



Code of Conduct

行为准则

China Track Limited

1. Application

适用范围

- 1.1 China Track Limited (**Company**) and its subsidiaries (collectively, the **Group**) are committed to high standards of corporate governance and professional behaviour. This Code of Conduct (**Code**) outlines those standards that govern the activities of the Group.

China Track Limited（简称“公司”）及其子公司（简称“集团”）承诺建立高水平的公司治理和专业行为准则。本行为准则（简称“准则”）描述了本集团活动应遵守的标准。

- 1.2 This Code applies to all executive and non-executive directors, officers, employees, consultants, advisers and contractors of the Group (collectively, **Employees**). This Code applies to Employees at any time when business is conducted on and/or away from an Employee's principal place of employment and in all of the Group's workplaces.

本准则应用于所有公司的执行董事和非执行董事、主管、雇员、顾问和合同工（统称“员工”）。本准则适用员工在集团所有办公场所（无论该员工在或不在其主要办公场所）开展商业活动时候的行为。

2. Reasons for this Code

本准则的宗旨

- 2.1 The Group is committed to delivering strong returns and shareholder value while also promoting shareholder and general market confidence in the Group. The objectives of this Code are to ensure that:

集团致力于在为股东提供高回报和促进股东利益增长的同时，也致力于加强股东和市场对集团的信任度。本准则旨在确保：

- (a) high standards of corporate and individual behaviour are observed by all Employees in the context of their employment or engagement with the Group;

所有员工将在其雇佣或合同的范围内履行高标准的公司和个人行为准则；

- (b) Employees are aware of their responsibilities to the Group under their contract of employment and always act in an ethical and professional manner; and

员工了解他们在其雇佣合同下对集团的职责，以及时刻以有道德和专业标准行事；并且

- (c) all persons dealing with the Group, whether it be Employees, shareholders, suppliers, customers or competitors, can be guided by the stated values and practices of the Group.

所有涉及本集团的人员，无论是员工、股东、供应商、客户或者竞争对手，都受本集团所的价值和实践的指引。

- 2.2 The Group is committed to complying with this Code and expects that all Employees comply fully with it. Employees should at all times comply with both the spirit as well as the letter of all laws which govern the operation of the Group and the principles of this Code. Further, Employees should always use due care and diligence when fulfilling their role or representing the Group and should not engage in any conduct likely to bring discredit upon the Group.

本集团致力于遵守并且要求其所有员工完全遵守本准则。员工应当时刻遵守适用于集团的法律以及本准则的精神与具体内容。此外，员工在履行其职责和代表本集团的时候，应当时刻保持谨慎和尽职尽责的态度，并且不参与任何由可能对集团名誉带来损害的行为。

3. Conduct expected of Employees

员工行为要求

- 3.1 All Employees should:

所有员工应当：

Integrity

真诚

- (a) act honestly and in good faith at all times and in a manner which is in the best interests of the Group as a whole;

时刻以诚实和真诚的态度行事，并且为集团整体的最高利益而行事；

Conflicts of interest

利益冲突

- (b) conduct their personal activities in a manner that is lawful and avoids conflicts of interest between the Employee's personal interests and those of the Group and its customers. Where there is a potential conflict, the Employee should report that conflict to their manager, the Company Secretary or a relevant adviser;

以合法的形式开展其个人行为，并且避免个人利益与集团及其客户的利益产生冲突。当有潜在冲突存在的时候，该员工应当向其经理、公司秘书或相关顾问汇报。

Corporate opportunities

商业机会

- (c) not take advantage of property, information or position, or opportunities arising from these, for personal gain or to compete with the Group;

不得利用集团财产、信息和其在集团的地位，或者由此而产生的机会来谋取个人利益或者与集团竞争。

Confidentiality

保守秘密

- (d) restrict the use of non-public information (whether specific to the Group or entrusted to it by others) except where disclosure is authorised or legally required;

限制使用非公开信息（不管针对集团的或者他人托集团保密的），除非该披露是经过授权或者法律所要求的；

- (e) not make improper use of any information acquired by virtue of being an Employee, including the use of that information for personal gain or the gain of another party or in breach of a person's privacy;

不对任何通过作为员工的优势而取得的信息进行不当的利用，这包括了应用此类信息以谋取个人利益，或者为他人谋取利益，或者破坏他人隐私权的行为；

Trading in securities

交易证券

- (f) comply with the Company's Securities Trading Policy when trading in securities, including trading in securities of the Company. The purpose of the Securities Trading Policy is to ensure compliance with the law and to minimise the scope for misunderstandings or suspicions regarding Employees trading in securities while in possession of non-public price sensitive information;

在交易证券时，包括对公司的证券进行交易时，遵守公司的《证券交易政策》。该《证券交易政策》的目的是为了确保员工在持有非公开价格敏感信息的时候，遵守法律并且最大程度地降低有关员工进行不当证券交易的误会或者怀疑。

Responsibilities to key stakeholders

对关键利益相关方的责任

- (g) always deal with shareholders, clients, customers, suppliers, competitors and other Employees in a manner that is lawful, diligent and fair and with honesty, integrity and respect;

在处理与股东、客户、顾客、供应商、竞争对手以及其他员工的事务的时候，应合法、尽职勤勉、公正、诚信和尊重地行事；

Protection and proper use of the Group's assets and property

保护以及正确使用集团财产

- (h) ensure that the Group's assets and property (including intellectual property) are protected and only used for authorised and legitimate business purposes;

确保集团财产受到保护并且只在得到授权和合法商业目的的情况下使用集团财产；

Anti-bribery and gifts

反贿赂与馈赠

- (i) always comply with laws against bribery, corruption and related conduct applying to the Group in all the jurisdictions where the Group operates;

在本集团经营的所有司法管辖区内，始终遵守有关反贿赂、反贪污及有关行为的法律；

- (j) not offer any unlawful inducements, secret commissions or bribes to further the Group's business interests, and not accept any money or opportunity or other benefit that could be interpreted as an unlawful inducement, secret commission or bribe;

不提供任何非法的利诱、私下回扣或贿赂以换取集团进一步的商业利益，并不接受可以识别为非法利诱、私下回扣或贿赂的任何金钱、机会或利益；

- (k) exercise care in accepting hospitality, entertainment or gifts over and above that required for the normal conduct of the business or which might compromise the Employee's impartiality;

在接受超出正常范围内或可能导致员工行为公正性受到影响的招待、娱乐活动或赠礼时须慎重谨慎行事；

Dealings with politicians and government officials

处理与政客及政府官员的关系

- (l) conduct any dealings with politicians and government officials which relate to the Group and its business activities at arm's length with the utmost professionalism;

处理与本集团及其业务活动有关的政客及政府官员的关系时须遵守公平原则及以最高标准专业精神行事；

- (m) not make any donation or other financial contribution to any political party or candidate for an election or sponsor any organisations (other than in a purely personal capacity) without seeking and obtaining prior approval from the Company Secretary;

不得在获得公司秘书事先批准前，向任何政党或候选人作出任何捐赠或其他财务贡献或资助任何组织（以纯粹个人名义除外）；

Privacy

隐私

- (n) must respect and safeguard the privacy of personal information held by the Group regarding its clients, customers, suppliers, employees and others;

必须尊重及保障本集团客户、顾客、供应商、雇员及其他团体的个人资料的隐私；

Compliance with laws and regulations

遵守法律和法规

- (o) always act in a manner that is in compliance with all applicable laws and regulations. In addition, it is expected that all Employees will act in compliance with this Code and the Group's other policies as in force from time to time; and

时刻遵守所有适用法律法规。并且，所有员工都要求时刻遵守本准则和集团其他相关政策；并且

- (p) report any actual or potential breaches of the law, this Code or the Group's other policies to their manager or the Company Secretary or a relevant adviser. If ever in doubt, Employees should seek advice immediately.

向公司秘书汇报任何事实或者潜在违反法律、本准则或其他公司政策的情况。即使在不确定的情况下，员工也应当立刻寻求建议。

4. Employment practices

公平雇佣

- 4.1 The Group aims to provide a work environment in which all Employees can excel regardless of race, religion, age, disability, gender, sexual preference or marital status. In order to ensure that this occurs, the Group will from time to time maintain various policies relating to the workplace. Employees should familiarise themselves with such policies and ensure that they comply with them.

集团旨在为提供一个所有员工都能取得成功的工作环境，无论员工的种族、宗教信仰、年龄、是否有残疾、性别、性取向和婚姻状态如何。为了确保上述宗旨得以贯彻，集团将不时地维护各项关于工作环境的政策。员工应当熟悉并且确保遵守这些政策。

5. Accounting policies and disclosure

会计政策与披露

- 5.1 The Group is committed to delivering to shareholders and the market accurate, timely and up-to-date information within both the letter and spirit of the Listing Rules of the Australian Securities Exchange, all relevant laws and applicable accounting standards.

在《澳大利亚证券交易所上市规则》、所有相关法律以及适用的会计准则的精神和具体内容的指引下，集团致力于向股东和市场提供准确、及时、最新的信息。

6. Whistleblower protection

举报人保护

- 6.1 The Group actively promotes and encourages ethical behaviour and protection for those who report violations in good faith. The Group will ensure that Employees are not disadvantaged in any way for reporting actual or suspected violations of this Code or other unlawful or unethical conduct and that matters are dealt with promptly and fairly.

集团积极促进和鼓励符合道德标准的行为，并且对诚实举报违反道德标准行为的人进行保护。集团确保员工将不会因举报任何违反本准则和其他不合法或者不道德的行为而处于任何不利的地位。集团也将确保将及时和公正地处理这些事务。

7. Compliance with this Code

遵守本准则

- 7.1 The Company Secretary in conjunction with the Audit and Risk Committee has responsibility for monitoring and ensuring compliance with this Code, including the conduct of regular reviews of operations and general compliance.

公司秘书协同审计与风险管理委员会负责监督和确保本准则得到遵守，包括采取定期审查其实施情况以及总体合规情况。

- 7.2 Failure to comply with this Code is considered a very serious matter, may breach the law and, in the case of any employees, result in disciplinary action including termination of employment. In the case of contractors, a breach may result in termination or non-renewal of contractual arrangements.

违反本准则的行为被视为非常严重的问题，且可能导致违反法律，并且相关员工可能会受到包括终结雇佣关系的纪律处分。对于合同工，违反本准则可能导致合同关系的终止和拒绝续约。

8. Questions

问题

- 8.1 For questions about the operation of this Code, please contact the Company Secretary.

若对执行本准则的执行有任何问题，请联络公司秘书。