

**特变电工股份有限公司**  
**TBEA CO., LTD.**

**诚信合规手册**  
**Code of Integrity and Compliance**

**2023 年**

## 董事长致辞

### Chairman's Statements

从1988年公司创业至今，特变电工从一个濒临倒闭的街道小厂，发展成为国家级高新技术企业和中国大型能源装备制造企业，为全球能源事业提供系统解决方案的服务商。30余年的经营实践，我们始终坚持依法合规经营，要求全体干部员工牢固树立正确的价值观和事业观，把“反腐倡廉、风控合规”作为基本的经营治理理念，保障了特变电工持续创新发展。

Since the establishment of TBEA in 1988, from a small street factory on the verge of bankruptcy, through the continuous struggle of several generations, TBEA has become a large science and technology enterprise in the fields of power transmission and transformation engineering, energy, new energy and new materials, and an international enterprise based in China and serving the world. In order to safeguard the vital interests of each of us and promote the healthy development of the Company, we must put integrity, integrity and compliance on the top priority position.

为了维护我们每一个人的切身利益，促进公司健康发展，我们必须要把廉洁，诚信合规放在最重要的位置。过去几年，特变电工在合规体系建设方面取得了显著的进步，公司专项制定了《诚信合规手册》，希望每个人都能在日常工作的方方面面遵守本《诚信合规手册》中规定的原则，继续为特变电工的发展壮大贡献自己的力量。

In the past years, TBEA has made remarkable progress in compliance and responsible business practices. The *Code of Integrity and Compliance* signifies that TBEA will continue to strive for even greater progress by making huge effort. To this end, there is still much to be done, however,

we expect everyone will abide by the principles stipulated in this *Code of Integrity and Compliance* in all aspects of daily work and continue to contribute to the development and growth of TBEA.

本手册每一部分的内容均基于我们的员工为公司选择和定义的核心价值观：可靠，即做可靠的员工、可靠的产品、可靠的企业。核心价值观深植于特变电工心中，帮助我们确定了我们做什么以及该怎样做。我们的共同使命是在我们的日常工作中践行这些价值观。

In addition to reaffirming our values, *this Code of Integrity and Compliance* is intended to provide plain language and practical guidance in guiding you understand the business ethics and compliance requirements for learning integrity and honesty, and to direct you in acting properly and appropriately, as required for establishing a mutually-trustable business relationship between TBEA and its stakeholders.

除了重申我们的价值观之外，本《诚信合规手册》旨在提供通俗且实用的指导，帮助每一位员工了解学习廉洁诚信的商业道德与合规要求，并指导员工采取所需的适当行为，并鼓励员工识别和检举在工作中或身边发生的不合规行为，以建立特变电工与利益相关方之间的互信业务关系。

为了使特变电工始终保持健康发展的肌体，成就百年基业的梦想，让我们朝着构建更互联、更安全、更繁荣的世界共同的目标而努力，坚守可靠、诚信为本的价值观，维护我们公司的最佳利益。

Please read this Code carefully and make sure to practice and encourage others to follow it. We encourage you to identify and report any non-compliance around you. We are proud to work side by side with you toward our common goal: to establish a connected, safe, and prosperous world. Please join us in focusing on what really matters: acting with

integrity, maintaining our values, and protecting the best interests of the Company.

特变电工股份有限公司董事长 张新

Chairman of the Board, TBEA Co., Ltd.

## 一、诚信合规基本要求

### I. Basic requirements for integrity and compliance

诚信合规是特变电工股份有限公司（下称“特变电工”或“公司”）实现健康可持续发展的重要保障。无论在哪里开展业务、开展何种业务，无论在哪个岗位、从事何种工作，每一位员工的言行举止都与公司的形象和利益息息相关，我们要时刻牢记依法合规、诚信守约，同时做到忠诚敬业。本《诚信合规手册》适用于公司、各经营单位以及全体员工，以及公司的董事、监事、高级管理人员。本手册中关于员工义务的表述，董事、监事、高级管理人员应统一遵守。所有员工都需要仔细学习本手册的诚信合规要求，并签署《合规承诺函》。

Integrity and compliance are important for the healthy and sustainable development of TBEA Co., Ltd. (hereinafter referred to as "**TBEA**" or "**the Company**"). No matter where we do business or what kind of business we conduct, no matter in which position or what kind of duties we perform, the words and actions of each employee are closely related to the image and interests of the Company. We should always keep in mind the law and compliance, integrity and promise-keeping, and be loyal and dedicated. The *Code of Integrity and Compliance* is applicable to the Company, all subsidiaries and all employees, as well as the directors, supervisors and senior management of the Company. The directors, supervisors and the senior management shall comply with the statement of employee obligations in this Code. All employees should carefully study the integrity and compliance requirements of this Code and sign the *Compliance Commitment Letter*.

## 1. 依法合规

### 1. Compliance with the law

公司和员工都应严格遵守中国及业务所在国（地区）法律法规、监管规定、行业准则和公司章程、规章制度，遵守国际条约、国际惯例等要求，坚守底线、红线，违法违规的事情坚决不做。

Both the Company and its employees shall strictly comply with the laws and regulations, regulatory provisions, industrial guidelines of China and the countries (regions) in which we operate, the articles of association and regulation of the Company, abide by international treaties, international practices and other requirements, adhere to the bottom line and red line, and resolutely refrain from doing any illegal.

## 2. 诚信守约

### 2. Honesty and promise-keeping

公司和员工都要始终坚持诚信至上，守约为本。公司的全体员工应当传承诚实守信的传统美德，强化诚信意识，恪守契约精神，树立公司良好形象。

Both the Company and its employees shall always adhere to the integrity first and keep our promise. All employees of the Company shall inherit the traditional virtue of honesty and trustworthiness, strengthen the sense of integrity, abide by the spirit of contract, and establish a good image for the Company.

## 3. 忠诚敬业

### 3. Loyalty and dedication

每一位员工都应忠诚公司、爱岗敬业，保守公司秘密，自觉维护公司声誉，坚决抵制任何可能损害公司利益，或可能导致公司承担法律责任的违规行为。

Every employee shall remain loyal to the Company, cherish posts and devote wholeheartedly to work, keep the Company's secrets, consciously maintain the Company's reputation, and resolutely resist any violation that may harm the Company's interests or may lead to the Company's legal responsibility.

特变电工的每一名员工，在为公司做出商业决策或代表公司开展相关工作时，都应认真思考：

**When making business decisions for or on behalf of the Company, we should all consider carefully:**

- (1) 决策或行为是否符合所应遵守的法律法规和公司的规章制度。
  - Are my decisions or actions in compliance with the laws and regulations that I am required to follow, as well as the Company's rules and regulations?
- (2) 决策或行为是否符合公司的诚信合规理念。
  - Are my decisions or actions consistent with the Company's philosophy of integrity and compliance?
- (3) 决策或行为是否会对公司的声誉造成损失或负面影响。
  - Will my decisions or actions cause damage or negatively impact the Company's reputation?
- (4) 决策或行为一旦违法违规或违约会给公司和自己带来什么后果。
  - What are the consequences for the Company and myself if my decisions or actions are illegal or in breach of contract?

## 二、公司与员工

### II. Company and employees

员工是公司的宝贵资源和财富，公司坚持“发展依靠员工、发展为了员工、发展成果与员工共享”的人企共赢和谐发展理念，以人为本，坚持创造与分享价值理念，追求员工与企业共同进步、共同成长、共同分享，构建了利益共同体、目标共同体、命运共同体，持续从员工吃喝住行、技能提升、成长平台、文化生活等方面推动幸福企业建设工程。

Employees are regarded as the valuable resources and wealth of the Company, and the Company insists on the concept of "our development relies on employees, our development is for employees, and our development results are shared with employees", which is a win-win and harmonious development concept for our people and TEBA; the Company adheres to the value concept of being people-oriented, creating and sharing, pursues common progress, common growth and common sharing between employees and enterprises, and builds a community of interests, objective and destiny, and continue to promote the construction project of happy enterprises from the aspects of employees' eating, drinking, housing and transportation, skill improvement, growth platform and cultural life.

#### （一）建立和谐劳动关系

##### (I) Establishment of harmonious labor relations

##### 1. 依法雇佣员工

##### 1. Employing employees under law

公司始终严格遵守中国和业务所在国（地区）的劳动法律法规，建立和完善劳动用工制度，遵循合法、公平、平等自愿、协商一致、诚实信用



原则，与劳动者订立、履行、变更、解除或终止劳动合同。公司坚决禁止雇佣和使用童工，反对强迫劳动。

The Company always strictly abides by the labor laws and regulations of China and the countries (regions) where it operates, establishes and improves the labor employment system, and follows the principles of legality, fairness, equality and voluntariness, consensus, honesty and credit in entering into, performing, changing, and terminating labor contracts with workers. The Company firmly prohibits any employment of child labor and opposes forced labor.

## 2. 平等对待员工

### 2. Treating employees equally

公司为每一位员工提供平等的机会，在招聘录用、薪酬福利、职业发展、奖励惩处等方面，不因种族、民族、国籍、性别、年龄、宗教等原因对员工歧视或差别对待。

The Company provides equal opportunities for every employee and does not discriminate or treat employees differently in recruitment and hiring, compensation and benefits, career development, rewards and punishments, on the basis of race, ethnicity, nationality, gender, age, religion and other reasons.

## 3. 保障员工权益

### 3. Protection of employees rights and interests

公司尊重和关爱员工，切实维护员工合法权益，严格依照相关规定支付员工薪酬，依法保障员工参加社会保险和享有休息休假的权利。

The Company respects and cares for its employees, effectively safeguards their legitimate rights and interests, pays salaries in

accordance with relevant regulations, and protects their rights to enjoy the social insurance, and vacation in accordance with the laws.

公司不断建立健全民主管理、民主监督机制，强化以职工代表大会或职工大会为基本形式的民主管理体系，制定直接涉及员工切身利益的规章制度或决定重大事项时，履行民主程序，充分保障员工知情权、参与权、表达权、监督权，关注并积极回应员工诉求。

The Company has been continuously establishing and improving democratic management and supervision mechanisms, strengthening the democratic management system in the basic form of staff congresses or staff meetings, fulfilling democratic procedures when formulating rules and regulations or deciding on major matters that directly involve the vital interests of employees, thereby fully protecting employees' rights to/of information, participation, expression and supervision, and paying attention to and actively responding to employees' demands.

#### 4. 助力员工发展

#### 4. Help employees develop

公司注重人才的开发和培养，不断完善职业培训制度，构建科学、合理、有效的培训体系和人才开发机制，全面提升员工整体素质和能力，拓展员工晋升渠道，助力员工与公司共同成长。

The Company pays attention to the development and training of talents, constantly improves the vocational training system, builds a scientific, reasonable and effective training system and talent development mechanism, improves the overall quality and ability of employees comprehensively, expands the promotion channels for employees, and helps employees grow up with the Company.

## 5. 依法处理劳动争议

### 5. Resolve labor disputes under laws

公司鼓励并引导员工以合法方式反映诉求。如果员工认为受到不公平对待或合法权益未得到有效保障，可以自行或通过工会组织及时向公司相关部门反映。即使发生劳动争议或纠纷，鼓励员工与公司协商，寻求体现公司和员工双方利益的解决方案。

The Company encourages and guides employees to appeal in a legal way. If employees think they are treated unfairly or their legitimate rights and interests are not effectively protected, they may appeal to the relevant departments of the Company on their own or through labor union organizations in a timely manner. Even if labor disputes occur, employees are encouraged to negotiate with the Company and seek solutions that reflect the interests of both the Company and the employees.

## （二）创造良好工作环境

### (II) Creating a favorable working environment

#### 1. 保持良好的工作秩序

#### 1. Keeping a good working order

员工应遵守劳动纪律和工作纪律，在工作场所和对外交往中，做到文明办公、礼貌待人，着装整洁得体。努力营造相互尊重、相互信任、相互帮助的工作氛围。

Employees shall abide by the labor discipline and work discipline, work in a civilized manner, treat people politely, and dress neatly and appropriately in the workplace and foreign-related activities. Striving to create a working atmosphere of mutual respect, mutual trust and mutual help.

## 2. 维护工作安全及隐私

### 2. Maintaining work safety and privacy

公司努力为员工创造并与员工共同维护安全、健康、舒适的工作环境，按职业健康规定在生产作业场所提供或配备劳保护具。

The Company strives to create and jointly maintain a safe, healthy and comfortable working environment for employees, and provide or equip labor protection appliances in the production and operation sites according to occupational health regulations.

公司尊重员工隐私，严格以依法合规的方式收集、储存、使用员工个人信息并确保信息安全。员工之间应相互尊重个人隐私，不传播他人隐私。

The Company respects employees' privacy, collects, stores and uses employees' personal information in a strictly legal and compliant manner, and ensures information security. Employees shall respect each other's privacy and shall not spread the privacy of others.

## 3. 反对歧视和骚扰

### 3. Opposing discrimination and harassment

公司尊重拥有不同文化背景、宗教信仰的员工，承认并重视员工的差异性，最大程度发挥员工的优势和特点。

The Company respects employees with different cultural backgrounds and religious beliefs, recognizes and attaches importance to the differences of employees, and gives full play to the advantages and characteristics of employees to the greatest extent.

公司杜绝任何歧视和骚扰行为。任何人不得实施威胁、暴力、欺凌以及其他类似行为，不得在言语或行为上侮辱、歧视和骚扰他人，不得传播谣言或其他诽谤性、歧视性信息。

The Company prohibits any discrimination and harassment. No one shall commit threats, violence, bullying and other similar acts, insult, discriminate or harass others in words or behaviors, or spread rumors or other defamatory and discriminatory information.

### (三) 避免利益冲突

#### (III) Avoiding conflicts of interest

员工应正确处理个人利益与公司利益的关系，在履行工作职责或从事个人活动的过程中不损害公司利益和声誉，同时避免个人利益与公司利益的冲突。

Employees shall correctly handle the relationship between personal interests and the interests of the Company, do not damage the interests and reputation of the Company in the process of performing their job duties or engaging in personal activities, and avoid the conflict between personal interests and the interests of the Company.

##### 1. 代表公司对外行为应当取得授权或批准

1. The acts on behalf of the Company in external activities shall be authorized or approved

以公司名义或公司员工名义开展谈判、签约等相关业务活动，或在媒体上发表意见、发布消息等，应事先取得公司的批准或授权。

To carry out negotiation, sign contract and do other relevant business activities in the name of the Company or its employees, or to express opinions and publish news in the media, the Company's approval or authorization shall be obtained in advance.

##### 2. 禁止利用职权为自己或他人谋取不正当利益

## **2. It is prohibited to seek illegitimate interests for oneself or others by taking advantage of one's authority**

员工要正确行使公司赋予的职权，确保公司资产和信息仅用于工作目的，不能为任何个人目的滥用职权；做出商业决策时应以实现公司的最佳利益而非个人利益为目标，主动避免与存在个人利益关系、可能对公司造成不利影响的相对方接洽。

Employees shall correctly exercise the powers conferred by the Company to ensure that the Company's assets and information are only used for work purposes and shall not abuse their powers for any personal purposes; when making business decisions, employees should aim at realizing the best interests of the Company rather than personal interests, and take the initiative to avoid contact with the opposite party who has personal interests relationship and may have an adverse impact on the Company.

## **3. 不得与公司竞争或协助竞争者**

### **3. Do not compete with the Company or assist competitors**

员工不能从事任何与公司竞争的活动，包括但不限于利用职务上的便利自营、合营或者为他人经营与公司存在竞争关系的业务，或为有竞争关系的企业提供帮助。如果员工希望从事兼职工作，需事先经过所在单位书面认可。

Employees shall not engage in any activities that compete with the Company, including but not limited to: Taking advantage of the position to operate one's own business, jointly operate business with others, or operate businesses that compete with the Company for others, or provide assistance to enterprises that compete with the Company. If an employee

wishes to engage in part-time work, he/she shall obtain the written approval of his/her unit in advance.

对于现有或潜在利益冲突事项，应及时向部门负责人及公司相关部门报告或咨询，并根据公司规定主动回避。如果员工无法根据具体情况判断是否涉及利益冲突，应及时向部门负责人及公司相关部门咨询，并按照公司要求处理。

For the existing or potential conflicts of interest, employees shall report or consult the department head and relevant departments of the Company in time, and take the initiative to avoid them according to the regulations of the Company. If an employee cannot judge whether a conflict of interest is involved according to the specific situation, he/she shall consult the department head and relevant departments of the Company in time and deal with it according to the requirements of the Company.

### 三、公司与商业伙伴

#### **III. Companies and business partners**

在商务活动中，公司恪守商业道德，依法参与市场竞争，将诚信合规理念置于经济利益之上，禁止贿赂和腐败、垄断、洗钱及其他不正当竞争行为，并充分尊重业务所在国（地区）贸易管制方面的规定和要求。

In business activities, the Company abides by business ethics, participates in market competition according to law, puts the concept of integrity and compliance above economic interests, prohibits bribery, corruption, monopoly, money laundering and other acts of unfair competition, and fully respects the regulations and requirements on trade control of the country (region) where the business is located.

## **(一) 只与合规的商业伙伴合作**

### **(I) Cooperate with compliant business partners only**

公司的商业合作伙伴需响应公司合规要求。所有代表公司从事业务活动的任何商业伙伴，都必须遵守所有相关法律法规及公司的合规要求，自觉抵制违规行为。

The Company's business partners are required to respond to the Company's compliance requirements. All business partners that engage in business activities on behalf of the Company must abide by all relevant laws and regulations and the Company's compliance requirements, and consciously resist violations.

## **(二) 禁止不正当竞争行为**

### **(II) Prohibition of unfair competition**

不正当竞争是指采用违反法律法规、违背商业道德的方式与其他经营者进行竞争，扰乱市场秩序，损害其他经营者或者消费者合法权益的行为。公司在参与国内外市场竞争时，应当严格遵守适用的反不正当竞争法律法规，自觉维护公平市场秩序。

Unfair competition refers to the act of competing with other business operators in violation of laws and regulations and business ethics, disturbing the market order and damaging the legitimate rights and interests of other business operators or consumers. When participating in market competition at home and abroad, the Company shall strictly abide by applicable anti-unfair competition laws and regulations and consciously maintain fair market order.

#### **1. 不实施混淆行为**

#### **1. No confusing acts**



公司在对外提供商品或服务时，不得实施足以被误以为是他人商品或与他人存在特定联系的混淆行为。例如擅自使用与他人有一定影响的商品名称、包装、装潢等相同或者近似的标识；使用他人有一定影响的企业名称、社会组织名称、姓名、域名主体部分、网站名称、网页等。

When providing goods or services to the external entities, the Company shall not commit confusing acts that can be mistaken for the goods of others or have a specific connection with others. For example, unauthorized use of the same or similar marks, such as: commodity name, packaging and decoration, which have a certain impact on others, or the use of enterprise name, social organization name, personal name, main part of domain name, website name, web page, etc. that others have a certain influence on.

## 2. 不做虚假宣传

## 2. No false publicity

在商业宣传中，不对商品的性能、质量、销售状况、用户评价等作虚假或者引人误解的广告或宣传，以欺骗或误导消费者；禁止通过虚假交易等方式协助他人进行虚假宣传。

In commercial publicity, do not make false or misleading advertising or publicity on the performance, quality, sales status and user evaluation of commodities, so as to deceive or mislead consumers; it is prohibited to assist others in false publicity through false transactions.

## 3. 不损害他人商誉

## 3. No damage to the goodwill of others

坚持以高质量的产品和服务服务取胜，维护市场秩序，尊重竞争规则，不以编造、传播虚假信息或误导性信息等方式贬低竞争者或其产品，损害竞争对手的商业信誉或商品声誉。

Insist on winning with high-quality products and services, maintain market order, respect competition rules, and do not degrade competitors or their products by fabricating and disseminating false information or misleading information in order to damage competitors' business reputation or commodity reputation.

### **（三）禁止商业贿赂等不正当行为**

#### **(III) Prohibition of misconducts including commercial bribery**

腐败行为是指直接或间接地提供、给予、接受或要求任何有价值物品，不正当地影响另一方的行为。公司员工在参与项目投标过程中，不得以向招标人、评标委员会成员或其他相关方（包括但不限于政府官员）行贿的手段谋取中标；不得以支付高额中介费的方式承揽项目。

Corruption refers to the offering, giving, accepting or requesting, directly or indirectly, anything of value to influence improperly the behavior of the other party. In the process of participating in project bidding, employees of the Company shall not bribe the tenderer, members of the bid evaluation committee or other relevant parties (including but not limited to government officials) to win the bid; employees shall not try to contract the projects by paying high intermediary fees.

在不违反法律法规和公司规定的情况下，公司可以明示方式给予交易相对方折扣，或向中间人支付佣金，并如实入账。禁止在账外暗中给予商业伙伴回扣和佣金。禁止员工个人接受商业伙伴的回扣、佣金。禁止任何

员工在商务活动中收受、索取他人的好处，包括直接收受或通过第三方收受。

Without violating the laws and regulations and the Company's regulations, the Company can explicitly give discounts to the transaction counterparty, or pay commissions to the middleman and truthfully enter into the account book. It is forbidden to secretly give rebates and commissions to business partners outside the account. Employees are prohibited from accepting rebates and commissions from business partners. It is forbidden for any employee to accept or ask for benefits from others in business activities, including direct receiving or through a third party.

公司允许出于商业礼仪和惯例，提供或接受小额、具有象征纪念意义、符合时机和场合的礼品，以及适度的接待。礼品或接待应控制在合理范围内，并符合管辖地的法律规定和所在单位的规章制度。

The Company is allowed to provide or accept small gifts with symbolic significance, suitable for an opportune moment and occasion, and moderate reception for business etiquette and practice. Gifts or reception shall be controlled within a reasonable range and comply with the laws and regulations of the jurisdiction and the rules and regulations of the unit.

## 1. 禁止欺诈

### 1. Prohibition of fraud

欺诈行为是指通过任何作为或不作为（包括错误表述），蓄意或肆意误导、或企图误导某一方，以谋取财务等利益或逃避义务的行为。公司严禁员工从事欺诈行为，并要求遵循诚实信用原则参与项目竞标。公司禁止任何成员单位或员工以他人名义投标或者以其他方式弄虚作假，误导或试

图误导另一方，从而获得经济上或其他类型的利益，或规避应负义务，骗取中标。对于在投标中提交的资质证书、许可证件、业绩证明等各类材料，公司员工应在投标前审慎核查，确保材料真实、准确。

Fraud is any act or omission, including a misrepresentation, that knowingly or recklessly misleads, or attempts to mislead, a party to obtain a financial or other benefit or to avoid an obligation. The Company prohibits employees from engaging in fraud and requires them to follow the principle of integrity to participate in bidding. The Company prohibits any member unit or employee from bidding in the name of others or engaging in fraud, misleading or trying to mislead the other party in other ways, so as to obtain economic or other types of benefits, or evade obligations and cheat the bid winner. For the qualification certificates, licenses, performance certificates and other materials submitted in the bidding, the Company's employees shall carefully check them before bidding to ensure that the materials are true and accurate.

公司按照约定全面、严格履行合同，对合同履行实施有效监控，强化对合同履行情况及效果的检查、分析和验收，确保合同全面有效履行。

The Company fully and strictly performs the contract as agreed, effectively monitors the performance of the contract, and strengthens the inspection, analysis and acceptance of the performance and effect of the contract to ensure the full and effective performance of the contract.

## 2. 禁止共谋

## 2. Prohibition of collusion

共谋行为是指两方或更多方之间的安排，以实现不正当目的，包括不正当地影响另一方的行为。公司严禁员工从事共谋行为。

公司员工在参与项目投标过程中，不得与其他招投标活动参与方约定共同实施与实现不正当目的有关的共谋行为，不得与其他投标人、招标人串通投标，损害招标人或者其他投标人的合法权益。

Collusion is an arrangement between two or more parties designed to achieve an improper purpose, including influencing improperly the actions of another party. The Company prohibits employees from engaging in collusion.

In the process of participating in project bidding, employees of the Company shall not agree with other participants in bidding activities to jointly implement collusive acts related to the realization of improper purposes, and shall not collude with other bidders and the tenderer for bid-rigging, together-conspired bidding, to damage the legitimate rights and interests of the tenderer or other bidders.

公司员工不得与其他投标人协商投标报价等投标文件的实质性内容，不得与其他投标人约定中标人、约定部分投标人放弃投标或者中标；不得与招标人沟通标底、评标委员会成员中标人选等敏感信息。

The Company's employees shall not negotiate with other bidders on the substantive contents of bidding documents, such as: bidding quotation, and shall not agree with other bidders on the winning bidder, or agree that some bidders give up bidding or win the bid; it is not allowed to communicate with the tenderer for such sensitive information as the base bid price, members of the bid evaluation committee and candidates for winning the bid.

### 3. 禁止胁迫

### 3. Prohibition of coercion

胁迫行为系指直接或间接地危害或损害、或威胁危害或损害任一方或该方的财产，来不正当地影响某一方的行为。公司严禁员工实施胁迫行为。公司禁止任何成员单位或员工直接或间接地通过使用暴力、政治权力或其他威胁他人生命健康、财产、名誉、商业机会等手段，对他人施加压力，而不适当地影响其行为其他人的行为。

Coercion is impairing or harming, or threatening to impair or harm, directly or indirectly, any party or the property of the party to influence improperly the actions of a party. The Company prohibits employees from coercion. The Company prohibits any member unit or employee from exerting pressure on others directly or indirectly by using violence, political power or other means threatening others' life, health, property, reputation, business opportunities, etc., so as to improperly influence the behavior of others.

#### 4. 禁止违规采购

#### 4. Prohibition of illegal procurement

组织或参与采购时，应严格按照所适用的法律法规及公司规定执行，不得规避招标、虚假招标，不实施故意误导、胁迫或与第三方串通、合谋等影响采购结果的行为，不得以不合理条件限制或排斥潜在供应商或报价供应商，不得违规开展非招标采购。

When organizing or participating in procurement, the employees shall strictly follow the applicable laws and regulations and the provisions of the Company. Do not evade bidding or false bidding, or deliberately mislead, coerce or collude with a third party to affect the procurement results; do not restrict or exclude potential suppliers or quotation suppliers with

unreasonable conditions, and do not carry out non-bidding procurement in violation of regulations.

#### **(四) 遵守反垄断法律法规**

#### **(IV) Compliance with anti-monopoly laws and regulations**

公司坚持通过公平和自由的方式，在法律框架内与竞争对手开展竞争，避免任何违反反垄断相关法律法规的行为。

The Company insists on competing with its competitors within the legal framework in a fair and free manner to avoid any violation of anti-monopoly laws and regulations.

##### **1. 抵制垄断协议**

##### **1. Resist monopoly agreement**

公司抵制与竞争者达成具有垄断性质的协议，内容包括固定或变更商品价格，限制商品生产或销售数量，分割销售或原材料采购市场，限制购买或开发新技术、新产品，联合拒绝交易、限制交易或强制交易等。

The Company resists entering into monopolistic agreements with competitors, including fixing or changing commodity prices, limiting the production or sales quantity of commodities, splitting the sales or raw material procurement market, restricting the purchase or development of new technologies and products, jointly rejecting transactions, restricting transactions or compulsory transactions, etc.

公司拒绝与交易相对人达成具有垄断性质的协议，包括固定转售价、限定最低转售价等。

The Company refuses to reach a monopoly agreement with the trading counterpart, including fixed resale price, limited minimum resale price, etc.

## 2. 不滥用市场支配地位

### 2. No abuse of dominant market position

公司维护公平竞争的市场秩序，禁止以不公平高价销售或以不公平低价购买商品或服务，禁止在没有正当理由的情况下低于成本价销售、限定交易对象、搭售拒售或附加不合理交易条件以及对交易对象实行差别待遇。

The Company maintains the market order of fair competition. The Company prohibits to sell goods or services at unfair high prices or purchase goods or services at unfair low prices. The Company prohibits to sell below the cost price without justified reasons, limit trading partners, sell tied products or refuse to sell products or attach unreasonable trading conditions, or implement differential treatment for trading partners.

## 3. 遵守经营者集中申报规定

### 3. Comply with the provisions on business concentration declaration

公司严格按照法律规定开展兼并、收购，以及通过合同等方式取得其他经营者控制权的活动，如符合经营者集中申报标准，应及时向有关部门申报，未经审查批准不得实施。

The Company carries out mergers and acquisitions in strict accordance with the law and obtains the control of other operators through contracts; if the mergers and acquisitions meet the reporting standards of business concentration, the Company shall timely report to the relevant departments, and the mergers and acquisitions shall not be implemented without review and approval.

## (五) 遵守反洗钱法律法规

### (V) Compliance with anti-money laundering laws and regulations



洗钱是指个人或单位将违法所得及其收益，通过各种手段掩饰、隐瞒其来源和性质，使其在形式上合法化的行为。公司严格遵守我国和业务所在国（地区）适用的反洗钱法律法规，拒绝任何洗钱行为，也拒绝为他人洗钱行为提供帮助或便利。认真审查、识别客户和合作伙伴身份，严格遵守公司资金管理制度和流程，拒绝不符合规定的现金付款，不向非交易账户、非正常账户以及不明账户付款，避免被有意洗钱的犯罪分子利用。

Money laundering refers to the behavior that individuals or units cover up and conceal the source and nature of illegal income and its gains through various means to legalize it in form. The Company strictly abides by the applicable anti-money laundering laws and regulations of China and the country (region) where the business is located, refuses any money laundering, and refuses to provide help or convenience for others' money laundering. The Company carefully reviews and identifies the identity of customers and partners, strictly abide by the Company's fund management system and process, refuses non-conforming cash payments, and does not pay to non-trading accounts, abnormal accounts or unknown accounts, to avoid being used by criminals who intend to launder money.

如员工遇到任何可疑活动，或在开展交易之前有任何疑虑，应及时咨询公司相关部门，并保存相关证据。

If employees encounter any suspicious activities or have any doubts before carrying out transactions, they should consult relevant departments of the Company in time and keep relevant evidence.

#### （六）遵守贸易管制相关法规

#### (VI) Compliance with trade control regulations

贸易管制是指某国家或地区出于国家安全、外交政策等需要，制定商品进出口管制或实施贸易制裁，对进出口的内容、起始和目的地、进出口对象和目的加以限制，或对特定国家、实体或个人开展业务进行限制。

Trade control means that a country or region formulates regulations to control the import and export of commodity or implements trade sanctions for the needs of national security and foreign policy, restricts the content, origin and destination, object and purpose of import and export, or restricts the business development of specific countries, entities or individuals.

违反贸易管制的行为可能给公司带来经济损失甚至民事或刑事处罚。公司开展商品、技术或服务跨境贸易前，应充分了解相关贸易管制和制裁的具体规定，依法取得相应的出口、转售许可或授权，并严格执行许可或授权范围的有关规定，树立企业诚信经营和负责任的国际形象。

Violation of trade control regulations may bring economic losses or even civil or criminal penalties to the Company. Before carrying out cross-border trade of goods, technologies or services, the Company shall fully understand the specific provisions of relevant regulations on trade controls and sanctions, obtain corresponding export and resale licenses or authorizations according to law, strictly implement the relevant provisions on the scope of licenses or authorizations, and establish the international image of honest operation and responsibility of the enterprise.

员工发现贸易过程或交易相对方可能涉及贸易管制风险时，应及时向公司相关部门提示或咨询。

When employees find that the trade process or the counterparty of the transaction may involve trade control risks, they shall prompt or consult

the relevant departments of the Company in time.

#### 四、公司与政府、地方社区

#### **IV. Companies and governments, local communities**

公司注重与政府的沟通与合作，积极支持社区公益事业建设，尊重业务所在国家（地区）的文化与习俗，努力为社区及社会发展贡献力量。

The Company pays attention to communication and cooperation with the government, actively supports the construction of community public welfare undertakings, respects the culture and customs of the country (region) where the business is located, and strives to contribute to the development of the community and society.

##### **（一）禁止腐败行为**

##### **(I) Prohibition of corrupt practices**

公司对腐败行为“零容忍”。任何员工不得以影响另一方与其业务相关的行为或决定为目的，直接或间接地提供、给予、接受或要求任何有价物或其他好处，任何有价物或其他好处包括但不限于：(1) 现金及现金等价物（如有价证券、消费卡、支付凭证、商业预付卡、代金券等）；(2) 奢侈品等高价值礼品（如名牌包、价值昂贵的手表、名牌化妆品等）；(3) 不合理的豪华餐饮招待、旅游度假、文娱或体育活动、高端俱乐部等招待活动；(4) 无偿或接近无偿的不动产（如办公室、居住场所）或车辆使用权；(5) 就业或实习机会；(6) 其他经济利益或好处。

The Company has “zero tolerance” for corruption. Any employee shall not offer, give, receive, or solicit, directly or indirectly, anything of value to influence improperly the actions of another party. The valuable things or other benefits include but are not limited to: (1) cash and cash equivalents (such as securities, consumption cards, payment vouchers, commercial

prepaid cards, vouchers, etc.); (2) Luxury goods and other high-value gifts (such as famous-brand bags, expensive watches, famous-brand cosmetics, etc.); (3) Unreasonable luxury catering, tourism, sports activities, high-end clubs and other entertainment activities; (4) Free or near-free real estate (such as offices, residential places) or vehicle use rights; (5) Employment or internship opportunities; (6) Other economic benefits.

严禁任何员工为获取不正当利益，直接或间接地向公职人员行贿或作出提供贿赂的任何承诺或支付。公职人员具体是指：(1)任何通过竞选或被任命在中国或外国政府（包括中央或地方政府，包括立法、司法、行政、军事系统）担任职务的人；(2)虽然不在中国或外国政府任职，但代表政府机构行使公共职能的人（例如政府聘用的顾问）；(3)在政府控股或实际控制的实体（例如国有企业）任职的人；(4)公共国际组织（例如联合国、世界银行等）的官员或代理；(5)任何中国或外国政党的官员或代理；(6)任何中国或外国政界职位的候选人。

It is strictly prohibited for any employee to directly or indirectly offer bribes to public officials or make any promise or payment to provide bribes in order to obtain illegitimate benefits. Public officials refer to: (1) anyone who holds a post in Chinese or foreign governments (including central or local governments, and including legislative, judicial, administrative and military systems) through election or appointment; (2) A person who does not hold a post in Chinese or foreign governments but performs public functions on behalf of the government (such as a consultant employed by the government); (3) A person who works in an entity controlled or actually controlled by the government (such as a state-owned enterprise); (4)

Officials or agents of public international organizations (such as the United Nations and the World Bank); (5) Officials or agents of any Chinese or foreign political party; (6) Any candidate for a political position in China or foreign countries.

#### 1. 严格规范礼品和商务接待

##### 1. Strictly regulate gifts and business reception

公司允许出于商业礼仪和惯例，按照公司规定提供小额、具有象征纪念意义、符合时机和场合的礼品，以及适度的接待。礼品或接待应控制在合理范围内，并符合管辖地的法律规定和所在单位的规章制度。

The Company is allowed to provide small, symbolic and commemorative gifts and appropriate reception in accordance with the Company's regulations for business etiquette and practices. Gifts or reception shall be controlled within a reasonable range and comply with the laws and regulations of the jurisdiction and the rules and regulations of the unit.

#### 2. 严格规范提供外部差旅

##### 2. Strictly regulate the provision of external travel

公司提供外部差旅必须有合理合法的业务目的，与公司产品或服务的促销、展示，以及合同的执行和履约等活动相关。公司决不允许处于贿赂的目的而提供外部差旅。

External travel provided by the Company must have a reasonable and legal business purpose, which is related to the promotion and display of the Company's products or services, as well as the execution and performance of the contract. The Company will never allow external travel for the purpose of bribery.

### 3. 禁止借捐赠、赞助等名义行贿

#### 3. Strictly prohibit bribery in the name of donation and sponsorship

公司仅出于合法目的，基于合理的交易和文件对外付款，禁止员工为了获取不正当的业务优势或其他不道德的目的而承诺、提供或开展捐赠、赞助活动，禁止员工假借广告费、宣传费、咨询费等名义进行利益输送。

The Company only makes external payments for legitimate purposes based on reasonable transactions and documents, prohibits employees from making promises, providing or carrying out donation and sponsorship activities in order to obtain improper business advantages or other immoral purposes, and prohibits employees from transferring benefits in the name of advertising fees, publicity fees, consulting fees, etc.

### 4. 禁止支付便利费

#### 4. Strictly prohibit payment of facilitation fee

公司禁止员工违反业务所在国（地区）法律法规，直接或间接向政府官员支付好处费、便利费、封口费。政府官员是指：（1）任何通过竞选或被任命在中国或外国政府（包括中央或地方政府，包括立法、司法、行政、军事系统）担任职务的人；（2）虽然不在中国或外国政府任职，但代表政府机构行使公共职能的人（例如政府聘用的顾问）；（3）公共国际组织（例如联合国、世界银行等）的官员或代理；（4）任何中国或外国政党的官员或代理；（5）任何中国或外国政界职位的候选人。

The Company prohibits employees from directly or indirectly paying benefits, facilitating fees and sealing fees to government officials in violation of the laws and regulations of the country (region) where their business is located. Government officials refer to: (1) anyone who holds a post in Chinese or foreign governments (including central or local

governments, and including legislative, judicial, administrative and military systems) through election or appointment; (2) A person who does not hold a post in Chinese or foreign governments but performs public functions on behalf of the government (such as a consultant employed by the government) ; (3) Officials or agents of public international organizations (such as the United Nations and the World Bank); (4) Officials or agents of any Chinese or foreign political party; (5) Any candidate for a political position in China or foreign countries.

提示：便利费是指为使行政或司法机关及其工作人员加快或保证履行其法定职责而额外支付的小额付款。特定情况下，为加急办理相关事项，按照行政或司法机关公布的收费标准，向其账户支付且收到正式收据的费用，不属于便利费。

Tips: The facilitating fee refers to the additional small payment made to enable the administrative or judicial organs and their staff to speed up or ensure the performance of their statutory duties. Under specific circumstances, in order to expedite the handling of relevant matters, the fees paid to the specified accounts with official receipts in accordance with the charging standards published by the administrative or judicial authorities are not deemed as facilitation fee.

#### 5. 禁止提供带有贿赂性质的工作机会

5. Strictly prohibit to provide job opportunities with the nature of bribery

禁止为获取、维持不正当利益，向现任或前任政府官员或客户员工、前述人员的近亲属或关系密切的人、存在内外部利益冲突的人等提供职位、

兼职（含顾问岗位）、返聘、短期的无薪工作经历和实习职位等类似工作机会以及晋升、培训、补贴等福利待遇。

The Company strictly prohibits to provide positions, part-time (including consultant positions), re employment, short-term unpaid work experience and internship positions and similar job opportunities, as well as welfare benefits such as promotion, training and subsidies to current or former government officials or customer employees, close relatives of the above-mentioned personnel or others who have close relationship with them, people with internal and external conflicts of interest, in order to obtain and maintain illegitimate interests.

## （二）加强与政府的沟通

### (II) Strengthen communication with the government

公司积极构建与业务所在国（地区）政府的建设性、战略性伙伴关系，就重要事项与政府保持及时、坦诚、主动的沟通 and 交流，合法、正当地反映诉求。开展境外业务过程中还应与业务所在地相关国际组织保持畅通交流。

The Company actively builds a constructive and strategic partnership with the government of the country (region) where the business is located, maintains timely, frank, honest and proactive communication and exchange with the government on important matters, and legally and properly reflects the demands. In the process of carrying out overseas business, the Company shall also maintain smooth communication with relevant international organizations where the business is located.

## （三）支持社区公益事业

### (III) Community public welfare undertakings



公司切实履行社会责任，积极开展社区交流，支持社区公益事业。在开展业务的过程中，避免侵犯当地社区及公众的合法利益。

The Company earnestly performs its social responsibilities, actively carries out community communication and supports community public welfare undertakings. In the process of business, the Company avoids infringing on the legitimate interests of local communities and the public.

公司鼓励员工积极参与社区公益及志愿活动，并持续为此类活动提供支持。

The Company encourages employees to actively participate in community public welfare and voluntary activities, and continues to provide support for such activities.

#### **（四）尊重地方风俗习惯和宗教信仰**

#### **(IV) Respecting local customs and religious beliefs**

在开展业务的过程中，员工应充分了解、掌握并尊重业务所在国家（地区）的文化、宗教、风俗习惯和商务礼仪。若无意触犯了禁忌，要及时真诚道歉，并向上级主管人员或部门报告，避免诱发不稳定、不安全因素，给公司造成负面影响。

In the process of business development, employees should fully understand, master and respect the culture, religion, customs and business etiquette of the country (region) where the business is located. In case of unintentional violation of taboos, employees should make a sincere apology in time and report to the superior supervisor or department to avoid inducing unstable and unsafe factors and causing negative impact on the Company.

## 五、职业健康、安全环保及质量管理

### **V. Occupational health, safety, environmental protection and quality management**

安全与环保不仅关乎广大职工的生命安全和切身利益，还关乎公司的可持续发展，公司始终坚持“以人为本、安全为天”的安全生产方针，建立完善 HSSE（职业健康、安全生产、治安保卫、环境保护）管理体系，实现了公司安全生产形势持续稳定向好。公司严格遵守中国和业务所在国（地区）产品质量方面的法律法规，在业务经营中加强质量监控，完善产品及服务质量管理体系，与客户实现利益共享、共同发展。

Safety and environmental protection are not only related to the life safety and vital interests of employees, but also related to the sustainable development of the Company. The Company strictly abides by the laws and regulations on product quality in China and the country (region) where the business is located, strengthens quality monitoring in business operation, improves product and service quality management system, and realizes benefit sharing and common development with customers.

#### **（一）守护职业健康**

##### **(I) Protecting occupational health**

公司将保护员工的生命安全和职业健康作为核心经营理念，不断完善职业健康专业化管理。输变电、新能源、新材料、能源等各产业经营单位严格按法规要求实施新改扩建项目职业病防治设施“三同时”验收，在劳动合同中写明岗位职业危害因素并进行告知，为员工提供符合行业标准的劳动安全防护用品，积极创造良好的工作环境，建立接害员工职业健康监护档案，组织员工开展上岗前、在岗期间、特殊情况应急后和离岗时的职业健康检查，定期开展职业病危害因素检测和评价，避免或减少职业病

危害。积极开展职业病防治主题宣传和专项培训，提升场所安全健康水平与员工职业危害防范意识。

The Company takes the protection of employees' life safety and occupational health as the top priority, constantly improves the professional management of occupational health, provides employees with occupational health conditions and labor safety protection articles in line with laws and industrial standards in various industrial sectors, such as: power transmission and transformation, new energy, new materials and energy, and promotes the establishment of an information system covering the whole process of prevention and control to avoid or reduce occupational hazards. The Company actively carries out thematic publicity and special training on occupational disease prevention and control to improve the safety and health level of the workplace and the prevention awareness of employees.

员工应严格遵守职业危害防治的法律法规、相关标准和公司内部规章，自觉参加岗前职业健康培训和在岗期间的定期培训，主动学习并掌握职业健康、职业病防治知识和技能。

Employees shall strictly abide by laws and regulations on prevention and control of occupational hazards, relevant standards and internal rules of the Company, consciously participate in occupational health training before work and regular training in working, and actively learn and master occupational health and occupational disease prevention knowledge and skills.

## **(二) 严守安全生产红线底线**

## (II) Strictly comply with the bottom line and red line of safety production

公司始终把安全生产放在所有工作的第一位，建立并落实安全生产责任制，持续健全安全生产规章制度体系，强化风险源头防控和过程控制，组织全员目标签订，实行网格化安全管理，定期组织教育培训，加强设备设施和作业安全本质安全水平提升，落实风险分级管控和隐患排查治理双重预防机制，制定多层级、全方位的安全应急预案，持续开展安全环保体系达标评价，不断提升安全生产管控水平。

The Company always puts safety production in the most important position, establishes and implements safety production responsibility system, continuously improves safety production rules and regulations system, strengthens risk source prevention and formulates multi-level and all-round safety emergency plan, regularly organizes education, training and emergency drill, and continuously improves the level of safety production control.

全体员工均应严格履行安全生产职责，主动学习并掌握安全生产相关法律法规和公司规章制度、操作规程，充分了解作业场所和岗位所涉的危险因素和防控技能，按规定穿戴工装和劳保护具，不违章指挥、不违章作业和违反劳动纪律。从事危险和特种作业的员工应取得相应资质证书和作业许可。

All employees shall strictly perform their safety production responsibilities, actively learn and master the laws and regulations related to safety production, the Company's rules and regulations and operating procedures, fully understand the risk factors and prevention and control skills involved in the workplace and post, wear tooling and labor protection

equipment as required, and do not break rules and regulations in commanding and operating, and do not violate labor discipline. Employees engaged in dangerous and special operations shall obtain corresponding qualification certificates and work permits.

### **（三）保护生态环境**

#### **(III) Protect the ecological environment**

公司始终坚持“绿水青山就是金山银山”的生态文明理念，深入贯彻绿色发展新理念，积极履行环保义务、承担环保责任，改善厂区环境，按国家环保法律要求开展工业和危险废物管理，确保三废达标排放，制定环境应急预案，接收社会各界环境监督，追求生产经营与环境保护的协调发展，实现人与自然和谐共处。

The Company always adheres to the ecological civilization concept of "lucid waters and lush mountains are invaluable assets", deeply implements the concept of green development, actively performs environmental protection obligations, undertakes environmental protection responsibilities, and pursues the coordinated development of production and operation and environmental protection.

在开展国际业务过程中，公司严格遵守业务所在国（地区）环境和自然资源保护的相关法律法规、标准和准则，为促进当地生态环境的可持续发展做出应有的贡献。

In the process of international business, the Company strictly abides by the relevant laws, regulations, standards and guidelines for the protection of environment and natural resources in the country (region) where the business is located, and makes contributions to the sustainable development of local ecological environment.

#### **（四）改进和提升质量**

##### **(IV) Improve and enhance quality**

公司致力于建立完善质量管理体系，不断巩固和提升管理效能；全体员工应不断学习并掌握与本岗位相关的质量标准，严格执行各项工作要求和规范，从严把控生产管理各个环节，努力为客户提供安全优质的产品和满意高效的服务。

The Company is committed to establishing and improving the quality management system and constantly consolidating and improving the management efficiency; all employees shall constantly learn and master the quality standards related to their posts, strictly implement various work requirements and specifications, strictly control all links of production management, and strive to provide customers with safe and high-quality products and satisfactory and efficient services.

#### **（五）严格承包商和供应商管理**

##### **(V) Strictly manage contractors and suppliers**

承包商与供应商对公司实现质量和 HSSE 目标起到至关重要的作用，公司优选遵守法律法规、信誉良好的承包商和供应商开展业务。公司加强对供应商、承包商全过程监管，并实施名单制管理，对供应商失信行为实行联合惩戒。

Contractors and suppliers play a vital role in achieving the Company's quality and HSE objectives. The Company prefers reputable contractors and suppliers who comply with laws and regulations to carry out business. The Company strengthens the whole process supervision of suppliers and contractors, implements the list system management, and implements joint punishment for suppliers' dishonesty.

全体员工应严格执行公司关于承包商和供应商的准入机制，将质量要求和违规责任体现在招标文件/采购文件第三卷合同模板及合同条款中，加强对物资的入厂、入库检验，对工程建设的全程监管，以及对服务的考核评价。

All employees shall strictly implement the Company's access mechanism for contractors and suppliers, reflect the quality requirements and violation responsibilities in the bidding documents and contract terms, strengthen the incoming and warehousing inspection of materials, the whole process supervision of engineering construction, and the assessment and evaluation of services.

## **六、资产与财税管理**

### **VI. Asset and tax management**

公司全体员工都应保护公司的资产和资源，确保公司的资产和资源得到合理、高效的利用，在工作中应严格遵守中国和业务所在国（地区）的财务、税务、资产管理法律法规和监管要求。

All employees of the Company shall protect the Company's assets and resources, ensure the reasonable and efficient utilization of the Company's assets and resources, and strictly abide by the financial, tax and asset management laws, regulations and regulatory requirements of China and the country (region) where the business is located.

#### **（一）正确使用和保护公司资产**

##### **(I) Correctly use and protect the Company's assets**

公司资产包括有形资产和无形资产。有形资产包括但不限于公司的资金以及输变电装备、电厂等的设施、设备、工程材料等实物；无形资产包

包括但不限于公司的品牌形象、信息记录、客户资料、公司服务、知识产权等。

The Company's assets include tangible assets and intangible assets. Tangible assets include but are not limited to the Company's funds and physical objects, such as: facilities, equipment and engineering materials of power transmission and transformation equipment and power plants; the intangible assets include but are not limited to the Company's brand image, information records, customer data, Company services, intellectual property rights, etc.

员工应从有利于公司发展的角度使用和处置资产，避免浪费、毁损、误用公司资产，保护资产不被偷盗和侵权；未经批准和授权，不得擅自销售、转让或以其他方式处置公司资产，不得将公司资产用于私人用途，并及时报告任何侵害、侵占公司资产的行为或风险。

Employees should use and dispose of assets from the perspective of being conducive to the development of the Company, avoid waste, damage and misuse of Company assets, and protect assets from theft and infringement; without approval and authorization, it is not allowed to sell, transfer or otherwise dispose of the Company's assets; employees shall not use the Company's assets for private purposes, and shall report any acts or risks of infringing or embezzling the Company's assets in time.

## **（二）保护知识产权**

### **(II) Protection of intellectual property**

专利权、商标权、技术秘密和软件著作权、域名等知识产权是公司的创新成果和宝贵资产。公司注重知识产权的依法合规创造、保护和运用，同时尊重他人知识产权。



Patents, trademarks, technical secrets, software copyrights, domain names and other intellectual property rights are the Company's innovative achievements and valuable assets. The Company pays attention to the legal and compliant creation, protection and application of intellectual property rights, and respects the intellectual property rights of others.

## 1. 保护公司知识产权

### 1. Protect the Company's intellectual property

公司依法、及时对发明创造、产品和服务商标、域名等申请登记注册，对已经取得的权利应及时续展并规范实施许可和转让。如员工发现侵犯公司知识产权的行为，应及时制止、上报，并积极收集、保全证据，必要时可通过诉讼等法律途径维护公司合法权益。

The Company shall apply for registration of invention and creation, product and service trademarks, domain names, etc. in accordance with the law and in a timely manner, and shall extend the acquired rights in a timely manner and standardize the implementation of permission and transfer. If employees find any infringement of the Company's intellectual property rights, they shall stop and report in time, actively collect and preserve evidence, and safeguard the legitimate rights and interests of the Company through legal channels such as litigation when necessary.

员工执行公司任务或主要利用公司资源完成的发明创造，属职务发明创造，相关知识产权归公司所有，员工个人不能据为己有。

Inventions and creations made by employees during performance of Company tasks or mainly by using Company resources belong to job-related inventions and creations. Relevant intellectual property rights belong to the Company, and employees shall not take them as their own.

## 2. 防止侵犯他人知识产权

### 2. Prevent infringement of intellectual property rights of others

公司尊重他人知识产权，在需要使用他人知识产权时，应与权利人达成协议、取得许可，并严格在许可范围内使用。在研究开发新产品、新技术时，应及时开展知识产权查询，防止侵犯他人知识产权。在开展涉外知识产权合作时，要对目标国家（地区）的知识产权进行检索与分析，提前制定合规风险防控措施。

The Company respects the intellectual property rights of others. When it needs to use the intellectual property rights of others, it shall reach an agreement with the obligee, obtain a license, and use them strictly within the scope of the license. When researching and developing new products and technologies, the employees shall inquire intellectual property in time to prevent infringement of others' intellectual property rights. When carrying out foreign-related intellectual property cooperation, employees shall search and analyze the intellectual property rights of the target countries (regions), and formulate compliance risk prevention and control measures in advance.

## （三）严格执行财税制度

### (III) Strictly implement the fiscal and taxation system

#### 1. 遵守财经纪律

#### 1. Comply with financial discipline

员工应严格履行公司对外支付、财务借支和报销的审查、审批程序，并在公司账目、财务报表及文件中真实准确记录。不隐瞒公司收入，不截留、坐支、挪用、转移公司资金，不报销未实际发生的费用或非业务原因发生的费用。

Employees shall strictly perform the review and approval procedures of the Company for external payment, financial borrowing and reimbursement, and make true and accurate records in the Company's accounts, financial statements and documents. Do not conceal the Company's income, or retain, embezzle or transfer the Company's funds or use the collected cash for payment, and do not reimburse the expenses not actually incurred or incurred for non business reasons.

### 2. 财务信息和报告须真实、准确、完整

2. Financial information and reports must remain true, accurate and complete

员工应保证公司会计记录及财务报告符合有关法律法规和会计准则，确保信息数据真实、准确、完整和及时，不隐瞒、伪造、篡改有关财务记录，或者编造、提供、披露虚假财务报告及相关信息。

Employees shall ensure that the Company's accounting records and financial reports comply with relevant laws, regulations and accounting standards, ensure that the information and data are true, accurate, complete and timely, and do not conceal, forge or tamper with relevant financial records, or fabricate, provide and disclose false financial reports and relevant information.

### 3. 做好票据和会计资料管理

### 3. Strictly manage bills and accounting materials

公司严格遵守发票领购、开具、取得、保管、缴销等规定，严禁虚开发票、倒卖发票。妥善保存各项财务票据及相关审批文件，保证财务账册和资料完整、准确，按规定建立和保存会计档案。

The Company strictly abides by the regulations on receiving,

purchasing, issuing, obtaining, keeping and handing in for cancellation of invoice; the Company strictly prohibits falsely issuing invoices and reselling invoices. Employees shall properly keep all financial bills and relevant approval documents, ensure the integrity and accuracy of financial accounts and data, and establish and save accounting archives as required.

#### 4. 依法纳税

#### 4. Pay taxes in accordance with law

公司依法履行纳税义务和税收代扣代缴义务，如实向税务机关反映生产经营情况和执行财务制度情况，按照有关规定提供报表和资料，拒绝瞒报、漏报、误报，严禁偷税漏税，保留的涉税资料应真实、完整，符合税务机关要求。员工应依法履行个人纳税义务。

The Company performs its tax obligations and tax withholding and payment obligations according to law, truthfully reports the production and operation conditions and the implementation of financial system to the tax authorities, provides statements and materials in accordance with relevant regulations, refuses to conceal, omit or misrepresent and strictly prohibits tax evasion. The tax related materials retained shall be true and complete and meet the requirements of the tax authorities. Employees shall fulfill their personal tax obligations according to law.

#### 七、信息保护

#### VII. Information protection

公司及全体员工遵守保守商业秘密、网络安全与数据信息保护的法律法规和监管要求，确保公司信息安全，保护企业自身权益不受侵害，也不侵犯他人权益。

The Company and all employees shall abide by the laws, regulations and regulatory requirements for keeping business secrets, network security and data and information protection, ensure the Company's information security, and protect the rights and interests of the enterprise from infringement, and shall not infringe the rights and interests of others.

### **(一) 严格涉密信息管理**

#### **(I) Strictly manage confidential information**

公司不断健全商业秘密保护管理体系，完善保密管理制度，持续开展保密宣传教育，禁止任何窃取、探听或违规使用涉密信息的行为，并对客户、供应商及合作伙伴的涉密信息予以保护。

The Company continues to improve the business secret protection and management system, improve the confidentiality management system, continues to carry out confidentiality publicity and education, prohibits any act of stealing, eavesdropping or illegal use of confidential information, and protects the confidential information of customers, suppliers and partners.

员工应妥善保管和使用与工作有关的资料和信息，如因业务需要对外提供涉密资料和信息，应严格按照公司相关规定取得批准或授权，并限定知悉范围，签订相应保密协议。未经批准或授权，不得擅自留存、复印涉密信息，不得携带储存涉密信息的电脑、移动存储设备等介质离开办公场所，不得违规通过非涉密载体处理、传输涉密信息。应避免在公共场所和私人交往中涉及涉密信息，避免在公开发表的文章及接受媒体采访时涉及涉密信息。如发现泄密事件及隐患，应及时制止、报告，并采取补救措施。

Employees shall properly keep and use work-related data and information. If confidential data and information are provided due to

business needs, they shall obtain approval or authorization in strict accordance with relevant provisions of the Company, limit the scope of knowledge and sign corresponding confidentiality agreement. Without approval or authorization, it is not allowed to retain or copy confidential information, take computers, mobile storage devices and other media storing confidential information to leave the office, or process and transmit confidential information through non confidential carriers in violation of regulations. Employees should avoid involving confidential information in public places and private exchanges, and avoid involving confidential information in published articles and media interviews. In case of any leakage and hidden danger, employees shall stop the leakage and report, and take remedial measures in time.

## **(二) 依法收集使用信息**

### **(II) Collect and use information in accordance with law**

公司遵循合法、正当和必要的原则收集、使用和处理个人信息，以及商业伙伴、利益相关方的市场、财务、人事、战略规划等有关信息，采取谨慎措施确保信息安全。禁止非法加工、传输、买卖、提供或公开所收集的信息，如确需提供，应遵守法律法规和公司相关规定。

The Company collects, uses and processes personal information, as well as market, financial, personnel, strategic planning and other relevant information of business partners and stakeholders in accordance with the principles of legality, legitimacy and necessity, and takes prudent measures to ensure information security. It is prohibited to illegally process, transmit, trade, provide or disclose the collected information. If it is necessary to provide such information, it shall comply with laws,

regulations and relevant provisions of the Company.

### **(三) 重视网络信息安全**

#### **(III) Attach importance to network information security**

公司高度重视网络与信息安全，定期开展网络安全认证、检测和风险评估，完善网络安全应急管理机制，构建网络安全综合防控系统，及时处置系统漏洞、计算机病毒和网络攻击事件，有效防范公司信息安全风险。

The Company attaches great importance to network and information security, regularly carries out network security certification, detection and risk assessment, improves network security emergency management mechanism, constructs a comprehensive network security prevention and control system, timely handles system vulnerabilities, computer viruses and network attacks, and effectively prevents the Company's information security risks.

员工应强化网络安全意识，学习网络安全保护和应急处理技能，遵守公司互联网访问规定，不登录非法网站，不接收可疑邮件，不下载恶意软件，不发布、下载或接收违法违规信息。不得非法侵入、干扰他人网络，窃取网络数据。不得为他人从事危害网络安全的行动提供支持。

Employees should strengthen network security awareness, learn network security protection and emergency handling skills, abide by the Company's Internet access regulations, and shall not log in to illegal websites, receive suspicious emails, download malware, publish, download or receive illegal information. It is not allowed to illegally invade and interfere with other people's networks and steal network data. Employees shall not provide support for others to engage in actions endangering network security.

#### （四）依法披露信息

##### (IV) Disclosure of information in accordance with law

信息披露是公司与社会公众沟通的桥梁。公司按照有关法律、法规和监管要求，及时、真实、准确、完整地进行信息披露，做好相关文件的登记备案，接受并配合监管部门的检查。

Information disclosure is a bridge between the Company and investors and the public. The Company makes timely, true, accurate and complete information disclosure in accordance with relevant laws, regulations and regulatory requirements, properly completes the registration and filing of relevant documents, and accepts and cooperates with the inspection of regulatory authorities.

信息披露应由经公司授权的员工董事会秘书按照法律法规、监管部门及公司规定的程序进行，并符合相关保密要求；未经授权或批准其他任何人不得擅自对外披露信息，具体执行参照《特变电工股份有限公司信息披露管理制度》。

The information disclosure shall be carried out by the employee authorized by the Company and the secretary of the board of directors in accordance with laws and regulations, regulatory authorities and procedures specified by the Company, and meet relevant confidentiality requirements; information shall not be disclosed to the public without authorization or approval. Refer to *Information Disclosure Management System of TBEA Co., Ltd.* for details.

#### （五）禁止内幕交易

##### (V) Prohibition of insider trading



内幕信息是证券交易活动中，涉及发行人的经营、财务或者对该发行人证券的市场价格有重大影响的尚未公开的信息，包括但不限于：财务预测、收益/股息公告、收购或剥离计划、战略性计划、高层管理者变更等指《证券法》《公司法》等法律法规规定的，涉及公司的经营、财务或者对公司股票及其衍生品种的市场交易价格有重大影响，尚未在中国证监会指定并经公司选定的上市公司信息披露刊物或网站上正式公开披露的信息。

Insider information refers to unpublished information involving the operation and finance of the issuer or having a significant impact on the market price of the issuer's securities during the securities trading activities, including but not limited to: financial forecast, income/dividend announcement, acquisition or divestiture plan, strategic plan, change of senior management, etc., which is strictly managed according to the provisions of *Securities Law*, *Company Law* and other laws and regulations, and involves the operation and finance of the Company or have a significant impact on the market transaction price of the Company's shares and their derivatives, and has not been officially disclosed on the information disclosure publications or websites designated by the CSRC for listed companies and selected by the Company.

内幕交易是指内幕信息知情人或以不正当手段获取内幕信息的人员违反法律、法规的规定，利用内幕信息买卖证券或者向他人提出买卖证券建议的行为。

Insider trading refers to the behavior of insiders of insider information or personnel who obtain insider information by improper means to use insider information to buy and sell securities or put forward suggestions on buying and selling securities to others in violation of the provisions of laws

and regulations.

公司及员工应遵守证券交易的相关法律法规，不得以任何形式泄露，也不得利用内幕信息进行证券交易或建议他人进行证券交易。

The Company and its employees shall abide by relevant laws and regulations on securities trading and shall not disclose in any form, nor use insider information to conduct securities trading or suggest others to conduct securities trading.

## 八、关于本手册

### **VIII. About this Code**

#### **(一) 为什么要制定《诚信合规手册》**

##### **(I) Why we develop *the Code of Integrity and Compliance***

为更好地传递和践行诚信合规价值理念，不断适应境内外日趋严峻的合规监管要求，有必要制定统一的《诚信合规手册》，概括性地规定公司及员工应该遵守的合规管理要求和基本行为准则，指导公司及员工依法合规履行职责，确保公司的合规管理体系高效运行，有效维护公司良好声誉，促进健康可持续发展。

In order to better convey and practice the value concept of integrity and compliance, and constantly adapt to the increasingly severe compliance supervision requirements at home and abroad, it is necessary to formulate a unified *the Code of Integrity and Compliance*, which generally stipulates the compliance management requirements and basic code of conduct that the Company and employees should abide by, guides the Company and employees to perform their duties in accordance with the law, and ensures the efficient operation of the Company's compliance management system, effectively maintain the Company's good reputation

and promote healthy and sustainable development.

## （二）哪些人需要遵守《诚信合规手册》

### (II) Who need to comply with *the Code of Integrity and Compliance*

《诚信合规手册》适用于公司各成员单位，包括各分（子）公司、关联公司及其所有董事、监事、高级管理人员、员工（含全职、兼职、咨询性质或者临时的，包括从提供雇佣服务的机构或其他实体外包的员工）。代表（代理）公司或以公司名义从事各项工作的人员，均应充分了解并遵守《诚信合规手册》的规定。各成员单位通过法定程序执行《诚信合规手册》规定。

The *Code of Integrity and Compliance* is applicable to all subsidiaries of the Company, including all branches (subsidiaries), affiliated companies and all their directors, supervisors, senior managers and employees (including full-time, part-time, consulting or temporary employees, including employees outsourced from institutions or other entities providing employment services). Personnel engaged in various work on behalf of (acting for) the Company or in the name of the Company shall fully understand and abide by the provisions of *the Code of Integrity and Compliance*. All subsidiaries shall implement the provisions of *the Code of Integrity and Compliance* through legal procedures.

在开展业务的过程中，公司及员工应通过恰当途径向与公司合作的第三方提供《诚信合规手册》，要求其同意并遵守《诚信合规手册》的相关内容。

In the process of conducting business, the Company and its employees shall provide *the Code of Integrity and Compliance* to third party that is cooperating with the Company through appropriate channels

and require them to agree to and abide by the relevant contents of *the Code of Integrity and Compliance*.

### (三) 如何遵守与使用《诚信合规手册》

#### (III) How to comply with and use *the Code of Integrity and Compliance*

全体员工均应认真学习《诚信合规手册》，掌握诚信合规的基本要求和行为规范，并承诺在工作中遵守和践行。

All employees shall carefully study *the Code of Integrity and Compliance*, master the basic requirements and code of conduct of integrity and compliance, and promise to abide by and practice it in their work.

除《诚信合规手册》外，员工还应严格遵守法律、法规及公司的规章制度。当发生《诚信合规手册》不能涵盖的情况时，员工需要根据具体情况依据诚信、合规、公正的原则做出判断和行动，必要时可咨询相关部门或合理部门。

In addition to *the Code of Integrity and Compliance*, employees should also strictly abide by laws, regulations and the Company's rules and regulations. In case of situations that cannot be covered by *the Code of Integrity and Compliance*, employees need to make judgments and actions based on the principles of integrity, compliance and impartiality according to the specific situation. If necessary, they can consult relevant departments or compliance management departments.

在境外开展业务时，若出现当地法律法规、风俗习惯与《诚信合规手册》规定存在差异的情形，员工应在遵守当地法律法规的基础上适用多种规范中最为严格的规定。若对相关情况存有疑惑，请咨询部门负责人或合规管理部门。

When conducting business abroad, if there are differences between local laws, regulations and customs and the provisions of *the Code of Integrity and Compliance*, employees shall apply the most stringent provisions of various regulations on the basis of complying with local laws and regulations. If you have doubts about the relevant situation, please consult the department head or the compliance management department.

各级经营管理人员要积极营造诚信合规的氛围，带头守法合规，发挥表率作用，指导和监督下属员工遵守《诚信合规手册》各项规定，定期与员工就诚信合规表现进行沟通和交流，正确对待来自员工的意见和建议。

Operation and management personnel at all levels shall actively create an atmosphere of integrity and compliance, take the lead in law-abiding and compliance, play an exemplary role, guide and supervise subordinate employees to comply with the provisions of *the Code of Integrity and Compliance*, regularly communicate and exchange with employees on integrity and compliance performance, and correctly treat opinions and suggestions from employees.

#### （四）违反《诚信合规手册》将面临什么后果

#### (IV) The consequences of violating *the Code of Integrity and Compliance*

公司不容忍任何违反《诚信合规手册》的行为。任何违反《诚信合规手册》规定的员工，将根据相关规定进行处理；情节严重的，将根据相关法律法规解除劳动合同；若涉嫌违法犯罪，将依法移送监察机关或司法机关追究刑事责任。

The Company will not tolerate any violation of *the Code of Integrity and Compliance*. Any employee who violates the provisions of *the Code*

*of Integrity and Compliance* will be dealt with in accordance with relevant regulations; if the circumstances are serious, the labor contract will be terminated in accordance with relevant laws and regulations; if it is suspected of illegal crime, the violator will be transferred to the supervisory organ or judicial organ for criminal responsibility according to law.

#### (五) 咨询、举报与调查

##### (V) Consultation, reporting and investigation

如果员工对本手册中的具体诚信合规要求存在疑问，可以向公司风控合规部进行咨询。

If employees have questions about the integrity and compliance requirements in this Code, they can consult the Company's Risk Control and Compliance Department.

咨询电话：（0086）010-83632219

咨询邮箱：[compliance@tbea.com](mailto:compliance@tbea.com)

Consultation Tel: (0086) 010-83632219

Consultation e-mail: [compliance@tbea.com](mailto:compliance@tbea.com)

公司鼓励、支持对违反或疑似违反《诚信合规手册》的行为进行举报。举报可通过公司内网专栏或以下方式进行，实名或匿名均可。实名举报将会得到优先反馈。

The Company encourages and supports the reporting of violations or suspected violations of *the Code of Integrity and Compliance*. The report can be made through the Company's intranet column or the following methods, with real name or anonymity. Real name reports will receive priority feedback.

举报电话：400-687-8000

举报电子邮箱: [tbeaji@tbea.com](mailto:tbeaji@tbea.com)

邮寄地址: 昌吉市北京南路 189 号特变电工审计监察部

邮编: 831100

Reporting Tel: 400-687-8000

Reporting email: [tbeaji@tbea.com](mailto:tbeaji@tbea.com)

Mailing address: TBEA audit and supervision department, No. 189,  
Beijing South Road, Changji City

Zip code: 831100

公司将严格遵守法律规定和商业惯例对所有举报进行保密，绝不允许任何针对举报人员的打击报复。但举报应实事求是，捏造事实或提供虚假信息的员工将被追究相应责任。

The Company will strictly abide by the legal provisions and business practices, keep all reports confidential, and never allow any retaliation against the informants. However, the report should be realistic. Employees who fabricate facts or provide false information will be held accountable.

对于违规行为，公司有权根据相关规定开展调查，并及时反馈、公布处理结果。相关部门、员工、商业合作伙伴对于合规调查应予配合。

For violations, the Company has the right to investigate according to relevant regulations, and timely give feedback and publish the disposition results. Relevant departments, employees and business partners shall cooperate with the compliance investigation.