

ZTT Compliance Rules on Employees Compliance Training

CHAPTER I. General Provisions

Article 1. This Rules is formulated in order to ensure that the Employees of Zhongtian Technology Co., Ltd. (the “**Company**” or “**ZTT**”) have a better understanding of the Applicable Laws of China and other countries in which the Company operates (collectively “**Applicable Laws**”) and the *Compliance Guidelines*, the *Employees’ Compliance Code of Conduct* and other Compliance policies and requirements of the Company (“**ZTT Compliance Rules**”) upon consideration of the business environments in which the Company operates.

Article 2. The purpose of this Rules is to standardize the training methods, the trainees, the frequency of training, as well as the supervision and guidance of compliance, in relation to the Compliance training of the Company and its foreign and domestic controlled subsidiaries (hereinafter as the “**Subsidiaries**”).

Article 3. This Rules shall apply to all the Employees of the Company and the Subsidiaries.

Article 4. The Appropriate Compliance Department of the Company and the Subsidiaries and their subsidiaries shall be responsible for formulating and implementing the Compliance training plans, supervising the staff to complete the Compliance raining tasks, as well as providing explanation and guidance for this Rules.

Article 5. The Company and the Subsidiaries will conduct the Compliance training mainly online, but will also conduct onsite training to enable the Employees to fully understand the Compliance policies in addition to online training if possible.

Article 6. The following terms used in this Rules shall have the meaning ascribed to them below:

1. “**Compliance**” means the adherence of the requirements of the Applicable Laws, international conventions, Compliance Codes of International Organization, regulatory provisions, industrial standard, business practice, ethics and the Company’s articles of association and rules and regulations by the Company and its Subsidiaries in their regular course of business.
2. “**Compliance Risks**” refers to the possibility of legal sanctions, administrative penalties, significant loss of property or reputation or other negative impacts that may be incurred by the Company and its Subsidiaries or the Employees as a result of their Noncompliance Conducts.

3. “**Appropriate Compliance Department**” refers to Compliance Standard Department of the Company, or Compliance Department or Compliance Officers of a Subsidiaries, depending on whether the entity responsible for business operation is the Company or an Affiliated Unit.
4. “**Employees with Usual Compliance Risks**” include:
 - i. senior management officers of various units
 - ii. management officers of offshore unit.
 - iii. executive head of a project (or a contract).
 - iv. key personnel in financial department;
 - v. key personnel in market develop department
 - vi. key personnel in biddings department
 - vii. key personnel in procurement department
 - viii. key personnel in project/labor subcontract department; and
 - ix. key personnel in human resources department, etc.

CHAPTER II. Training Organization and Training Objects

Article 7. Appropriate Compliance Departments shall make a compliance training plans and organize the implementation of such plan jointly with Human Resources Department (see Annex 1- Compliance Training Schedule). The Compliance training courses can be divided into regular and ad hoc trainings in accordance with actual needs. The Company shall disclose the Integrity Compliance Program which is being currently implemented to all the Employees through public training and all Employees shall obey such rules.

Article 8. According to various purposes and the trainees, the Compliance training are divided into the Employees Compliance training and the Compliance Officer training.

1. The purpose of the Employee Compliance training is to enable the Employees to fully and accurately understand Compliance-related laws, regulations and other requirements, ZTT’s Compliance systems and processes; and become familiar with Compliance management practices and experience; and know consequences, penalties and responsibilities of or for violations, through systematic training.

2. The purpose of the Compliance Officer training is to enable the Compliance Officers to fully and accurately understand Compliance functions and responsibilities, become familiar with Applicable Laws and other requirements, ZTT’s Compliance systems and

processes, and Compliance management practices and experience, and gain the expertise and skills required for Compliance Risk management positions, through professional training

Article 9. Compliance training for the Employees may be provided by the Compliance Officers or external professionals; the Compliance Officers training may be provided by higher-leveled Compliance Officers or external professionals.

CHAPTER III. Employees Compliance Training

SECTION I. Onboard/Initiation Training

Article 10. When the new Employees of the Company and the Subsidiaries are onboard, ZTT shall issue the *ZTT Employees' Compliance Code of Conduct* to each new employee, and organize and complete basic online Compliance training within 30 days after the new employee assumes position. In addition, the Employees with Usual Compliance Risks shall receive further Compliance training related to their duties.

SECTION II. Online Training

Article 11. Online Compliance training is the basis of ZTT's Compliance training. The Appropriate Compliance Department of the Company and the Subsidiaries is responsible for the development, upgrading and maintenance of online Compliance training courses (see Annex 2- Online Training Schedule).

Article 12. The basic online Compliance training course aims at providing the Employees with a basic understanding of the implementation rules of ZTT Compliance Policies and the types of Compliance Risks in the Company's operations. The course helps the Employees who are not directly exposed to major Compliance Risks in their work to understand the importance of Compliance Management and be alert to the Compliance problems that may arise from non-compliance operation. After completing the basic online training, the Employees need to answer questions online to ensure that they have a good understanding of the training content.

Article 13. All the Employees of the Company and the Subsidiaries must complete the basic online compliance training courses. The existing Employees must complete the basic online compliance training course within three months after the launch thereof, and all the new Employees must complete the basic online compliance training course within 30 days after their commencement of service. All the Employees must complete the first follow-up periodic Compliance training within two years after their completion of the basic online compliance training course. The Employees with Usual Compliance Risks must complete the advanced online Compliance training courses to ensure that they have a thorough understanding of ZTT Compliance Policies and the types of Compliance Risks in their relevant business. The Appropriate Compliance Department of the Company and the Subsidiaries shall determine the number of the Employees with Usual Compliance Risks.

Article 14. The main contents of the advanced online training courses include:

1. Gifts and Hospitality Compliance: the main training content is the *Compliance Implementation Rules on Gifts and Hospitality*, including the principles and prohibitions related to the provision/acceptance of Gifts and Hospitality, the approval procedures for provision/acceptance of Gifts and Hospitality, arrangement of travel and accommodation, provision of entertainment and catering, etc., and the Compliance documentations that the Employees shall keep when they engage in the above activities. This training is intended to help the relevant Employees with Usual Compliance Risks to understand the potential Compliance risks that may arise from Gifts and Hospitality and to ensure their compliance with ZTT Compliance Policies and the Applicable Laws.
2. Donation and Sponsorship Compliance: the main training content is the *Compliance Implementation Rules on Donation and Sponsorship*, including the Compliance Risks that may arise from Donation and Sponsorship, prohibition of Political Contributions, the approval procedures for Donations and Sponsorships, and the Compliance documentation that the Employees shall keep when they engage in the above activities. This training is intended to ensure that the relevant Employees with Usual Compliance Risks will comply with ZTT Compliance Policies and the Applicable Laws in their engagement in Donations and Sponsorships.
3. Cash Payment Compliance: the main training content is the *Compliance Implementation Rules on Cash Payment*, including the prohibition of Cash Payment in principal, and the approval and recording procedures for unavoidable Cash Payments. This training is intended to ensure that the relevant Employees with Usual Compliance Risks will comply with ZTT Compliance Policies and the Applicable Laws in their engagement in Cash Payment.
4. Third Party Due Diligence Compliance: the main training content is the *Compliance Implementation Rules on Third Party Due Diligence Investigation* including Compliance Risk that may arise from transaction with third party, works and workflow of Third Party due diligence investigation, and the Compliance Risk Evaluation and approval procedures for the Compliance Risks related to Third Party. This training is intended to enable the relevant Employees with Usual Compliance Risks to thoroughly understand the importance of Third Party Compliance and ensure Third Party's due diligence investigation to be carried out effectively.
5. Bidding Compliance: the main training content is the *Compliance Implementation Rules on Bidding*, including the general requirements on the management of Compliance in Bidding activities, the Compliance qualification review in Bidding review, the prohibited activities in Bidding process, and the supervision of compliance in Bidding. The training is intended to enable the relevant Employees with Usual Compliance Risks to thoroughly understand the Compliance Risks that may arise from the Bidding process and ensure their compliance with ZTT Compliance Policies and Applicable Laws.
6. Procurement Compliance: the main training content is the *Compliance Implementation Rules on Procurement*, including the requirements on the management of Compliance in procurement activities, principles and prohibitions in Bidding for

procurement, the Compliance qualification review on the suppliers, the Compliance Risk Evaluation and approval procedures for the Compliance Risks related to procurement. This training is intended to enable the relevant Employees with Usual Compliance Risks to thoroughly understand the Compliance Risks that may arise from the procurement process and ensure their compliance with ZTT Compliance Policies and Applicable Laws.

7. Contract Compliance: the main training content is the *Compliance Implementation Rules on Contracts*, including the Compliance requirements on the drafting of contracts, the Compliance review on the conclusion of contracts, and the Compliance supervision on the contents and performance of contracts, etc.. This training is intended to ensure that the relevant Employees with Usual Compliance Risks comply with ZTT Compliance Policies and Applicable Laws in their drafting, conclusion and performance of contracts.

Article 15. All the Employees with Usual Compliance Risks must complete online advanced compliance training courses. The Appropriate Compliance Department of the Company and the Subsidiaries shall, together with the Appropriate Compliance Department, determine the number of the Employees with Usual Compliance Risks.

Article 16. All the existing Employees with Usual Compliance Risks of the Company and the Subsidiaries must complete the online advanced compliance training course within three months after the launch thereof, and the new Employees with Usual Compliance Risks who are just on board/transferred must complete the online advanced compliance training course within 30 days after their onboard/transfer. All the Employees with Usual Compliance Risks of the Company and the Subsidiaries must complete the first follow-up periodic Compliance training within two years after their completion of the online advanced compliance training course.

SECTION III. Onsite Training

Article 17. In addition to online training, the Company and the Subsidiaries regularly conduct onsite Compliance training for the Employee with Usual Compliance Risks (see Annex 3-Onsite Training Schedule).

Article 18. The onsite training shall, in addition to online training, further introduce the Applicable Laws and ZTT Compliance Policies. Onsite training shall include case reproduction, analysis and other interactive activities. The trainers will organize discussion among the Employees with Usual Compliance Risks about the possible Compliance Risks that may arise from their business activities, so as to enable them to have a full understanding of the Compliance Risks related to their duties. Onsite trainings will be provided separately to the Employees with Usual Compliance Risks in different business areas according to their specific Compliance Risks and the relevant Compliance works.

Article 19. The main content of onsite training shall include:

1. Training for key personnel in financial department: onsite training for key personnel in financial department shall include the *Compliance Implementation Rules on Gifts and Hospitality*, the *Compliance Implementation Rules on Donations and Sponsorships* and the *Compliance Implementation Rules on Cash Payments*, with an emphasis on the improvement of their awareness of the Compliance Risks related to finance.
2. Training for key personnel in market development department: onsite training for key personnel in market development department shall include the *Compliance Implementation Rules on Gifts and Hospitality*, the *Compliance Implementation Rules on Donations and Sponsorships*, the *Compliance Implementation Rules on Third Party Due Diligence Investigation*, and the *Compliance Implementation Rules on Bidding*, with an emphasis on the improvement of their awareness of the Compliance Risks related to market development.
3. Training for key personnel in bidding department: onsite training for key personnel in bidding department shall include the *Compliance Implementation Rules on Gifts and Hospitality*, the *Compliance Implementation Rules on Donations and Sponsorships*, and the *Compliance Implementation Rules on Bidding*, with an emphasis on the improvement of their awareness of the Compliance Risks related to bidding.
4. Training for key personnel in procurement department: onsite training for key personnel in procurement department shall include the *Compliance Implementation Rules on Third Party Due Diligence Investigation*, and the *Compliance Implementation Rules on Procurement*, with an emphasis on the improvement of their awareness of the Compliance Risks related to procurement.
5. Training for key personnel in project/labor subcontract department: onsite training for key personnel in project/labor subcontract department shall include the *Compliance Implementation Rule on Contracts* and the *Compliance Implementation Rules on Third Party Due Diligence Investigation*, with an emphasis on the improvement of their awareness of the Compliance Risks related to project/labor subcontract.
6. Training for key personnel in human resources department: onsite training for key personnel in human resources department shall include the *Compliance Guidelines*, the *Employees' Compliance Code of Conduct*, and the *Implementation Rules on Employees Compliance Training*, with an emphasis on the improvement of their awareness of the Compliance Risks related to their management of human resources of the Company.

Article 20. All the existing Employees with Usual Compliance Risks of the

Company and the Subsidiaries must complete the onsite training course within 6 months after the launch thereof, and the new Employees with Usual Compliance Risks who are just on board/transferred must complete the onsite training course within 6 months after their onboard/transfer. All the Employees with Usual Compliance Risks of the Company and the Subsidiaries must complete the first follow-up periodic Compliance training within two years after their completion of the onsite training course. The Appropriate Compliance Department of the Company and the Subsidiaries shall evaluate the Employees' needs for training according to the completion rate of online training, the new business areas and the development of the Applicable Laws and shall, based on the result of such evaluation and the communication with the Employees of other departments and external professionals, prepare and carry out onsite training courses. The Appropriate Compliance Department should keep a complete set of training materials and updated and improve such training materials from time to time.

CHAPTER IV. Training of Compliance Officers

Article 21. The Compliance Standard Department of the Company shall be responsible for arranging the internal and external professionals to regularly or irregularly provide training to the Compliance Officers of the Company and the Subsidiaries with a view to improving their skills and expertise in the management of Compliance Risks and performance of their duties.

Article 22. Compliance Officers must receive professional training before performing their duties in order to fully and accurately understand the Applicable Laws and ZTT Compliance Policies, become familiar with the best industrial practices and experience in compliance management, and acquire professional knowledge and skills required for the position of Compliance Risk management. The Compliance officers must complete follow-up periodic Compliance training and pass examination on a yearly basis.

CHAPTER V. Follow-up Supervision of Compliance Training

Article 23. The Company and its Subsidiaries shall, in collaboration with the Appropriate Compliance Department, supervise and record the process of employees' participation in online and on-site compliance trainings. Employees who fail to complete compliance training tasks in time should receive targeted compliance remedial training. Employees who fail to complete compliance training repeatedly without reasonable cause should be imposed of appropriate warnings or fines in accordance with the company's relevant human resources management regulations.

Article 24. After the completion of the training, the trainees shall normally be tested. The results of the examination shall be recorded in the personal training files

and incorporated into the annual compliance performance appraisal.

Article 25. Compliance training shall be well documented and all records shall be subject to periodic review by Compliance Officer (See Annex 4 - Compliance Training Records), which shall be filed and managed according to the bylaws of the Company and the relevant Affiliated Unit on document filing.

CHAPTER VI. Miscellaneous

Article 26. Any employees of the Company or an Affiliate Unit in violation of this Rules shall be imposed of warning or punishment in light of the severity of the offense.

Article 27. Any questions regarding this Rules may be raised to the Appropriate Compliance Department.

Article 28. The Compliance Standard Department of the Company, as the representative of the Company, shall supervise Subsidiaries for the implementation of this Rules, and shall have the ultimate guiding right and interpretation right over the implementation of this Rules.

Annexes:

1. Compliance Training Schedule
2. Online Training Schedule
3. On-site Training Schedule
4. Compliance Training Records

Annex 1

Compliance Training Schedule

Training Course	Attendee	Time

Annex 2

Online Training Schedule

Attendees	Course	Frequency
<p>All Employees</p>	<ul style="list-style-type: none"> • Basic Online Training 	<ul style="list-style-type: none"> • Current Employees: within 3 months after the launch of the online basic training courses • New Employees: within 30 days of on-board • Follow-up regular compliance training: once every two years
<p>Employees with Usual Compliance Risks</p>	<ul style="list-style-type: none"> • Advanced Online Training 	<ul style="list-style-type: none"> • Current Employees: within 3 months after the launch of the online advanced training courses • New Employees: within 30 days of on-board • Follow-up regular compliance training: once every two years

Annex 3

On-site Training Schedule

Attendees	Course	Frequency
Compliance Officers	<ul style="list-style-type: none"> • Training for Compliance Officers 	<ul style="list-style-type: none"> • All Compliance Officers: before onboarding • Follow-up regular professional compliance training: once per year
Key Personnel in Financial Department	<ul style="list-style-type: none"> • Gift & Hospitality Compliance • Donation & Sponsorship Compliance • Cash Payment Compliance 	<ul style="list-style-type: none"> • Current Employees: within 6 months after the launch of the on-site training courses • New Employees: to be completed within 6 months after on-board/transfer • Follow-up regular compliance training: once every two years
Key Personnel in Market Develop Department	<ul style="list-style-type: none"> • Gift & Hospitality Compliance • Donation & Sponsorship Compliance • Third Party Due Diligence Compliance • Bidding Compliance 	<ul style="list-style-type: none"> • Current Employees: within 6 months after the launch of the on-site training courses • New Employees: to be completed within 6 months after on-board/transfer • Follow-up regular compliance training: once every two years
Key Personnel in Biddings Department	<ul style="list-style-type: none"> • Gift & Hospitality Compliance • Donation & Sponsorship Compliance • Bidding Compliance 	<ul style="list-style-type: none"> • Current Employees: within 6 months after the launch of the on-site training courses • New Employees: to be completed within 6 months after on-board/transfer

		<ul style="list-style-type: none"> • Follow-up regular compliance training: once every two years
<p>Key Personnel in Procurement Department</p>	<ul style="list-style-type: none"> • Third Party Due Diligence Compliance • Procurement Compliance 	<ul style="list-style-type: none"> • Current Employees: within 6 months after the launch of the on-site training courses • New Employees: to be completed within 6 months after on-board/transfer • Follow-up regular compliance training: once every two years
<p>Key personnel in Project/Labor Subcontract Department</p>	<ul style="list-style-type: none"> • Contract Compliance • Third Party Due Diligence Compliance 	<ul style="list-style-type: none"> • Current Employees: within 6 months after the launch of the on-site training courses • New Employees: to be completed within 6 months after on-board/transfer • Follow-up regular compliance training: once every two years
<p>Key Personnel in Human Resources Department</p>	<ul style="list-style-type: none"> • Compliance Management • Employees' Compliance Code of Conduct • Employees' Compliance Training • Election, Appointment and Management of Compliance Officers 	<ul style="list-style-type: none"> • Current Employees: within 6 months after the launch of the on-site training courses • New Employees: to be completed within 6 months after on-board/transfer • Follow-up regular compliance training: once every two years

Annex 4

Compliance Training Records

Course Name _____

Date _____ Training Hours _____

Location _____ Training Instructor _____

Name of Attendee	Company/Department	Attendee Signature	Reasons for Absence (if so)	Remedial Procedure for Absence

Overall comments on training effect (to be filled in by Appropriate Compliance Department):