



Guidelines for the Compliance Management of Central Enterprises

Wuhan FiberHome International Technologies Co., Ltd

State Capital Development Regulation [2018] No. 106



Notice on Issuing the "Guidelines for the Compliance Management of Central Enterprises (Trial)"

All central enterprises:

In order to promote the comprehensive strengthening of compliance management of central enterprises, accelerate the improvement of the level of operation and management in compliance with laws and regulations, strive to build a central enterprise under the rule of law, and ensure the sustainable and healthy development of enterprises, our commission has for The Guidelines for Compliance Management of Central Enterprises (for Trial Implementation) are hereby issued to you. Please follow it. Please provide timely feedback on the situation and problems at work.

Attachment: Guidelines for the Compliance Management of Central Enterprises (for Trial Implementation)

Guidelines for the Compliance Management of Central Enterprises (for Trial Implementation)

Chapter 1 General Provisions

Article 1 In order to promote the comprehensive strengthening of compliance management of central enterprises, accelerate the improvement of the level of legal compliance operation and management, strive to build a central enterprise under the rule of law, and ensure the sustainable and healthy development of enterprises, root These Guidelines are formulated in accordance with the Company Law of the People's Republic of China, the Law of the People's Republic of China on Enterprise State-owned Assets and other relevant laws and regulations.

Article 2 The term "central enterprises" as mentioned in these Guidelines refers to state- funded enterprises in which the State-owned Assets Supervision and Administration Commission of the State Council (hereinafter referred to as SASAC) performs the functions of investors.



The term “compliance” as mentioned in these Guidelines means that the operation and management of central enterprises and their employees comply with laws, regulations, regulatory requirements, industry standards, corporate bylaws, rules and regulations, and international regulations.

requirements of treaties, regulations, etc.

The term “compliance risk” as mentioned in these Guidelines refers to the non-compliance behaviors of central enterprises and their employees, resulting in legal liabilities, relevant penalties, economic or reputation losses, and other liabilities.

the possibility of side effects.

The term “compliance management” as mentioned in these Guidelines refers to the purpose of effectively preventing and controlling compliance risks and targeting the operation and management behavior of enterprises and employees, including system formulation, risk identification,

Organized and planned management activities such as compliance review, risk response, accountability, assessment and evaluation, and compliance training.

Article 3 The State-owned Assets Supervision and Administration Commission is responsible for guiding and supervising the compliance management of central enterprises.

Article 4 A central enterprise shall accelerate the establishment and improvement of a compliance management system in accordance with the following principles:

(1) Comprehensive coverage. Adhere to the compliance requirements covering all business fields, all departments, subsidiaries and branches at all levels, and all employees, throughout the whole process of decision-making, implementation and supervision

Procedure.

(2) Strengthen responsibility. Take strengthening compliance management as an important part of the main person in charge of the enterprise to perform the responsibility of the first person responsible for promoting the construction of the rule of law. Establish a compliance responsibility system for all employees,



Clarify the compliance responsibilities of managers and employees at various positions and supervise their effective implementation.

(3) Collaborative linkage. Promote the coordination and connection of compliance management with legal risk prevention, supervision, auditing, internal control, risk management, etc., to ensure that the compliance management system is effective. efficient operation.

(4) Objective and independent. Strictly follow laws and regulations and other regulations to objectively evaluate and deal with the behavior of enterprises and employees. The leading department of compliance management performs its duties independently and is not subject to its interference from other departments and personnel.

Chapter II Compliance Management Responsibilities

Article 5 The compliance management responsibilities of the board of directors mainly include:

- (1) Approving the corporate compliance management strategic plan, basic system and annual report;
- (2) Promote the improvement of the compliance management system;
- (3) Decide on the appointment and removal of the person in charge of compliance management;
- (4) Decide on the establishment and functions of the leading department for compliance management;
- (5) Studying and deciding on major matters related to compliance management;
- (6) Decide on the handling of the relevant violators in accordance with the authority.

Article 6 The compliance management responsibilities of the board of supervisors mainly include:

- (1) Supervising whether the decisions and procedures of the board of directors are compliant;
- (2) Supervising the performance of compliance management duties of directors and senior management;
- (3) Propose the removal of directors and senior managers who are primarily responsible for



causing major compliance risks;

(4) To propose to the board of directors to remove and replace the person in charge of compliance management of the company.

Article 7 The compliance management responsibilities of the managers mainly include:

(1) According to the decision of the board of directors, establish and improve the organizational structure of compliance management;

(2) Approving the specific rules and regulations for compliance management;

(3) Approving the compliance management plan and taking measures to ensure the effective implementation of the compliance system;

(4) Clarify the compliance management process to ensure that compliance requirements are integrated into the business field;

(5) Promptly stop and correct non-compliant business behaviors, and investigate violators according to their authority or make suggestions for handling them;

(6) Other matters authorized by the board of directors.

Article 8 A central enterprise shall set up a compliance committee, which shall be co-located with the enterprise rule of law construction leading group or risk control committee, etc., to undertake the organizational leadership and overall coordination of compliance management.

It conducts regular meetings to study and decide on major compliance management issues or put forward opinions and suggestions, and guide, supervise and evaluate compliance management work.

Article 9 The relevant person in charge of a central enterprise or the general counsel shall serve as the person in charge of compliance management, and the main responsibilities include:

(1) Organizing the formulation of compliance management strategic plans;

(2) Participate in major corporate decisions and put forward compliance opinions;

(3) Leading the compliance management lead department to carry out the work;

(4) Reporting major compliance management issues to the board of directors and the general



manager;

(5) Organizing the drafting of annual reports on compliance management.

Article 10 The legal affairs agency or other relevant agencies shall be the leading department for compliance management, organize, coordinate and supervise the compliance management work, and provide compliance support for other departments, mainly Responsibilities include:

(1) Studying and drafting compliance management plans, basic systems and specific system regulations;

(2) Continue to pay attention to changes in laws and regulations, organize compliance risk identification and early warning, and participate in compliance review and risk response for major corporate matters;

(3) Organizing and conducting compliance inspections and assessments, conducting compliance evaluations on systems and processes, and urging rectification and continuous improvement of violations;

(4) To guide the compliance management work of its affiliated units;

(5) Accepting reports of violations within the scope of duties, organizing or participating in the investigation of violations, and making suggestions for handling;

(6) Organizing or assisting business departments and personnel departments to carry out compliance training.

Article 11 The business department shall be responsible for the daily compliance management in this field, improve the business management system and process in accordance with the compliance requirements, and actively carry out compliance risk identification and hidden danger elimination.

Check, issue compliance warnings, organize compliance reviews, report risk matters to the leading compliance management department in a timely manner, properly respond to compliance risk events, and do a good job in compliance training and business in this field Partner compliance investigation and other work, organize or cooperate with violation investigation and timely rectification.

Supervision, audit, legal, internal control, risk management, safety production, quality and environmental protection and other relevant departments perform compliance management



responsibilities within the scope of their powers.

Chapter 3 Key Points of Compliance Management

Article 12 A central enterprise shall, in accordance with changes in the external environment and in light of its own actual conditions, on the basis of comprehensively promoting compliance management, highlight key areas, key links and key personnel staff to effectively prevent compliance risks.

Article 13 Strengthen compliance management in the following key areas:

(1)Market transactions. Improve the transaction management system, strictly implement the decision-making approval process, establish and improve the self-discipline and integrity system, and focus on anti-commercial bribery, anti-monopoly, and anti-improper

Competition, regulate asset transactions, bidding and other activities;

(2)Safety and environmental protection. Strictly implement national safety production and environmental protection laws and regulations, improve enterprise production norms and safety and environmental protection systems, strengthen supervision and inspection, and timely discover and rectify violations;

(3)Product quality. Improve the quality system, strengthen process control, strictly control the quality of each link, and provide high-quality products and services;

(4)Labor employment. Strictly abide by labor laws and regulations, improve the labor contract management system, standardize the signing, performance, modification and termination of labor contracts, and effectively maintain labor contracts.

the legitimate rights and interests of the mover;

(5)Finance and taxation. Improve and perfect the financial internal control system, strictly implement the operation and approval process of financial matters, strictly abide by financial discipline, strengthen the awareness of paying taxes in accordance with the law, and strictly comply with tax laws and policies;

(6)Intellectual property rights. Apply for the registration of intellectual property achievements in a timely manner, standardize the implementation of licenses and transfers, strengthen the protection of trade secrets and trademarks, and regulate the use of other people's knowledge in



accordance with the law property rights, preventing infringement;

(7) Business partners. Conduct compliance investigations on important business partners, and promote compliance with business partners by signing compliance agreements and requiring compliance commitments;

(8) Other areas that need to be focused on.

Article 14 Strengthen the compliance management of the following key links:

(1) System formulation link. Strengthen the compliance review of important documents such as rules and regulations, reform plans, etc., to ensure compliance with laws, regulations, regulatory requirements and other requirements;

(2) Business decision-making. Strictly implement the "three important and one big" decision-making system, refine the decision-making matters and authorities at all levels, and strengthen the compliance demonstration and control of decision-making matters to ensure decision-making in compliance with laws and regulations;

(3) Production and operation links. Strictly implement the compliance system, strengthen the supervision and inspection of key processes, and ensure that things are handled and operated in accordance with the rules in the production and operation process;

(4) Other links that need to be focused on.

Article 15 Strengthen the compliance management of the following key personnel:

(1) Managers. Promote managers to effectively improve their awareness of compliance, take the lead in carrying out business management activities in accordance with laws and regulations, conscientiously perform their responsibility for compliance management, and strengthen examination and approval.

nuclear and supervisory accountability;

(2) Personnel in important risk positions. Clearly define important risk positions based on compliance risk assessment, and increase training in a targeted manner, so that personnel in important risk positions are familiar with



And strictly abide by the regulations involved in the business, strengthen supervision and inspection and accountability for violations;

(3) Overseas personnel. Make compliance training a necessary condition for overseas personnel to take up and take up jobs, and ensure compliance with relevant regulations such as the laws and regulations of my country and the country where they are located;

(4) Other personnel who need to be paid special attention.

Article 16 Strengthen the compliance management of overseas investment and business operations:

(1) In-depth study of the laws and regulations of the country where the investment is located and relevant international rules, comprehensively grasp the prohibitive regulations, and clarify the red line and bottom line of overseas investment and operation;

(2) Improve the system, system and process of overseas compliance operation, attach importance to the compliance demonstration and due diligence of the project, strengthen the management and control of overseas institutions in accordance with the law, and standardize the operation management behavior.

(3) Regularly check and sort out the risk status of overseas investment and operation business, focusing on major decisions, major contracts, large capital management and control, and corporate governance of overseas subsidiaries.

The existing compliance risks should be properly handled and reported in a timely manner to prevent the expansion and spread.

Chapter IV Compliance Management Operation

Article 17 Establish and improve a compliance management system, formulate a compliance code of conduct that all employees generally abide by, formulate special compliance management systems for key areas, and follow laws and regulations.

Changes and regulatory trends, and timely convert external compliance requirements into internal rules and regulations.

Article 18 Establish a compliance risk identification and early warning mechanism, comprehensively and systematically sort out the compliance risks existing in business



management activities, and assess the likelihood, impact, and potential of the occurrence of risks.

Carry out systematic analysis on the consequences, etc., and issue early warnings in time for typical, universal and risks that may have more serious consequences.

Article 19 Strengthen compliance risk response, formulate plans for discovered risks, take effective measures, and deal with them in a timely manner. For major compliance risk events, the Compliance Committee Overall leadership, the person in charge of compliance management takes the lead, and relevant departments coordinate and cooperate to minimize risks and reduce losses.

Article 20 Establish and improve a compliance review mechanism, and regard compliance review as a business management activity such as the formulation of rules and regulations, decision-making on major issues, signing of important contracts, and operation of major projects.

In order to go through the necessary procedures, timely propose amendments to the non-compliant content, which shall not be implemented without compliance review.

Article 21 Strengthen accountability for violations, improve the punishment mechanism for violations, clarify the scope of responsibility for violations, and refine punishment standards. Unblock the reporting channels, for the reported problems and lines prompt investigations will be carried out, and those who violate the regulations will be seriously held accountable.

Article 22 Carry out compliance management assessment, regularly analyze the effectiveness of the compliance management system, and conduct in-depth searches for major or recurring compliance risks and violations Root causes, improve relevant systems, plug management loopholes, strengthen process control, and continue to improve.

Chapter V Compliance Management Guarantee

Article 23 Strengthen compliance assessment and evaluation, incorporate compliance



operation and management into the annual comprehensive assessment of the persons in charge of various departments and affiliated enterprises, and refine the assessment indicators. to belong The performance of compliance responsibilities of units and employees is evaluated, and the results are used as an important basis for employee assessment, cadre appointment, and selection of priority.

Article 24 Strengthen the construction of compliance management informatization, optimize the management process through informatization means, and record and save relevant information. Use big data and other tools to strengthen management

Real-time online monitoring and risk analysis of management behaviors in compliance with laws and regulations to achieve information integration and sharing.

Article 25 Establish a professional and high-quality compliance management team, allocate compliance management personnel according to factors such as business scale and compliance risk level, and continuously strengthen business training.

training to improve the team's ability.

Important regions and key projects of overseas operations shall specify compliance management institutions or assign full-time personnel to effectively prevent compliance risks.

Article 26 Attaches great importance to compliance training, and establishes an institutionalized and normalized training mechanism in combination with publicity and education of the rule of law to ensure that employees understand and follow corporate compliance goals and requirements.

Article 27 Actively cultivate a compliance culture, and strengthen the awareness of safety, quality, integrity and integrity of all employees by formulating and distributing compliance manuals and signing compliance commitments.

Establish the values of legal compliance, law-abiding and honesty, and build a solid ideological foundation for compliant operation.



Article 28 A compliance reporting system is established. In the event of a relatively large compliance risk event, the leading compliance management department and relevant departments shall promptly report to the person in charge of compliance management and the leader in charge

Report. Major compliance risk events should be reported to the SASAC and relevant departments.

At the end of each year, the leading department of compliance management will comprehensively summarize the work of compliance management, draft an annual report, and submit it to the SASAC in a timely manner after being reviewed and approved by the board of directors.

Chapter VI Supplementary Provisions

Article 29 Central SOEs formulate detailed compliance management implementation rules in accordance with these Guidelines and in light of actual conditions.

Local state-owned assets supervision and administration agencies may refer to these Guidelines to actively promote the compliance management of the invested enterprises.

Article 30 The SASAC is responsible for the interpretation of these Guidelines.

Article 31 These Guidelines shall come into force on the date of promulgation.

regulations, and eradicates acts in violation of integrity and damage interests of the company. Employees shall follow the company's system, practice fairly and efficiently, and shall not offer bribes, accept bribes, demand bribes or engaged in corruption.

Employees shall not provide or promise to provide benefits including money and any valuable property or non-property rights to others in order to obtain or retain business opportunities or benefits, nor shall they solicit or accept benefits from others, including through a third party.



(III) Data Security and Privacy

FiberHome International is committed to protecting the personal information of business partners it collects in a transparent, legitimate, necessary manner consistent with the local legal requirements so as to prevent accidental or illegal destruction, loss, tampering or unauthorized disclosure or access.

FiberHome International attaches importance to and protects data privacy and respects the data security and privacy of employees and business partners. The collection and processing of personal information shall be used for legitimate commercial purposes only, strictly observe applicable local data privacy laws, and transparency, legality, legitimacy and necessity shall be deemed as the basic guidelines for FiberHome International to process relevant personal information.

(IV) Anti-unfair Competition and Anti-monopoly

1. Anti-unfair Competition

Anti-unfair competition refers to acts that disrupt market competition order in production and operation activities, and impair the rights and interests of other market entities or consumers. FiberHome International advocates free and fair competition and is committed to fair and honest transactions with customers, suppliers and competitors. Employees shall collect information related to competitors in a legal and ethical manner, and adhere to true, reliable, fair and impartial marketing and advertising.

2. Anti-monopoly

Anti-monopoly refers to the acts that destroy free market order of fair competition to enable specific companies to gain a favorable economic status on a certain service or product, such as signing monopoly agreements, restricting transactions, etc. FiberHome International requires employees to understand and observe local anti-unfair competition law and anti-monopoly law, and is committed to protecting consumers and the market from the harm of monopoly acts and promoting healthy competition in the market.

(V) Import and Export Trade Compliance

International operation is the strategic direction of FiberHome International. In the face of the regulatory requirements of different countries, trade compliance is particularly important to achieve smooth international operation. In order to ensure trade compliance, FiberHome International continues to concentrate on the changes of relevant laws, regulations and policies in the countries (regions) where its business is located, so as to assure observation of compliance requirements and avoid the violation of relevant laws and regulations in foreign trade.



(VI) Avoidance of Conflicts of Interest

Any work carried out by FiberHome International employees must be in the interests of the company and shall avoid actual or potential conflicts of interest. FiberHome International will never tolerate any employee hindering the company from making the best business decisions for personal or other interests.

Where an employee's personal interests or acts substantially affect or may affect his/her judgment, loyalty or responsibility toward FiberHome International's business, it means that there is a conflict between the employee's personal interests and that of the company. As conflicts of interest may lead to improper impact on employees' business judgment, employees must avoid any form of conflict of interest that has a negative impact on their judgment, company loyalty or duty performance. In addition, unless otherwise agreed by FiberHome International, no employee shall be allowed to conduct related party transactions or related investment.

(VII) Ensuring Accurate Records and Reports

FiberHome International shall ensure the integrity, accuracy and reliability of its business and financial records. Clear and accurate business and financial records are crucial to the effective maintenance of FiberHome International's business credibility and also the basis for helping FiberHome International make correct business decisions. FiberHome International requires all employees to strictly observe relevant legal requirements and the company's internal control processes and procedures, and record the company's business and financial information completely, promptly and accurately.

Reference of Documentation:

<http://www.sasac.gov.cn/n2588035/n2588320/n2588335/c202352>