

CHAPTER I.

Article 1. Pursuant to the relevant laws, rules, and regulations of China and other countries in which the Jiangsu Zhongtian Technology Co., Ltd. (the “ ” or “ ”) operates (collectively “ ”) and the Compliance Guidelines, the Employees’ Compliance Code of Conduct and other compliance policies and requirements of the Company (“ ”), taking into account the business environments in which the Company operates, these Rules are formulated to better promote the full set compliance administrative measures, to facilitate the Company’s legitimate and compliant business operation with integrity, and to prevent and reduce Compliance Risks.

Article 2. These Rules apply to the business activities carried out by Company and its foreign and domestic controlled subsidiaries (hereinafter referred to as the “ ”). The Compliance Standard Department of the Company will supervise over the implementation of these Rules by its Subsidiaries.

Article 3. Terms in these Rules are defined as follows:

(1) “ ” means the business operations of the Company and its Subsidiaries conform to the requirements of 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.

(2) “ ” refers to the possibility that legal sanction, administrative penalty, significant loss of property or reputation occurs to the Company and its Subsidiaries or Employees due to Noncompliance Conducts.

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

(4) “ ” refers to department or organization under the Company or the Subsidiaries responsible for business operation and signing contracts, including but not limited to Business Divisions and Purchase & Supply Divisions of the Company and Market Department of Subsidiaries.

(5) “ ” refers to the compliance audit conducted by the Appropriate Compliance Department of the Company and its Subsidiaries toward the various departments/divisions within the unit on the implementation and effectiveness of the Compliance Rules of ZTT. For instance, the compliance audit of Purchase & Supply Division of the Company conducted by the compliance audit team formed by the Company’s Compliance Standard Department is one kind of such Internal Audit.

(6) “ ” refers to the compliance audit conducted by the appropriate

compliance department of the Company and the Subsidiaries toward other subsidiary on the implementation and effectiveness of the Compliance rules of ZTT. The compliance audit of ZTT International Limited conducted by the compliance audit team formed by the Company's Compliance Standard Department is an example of such Cross-audit.

Article 4. The Company and the Subsidiaries shall make annual compliance audit plan each year, and shall organize compliance audit groups to conduct Internal Audit, as well as Cross-audit, ensuring that at least one round compliance audit ~~on the~~ **W K H** Company and each Subsidiary will be carried out every three years. In addition to the above regular audits, the Appropriate Compliance Department of the Company or any Subsidiary may, upon the creditable report from employees or others reports substantiating material compliance risk of certain Subsidiaries or certain Business Department of a specific Subsidiaries, conduct extra compliance audit as needed.

CHAPTER II.

Article 5. The Appropriate Compliance Department of each Subsidiaries shall make its annual compliance audit plan based on actual situation of its business, and submit the plan to the Compliance Standard Department of the Company. The annual compliance audit plan of the Company shall be prepared by the Compliance Officers of the Company and submitted to the Compliance Standard Department of the Company. The Compliance Standard Department of the Company will, taking into account all submitted plans and holistic development of the business of the Company and the Subsidiaries, determine the annual Internal Audit and Cross-audit plans of the Company and the Subsidiaries and submit the same to \$.

compliance management system, implementation of compliance rules, and financial control (see Annex 2 - Compliance Interview Information Form and Annex 3 - Compliance Interview Content Form). In on-site audit, control measures on Compliance Risks of the Audited Company of Business Department will be verified and assessed by retrieving and reviewing business files and relevant documentations and information, and requesting various materials from the audited entities or Business Departments.

During the audit over the training and performance of Compliance Officers, the audited Compliance Officers shall not be up-held during the audit as per related provisions (see Annex 4 - Compliance Audit Evaluation Form).

Article 8. After the completion of compliance audit, the group shall prepare, in light of the audit goals, a written Compliance Audit Report and a written Compliance Audit Rectification Notice, which shall include problems and flaws discovered during the audit and corresponding solution opinions, improvement direction and primary measures. The written Compliance Audit Report shall include a Compliance Audit Solution Opinion Form (see Annex 5), in which: (1)

- (1) The Compliance Audit Solution Opinion Form for the Internal Audit of

Appropriate Compliance Department of the Company and the relevant Subsidiaries should sustain a continuing follow-up and supervision over the rectification of audited entities and departments.

Article 11. The Appropriate Compliance Department of the Company and the relevant Subsidiaries shall, taking into account feedbacks and advices received during compliance audit as well as the situation of business, summarize its practical experiences and periodically analyze the suitability and effectiveness of the compliance rules, and further revise or supplement compliance policies if necessary (see Annex 6 – Form of Rectification Progress of Compliance Issues).

CHAPTER III.

Article 12. The Appropriate Compliance Department of the Company and the Subsidiaries must properly keep all records, audit reports, and documents during the compliance audit, and duly retain the same pursuant to document retention policy of the Company and the Subsidiaries.

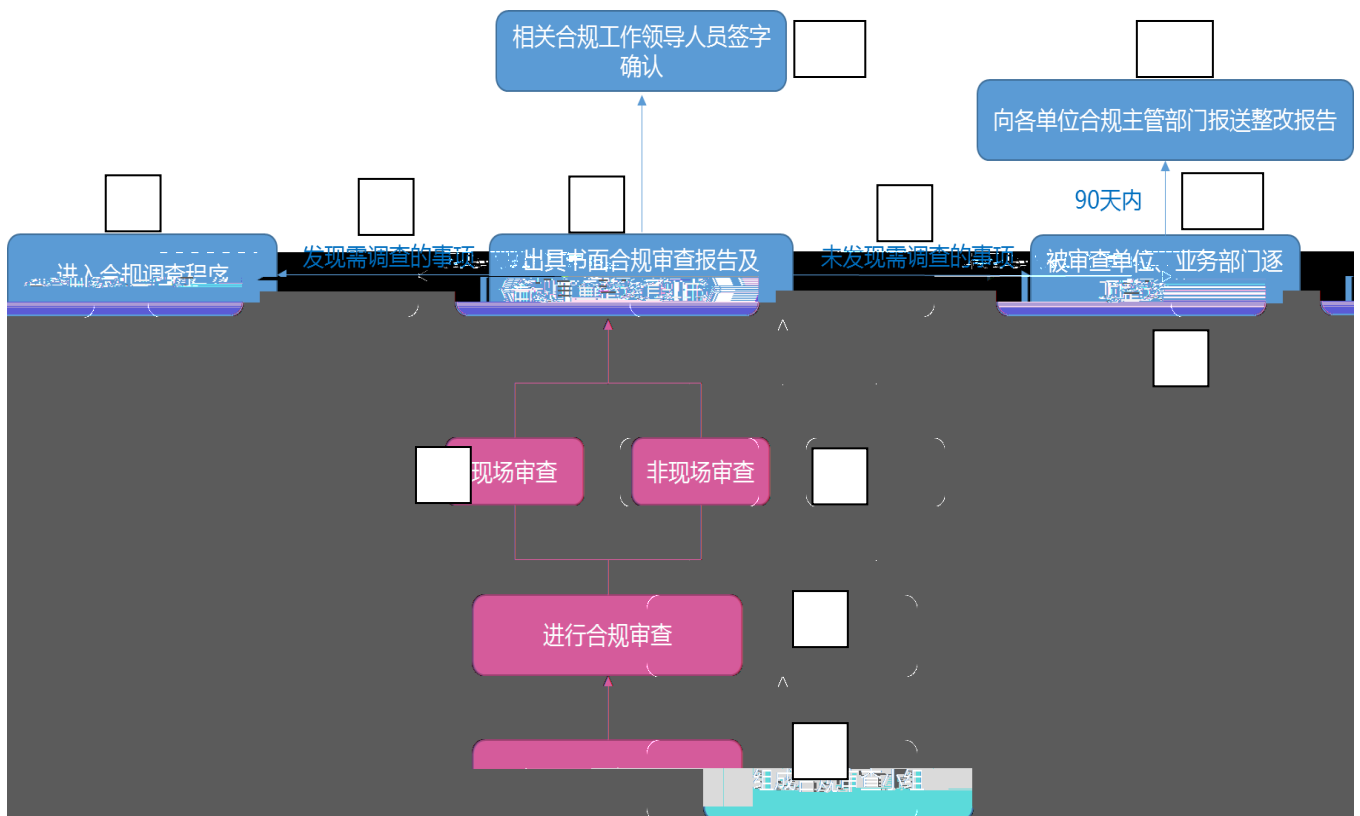
CHAPTER IV.

Article 13. Any questions regarding these Rules may be raised to the Appropriate Compliance Department of the Company and the Subsidiaries.

Annexes:

1. Compliance Audit Procedure Chart
2. Compliance Interview Information Form
3. Compliance Interview Content Form
4. Compliance Audit Evaluation Form
5. Compliance Audit Solution Opinion Form
6. Form of Rectification Progress of Compliance Issues

Annex 1 Compliance Audit Procedure Chart



1 forming compliance audit group

2 carrying out compliance audit

3 on-site audit

4 off-site audit

5 issuing written Compliance Audit Report and Compliance Audit Rectification Notice

6 matters requiring investigation found

7 entering into compliance investigation procedure

8 no matters requiring investigation found

9 audited Company or Business Department to make rectification one issue by another

10 within 90 days

11 submitting rectification report to the Appropriate Compliance Department

12 signed by relevant managerial personnel in charge of compliance for confirmation

Annex 2

Members of the Compliance Audit Group:	
Audited Company or Business Department:	
Interviewee 1:	Time:
Interviewee 2:	Time:
Interviewee 3:	Time:
Interviewee 4:	Time:
Interviewee 5:	Time:
Interviewee 6:	Time:
Interviewee 7:	Time:

Annex 4: Compliance Audit Evaluation Form

Audited Company or Business Department:

Date of Compliance Audit:

Head of Compliance Audit Group:

Members of Compliance Audit Group:

Any

Subjects

Issues

Results

	(monthly report, annual report, etc.) completed?				
	2.8 Is the compliance supervision for the compliance work process completed?				
	2.9 Are the answers and records of internal consultation completed?				
Response to Compliance Risk Assessment	3.1 Are compliance risk assessments conducted regularly?				
	3.2 Are effective measures taken against the results of compliance risk assessment?				
	3.3 What measures are taken to deal with different types of risks?				
	3.4 Are internal violations investigated?				
	3.5 Investigation Report and Result Report on Internal Violations				
	3.6 What measures are taken to deal with internal reporting?				
Compliance Training, Publicity and Implementation	4.1 Is the annual compliance training plan in accordance with the requirements of the higher authorities?				
	4.2 Are the training tasks given by the higher authorities and the management of the unit completed on time?				
	4.3 Is the compliance training record complete?				
	4.4 Does compliance training achieve the desired results?				
	4.5 Priority given by major management members to compliance policy implementation and relevant implementation records				
	4.6 Description and effect of compliance publicity and implementation towards partners and third parties				
Assessment of Compliance Work	5.1 Annual Assessment of Compliance Work				

Annex 6: Form of Rectification Progress of Compliance Issues

Problems Spotted	Causes	Suggestions for Adjustment and Improvement	Reasons for Adjustment	Suggested Improvement Measures	Timeline for Improvement

Signature of Compliance Officer

Name:

Date: