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ABSTRACT

This code is designed to help you translate our values into actions. It provides standards for meeting specific legal and policy obligations. Without strong stakeholder relationships, JOYOU cannot succeed commercially; the integrity and reputation of our brand and that of JOYOU go hand in hand. This code also lists resources and provides guidance for obtaining advice and for reporting a problem. No one can anticipate all the issues we will face, so asking questions, getting advice and letting the right people know about potential problems are all vital to the enhancement and protection of our reputation.

摘要

本规范旨在帮助你将价值观转变为行动。也提供了一套标准来满足具体的法律法规和政策义务。牢固的合作伙伴关系是中宇取得成功的关键之一；我们将秉持品牌的诚信和声誉，不断发展。本规范也列举了可用资源，并提供了获取建议和举报的途径。没有人可以事先预见我们面临的所有问题，因此，提出疑问、获取建议，使相关人员认识到所有潜在问题对于提高和保护本公司的声誉的重要性。

1. OUR RESPONSIBILITIES

1.1 Everyone

Learn about and comply with all relevant laws, regulations and JOYOU policies that apply to your job. If in doubt about the proper course of action, get advice. You have many options, including your superior, colleagues or the Compliance Management Department. Be alert for and report potential violations and problems to the Compliance Management Department.

Keep yourself and the company out of trouble. Speak up, for example, if you are pressured to do something you think is wrong, or if you are being harassed. Remember that violations of law can mean prosecution and lawsuits for individuals, as well as for the company.

Be truthful and co-operative in all kind of investigations. Never interfere or retaliate against a person who reports a problem or provides information in any investigation. Maintain confidentiality. Recognize that JOYOU will take appropriate disciplinary action against employees who violate this code, JOYOU policies or legal obligations, or who fail to ask advice or to report problems. Such disciplinary action will be taken also for supervisors and all levels of management for lack of diligence, supervision or leadership.

You owe a duty of undivided business loyalty to JOYOU. This duty is violated if you engage in activities that cause, or may reasonably be thought likely to cause, a conflict with the interests of the company. You should also be careful not to create the appearance of a conflict of interest because that can lead to distrust among our stakeholders. Instead, you should disclose potential conflicts, and proceed only with the approval of the company.

You should only offer gifts and entertainment that are business courtesies, designed to build relationships and goodwill, but not to obligate a recipient. Thus, you should only offer gifts of modest value, preferably displaying our brand and should not provide excessive entertainment. We

一、中宇人的职责

(一) 个人职责

学习并遵守所有相关法律法规和中宇政策。如有疑虑，可向上级、同事或合规管理部门寻求建议；警惕潜在的违纪行为和问题，并向合规管理部门举报。

远离纠纷, 如果你被迫做了一些你认为不对的事情或受到骚扰，也可私下或采用匿名的方式拨打合规热线。切记，不仅个人会因为违法行为而遭到法律诉讼，公司也不能幸免。

在各类调查中应保持诚实、合作的态度。不得干涉或报复那些举报问题或在任何调查中提供信息的人，保持机密。应认识到，中宇对于违法乱纪、不征询意见或不举报问题的员工，将采取严厉的纪律处分。这类处分也适用于懒惰、不指导、不领导下属的上级或所有级别的管理层。

员工应对中宇负有全心全意的商业忠诚义务。如果你从事的行为引起或者有理由被认为很可能会引起与公司利益的冲突，你就违背了这个义务。你也应该小心不要制造利益冲突的形象，因为这有可能导致我们失去共同经营者的信赖。相反的，应该公开潜在的冲突，只有在获得公司的认可之后才可以继续。

在赠送礼品和招待客人时，旨在出于商业礼节和建立关系以及传达良好诚意为目的，而不是强人所难。因此只给予价值适当的礼物，最好是展示我们品牌的礼物，也不应该提供过度的

should also avoid the giving of 'extravagant' gifts or entertainment to colleagues when marking special occasions or celebrating success which may unwittingly create some inadvertent personal tax exposure (i.e. benefit in kind). Common sense and sound judgment should prevail. You should understand the customer's policy regarding acceptance of gifts and entertainment. You should also fully document and keep records of gifts and entertainment.

You may accept reasonable business-related entertainment (for example, dining or attending sports or social events) that is conducted in the best interest of JOYOU and fosters business discussions and relationships. But this entertainment should not obligate you or influence your decisions to JOYOU's detriment. If a refusal will offend or jeopardize a business relationship, the situation should be referred to your manager and the Compliance Management Department.

1.2 Management

Lead by example. Make sure that all commercial activity reflects JOYOU's values.

Communicate the code to JOYOU employees and others acting on our behalf. Emphasize its importance to JOYOU's commercial success and long-term sustainability. Leave no doubt where you stand.

Establish the right environment. Make sure that your people get the training for the policies related to their job and resources they need to protect the company and themselves. Encourage them to seek advice from the Compliance Management Department. Make sure that people feel able to report suspected violations without fear of reprisal.

Ensure that allegations of legal and policy violations are reported promptly to your superior or the Compliance Management Department so that the right team for any investigation that may be necessary can be assembled. Take appropriate disciplinary action in response to lapses in procedures or breaches of the Code of Business Conduct, working closely with the Compliance Management Department and

招待。同时，应该避免在纪念特别的节日和庆祝成功时赠送奢侈的礼物和招待给同事，这样可能会在无意间造成一些不经意的个人税务风险（比如说实物福利）。员工应该理解客户有关收受礼物和招待的政策，也应该完整记录并存档礼物和招待内容。

企业允许接受合理的与商业相关的招待(比如说就餐或者参加体育或者社交盛事)，并且这是为了中宇的最大利益和培养商务讨论和关系。但是这种招待不应该被强加给你或者导致你损害中宇的利益。如果你的拒绝会得罪或者危及到商业关系，你应该把这种情况告诉你的经理和合规管理部门。

(二) 管理层职责

用事实说话。确保所有的商务活动都符合中宇的价值观。

向中宇员工及其他代表宣传本规范。强调它对中宇集团成功和长期可持续发展的重要性，要坚持立场。

创造适当的环境。确保员工能够得到与他们工作相关的培训和资源，以保护公司和他们自己。鼓励员工向合规管理部门征求意见。确保员工可大胆举报可疑的违规行为，而不用担心被报复。

确保及时向上级或合规管理部门举报违法乱纪行为，以便在必要的情况下召集相关人员展开调查。对于违法乱纪行为，采取适当的整顿措施，与合规管理部门和人事部门密切合作。

Human Resources Departments.

Never try to investigate a potential problem without the active involvement of the Compliance Management Department experts for the case. The Director Office directs all responses to government investigations, and oversees internal investigations with potential legal implications.

1.3 Agents, representatives and consultants

Agents, representatives and consultants are required, to comply with this code and to report potential violations to the Compliance Management Department. They also have the same opportunity as JOYOU employees to contact the Ombudsman if they believe that their rights are compromised.

(a) *Agents and sales representatives*

Agreements with agents, independent sales representatives, marketing consultants and promotion companies all present compliance risks. Agreements with such personnel must be in writing and must clearly and accurately set out the services to be performed, the basis for earning the commission or fee involved, and the applicable rate or fee. Any such payments must be reasonable in amount, not excessive in light of the practice in the trade, and commensurate with the value of the services rendered.

Any payment, which is improper when made by JOYOU employees, and any action that is improper if undertaken by a JOYOU employee, is also improper if undertaken by an agent, consultant, or other third party on behalf of the company, where the company knows or has reason to know that the payment or action will be made.

(b) *Consultants and temporary employees*

You should give consultants, independent contractors and temporary employees a copy of this

不要在没有合规管理部门参与行动的情况下调查一项潜在的问题。总裁办主导回应所有的政府调查以及所有隐含潜在法律问题的海外内部调查。

(三) 代理商、业务代表和顾问的职责

代理商、业务代表和顾问也应遵守本规范，并向合规管理部门举报潜在的违规行为。如果他们认为自己的权利受到侵害，也可拨打合规热线。

(a) *代理商和销售代表*

中宇与代理商、独立销售代表、营销顾问及推广公司的协议都会造成合规风险。同这些职员的协议必须是书面且清晰准确的规定：要实行的服务，赚取得薪金或者有关的费用的依据。任何这样的支付在数量上必须合理，根据行业的惯例，不应该过多，应与服务价值相适应。

中宇员工做出的任何不合理支付或者不合理行动，如果发生在代理商、顾问或者其他代表公司的第三方身上，也将被视为不合适的，企业应该知道或者有理由知道即将作出的支付和行动。

(b) *顾问和临时工*

中宇应该给顾问、独立承包商和临时工一份本守则，并且他们必

code, and they have to sign the JOYOU Code of Business Conduct reception form. You should specifically inform them about their right and responsibility to seek advice and report violations, particularly to the Ombudsman.

(c) *Joint ventures and non-wholly-owned subsidiaries*

Every non-wholly-owned subsidiary and joint venture which JOYOU controls, by majority ownership or contract, should adopt policies aligned with this code. You should refer any objections the Compliance Management Department.

2. JOYOU'S OBLIGATIONS

Corporate citizenship balances responsibility to society and the environment with acknowledgment of our right to trade freely and our expectations to be treated fairly. This code's emphasis on JOYOU 's values, integrity and compliance is at the core of our aim to be a good corporate citizen.

By being a good corporate citizen, we aim to make a positive contribution to the well-being of our stakeholders and to the economic, social and environmental sustainability of the communities in which we operate. By becoming a sustainable business within a stable society and environment, we will create long-term value for our shareholders and for our employees.

2.1 Obligations to Employees

(a) *Human rights and employment*

JOYOU recognizes and encourages the uniqueness of each employee's individual contribution to the business. Our core values promote openness and teamwork, invite challenge, and encourage trust in people.

JOYOU employees have the right to expect that their human rights and dignity will be respected, and that they will be treated fairly in all

须签署《中宇商业行为规范》签收单。你应该特别通知他们，他们有权力和义务获得建议和上报违规事件，特别是通过申诉热线。

(c) *合资公司和非全资附属公司。*

中宇控制的非全资附属公司和合资企业，通过多数所有权或者合同，应该采取与本守则一致的政策。你应该把异议提交给合规管理部门。

二、中宇的义务

企业平衡着对社会与环境的责任和我们自由贸易权力的认知，还有我们希望被公平对待的期望。这项守则强调了中宇的价值观和诚信。为了成为一个优秀的企业公民，遵纪守法是我们的宗旨。

我们的目标是为我们的共同经营者和我们运作其间的社区的经济、社会、环境的可持续发展作出积极贡献。通过成为一个在稳定社会和环境里的可持续发展的企业，我们将为我们的股东和雇员创造长期的价值。

(一) 对员工的义务

(a) *人权和就业*

中宇认可并鼓励每个员工为本企业作出个人贡献。我们提倡开放性与团队合作，鼓励创新，并增强人与人之间的信赖感。

中宇的员工有权力期待他们的人权和尊严受到尊重，在就业的所有方面他们会受到公平对待。我

aspects of employment. We will not contribute directly or indirectly to human rights abuses.

JOYOU's hiring practices are in strict compliance with the International Labour Organization and the Conventions of the United Nations, especially concerning standards on forced labour, minimum age and child labour.

JOYOU assures to treat all employees respectfully and to execute sanctions, penalties or other disciplinary measures only in full compliance with national and international laws and prevalent Human Rights Conventions.

JOYOU is committed to full and open communication with employees. We respect the right of employees to join or not to join workers' organizations and to elect their representatives, to organize their administration and activities and to formulate their programs and goals.

(b) *Equal opportunity*

JOYOU is proud to be a multi-cultural community operating in a diverse business world and as an equal opportunity employer we are committed to and value diversity. In all aspects of employment, such as recruitment, compensation and benefits, training, promotion, transfer and termination, you are expected to treat individuals solely according to their abilities to meet the requirements of their job. You should do so without regard to factors such as race, religion, colour, ethnic or national origin, age, disability, gender, sexual orientation, marital status or any similar factors.

(c) *Harassment and abuse*

JOYOU is committed to providing a workplace that is free from harassment and abuse, especially, but not limited to, behaviour that is related to race, religion, colour, ethnic or national origin, age, disability, gender, sexual orientation,

们不会直接或者间接纵容对人权的践踏。

中宇的招聘严格遵照国际劳动组织和联合国公约的规定，尤其是关于强迫劳动、最低年龄限度和童工的标准。

中宇确保尊重所有的员工，所有的制裁、惩处和违纪措施都是完全遵照国内和国际法律以及现行的人权公约实施的。

中宇承诺与雇员全面和开放的交流。我们尊重雇员加入或不加入工会的权利，雇员可选举他们的代表，组织管理和活动，制定计划和目标。

(b) *机会平等*

中宇为能在一个多样性的商业天地里成为一个多文化团体而感到自豪。作为一个机会平等的企业，我们承诺并重视多样性。在就业的所有方面，比如说招聘、赔偿、补助、培训、提拔、调动和解约，根据每个人达到工作要求的能力来对待，一视同仁，不论种族、宗教、肤色、民族、国籍、年龄、残疾与否、性别、性取向、婚姻状况和任何当地法律禁止的其他类似因素。

(c) *骚扰和虐待*

中宇承诺提供一个没有骚扰和虐待的工作环境，特别是，但不仅限于，涉及种族、宗教、肤色、民族或者国籍、年龄、残疾与否、性别、性取向、婚姻状况或者

marital status or any similar factors.

(d) *Working conditions*

Regarding working time rules, JOYOU will strictly follow all national laws and rules and will always provide fair working conditions, fair working hours and wages, and will not tolerate any form of discrimination among their employees.

JOYOU is committed to ensuring the health and safety of its employees, and to conducting all aspects of its operations in strict compliance with all applicable health and safety laws and regulations, company standards and, where appropriate, best practices pertaining to workplace safety.

2.2 Obligations to customers

(a) *Quality*

Our customers should have every reason to trust the quality of our products. JOYOU's quality policy sets out these principles. Our technical manuals define customers' expectations; our manufacturing practices include facilities, standards, hazard analysis and controls to comply with the spirit and letter of applicable legal requirements, and our own high standards.

All JOYOU units must ensure that our vendors meet our quality standards, and that we mark products to allow traceability, and monitor our products throughout storage and distribution.

(b) *Advertising and promotions*

Being passionate about customers, means that our advertising, promotions and public statements must be truthful. We must not make misleading or deceptive statements about our products or their attributes. We also compete fairly, with no misleading or unsubstantiated statements about competitors'

其他为法律所禁止的行为。

(d) *工作环境*

关于工作时间的规定，中宇将严格遵照所有的国内法律和规定，并且将始终提供公平的工作环境、公平的工作时间和工资，而且不会容忍任何形式的歧视。

中宇承诺确保员工的健康与安全，并保证进行运营时各方面都严格遵守健康和安全的法律法规。采取一种积极的态度对待所有中宇员工、顾客、供应商和其他来中宇工作或参观的人的健康与安全。所有员工都必须时刻关注工作安全问题。

(二) 对客户的义务

(a) *质量*

我们的客户应该有充分的理由相信我们产品的质量，中宇的品质政策规定了这些原则。我们的技术手册详细说明了客户的期望，我们的生产惯例，包括设施、标准、危机分析和控制，遵守相应法律要求和我们自身高标准的精神。

中宇集团必须确保我们的供应商满足我们的品质标准，我们标记产品以利于从储存到分销的追踪和监督。

(b) *广告与促销*

对客户的热情意味着我们的广告，促销和公开言论必须真实可信。我们决不可以发表关于我们产品和它们特点的误导性或者欺骗性的言论。我们要公平地竞争，不发表关于竞争者产品的误导性或者无根据的言论或者侵犯他们

products or infringement of their trademarks or other legal rights. We comply with all relevant laws governing advertising, deceptive trade practices, unfair competition and customer promotions.

(c) *Privacy*

In accordance with relevant legislation, JOYOU holds and processes a variety of personal data about staff (including former employees), customers, suppliers and other individuals. Each JOYOU business unit and third party that processes personal data (whether employee, customer or supplier data) must Fully comply with our global data privacy policy and all other relevant data privacy policies, guidelines and procedures.

Have procedures to implement the applicable laws, policy, guidelines (or equivalent) regularly and consistently to ensure personal data are managed properly throughout their life-cycle to ensure that data are:

- fairly and lawfully obtained,
- processed only for limited or stated purposes,
- adequate, relevant and not excessive,
- accurate and, where necessary, up to date,
- not kept for longer than is necessary,
- processed in accordance with applicable laws,
- held securely pursuant to organizational and technical measure.

We must ensure that third parties which process data on our behalf must adhere to applicable laws, our policy and relevant minimum standards, including those set out in

的商标以及其他法律权利。我们遵守所有管理广告、欺骗性贸易行为、不公平竞争和客户促销和竞赛的相关法律。

(c) *隐私*

中宇持有职员的、客户的、供应商的和其他个人的，包括前员工的数据并处理大量的个人数据。每个处理这些个人数据的中宇相关部门和第三方都应完全遵守我们的全球数据隐私政策和所有其他相关的数据隐私政策，方针和程序。

所有程序定期和始终如一的贯彻相应法律、政策、方针(或与此相关的)，以确保个人数据在他们的生命周期内以下方式管理：

- 公平合法地获得的
- 只为了有限的或者声明的目的进行处理
- 充分的，相关的，不过度的
- 准确的，需要的时候是最新的
- 保存期不超过必要期
- 根据相应法律进行处理
- 严格遵守组织和技术措施

我们必须确保代表我们收集数据的第三方必须遵守相应的法律、我们的政策和相关的基本标准，

this code.

2.3 Obligations to Shareholders

JOYOU employees, managers and directors have special obligations to JOYOU's shareholders, respecting the trust that they place in us to protect their investments, to further the company's best interests, and to meet the highest standards of honest and transparent corporate governance. The audit committee of JOYOU's supervisory board has oversight responsibility for the integrity of our financial control and accurate public disclosures. It is the role of the management to implement policies on risk and control. In fulfilling its responsibilities, management should identify and evaluate the risks faced by the company, safeguard assets, maintain proper accounting records and ensure the efficient and effective operation of our business. Equally, all employees have the responsibility for internal control as part of their accountability for achieving these objectives.

(a) *Accurate records*

JOYOU publishes complete and accurate financial statements and descriptions of our business, neither misstating material facts, nor failing to disclose facts that might be material to potential investors. You should enter only accurate information in company records and maintain them securely. 'Records' can include accounting or other financial records, contracts and other documents and data related to any area of the business, whether in paper or electronic form.

The information each company supplies to JOYOU's auditors, regulatory agencies or government bodies must be accurate, complete and not misleading. Fraud, falsification, or any action to coerce, manipulate, mislead or fraudulently induce auditors is also prohibited.

(b) *Records management*

Laws and regulations require JOYOU to retain its records, particularly its

包括本规范里所要求的。

(三) 对股东的义务

中宇的员工，经理和总监对中宇的股东负有特别的义务，考虑到他们给予我们信赖来保护他们的投资，为了给公司谋求最多的利益和满足诚实透明的企业管理的最高要求，中宇决策委员会对我们财务控制的完整性和准确的公开披露有监察责任。管理层的角色就是在风险控制上制定并实施政策。为了履行它的责任，管理层应该确定和评估公司面对的风险，保护资产，保持合适的会计记录和确保我们公司的快速有效的运作。同样地，所有的员工对内部控制负有责任，达到这些目标也是他们责任的一部分。

(a) *正确的记录*

中宇公布完整准确的公司财务报表和业务描述。既不会虚报重要事实也不会隐藏可能对潜在投资者很重要的事实。你应该只在公司记录里输入准确的信息并牢靠地加以保管。记录可以包括会计或者其他财务记录，合同和同任何其他商业领域相关的其他文档和数据，不论是书面的还是电子格式的。

各中心或事业部提供给中宇财务中心、政府部门地信息必须是准确的、完整的和不带误导性的，欺骗、篡改、或者任何胁迫行为、操纵、误导或者以欺骗手段引导财务中心也是被禁止的。

(b) *记录管理*

法律法规要求中宇在不同时间段

financial, tax, employee, health and safety, environmental, contract and corporate records, for various periods of time. Similarly, records relating to a pending litigation, audit or government investigation may not be destroyed. JOYOU business units are expected to implement those retention policies, ensuring that records are created and communicated in a responsible manner and destroyed only in accordance with formal procedures that meet legal requirements.

Destruction or falsification of records to avoid disclosure in a legal proceeding or to a regulatory agency may constitute a criminal offence with severe penalties for the company and the individual employee.

(c) *Fraud and protection of company assets*

You should be vigilant in identifying and reporting theft, embezzlement, fraud and deception. This rule applies whether JOYOU itself, or a person or company, is the victim. Similarly, you should protect JOYOU assets, including records and confidential information, from theft and waste.

(d) *Financial integrity*

To safeguard assets, ensure proper accounting, compliance and effective, efficient business operations, JOYOU has an internal control framework, requiring annual certification by each business unit. This includes such matters as delegation of authority, organizational checks and balances, accurate and timely management information and safeguarding of physical assets and intellectual property.

JOYOU managers have responsibility to maintain internal controls, to measure the effectiveness of those controls and to make improvements where warranted. JOYOU also has public reporting requirements relating to financial, accounting and internal

保留它的记录，特别是财务、税收、员工、健康和安全、环境、合同和企业纪录。同样地，关于未决的诉讼、审计或者政府调查的记录也不可以被销毁。中宇的各事业部应该执行这些政策，确保记录以负责任的方式被创造和传达。只有在遵照满足法律要求的正式程序时，这些记录才可以被销毁。

销毁或者篡改记录，以避免在法律诉讼程序中披露真相或者避免向管理机构披露真相的行为可能构成违法行为，将为公司或者个别员工带来严重的惩罚。

(c) *欺诈和公司资产保护*

在确认和上报盗窃、挪用、诈骗和欺骗时，应该提高警惕，不管受害者是中宇本身，或者一个人或者一个公司，这项规则都适用。同样地应该保护中宇的财产（包括记录和商业机密）免受盗取或者浪费。

(d) *财务健全*

为了保护财产，确保合理的会计，服从和有效的商业运作，中宇拥有一个内部控制框架，它要求每个事业部每年的认证。这包括官方代表，组织的权力制衡，准确和及时的管理信息和保护实物资产和知识产权等事务。

中宇的经理们有责任保持内部控制，衡量这些控制的有效性和对适当的地方做出改进。一般来说，当有越来越多针对欺骗性汇报的惩罚时，中宇也有向公众汇报

controls generally where there are increased penalties for fraudulent reporting. This is why effective monitoring of financial controls, on a continuous basis, is an essential component of a sound system of internal control.

2.4 Obligations to Society

It is absolutely critical and mandatory that you comply with all local laws, regulations and industry codes. Compliance with all applicable laws, regulations and industry codes that govern the production, sale, advertising and promotion of our products and have a working understanding of those requirements, and should get advice from your local management or the Legal Department when in doubt about the best course of action. JOYOU units are expected to have procedures to make legal advice available to employees, and to monitor compliance with these laws.

(a) *Communications responsibility*

As a good corporate citizen, JOYOU engages with government officials, public-interest groups, industry associations and a broad range of other stakeholders. In order to comply with all laws governing political activity, and to ensure that our positions are stated accurately, there will be no lobbying, no contact with legislators, regulators, other government employees or non-government organizations (other than customers), and no retention of third parties to undertake such contacts on our behalf, without the direction of the Director Office.

(b) *Personal political and religious activity*

JOYOU does not wish to influence employees in their personal beliefs. Accordingly, employees may not engage in political activities in the workplace and may not provide JOYOU funds or resources to support any political or religious organization or political candidate without the prior written approval of the Board of Directors. In particular, JOYOU disassociates itself from any political

有关财务、会计、和内部控制的义务。这就是为什么说有效的财务控制监督，从长期意义上，是一种坚实的内部控制系统必不可少的组成部分。

(四) 对社会的义务

企业必须遵守当地的法律法规和行业守则，这是非常关键并且是强制性的。服从任何相应法律，法规和决定生产、销售、广告和产品推广的行业守则，并对这些要求有足够的理解，从公司的当地管理层或者法务部那里获取建议，有疑问时联系他们取得最佳的解决办法。企业应该通过程序让所有员工可以获得法律咨询和监督对这些法律的服从情况。

(a) *沟通职责*

作为一个优秀的的企业公民，中宇与政府官员、公众利益集团、行业协会，和一大批其他的股东合作着。为了遵守所有支配政治活动的法律和确保我们的立场得到确切地声明，我们将不会游说和接触立法者、候选人、管理者和其他政府雇员或者非政府组织（客户除外），也不会利用第三方，在没有公司总裁办的引导下，代表我们去接触。

(b) *个人，政治和宗教活动*

中宇不愿意影响员工的个人信仰。相应的，员工不可以在工作场所内进行任何政治、宗教活动。中宇不赞成任何煽动极端主义或者挑战我们对文化多样性和机遇均等承诺的任何政治或者宗教活动。

or religious activity that incites extremism or challenges our commitment to cultural diversity and equal opportunity.

(c) *Charitable contributions*

JOYOU makes charitable contributions, reflecting its corporate citizenship and community involvement. Charitable contributions may only be made after an adequate formal approval has been obtained.

In case of any doubts regarding the ethic, moral and legal correctness of a specific charitable contribution, these doubts are to be reported to the decision-maker openly. You should take particular care when considering donations at the request of customers.

All the charitable contributions are subject to a prior approval principle. JOYOU makes charitable contributions exclusively in the fields of social welfare, culture, sports, science and environment. All charitable contributions shall have a visible connection to the company and/or its locations. Explicitly excluded are charitable donations to political parties, religious groups and territorial associations. Respective inquiries should be ruled out immediately.

3. **SALES AND COMMERCIAL TRANSACTIONS**

3.1 **Improper payments**

The principle of fair competition is an indispensable element of all of our operations' and company's interactions with customers, suppliers and public officials. Commercial bribery and bribery of government employees are a phenomenon in numerous industries and most countries have introduced legislation making it illegal to engage in such activities.

JOYOU will not condone, under any conditions, the offering or receiving of bribes, 'kickbacks' or any other similarly improper payments (including what are

(c) *慈善捐赠*

中宇会作出慈善捐款，这反映了它作为企业公民和社区活动参与者的身份。慈善捐款只有在获得了足够的正式批准之后才可以实施。如果针对某一特定慈善捐款有任何针对伦理、道德和法律正确性方面的疑问，这些疑问应该公开向决策人提出。当考虑顾客提出的捐款要求时，应特别小心。

所有的慈善捐赠必须严格遵守事先批准的原则。中宇的慈善捐赠只限于社会福利、文化、体育、科学和环境等方面。已明确不包含的是针对政党、宗教团体和恐怖组织的捐赠。此类捐赠申请应立即被否决。

三、**销售和商业交易**

(一) **不规范付款**

公平竞争原则是我们所有运作及企业与顾客、供应商、官员间互动的不可分割的部分。商业贿赂和对政府部门行贿是很多行业的现象，大多数国家都有立法禁止参与这种活动。

在任何情况下，中宇都不会纵容行贿和受贿、回扣或者出于为中宇取得或者保留生意，或为了中宇生意的其他

known as 'facilitating payments') to any person or entity for the purpose of obtaining or retaining business for JOYOU or for any other reason relating to JOYOU business. You should not give or promise anything - for example, money, services, gifts, excessive entertainment - that could be construed as intending to influence the decision of customers' or suppliers' employees, government or political employees or officers. Thus, JOYOU also strictly follows the rules of the US - Foreign Corrupt Practices Act, the UK Bribery Act, and similar legal regulations worldwide.

3.2 International trade and Competition

JOYOU operates in accordance with the laws and regulations, as well as the usual and customary trade practices, of each country in which it does business.

(a) *International trade*

We comply with all laws and regulations governing the import and export of our products, including those related to customs, tax, duty free sales, embargos (in particular U.S., UN and EU Sanction Policies), and anti-boycott requirements. If you have any questions in this context you should consult with the officer of JOYOU's Compliance Management Department.

Unfortunately, our products are sometimes imported into countries by third parties without full payment of duties. Our people must not promote or manage this trade. Indeed, we are absolutely committed to ensuring that all of our customers are in full compliance with applicable laws. You should consult with the Legal Department if you have any doubt regarding any issue arising from these commitments.

(b) *Competitors*

Competition laws around the world prohibit agreements with, or soliciting agreement of, a competitor to set any terms of sale (discounts, prices, credit terms etc.), to set production levels, allocate customers or

原因对任何人或者实体的任何其他相似的不合理支付，不应该给予或者承诺任何东西，比如：金钱、服务、礼物、过度的招待这可以被理解为企图影响客户或供应商、员工、政府官员的决定。因此，中宇也严格遵守诸如美国海外反腐败法等国际类似的法律法规。

(二) 国际贸易与竞争

在每个有业务的国家内，中宇按照当地的法律法规和通常习惯的贸易惯例做事。

(a) *国际贸易*

我们遵循所有关于我们的产品进出口的法律法规，包括有关海关、税收、免关税销售、特殊的（美国、联合国和欧盟制裁政策中的禁令）和反抵制要求。如果你对这方面有疑问，你应该咨询合规管理部门相关责任人。

我们的产品有时候被第三方在没有完全缴税的情况下进口到一些国家，我们的员工决不可以推广或管理这种贸易。我们致力于确保所有我们的客户都完全遵循相应的法律。如果对这些承诺的相关事项有疑问，可以咨询公司总裁办相关人员。

(b) *竞争对手*

全世界的竞争法都禁止协同一个竞争对手或者谋求他的协同来制定任何销售条款（折扣、价钱、信贷条款等等），规定生产规模

territories, or to boycott any customer. All forms of such agreements – written, oral, tacit, express and implied – are covered. JOYOU's policy is to compete independently, and never to engage in these anticompetitive activities.

It is very important not to create the appearance of collaboration by discussing with competitors sensitive information such as prices, pricing, discounts, costs, profits, trading terms, marketing and distribution plans, costs, profits or margins, or new product launches. Such communication with competitors through intermediaries (e. g. customers, suppliers or consultants) is also forbidden.

You may have contact with competitors in the context of joint ventures or trade associations. However, those contacts may breach competition law if sensitive information as described above is discussed. Those contacts are strictly forbidden. Trade associations must never be used as a forum to agree a common approach to a customer, or devise an 'industry solution' to a commercial issue such as pricing, discounts or promotions.

If a competitor raises any of the subjects described above, even informally or indirectly, you have to object, stop the conversation immediately, and tell the competitor that you cannot discuss these matters. Only by doing this, you and JOYOU can be disassociated from any perception of improper activity. You should also report the incident to the Compliance Management Department immediately.

(c) *Competitive information*

When gathering competitive information, whether directly or through third parties, you have to comply with competition and other applicable laws, and cannot use illegal means or misrepresentation, or induce customers, suppliers or former

，分配客户或者领域或者抵制任何客户。包括这种合约的所有形式，书面的、口头的、默认的、明确的和暗示的在内。中宇的政策就是独立竞争，决不参与这些反竞争性活动。

不制造同竞争者讨论敏感信息，例如价钱、定价、折扣、成本、利润、贸易条款、营销和分销计划、花费利润或者边际成本或新产品的推出计划，这很关键。这些通过中间人(例如客户、供应商或者顾问)同竞争者的交流也是被禁止的。

在行业协会或者行业广告守则的背景下，你可以同竞争者接触。然而如果上述敏感信息被提及，那些接触可能会违反竞争法。那些接触是严格禁止的。行业协会绝不应该被当成论坛来达成针对一个客户的共同方法或者设计一种行业手段来对付一个商业问题，比如说：定价、折扣或者促销活动。

如果一个竞争者提出以上的任何一个话题，不管是正式的还是间接的，必须反对，立刻停止对话并且告诉这个竞争者不能讨论这些事情。只有这样做，才能确保中宇能够和这种不合理活动撇清关系。同时，应该把这一事件立即汇报给合规管理部门。

(c) *竞争信息*

在收集竞争信息的时候，不论是直接或是通过第三方，必须遵循竞争法和其他相应法律，而不能使用非法手段或者进行歪曲，或者诱使客户、供应商或者竞争对

employees of competitors to provide confidential information. Improper receipt or use of confidential competition information may be a criminal offence in certain territories. Please refer to the Compliance Management Department for guidance.

(d) *Customers*

Recommending prices to customers and distributors is usually allowed. However, many countries prohibit any attempt to agree on a customer's resale prices or incentive customers to follow your recommendations. You must refer to your local guidelines and consult with the Legal Department to learn what practices are legally possible and which are not.

Certain countries prohibit or limit a supplier from imposing conditions of sale that can exclude competitive products or limit a customer's scope of resale. You must consult the officer of the Compliance Management Department before you discuss exclusive sales or services agreements, termination of sales, refusals to sell, tying the sale of one product to the purchase of another, or territorial or customer restrictions on the resale of products.

(e) *Fair dealing*

You should deal honestly and fairly with our customers, suppliers, employees, competitors and other stakeholders. You should not misrepresent or conceal material facts, use deceptive practices, abuse confidential information or take unfair advantage.

JOYOU also aims to negotiate and resolve disputes in good faith, and meet its contractual commitments.

(f) *Anti-money laundering*

Money laundering is the criminal practice of filtering ill-gotten gains, or 'dirty money', through a series of

手的员工提供机密信息。不合理的接受或者使用机密的竞争信息在某些领域可能是一种违法行为，请咨询合规管理部门获得指导。

(d) *客户*

向客户或者分销商建议价格通常是被允许的。然而，许多国家禁止任何同意顾客转卖价格或者激励客户采用你的建议的行为。必须参考当地的指导方针和咨询当地的法务部什么样的行为是法律许可的什么样的行为是法律不许可的。

某些国家禁止或限制供应商排挤竞争产品或者限制客户销售范围。在讨论独家专卖或者服务协议，终止销售、拒绝出售、捆绑销售或者在产品的转售上作出区域或客户限制前，你必须咨询合规管理部门相关责任人。

(e) *公平交易*

在同客户、供应商、员工、竞争者和其他共同经营者打交道时，应该诚实公平，不应该歪曲或者隐藏重要事实，采用欺骗性做法，滥用机密信息或者获得不公平的优势。中宇也真心诚意地力争通过协商来解决纠纷，并兑现合同承诺。

(f) *反洗钱*

洗钱是通过一系列交易活动过滤非法所得或者“脏钱”的犯罪行为

transactions, so the funds are 'cleaned' in order to disguise their illegal origin. Each JOYOU unit must have 'know your customer' procedures to determine the identity and legitimate operations of customers, and maintain procedures to prevent acceptance of suspicious payments, for any one sales transaction or series of related sales transactions, money orders, travellers cheques, or payments from accounts in the names of third parties (i.e. from anyone other than the invoiced customer). It is the responsibility of local management to ensure that JOYOU conducts business in accordance with all local legal requirements, including assuring compliance with any currency reporting requirements.

4. COMPETITIVE ASSETS

4.1 Brand protection and intellectual property

JOYOU's trademarks – the unique words, logos, slogans and package designs that identify our products – assure our customers that the JOYOU products they buy are genuine. Trademark and related laws protect our brands from counterfeit, decoding and other attempts to unlawfully extract benefit from the goodwill of our brands. Similarly, copyrights protect our communications, unique advertising messages, designs, domain names and websites. Our patents prevent other companies from using our unique formulas and production methods.

Each JOYOU business unit should have procedures to work with JOYOU's Director Office in product development, advertising and promotion campaigns to establish our legal rights.

When you as our suppliers create intellectual property on our behalf, you should cooperate with the Director Office to secure rights. If you become aware of counterfeits of our brands, please notify the Director Office immediately.

You should identify to the Director Office any proprietary material owned by JOYOU,

为，这样资金就干净了，以便掩盖他们的非法来源。中宇集团必须有“了解你的客户”的程序来确定客户的身份和合法运作，保持防止可疑付款的程序，包括为了任何一项买卖或者一系列相关买卖的具体现金支付、现金订货、旅行支票、或者用第三方的账户进行的支付(比如说来自任何一个非开发票人)。当地的管理层有责任确保公司按照当地所有的法律要求做事，包括确保服从任何现金报告要求。

四、竞争资产

(一) 品牌保护和知识产权

用来鉴别我们产品的中宇的商标，特殊的单词、logo、标语和包装设计，确保了我们的客户购买的中宇产品是正宗的。商标和相关的法律保护我们的品牌免受盗版、解码和其他试图非法从我们的品牌良好的商誉中获利。同样，版权也保护着我们的传播、独特的广告信息、设计、域名和网站。我们的专利防止了其他公司使用我们独特的配方和制造工艺。

在产品的开发、广告和推广上，公司各中心或事业部应该通过程序同公司总裁办合作，以建立我们的法律权利。

当我们的供应商代表我们创造知识产权时，应该同总裁办合作来保障权力。如果发现有人盗版我们的品牌，立即知会总裁办相关人员。

当你要将中宇的任何专有资料或者任

or material you think may be proprietary, that you would like to disclose to suppliers, business partners, or any third parties, in order to make sure our rights are protected by appropriate agreements. Just as we expect our intellectual property rights to be respected, we must respect the intellectual property of others.

4.2 Confidentiality

You may have access to confidential information, including trade secrets, business plans or outlooks, marketing or sales programs, customer lists, new products or price changes, acquisition, merger or divestiture information, senior management changes or information relating to lawsuits or legal advice. You should not share JOYOU's confidential information outside JOYOU. This obligation applies to you even after you leave JOYOU, for as long as the information remains confidential and is not generally available to the public. You should also consider when to restrict your disclosure of confidential information within JOYOU on a 'need-to-know' basis, to prevent inadvertent disclosures outside the company.

JOYOU respects the confidential information of others. Disclosure of other companies' confidential information, whether we obtain it directly or from third parties, could be the basis for legal action. If, for whatever unanticipated reason, you inadvertently become the recipient of such information, immediately notify the to the related person of the Director Office. Information that you obtain because of your position at JOYOU regarding the career, compensation or personal circumstances of other employees is confidential. Do not accept, solicit or divulge confidential information from or about any third party, including customers, without the prior authorization of the Legal Department and Public/Investor Relations.

Be especially mindful of the risk of unintentional disclosure through discussions or the use of documents in public places.

4.3 Use of electronic and other resources

Our ability to conduct business and the confidentiality of our secrets can be

何你认为会是专有的资料对供应商、商业伙伴或者其他第三方公开，应该事先向总裁办相关人员确认，以确保我们的权力受合适协议的保护就像我们期望自己的知识产权受到尊重一样，我们也必须尊重他人的知识产权。

(二) 机密性

当我们接触到机密信息，如商业机密、商业计划或者前景、营销或者销售计划、客户清单、新产品或者价格变化、收购、合并或者分立信息、高层管理变动或者有关诉讼或者法律咨询的信息，不应该在公司之外分享公司的机密信息。这项义务在你离开中宇之后依然有效，只要信息仍然保持机密和一般的大众无法获取。在公司内部，根据“需要知情”的原则，我们应该考虑什么时候应该限制自己对机密信息的透露，以防止不经意间向公司之外的人员披露。

中宇尊重他人的机密信息。其他公司机密信息的泄露，不管我们是直接得到还是来自第三方，都可能成为法律诉讼的依据。如果，出于某种无法预料的原因，你不经意间得到了这样的信息，应该直接反映至总裁办相关人员。因为你在中宇职位的原故所得到的关于其他员工的职业规划、赔偿或这个人情况的信息都是机密的。在没有相关责任人的事先认可时，不要接受、要求或者泄露来自或者关于第三方的机密信息，包括客户。特别注意讨论时无意的泄露或者在公共地方使用文件的风险。

(三) 电子及其他资源的使用

我们业务行为的能力和我们的秘密的机

severely damaged by hackers, viruses, or unauthorized access to our IT systems. To protect and keep secure JOYOU's information assets and mitigate risks, each JOYOU business unit must adhere to all security policies. These policies require compliance in areas such as information handling, computer usage, password and access code rules, locking your computer and taking security measures while travelling. Special care is required before granting any third party, consultant or temporary employee access to our system.

All electronic resources of the company (hardware, software and the data thereon) belong to JOYOU. Access to the company's electronic resources is permitted only when such use conforms to JOYOU's policies and practices as well as to the Code of Business Conduct. JOYOU's office equipment, telephone and mail services, supplies and software have been purchased for the purpose of conducting JOYOU business. You should not have an expectation of unlimited privacy, if you conduct personal business on JOYOU's premises or electronic equipment or networks. In case of any reasonable doubt or suspicion, based on a clearly-defined procedure and under strict observance of applicable legislation, JOYOU has the right to analyze the use of its phones, computers and email system with regard to specified and dedicated problems.

You may not use computers, email, the internet or telephones to access, download or distribute pornographic or offensive material, such as sexually explicit images, racial or ethnic slurs, off-colour jokes or anything that may be construed as harassment.

To protect our systems against viruses and bugs, and to ensure that there is no infringement of intellectual property rights, employees may not download, use or reproduce software without authorization from the IT Department.

5. GETTING ADVICE OR REPORTING A PROBLEM

No one expects you to be an expert on the application of all laws and regulations.

密性可能会遭到黑客、病毒或者对我们电脑系统的非法访问的严重破坏。为了保护和保持中宇信息财产的安全和减轻风险，公司各中心或者事业部都必须坚持所有安全性政策。这些政策要求在以下这些方面的遵守，如信息处理、电脑使用、密码和访问码规则、给你的电脑加锁和旅行时采取安全措施。在给予任何第三方、顾问对我们系统的访问权时，应该特别注意。

所有的公司资源(硬件，软件和之上的数据都属于中宇。)只有在这种使用遵循中宇的政策和惯例还有商业行为守则时，对公司电子资源的访问才被允许。中宇的办公器材，电话和邮件服务，供给和软件的购买是为了开展中宇的业务。不应该期望所有的隐私都被保密，如果在中宇的范围内或者电子仪器上或者网络上开展私人业务。在有任何合理的怀疑或猜疑的情况下，根据一个明确规定的流程并且在严格的法律监督下，公司有权针对某一个特定或专门的问题分析他的电话、电脑和电子邮件系统的使用。

具体来说不可以使用电脑、电子邮件、因特网络或者电话来下载或者传播色情或者冒犯性的资料，比如说露骨的性图片，种族或民族中伤，粗俗的笑话或者任何可能会被理解为骚扰的事物。为了保护我们的系统不受病毒的侵扰和确保知识产权不受侵犯，员工不可以下载、使用或者复制没有 IT 部授权的软件。

五、征询建议或上报问题

中宇并不要求每个公司员工都成为遵

Rather, JOYOU wants you to be aware of the issues raised in this code, and to take the initiative to get advice and to report potential violations of law and JOYOU policies.

There will be no retaliation against any person for asking advice or making a good faith report. The important thing is to speak up! Protect yourself and protect the business. Ask questions and challenge.

Managers must promptly forward reports of potential or actual violations of the code to the Compliance Management Department or Director Office, who will facilitate and expedite the necessary and appropriate guidance and support. You can also call on functional support, whether for safety, marketing practices, human resources, financial reporting or legal issues.

All employees are expected to co-operate in the investigation of a possible violation of applicable laws, regulations or the code.

No investigation of any suspected violation of the code should be conducted without notifying and seeking guidance from the Compliance Management Department.

You should not speak with anyone about the investigation other than those individuals conducting the investigation. Under all circumstances, you should be truthful in responding to questions at any interview.

It is JOYOU's policy to co-operate fully with government investigations. All efforts at co-operating with government investigations will be coordinated by the Director Office.

Although it is your right to deal directly with government officials without legal counsel, JOYOU believes that it is in your best interests to confer with the Director Office prior to doing so.

When ever you deal with government officials, JOYOU expects you to be truthful in all circumstances and notify the Compliance Management Department and the Director Office of such dealings or intended dealings.

纪守法方面的专家，而是希望熟悉本规范，并积极主动地征询建议，举报潜在的违法乱纪行为。

任何人都不用担心因为征询建议或举报问题而遭到报复。重要的是说出来，以此来保护员工和公司。敢于提出质疑，如果其他方式都无法解决，可拨打合规热线。

对于一切关于潜在的或者切实发生的违规行为的举报，经理都必须及时递交给合规管理部门或者总裁办处理，以获得必要且合适的指导和支持。无论是针对安全问题、营销事务、人力资源、财务报告还是司法问题。

所有的员工都应该配合对可能违反相应法律，法规和本守则的调查。对任何疑似违反本守则的调查都不应该在有知会和获取合规管理部门指导的情况下进行。不应该同任何人谈及调查的事，除了在适当的时候。在所有情况下，任何面谈时都应该诚实应答。

中宇的政策是完全配合政府的调查。总裁办承担所有配合政府调查的协调工作。尽管你有权利不经法律顾问直接同政府官员打交道，中宇相信在你这样做之前同总裁办协商一下对你会有好处。不论何时同政府官员打交道，中宇希望在所有情况下都保持诚实并知会合规管理部门或者总裁办此类行为或者预期的行为。

