



## **Code of Ethics**

Officially resolved by the Board of Directors on 27 July 2010

### **Article 1 (Purpose and Basis of the Code of Ethics)**

The Code of Ethics is adopted for the purpose of directing the directors, officers, managers, and employees of the Company to act in conformity with the standard of ethics, and ensuring that the stakeholders of the Company understand the ethical standard of the Company.

### **Article 2 (Persons Subject to Code of Ethics)**

This Code of Ethics shall be applied to the board of directors, officers, managers, and other employees of the Company (collectively “the Personnel”).

### **Article 3 (The Principle of Honesty and Credibility)**

In the event of performing their duties, the Personnel of the Company shall be proactive, responsible, prudent, and shall abandon sectionalism, focus on teamwork, and diligently comply with the principle of honesty and credibility.

### **Article 4 (Prevention of Conflict of Interest)**

The Personnel of the Company shall deal with corporate events objectively and efficiently, and shall not improperly take benefits based on the Personnel’s position for themselves, their spouses, parents, children or relatives within three degrees of kinship.

In the event that the aforementioned Personnel’s affiliates receive loans or guarantees, engage in material assets transactions, or purchase (or sell) products from (or to) the Company, the relevant Personnel shall voluntarily and sufficiently explain to the Company whether there exists any potential conflict of interest with the Company in order to gain proper approval from a supervisor.

### **Article 5 (No Self-Benefiting)**

In the event that the Company has the opportunity to obtain benefits, the Personnel shall ensure that the Company is able to acquire them lawfully.

The Personnel shall not:

1. acquire the opportunities for benefit or benefit themselves by using the Company’s assets or information or by virtue of their positions with the Company; or
2. compete with the Company.

### **Clause 6 (Confidentiality)**

1. The Personnel shall, unless otherwise authorized or required to disclose by law, keep the company information and the information of suppliers / customers in strict confidence. The confidential information includes all non-public information that may cause damage to the Company or the customers if such information is disclosed or used by a competitor.
2. The Personnel shall keep the confidential, technical, personal or any other non-public information or trade secrets in connection with the Company, the affiliates of the Company, the customers of the Company or its affiliates, or any other third party, whether in writing or orally, marked

“confidential” or not, in strict confidence (“Confidential Information”), and should not inquire, search and use such Confidential Information without justifiable cause. The Personnel shall not deliver, transfer, copy, duplicate, publish or in any other way disclose any of the Confidential Information without the Company’s prior written consent.

#### **Clause 7 (Fair Transactions)**

1. The Personnel shall treat the Company’s suppliers, customers, competitors and competitors’ employees on a fair basis, and shall not manipulate, conceal or abuse the information acquired due to their position. The Personnel shall not make false statements on important issues or gain any improper advantage by unfair transactions.
2. In the event of performing their normal duties, the Personnel shall comply with the ethical standard and fair-trade principal stipulated by the Company. With respect to the acceptance of a gift or hospitality from suppliers or contractors, the Personnel:
  - (1) shall not request or arrange to receive any gift, rebate, bribery or any other improper benefits by virtue of their positions;
  - (2) shall be strictly prohibited from receiving any cash or securities. If the Personnel find that any gift or hospitality from suppliers or contractors is not conforming to social custom, the Personnel shall refuse such gift or hospitality immediately;
  - (3) shall report to the supervisors of their own department and the head officer of the audit department if the Personnel found that, after receiving the gift or hospitality from suppliers or contractors, the gift or hospitality is not conforming to social custom due to force majeure.

#### **Clause 8 (Proper Protection and Use of the Company’s Assets)**

The Personnel shall protect the assets of the Company, ensure the asset to be validly and legally used for business purposes, and avoid the asset from being stolen, wasted or neglected.

#### **Clause 9 (Compliance of Laws and Regulations)**

The Personnel shall comply with all the laws, rules, regulations and policies stipulated by the Company governing its operations. Once the Personnel is aware of any critical non-public information, the Personnel shall not conduct any security transaction in accordance with the “Securities and Exchange Act” and other relevant laws and regulations.

#### **Clause 10 (Reporting a violation of Code of Ethics)**

If any employee discovers or suspects that there is an event conflicting with the law, regulations, or the Code of Ethics, the employee shall voluntarily report to the audit committee, managers, internal audit officers or other appropriate officers, and shall provide sufficient information so that the Company may properly handle the subsequent matters. The Company shall handle the employee’s report in strict confidence and shall use its best endeavor to protect the reporting employee’s safety.

#### **Clause 11 (Penalty and Appeal)**

In the event that a director or manager is in violation of the Code of Ethics, the Company shall deal with the violation in accordance with the relevant regulations. The Company shall establish an appeal procedure where the accused personnel may formally challenge the initial ruling.

#### **Clause 12 (Method of Disclosure)**

The Company shall disclose the Code of Ethics in the annual report, public prospectus, and Market Observation Post System, and the same procedure shall apply to the amendments.

**Clause 13 (Enforcement)**

The Code of Ethics shall be adopted for enforcement after the resolution by the board of directors, delivered to the audit committee for reference and shall be reported to the shareholders' meeting. The same procedures shall apply to the amendments.