

## Continuous Disclosure Policy

持续披露政策

China Track Limited

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## 1. Introduction

### 介绍

- 1.1 China Track Limited (**Company**) has adopted this Continuous Disclosure Policy (**Policy**) to ensure that it complies with its disclosure obligations under the *Corporations Act 2001* (Cth) (**Corporations Act**) and the Listing Rules of the Australian Securities Exchange (**ASX**).

China Track Limited（简称“公司”）制定实施本持续披露和外部交流政策（简称“政策”）以确保其遵守《澳大利亚联邦公司法(2001年)》（简称“公司法”）和《澳大利亚证券交易所（简称“澳交所”）上市规则》所规定的披露义务。

- 1.2 This Policy applies to all executive and non-executive directors, officers, employees, consultants (collectively, **Employees**) of the Company and its subsidiaries.

本政策适用于公司及其子公司所有执行和非执行董事、主管、雇员、顾问和合同工（统称“员工”）。

- 1.3 Although this Policy relates to disclosure to ASX, the information which is material to the Company could arise in any country where the Company conducts business.

尽管本政策是关于在澳大利亚就澳交所进行披露，在公司有商业活动的任何国家内，仍有可能产生对公司重要的信息。

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## 2. Company's Disclosure Obligations

### 公司的披露义务

- 2.1 The Company is listed on ASX and must comply with the continuous disclosure obligations in the ASX Listing Rules. These obligations have the force of law under the Corporations Act.

本公司上市于澳交所，必须遵守《澳交所上市规则》的持续披露义务。披露义务在公司法下有法律效力。

- 2.2 The main ASX disclosure requirement is set out in ASX Listing Rule 3.1, which essentially requires the Company to **immediately** (meaning, "promptly and without delay") disclose to the market any information concerning the Company of which it is or becomes aware of and which a reasonable person would expect to have a material effect on the price or value of securities of the Company. Disclosure is made by making an announcement to the ASX.

澳交所主要披露要求在《澳交所上市规则》第3.1条中列明，本质上要求公司对涉及公司事务的、合理人士预计会对股票价格和证券价值产生实质性影响的事项，立即（意为“即时且无延迟地”）向澳交所进行通告。披露将以公告形式传递澳交所。

- 2.3 Information will be taken to have a material effect on the price or value of the Company's securities if it would be likely to influence investors in deciding whether to buy, hold or sell the Company's securities if the information became public. This type of information is referred to as "price sensitive information".

如果相关信息的发布能够影响投资者购买、持有或出售该公司股票的决定，该等信息将被认定为对本公司的股票价格即证券价值有重大影响。此类信息被称为“价格敏感信息”。

- 2.4 Materiality is assessed using measures appropriate to the Company and having regard to the examples given by ASX in ASX Listing Rule 3.1.

信息的重要性以适用于公司的方法及参考澳交所在《澳交所上市规则》3.1条中所举例情况进行评估。

- 2.5 Materially price sensitive information must be immediately disclosed to ASX unless it falls within the scope of the limited confidentiality exemption contained in ASX Listing Rule 3.1A.

重要价格敏感信息必须立即向澳交所通告，除非该等信息属于澳交所上市规则第3.1A条内所规定的限制性保密信息，属于例外情况。

- 2.6 Furthermore, anyone who uses or communicates materially price sensitive information may breach the insider trading provisions in Part 7.10 of the Corporations Act. Employees should also comply with the Company's Securities Trading Policy.

任何使用或传递重大价格敏感信息的人可能违反公司法7.10部分的内幕交易规定。员工也应遵守本公司的《证券交易政策》。

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### 3. Disclosure Committee

#### 信息披露委员会

- 3.1 The Company should establish a Disclosure Committee.

本公司须成立信息披露委员会。

- 3.2 The members of the Disclosure Committee may vary from time to time, but will consist of at least one member of senior management in addition to the Company Secretary.

信息披露委员会成员可不时变换，但应一直包括公司秘书以及至少一名高级管理人员。

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### 4. Compliance approach

#### 合规性

- 4.1 The Company takes its disclosure obligations seriously and seeks to comply with the spirit as well as the letter of the ASX requirements.

公司严肃对待其披露义务并且努力遵守澳交所要求的精神和具体内容。

- 4.2 This Policy emphasises a pro-active approach to continuous disclosure. Notwithstanding the establishment of the Disclosure Committee, all Employees are required to notify the Company Secretary or other member of the Disclosure Committee if they believe there is material information which requires disclosure and are encouraged to approach the Company Secretary or other member of the Disclosure Committee if they have any queries about what

information should be disclosed to ASX. The objective is to create a culture of openness which is conducive to the fulfilment of the Company's disclosure obligations.

本政策强调以主动的方式进行持续披露。除信息披露委员会的设立外，所有员工都必须通知公司秘书或者任何一名信息披露委员会成员任何他们相信有可能是重要的并且应当按要求披露的信息，并且应当鼓励他们向公司秘书或者其中一名信息披露委员会成员咨询关于何种信息应当向澳交所披露的问题。该目标旨在建立一个开放沟通的企业文化，从而有利于公司履行其披露义务。

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## 5. Material information must be reported

### 重大信息必须通报

- 5.1 It is imperative that all material information be reported to the Company Secretary or other member of the Disclosure Committee. However, the Disclosure Committee should also consider whether the material information could fall within the scope of the ASX Listing Rule 3.1A exemption.

所有重大信息必须向公司秘书或其他信息披露委员会成员披露。但信息披露委员会同时应当考虑该等重大信息是否属于《澳交所上市规则》第 3.1A 条所规定的例外情况。

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## 6. Exceptions to disclosure of information

### 信息披露的例外情况

- 6.1 Under ASX Listing Rule 3.1A, certain material information does not need to be disclosed if each of the following paragraphs (a), (b) and (c) is satisfied in relation to the information:

根据《澳交所上市规则》第 3.1A 条，同时满足以下(a)、(b)和(c)项条件的重大信息将不需要进行披露。

**(a) one or more of the following conditions apply:**

(首先)符合下列一个或多个情形：

- (i) it would be a breach of the law to disclose the information; or  
该等信息的披露将触犯法律；或者
- (ii) the information concerns an incomplete proposal or negotiation; or  
该等信息是有关一项尚未完成的议案或协商事项；或者
- (iii) the information comprises matters of supposition or is insufficiently definite to warrant disclosure; or  
该等信息包含假设或不确定的事项，无法保证披露的确定性；或者
- (iv) the information is generated for internal management purposes of the Company; or

该等信息是公司内部管理目的而生成的信息；或者

(v) the information is a trade secret; *and*

该等信息为商业秘密，*并且*

(b) **the information is confidential and ASX has not formed the view that the information has ceased to be confidential; *and***

(其次)该信息属于保密信息，且澳交所不认为该信息已不再保密的观点；*并且*

(c) **a reasonable person would not expect the information to be disclosed.**

合理人士不会预期该信息需要被披露。

6.2 If a member of the Disclosure Committee believes that certain material information falls within the ASX Listing Rule 3.1A exemption, they should specify exactly why they consider it meets the criteria set out in (a), (b) and (c) above.

如果信息披露委员会成员相信某些重大信息属于《澳交所上市规则》第 3.1A 条所规定的例外情况，他/她应具体阐明为何其认为该等信息符合上述(a)、(b)及(c)条件的原因。

## Maintaining confidentiality

### 维护保密性

6.3 If certain material information is being withheld from immediate disclosure on the basis that it is confidential, then it is important that all necessary steps be taken to ensure that the information remains confidential. This includes ensuring that it is not disclosed to third parties except on the basis of a written confidentiality undertaking.

若某些重大信息因保密性原因而被保留未立即披露，则必须采取一切必要措施确保信息的保密性，包括确保信息不会被披露给第三方，除非是在其书面承诺保密的前提下。

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## 7. Disclosure Roles and Responsibilities

### 披露义务及职责

#### Disclosure Committee

##### 信息披露委员会

7.1 The role of Disclosure Committee is to manage the Company's compliance with its disclosure obligations and this Policy. Subject to any direction given by the Board, its responsibilities will include:

信息披露委员会的义务在于确保公司履行披露责任及遵守此政策的规定。受限于董事会的任何指示外，其职责包括：

(a) seeking to ensure that the Company complies with its disclosure obligations;

确保公司遵守其披露义务；

- (b) assessing the possible materiality of information which is potentially price sensitive;  
评估潜在价格敏感信息可能存在的重要性；
- (c) making decisions on information to be disclosed to the market;  
就向市场披露的相关信息作出决定；
- (d) referring any announcement which the Disclosure Committee considers to be a matter of key significance to the Board for consideration, except where the Board has delegated to the Disclosure Committee the authority to approve and release announcements;  
将信息披露委员会认为属重要事项的相关公告转交董事会考虑，除非董事会已授予披露委员批准和发布该公告的权力；
- (e) seeking to ensure that announcements are made in a timely manner, are not misleading, do not omit material information and are presented in a clear, balanced and objective way;  
确保公告的发布及时、无误导性、不存在重大遗漏且公告的表述方式清晰、均衡以及客观；
- (f) reviewing the Company's periodic disclosure documents and media announcements before release to the market; and  
在向市场发布前审查本公司定期披露的文件和媒体公告；及
- (g) periodically monitoring disclosure processes and reporting the effectiveness of this Policy.  
定期监督披露程序并报告此政策的有效性。

7.2 Without limiting the above, the Board may from time to time determine that certain disclosure matters are to be brought to it for review (for example, disclosures in relation to strategic or important initiatives).

除上所述外，董事会可以不时决定某些披露事项将交由董事会审查（比如对战略或重要举措的相关披露）。

## Company Secretary

### 公司秘书

7.3 The Company has appointed the Company Secretary as the person responsible for communication with ASX in relation to Listing Rule matters and also for the general administration of this Policy.

本公司已委任公司秘书作为与澳交所就有关上市规则的事宜及本政策的总体管理情况进行沟通的负责人。

7.4 The Company Secretary's responsibilities include:

公司秘书的职责包括：

- (a) seeking to ensure that ASX is immediately notified of any information which needs to be disclosed;  
立即通知澳交所任何需要披露的信息；
- (b) reviewing Board papers and other information referred to the Company Secretary for events that the Company Secretary considers may give rise to disclosure obligations;  
审查其认为可能产生披露责任的董事会文件及交给其处理的其它信息；
- (c) maintaining a record of discussions and decisions made about disclosure issues by the Board and a register of announcements made to ASX; and  
记录所有与信息披露问题相关的董事会讨论以及决定并保存向澳交所提交的公告的记录；以及
- (d) being the liaison between the Disclosure Committee, the Board and the ASX in relation to matters of disclosure.  
作为信息披露委员会、董事会以及澳交所之间就有关披露信息事宜的联络人。

7.5 The Company Secretary will also communicate significant amendments made by the Board to this Policy to the Disclosure Committee and relevant Employees.

公司秘书亦会将董事会对本政策作出的重大修订向信息披露委员会及相关员工传达。

7.6 The Disclosure Committee and other Employees should feel free to contact the Company Secretary if they have any questions about the Policy.

若信息披露委员会或其他员工就本政策有任何疑问，应随时联系公司秘书。

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## 8. Disclosure matters generally

### 一般披露事项

#### Inform ASX first

##### 事先通知澳交所

8.1 The Company will not release any information publicly that is required to be disclosed through ASX until the Company has received formal confirmation of its release to the market by ASX.

在公司未收到澳交所的正式确认前，公司将不会公开发布任何需要通过澳交所披露的信息。

8.2 Information must not be given to the media or others before it is given to ASX, even on an embargo basis.

在提交给澳交所前，信息不得透露给媒体或其他人士，即使是在禁止其发表的前提下。

#### Dealing with analysts

## 处理有关分析师的事务

- 8.3 The Company must ensure that it does not give analysts or other select groups of market participants any material price sensitive non-public information at any time, for example, during analyst briefings, answering analysts' questions or reviewing draft analyst research reports. It is permissible to clarify or correct any errors of interpretation that analysts make concerning already publicly available information, but only to the extent that the clarification or correction does not itself amount to giving the analyst material non-public information (such as correcting market expectations about profit forecasts).

公司必须确保其在任何时候都不会向分析师或者其他选定的市场参与者透露任何重要价格敏感非公开信息（例如在分析简报会时，回答分析师的问题或者审查分析师研究报告草稿）。就分析师做出的关于已公开的信息的陈述上有错误和需要澄清的地方，可以给予相应的纠正和澄清，但应限制在不会因此而向分析师透露非公开信息的范围内。

- 8.4 In order to preserve transparency and confidence in the Company's disclosure practices, all information given to analysts at a briefing, such as presentation slides, should also be given to the Company Secretary for immediate release to ASX and posted on the Company's website. The information must always be released to ASX before it is presented at the briefing.

为了保护公司披露准则的透明度和可信度，所有在简报会上给予分析师的信息（例如演讲幻灯片）也应当同时交给公司秘书以向澳交所做出立即通告并且发布于公司网站。这些信息必须先向澳交所通告后才可在简报会上公布。

- 8.5 Slides from other public speeches by a director or senior manager of the Company, such as at an industry seminar, which relate to the Company or its business should also be made available in this way to allow the Company Secretary to consider if it contains new material price sensitive information which should be disclosed.

公司董事或者高级经理其他公开演讲（例如产业研讨会）中所使用的幻灯片，如果该幻灯片内容有涉及到公司及其商业活动的，应当同时向公司秘书提供，以供其考虑其中是否包含了新的应当披露的重要价格敏感信息。

- 8.6 All dealings with analysts should be carefully monitored by those Employees participating in such dealings to ensure that material non-public information is not inadvertently disclosed, and if this occurs the Company must immediately disclose that information to ASX.

在处理所有与分析师相关的事务时，参与其中的员工必须仔细监督对该事务的处理，并且确保重要的非公开的信息不会在此过程中无意泄露。若发生信息泄漏情况，则必须立刻向澳交所透露该信息。

## Authorised Company spokespersons

### 公司授权发言人

- 8.7 The only people authorised to speak publicly on behalf of or in relation to the Company (i.e. to make public verbal statements in respect of the Company) are:

唯一有权代表公司的人士或者就有关公司的问题向公众发表言论的人士（即向公众口头发表有关公司的声明）为：



- (a) the Chair;  
董事会主席；
- (b) the Chief Executive Officer; and  
首席执行官；以及
- (c) any person who is expressly authorised in writing by the Board.  
任何由董事会书面明示授权的人士。

8.8 This requirement applies in respect of all enquiries by the media, analysts and shareholders.  
此要求适用于有关任何由媒体、分析师和股东提出的质询。

8.9 All enquiries by regulators should be passed on to the Company Secretary immediately.  
所有由监管机构提出的质询必须立刻向公司秘书转递。

## Market speculation and rumours

### 市场猜测与传言

8.10 In general, the Company does not respond to market speculation and rumours except where:  
一般情况下，公司不需要回应任何市场猜测和传言，除非：

- (a) the speculation or rumours indicate that the subject matter is no longer confidential and therefore the exception to disclosure set out in the ASX Listing Rules no longer applies;  
该猜测和传言中使得其主题信息已经不再是机密信息，因此在《澳交所上市规则》中所规定的信息披露的例外情形已不再适用；或者
- (b) ASX formally requests disclosure by the Company on the matter; or  
澳交所正式要求公司就此事项进行披露；或者
- (c) the Disclosure Committee or Board considers that it is appropriate to make a disclosure in the circumstances.  
信息披露委员会或董事会认为在此情况下应当做出披露。

8.11 Only authorised company spokespersons may make any statement on behalf of the Company in relation to market rumours or speculation. If an Employee becomes aware of any market speculation or rumours of which the Company Secretary or other member of the Disclosure Committee may not be aware, these should be reported to the Company Secretary or other member of the Disclosure Committee immediately.

只有公司授权发言人有权代表公司就市场传言和猜测做出回应。如果员工得知任何公司秘书或信息披露委员会可能尚未知悉的市场猜测或传言，则必须立刻向公司秘书或其他信息披露委员会成员汇报。

## False market

## 虛假市場

- 8.12 If ASX considers that there is, or is likely to be, a false market in the Company's securities and asks the Company to give it information to correct or prevent a false market, the Company must give ASX the information needed to correct or prevent the false market.

如果澳交所認為公司證券交易存在虛假市場或可能存在虛假市場的情況，并向公司索取信息以便糾正或預防虛假市場的產生，公司必須向澳交所提供上述所需信息。

## Trading halts

### 短暫停牌

- 8.13 In certain circumstances, the Company may need to request a trading halt from the ASX to maintain the efficient trading of its securities. The Board will make all decisions in relation to trading halts and, unless otherwise approved by the Board, the Company Secretary is the only person authorised to request a trading halt on behalf of the Company.

在特定的情況下，公司可能需要向澳交所申請短暫停牌以保持其證券交易的有效進行。董事會將所有就與停牌有關的事項做出決定，並且除非董事會另行同意，公司秘書為唯一有權代表公司提出短暫停牌申請的人士。

## Website

### 網站

- 8.14 All company announcements will be posted on the Company's website immediately after they are released to ASX.

所有公司通告將會在澳交所發布之後立即上載發布至公司網站。

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## 9. Breaches

### 違反本政策

- 9.1 It is important that the Company complies with its continuous disclosure obligations. Failure to comply with the disclosure obligations in this Policy may lead to a breach of the Corporations Act or ASX Listing Rules and to personal penalties for directors and officers. Accordingly, it is incumbent upon all Employees to comply with this Policy.

公司遵守其持續披露義務為非常重要的事項。不遵守此政策內的信息披露義務可能違反公司法或《澳交所上市規則》、並導致董事及高級管理人員的個人處罰。因此，所有員工必須遵守這項政策。

- 9.2 Breaches of this Policy will be viewed seriously and may lead to disciplinary action being taken against the relevant Employee. In serious cases, such action may include dismissal. Any Employee who becomes aware of a violation of this Policy should immediately report the violation to the Company Secretary.

违反本政策的行为将会被严肃对待，并且有可能导致对相关员工的违纪处分。情节严重的，该处分可能包括解聘。任何员工得知有违反本政策的行为发生的情况应立刻向公司秘书汇报。

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## 10. Review of Policy

### 本政策的审查

The Disclosure Committee may review this Policy from time to time and report to the Board any changes it considers should be made. This Policy may be amended by resolution of the Board.

信息披露委员会将不时审查本政策并就任何其认为必要的改动向董事会汇报。本政策可以通过董事会决议修改。

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## 11. Questions

### 问题

- 11.1 For questions about the operation of this Policy or its application in any particular situation, please contact the Company Secretary.

若对本政策的施行或本政策在某情况下的适用有任何问题，请与公司秘书联络。