

ZTT Compliance Rules on Internal Investigation

CHAPTER I. General Provisions

Article 1. Pursuant to the relevant laws, rules and regulations of China and other countries in which Jiangsu Zhongtian Technology Co., Ltd. (the “**Company**” or “**ZTT**”) operates (collectively “**Applicable Laws**”) and the Compliance Guidelines, the Employees’ Compliance Code of Conduct and other compliance rules and requirements of the Company (“**ZTT Compliance Rules**”), taking into account the business environments in which the Company operates, these Rules are formulated to better conduct internal investigation into allegations of Noncompliance Conducts.

Article 2. These Rules apply to the Company and its foreign and domestic controlled subsidiaries (hereinafter referred to as the “**Subsidiaries**”). The Compliance Standard Department of the Company, on behalf of the Company, supervises the implementation of these Rules by the Subsidiaries.

Article 3. Terms used herein are defined below:

(1) “**Compliance**” means the adherence to the requirements of applicable laws, international conventions, Compliance Codes of International Organization, regulatory provisions, industrial standards, 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 that the legal sanction, administrative penalty, significant loss of property or reputation and other adverse effects occurs to the Company and its Subsidiaries or Employees due to their Noncompliance Conducts.

(3) “**Appropriate Compliance Department**”, depending on the entities responsible for the business operations, refers to the Compliance Standard Department of the Company, or the Compliance Department or Compliance Officer(s) of the Subsidiaries.

(4) “**Business Department**” refers to the operation department or organization of the Company and its Subsidiaries.

CHAPTER II. Preliminary Investigation

Article 4. The Compliance Standard Department of the Company shall be the department in charge of internal compliance investigations. Not all allegations of

Noncompliance Conducts require a formal Investigation Report from the Compliance Standard Department of the Company. When a Noncompliance Conduct is alleged, the relevant Compliance Officers of the Company and its Subsidiaries shall make a preliminary assessment to determine whether to submit it to the Compliance Standard Department of the Company. The preliminary investigation is an informal investigation, the purpose of which is to preliminarily assess the allegation, collect sufficient information, and determine whether to submit the relevant allegations to the Compliance Standard Department of the Company (see Annex 1: Preliminary Investigation Process).

Article 5. Unless there is a conflict of interest or the objectivity of a preliminary investigation is being questioned, any Compliance Officer, upon receipt of the relevant allegation, shall conduct a preliminary investigation.

Article 6. Although there are no hard and fast rules for the measures to be taken in preliminary investigation in these Rules, as a basic principle, investigations shall be conducted strictly against allegations. In general, the period of preliminary investigation shall not exceed 5 working days, and the preliminary investigation report shall be in writing with two to three paragraphs in length (see Annex 3: Preliminary Investigation Report Template).

Article 7. Upon completion of the Preliminary Investigation Report, the Compliance Officer of the Company or its Subsidiaries shall make audit decision as follows:

(1) No further investigation shall be conducted. If the allegations may be dismissed through simple preliminary investigation, no further investigation is required. For instance,

1. Preliminary investigations are conducted based on an anonymous report, alleging that an Employee reimbursed expenses without providing the relevant supporting documents;

2. After interviewing the Employee and head of financial department of the subsidiary where the Employee is employed and reviewing the relevant applications for reimbursement, the Compliance Officer learnt that there were only few cases in which the Employee was unable to provide supporting documents and claimed less than \$10 each time, and therefore believes that no further investigation is required.

If the Subsidiary's Compliance Officer decides not to conduct further investigations, he must report the decision and reasons in writing to the Company's Compliance Standards Department. Then, the Company's Compliance Standards Department will review and decide whether further investigation is needed according

to Article 8 of this Rules. If conditions for further investigation are met, an official investigation shall be initiated in accordance with the provisions of Chapter III of this Rules.

(2) Submitting the allegation to the Compliance Standard Department of the Company: further investigation and analysis is required if the preliminary investigation report indicates violation of Applicable Laws or ZTT Compliance Rules, or if issues reported cannot be easily ascertained, and the Compliance Officer shall submit the allegation to the Compliance Standard Department of the Company. Furthermore, the Compliance Officer must submit the allegation to the Compliance Standard Department of the Company to the extent that any of the followings is involved:

1. Corruption;
2. Fraud;
3. Coercion;
4. Collusion;
5. Obstruction;
6. Conflict of interest; or
7. Other unfair competition.

Article 8. After any allegation is submitted to the Compliance Standard Department of the Company, the Compliance Standard Department shall be responsible for auditing the Preliminary Investigation Report. The Compliance Standard Department shall make a decision as follows based on the audit results:

(1) Instructing that no further investigation is required. If the preliminary investigation is able to satisfactorily and reasonably resolve the issues alleged and the reporting procedures have been accomplished according to the nature of the matter, the Compliance Standard Department of the Company shall make a brief written statement that no further investigation is required; or

(2) Launching an official investigation and preserving the original and supplementary documents.

CHAPTER III. Official Investigation

Article 9. The Compliance Standard Department of the Company shall prepare Investigation Report for official investigations according to prescribed format and

procedures, which shall analyze and record allegations or Noncompliance Conducts. For investigations conducted by external legal advisor engaged, the investigation report is not required to follow the given format. The main facts, opinions and suggestions in the Investigation Report are the basis for the Company and its Subsidiaries to take various actions (see Annex 2: Official Investigation Process), including timely termination, disciplinary action against the relevant employee, determination of the fundamental cause, remedial measures and improvement of various units' operation and management level after the discovery of illegal or Noncompliance Conducts.

If individuals who take part in Noncompliance Conducts take the initiative to report or confess, they shall be given a lighter or mitigated punishment according to the circumstances.

Article 10. The Compliance Standard Department of the Company shall set up an investigation team consisting of 2 to 3 members, including Compliance Officer(s) and, if necessary, member(s) of Internal Audit Department. The composition of the investigation team shall depend on the nature and scope of the allegations, and shall be able to ensure the independence of the investigation. The appointment of the investigation team shall be made in writing, which shall provide a brief introduction the scope of the matter to be investigated. The preparation time for an Investigation Report shall be 60 days and may be extended if necessary.

Article 11. The process of conducting a formal investigation and preparing an Investigation Report shall include the verification of documents and witnesses related to the matter. Investigation Report Checklist (see Annex 4: Investigation Report Checklist) sets out the key steps to be accomplished in the investigation. In order to ensure the integrity of the investigation, the investigation team should make every effort to ensure the confidentiality of the nature, content, documents and information of the investigation. During the investigation, the identity of the witness and the findings from the witness interview shall not be disclosed to any third party other than the investigation team, the Appropriate Compliance Department of the Company or its Subsidiaries. In order to prevent improper influence, no contents of the investigation shall be disclosed to the superior supervisor of the investigation target and the relevant witness respectively, unless otherwise indicated by the Compliance Standard Department of the Company in Memorandum of Conclusion. Every effort shall be made by the investigation team during the investigation process to protect the whistleblower or the witness providing the investigation information.

Article 12. The Investigation Report shall include the following main components: 1. Preliminary Report; 2. summary of allegations of Noncompliance Conduct being investigated; 3. background information of the investigation target; 4.

description of relevant evidence and interviews with witnesses during the investigation;
5. analysis of allegations of Noncompliance Conduct based on facts obtained in the evidence; 6. evaluating where there is any violation of Applicable Laws or ZTT Compliance Rules; 7. conclusions, including whether the allegations are true and, if not, describe the reasons in details.

Article 13. The Investigation Report shall contain all necessary information required to learn the relevant facts and to support the official investigation conclusion (see Annex 5: Investigation Report Template). Furthermore, the Investigation Report shall contain the Preliminary Investigation Report and all relevant supporting evidence for the conclusion, for example, interview of witnesses, emails, letters or other evidence.

CHAPTER IV. Audit of Investigation Report

Article 14. Upon the completion of official investigation, the investigation team shall submit the Investigation Report to the Compliance Standard Department of the Company in a timely manner.

Article 15. The Compliance Standard Department of the Company is responsible for auditing the conclusions in the Investigation Report, on the basis of which, prepares and submits a brief Memorandum of Conclusion to the Chief Compliance Officer of the Company for examination and approval, so as to highlight the conclusions of the Investigation Report and the following related issues:

(1) Potential risks: Memorandum of Conclusion shall identify potential risks that may arise from Noncompliance Conduct not found through the investigation;

(2) Fundamental cause analysis: Memorandum of Conclusion shall identify the fundamental cause of Noncompliance Conduct, or a work plan for recommend further analysis in case of failure to identify the fundamental cause of Noncompliance Conduct. Usually, Investigation Report is sufficient to determine the fundamental cause of Noncompliance Conduct, but in some cases additional analysis may be necessary so as to determine the fundamental cause. Under such circumstances, the Memorandum of Conclusion shall further illustrate why additional analysis is to be made and provide a work plan for the analysis;

(3) Assessment and mitigation measures: in particular, shall include an assessment of whether there is any violation of Applicable Laws or ZTT Compliance Rules, and suggestions on whether such violation shall be disclosed to relevant departments. Memorandum of Conclusion shall identify mitigation measures to be taken, so as to discover the fundamental cause of Noncompliance Conduct, as well as the proposal to amend the Compliance Rules or other recommendations of measures so as to prevent similar misconducts from happening in the future.

Article 16. Upon Approval, Memorandum of Conclusion shall be submitted for discussion to the Compliance Management Committee of the Company. The Compliance Management Committee of the Company shall decide whether to accept the recommendations made in the Memorandum of Conclusion. If the recommendations are accepted, The Compliance Management Committee shall instruct the Appropriate Compliance Department of the Company or its Subsidiaries for the implementation. If the recommendations are not accepted, the Compliance Management Committee shall briefly provide the reasons. The Compliance Management Committee of the Company may decide whether to submit the Memorandum of Conclusion and the Investigation Report to the board of directors of the Company or its Subsidiaries.

Article 17. Appropriate Compliance Department of the Company or its Subsidiaries shall timely consolidate feedbacks and suggestions collected in the compliance investigation, taking into account the actual situation of business development of the Company and its Subsidiaries, summarize the practical experience, regularly analyze the suitability and effectiveness of Compliance Rules, and revise and supplement the Compliance Rules if necessary (See Annex 6: Rectification Form of Compliance Issues).

CHAPTER V. Record and Document Management of Internal Compliance Investigations

Article 18. Appropriate Compliance Department of the Company and its Subsidiaries shall properly safe keep the compliance records, audit reports and documents during the compliance audit process, and properly keep the foregoing documents according to the filing requirements of the Company and its Subsidiaries.

CHAPTER VI. Disciplinary Actions and Questions

Article 19. Employees of the Company and its Subsidiaries in violation of these Rules, shall be criticized in a circulated notice, and be held liable in accordance with Chapter IX Regulations on Rewards and Punishments and Implementation Rules of the Employee Handbook, depending on the severity of the circumstances.

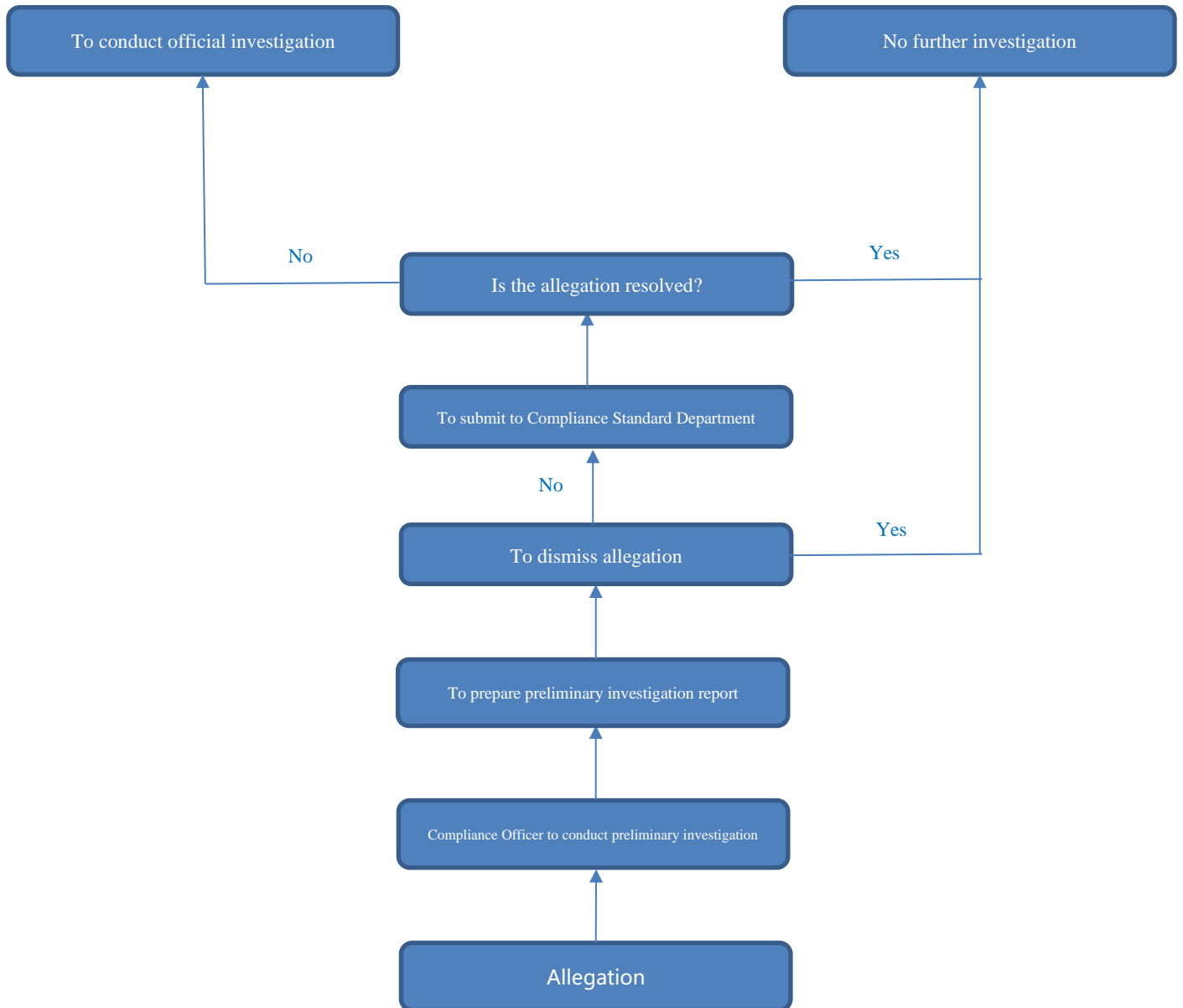
Article 20. Any question involving these Rules may be submitted to the Appropriate Compliance Department of the Company and the Subsidiaries.

Annex:

1. Preliminary Investigation Process
2. Official Investigation Process
3. Preliminary Investigation Report Template
4. Investigation Report Checklist
5. Investigation Report Template
6. Rectification Form of Compliance Issues

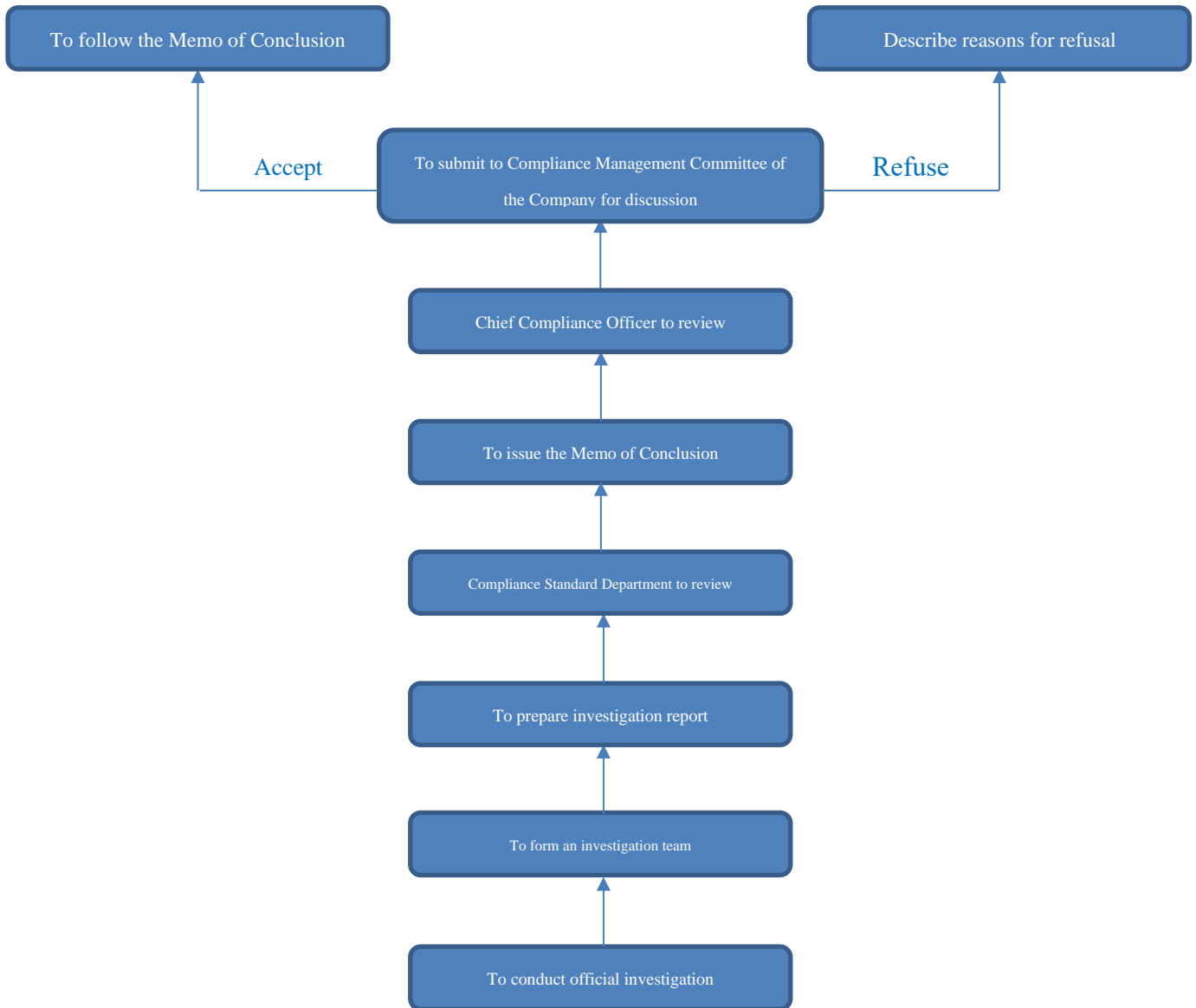
Annex 1

Preliminary Investigation Process



Annex 2

Official Investigation Process



Annex 3

Preliminary Investigation Report Template

Preliminary Investigation Report

To: (name of personnel at Compliance Standard Department)

From: (name of Compliance Officer)

Date: year/month/day

Re: Preliminary Investigation – (target of preliminary investigation)

On (year) (month) (day), I conducted a preliminary investigation into the matter stated above. The findings of this investigation are documented in this Report.

Allegations: This section shall describe the nature of the allegations, identify the alleged employee, the alleged Noncompliance Conduct, and the time period in which the alleged Noncompliance Conduct occurred. (This section shall not exceed one paragraph.)

Conduct and findings of the investigation: This section shall briefly describe the investigation method (interviewing witnesses, reviewing documents and through assistance from other Business Departments) taken by the Compliance Officer in preliminary investigation, and the facts revealed through preliminary investigation. (This section shall be one or two paragraphs.)

Decision: This section shall indicate whether the Compliance Officer in charge of the preliminary investigation considers the allegations to be true. (This section is usually a one-sentence conclusion.)

Further action is required: This section shall indicate whether the matter shall be reported. If yes, describe the reason. (This part usually shall not exceed two sentences.)

Annex 4

Investigation Report Checklist

1. Initiation

The Compliance Standard Department shall appoint investigators in writing.

If you learn that you have been appointed, whether or not you have received a written appointment, you should immediately initiate the investigation.

The investigation team shall, before initiating the investigation, ascertain the scope of investigation and also the deadline for submission of the Investigation Report, and submit to the Compliance Standard Department for filing.

If the investigation team considers the deadline cannot be met, it shall ask the Compliance Standard Department for an extension.

Review all instructions related to the investigation and refer to the Rules on Internal Investigation.

Keep communication with the Compliance Standard Department in respect of the investigation.

Determine the purpose and methods of your investigation.

Consider (1) where does the evidence come from? (2) How is it obtained and preserved? (Photocopying of documents, material evidence and electronic records)

2. Contact the Witnesses

Make a list of all witnesses. The persons listed in such list may change as the investigation progresses.

Determine whether the witness will leave the investigation area before completion of the investigation for reasons such as transfer, vacation and hospitalization.

The Compliance Standard Department shall be informed immediately if the important witness may leave before the investigation.

Interview a wide range of witnesses and gather as much information as possible from each witness.

The witness statement shall be complete and true. If the statement is vague, try to ascertain the facts.

If the witness is not available for on-site face-to-face interview, the interview can be conducted remotely through phone call.

Detailed notes should be taken during the interview of each witness.

Minimize the content of each witness statement to form a complete and accurate statement.

If the witness is an employee of the Company, stress that he/she shall not mention the testimony to an irrelevant third party. If the witness is not an employee, stress that he/she shall not discuss the testimony with an irrelevant third party.

3. Supporting Documents

List all documents involved in the allegation, including:

- Copies of relevant acts, regulations, instructions and standard operating procedures;
- Relevant correspondence and information;
- Personnel files;
- Official journals and reports;
- Various forms.

Check your document checklist to ensure that the documents you have obtained are available and effective to you.

Obtain originals of the relevant files if possible.

4. Other Evidence

- Make a list of other documents (objects, physical locations, maps, charts, photographs, and your personal observations, etc.) that will assist in auditing the Investigation Report.

- Take measures to ensure that evidence collected in the course of an investigation is preserved in a safe place, free from tampering, loss, theft and damage for investigation and audit.

Annex 5

Investigation Report Template

Investigation Report

To: (name of Compliance Officer)

From: (name of investigator)

Date: year/month/day

Re: Investigation Report – (list the names of the people and events being investigated)

Preliminary Statement: This section describes issues related to procedures of the investigation. This section of the Investigation Report shall also describe all evidence on which the Report is based and all witnesses interviewed during the investigation.

Preliminary Allegations: This section shall normally describe the nature of allegations under investigation.

Background Information: This section shall provide the resume of the person being investigated and nature of the work being conducted by his/her department or team.

Findings, Analysis and Suggestions: This section usually contains the main content of the Investigation Report. The investigation team shall hereby describes (1) the allegations; (2) evidence supporting or contradicting them, state the findings of the investigation team and make a reasonable and detailed analysis of whether the allegations are true (by referring to evidence supporting each investigation finding).

Conclusion: This Report shall briefly state the findings of the investigation team, i.e. whether the allegations are true (and if not, what the reasons are), and whether there is any violation of Applicable Laws or ZTT Compliance Rules. If it is impossible to determine whether further investigation is required, the reasons and the program of work and recommendations for further investigation shall be explained. It shall also include the proposal to amend the Compliance Rules or other recommendations of measures so as to prevent similar misconducts from happening in the future.

Name and title of members of the investigation team:

Annex 6

Rectification Form of Compliance Issues

Non-compliance Discovered	Reason for Non-compliance	Issues to Be Adjusted or Rectified	Reason for Adjustment	Rectification Suggested	Time Limit for Rectification

Signature of Compliance Officer:

Name:

Date: