” or “me”) enter into an employment contract (“**Employment Contract**”) with [ ] Co., Ltd. (the “**Company**”) on \_\_\_\_\_. I hereby represent, warrant and commit to the Company as follows:

1. I understand that it is required by your policy to fully comply with all applicable laws, regulations and administrative rules in relation with anti-corruption and anti-bribery (including but not limited to the *U.S. Foreign Corrupt Practices Act* and its amendments, collectively as “**Anti-Corruption Laws**”).
2. I shall abide by the relevant policies, procedures and compliance requirements of the Company and the relevant applicable policies, procedures and compliance requirements of investors required by the Company.
3. I shall constantly comply with Anti-Corruption Laws and any other applicable policies, procedures and compliance requirements of you. I am not involved in any ongoing or potential lawsuit, government action or other governmental legal proceeding in relation with Anti-Corruption Laws.
4. I shall not engage in any activity which may cause any violation of any laws by you or any of your officers, directors, employees or affiliates, including but not limited to Anti-Corruption Laws.
5. I have not offered, paid, promised or authorized to pay any money, or proposed or promised to pay or authorized to provide anything of value to any Government Official or commercial entity (or any person, including but not limited to family member of Government Official or commercial entity, provided that we or our Representative knows or reasonably should have known that the money or anything of value as mentioned above would probably be wholly or

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1. If the Senior Vice President of Legal Affairs is not on duty, CEO or a person designated by CEO will perform his or her duties.
  2. If a certain position of the Compliance Committee is vacant, CEO or a person designated by CEO will assume the responsibility of the position.
  3. The position shall be held by a person from the Legal and Compliance Department designated by the Compliance Officer.

partially provided, offered, or committed to, directly or indirectly, to any Government Official or commercial entity), and will not do so, for the purpose of:

- (1) influencing any action or decision of such Government Official or commercial entity in their official capacity;
  - (2) inducing such Government Official or commercial entity to act or fails to act which is in violation of their duties;
  - (3) securing any improper advantage; or
  - (4) inducing such Government Official or commercial entity to use his or her influence with any government agency to affect any action or decision by such Government Official or commercial entity, for the purpose of assisting us in obtaining or retaining our business, or introducing business to any of our transactions.
6. I shall not abet, connive, join in, assist, indulge or instigate any employee to commit any violation of this Commitment and/or other suspected violations of laws (including but not limited to Anti-corruption Laws).
7. In order to better prevent corruption and other illegal acts, I will communicate and emphasize the importance of anti-corruption and compliance to my subordinates at any time.
8. Upon discovering any violation or possible violation of this Commitment and/or other suspected violation of laws (including but not limited to Anti-corruption Laws) by me, any officer, director, employee or affiliate of the Company, I shall report to the Compliance Specialist in time (relevant materials can be sent to the following email address: [compliance@dnegroup.com](mailto:compliance@dnegroup.com)).
9. I shall not inquire about the whistleblower's information or retaliate against the whistleblower and other personnel assisting in the investigation.
10. When the Company or its authorized personnel investigate corruption and other illegal acts, I shall fully cooperate in the submission of relevant materials required by the Company or its authorized personnel.
11. If I violate any provision of this Commitment, I shall immediately take remedies, and the

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1. If the Senior Vice President of Legal Affairs is not on duty, CEO or a person designated by CEO will perform his or her duties.
  2. If a certain position of the Compliance Committee is vacant, CEO or a person designated by CEO will assume the responsibility of the position.
  3. The position shall be held by a person from the Legal and Compliance Department designated by the Compliance Officer.

Company shall have the right to punish me in accordance with relevant policies and procedures, including but not limited to immediately terminating the Employment Contract; in case of any loss caused to the Company by the above violation, I shall bear the corresponding liability for compensation; if any Anti-corruption Laws or Chinese laws are violated as a result of the aforementioned violations, I shall bear corresponding legal liabilities, including but not limited to criminal liabilities.

For the purpose of this Commitment, "government officials" mean:

- (1) any official or employee of national, provincial or local administrative department, legislative institution, judiciary authority, state-owned or state-controlled entity, or inter-governmental international organization, or any official or candidate for public office of political party, or a member of royal family, or
- (2) any other person representing national, provincial or local administrative department, legislative institution, judiciary authority, state-owned or state-controlled entity, or inter-governmental international organization, or any political party, its official or candidate for public office, or member of royal family, or
- (3) any person who used to serve as one of the positions abovementioned in paragraph (1) or paragraph (2) and is still having influence over such position after his/her leaving or retiring.

Committed by: \_\_\_\_\_

Date: \_\_\_\_\_

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1. If the Senior Vice President of Legal Affairs is not on duty, CEO or a person designated by CEO will perform his or her duties.
  2. If a certain position of the Compliance Committee is vacant, CEO or a person designated by CEO will assume the responsibility of the position.
  3. The position shall be held by a person from the Legal and Compliance Department designated by the Compliance Officer.