

合规工作制度

Compliance Function

第一章 總則

Chapter 1. General

第一條 為加強公司合规工作，增強自我約束能力，實現公司業務持續規範經營，根據相關法律、法規、準則，結合公司實際情況，制定本制度。

1. This policy is formulated to enhance compliance management, strengthen self-discipline and realize sustainable and standardized business operations in accordance with laws, regulations and rules in combination with the Company's actual condition.

第二條 合规指公司及員工的執業行為符合相關法律、法規、規章及其他規範性文件、行業規範和自律規則、公司各項業務制度和內控制度以及行業公認並普遍遵守的職業道德和行為準則（以下統稱“法律、法規及準則”）。

2. Compliance refers to the compliance of professional behavior of the company and its employees in complying with relevant laws, regulations, rules and other normative documents, behavior criteria, rules of self-discipline, company rules and systems, and occupational ethics and code of conduct that are widely known and observed in the industry. (hereinafter collectively referred to as “LRR”).

第三條 合规風險指公司及其員工的經營管理或執業行為違反法律、法規或準則而使公司受到法律制裁、被採取監管措施、遭受財產損失或聲譽損失的風險。

3. Compliance risk refers to the risk of legal sanction, being subjected to regulatory measures, or loss of property or reputation as a result of violations of laws, regulations, or guidelines by the business management of the Company and the professional behavior of its employees.

第四條 合规工作應當覆蓋公司涉及各個部門、公司董事、監事、高級管理人員及全體員工，貫穿業務各個環節。

4. Compliance work of the Company should cover all departments and employees including directors, supervisors, senior management and other staff throughout various aspects of business operations.

第五條 公司樹立合规經營、全員合规、合规從高層做起的理念，以構建並不斷完善合规工作框架和制度、實現對合规風險的有效識別、管理和控制為目標，倡導和推進合规文化建設，培育公司董事、監事、高級管理人員及全體員工的合规意識，促進公司持續合规經營。

5. The Company should build a philosophy of legal operation and compliance by all staff, starting from top to bottom, and gradually improve the compliance framework and policies to effectively spot, manage, and control compliance risk. It should also advocate and promote the establishment of compliance management and foster compliance awareness of all employees, including directors, supervisors, and senior management to facilitate continued operation.

第六條 公司設立合规專員崗位，履行與合规工作有關的職責，公司的合规專員直接向公司董事會匯報合规工作開展情況。

6. The Company sets up a compliance officer ('CO') to perform compliance relevant duties. CO should directly report to the board of directors on the development of compliance.

第二章 合规專員職責、行為準則及履職保障

Chapter 2. Responsibilities, Code of Conduct and Guarantee of Performance of Duties

第七條 公司合規專員的職責包括：

- (一) 起草公司合規工作的相關制度；
- (二) 確保公司及員工遵守法律、法規及準則，實施合規檢查；
- (三) 檢查、評價整改措施的實施情況；
- (四) 識別公司業務經營的不合規行為和合規風險隱患，接受員工對公司、與公司受共同控制的實體、其他員工的非法、違規和不道德行為的舉報，提出制止與整改建議，同時向董事會匯報相關情況；
- (五) 提供合規諮詢、意見和建議；
- (六) 撰寫合規檢查報告；
- (七) 管理合規工作檔案；
- (八) 定期或不定期接受培訓、提高業務水準、進行知識更新；
- (九) 其他與合規相關的工作。

第八條 合規專員應當熟悉法律、法規及準則，具備監管部門所要求的資格，無違反執業操守行為與不良誠信記錄。

第九條 合規專員履行職責時應恪守獨立、客觀、公正的原則。

第十條 合規專員應嚴格履行保密義務，嚴禁利用合規工作中所知悉的非公開資訊牟取私利。

第十一條 公司為合規專員的職責履行提供以下保障：

(一) 公司保障合規專員的獨立性，保障合規專員能夠充分行使履行職責所必需的知情權與調查權。合規專員有權參與同其履行職責有關的項目實施過程、參加或列席與其履行職責有關的會議、調閱有關業務檔案、相關資料及文件以及要求公司有關人員對有關事項做出說明；

(二) 合規專員履行合規檢查以及檢查、評價整改措施實施情況的職責時，公司董事、監事、高級管理人員以及公司業務所涉及的各部門、分支機構應當支援和配合合規專

7. Responsibilities of CO include:

- (1) Draft relevant compliance policies;
- (2) Ensure the Company and its employees comply with LRR and implement compliance inspection;
- (3) Check and evaluate rectification measures;
- (4) Identify non-compliance behaviour and compliance risks and receive reports from employees on illegal, violation and unethical actions of the Company, related entities, and other staff. Propose rectification suggestions and report to the board of directors;
- (5) Provide compliance consultation, opinions and advice;
- (6) Write compliance inspection report;
- (7) Keep and manage compliance files;
- (8) Receive training, regularly or irregularly, to improve professional skills and broaden knowledge;
- (9) Other relevant responsibilities.

8. CO should be familiar with LRR and possess the qualification required by regulatory authorities without a breach of the code of conduct and poor integrity records.

9. CO should follow the principles of independence, objectivity, and fairness when fulfilling his/her duties.

10. CO should strictly carry out their obligation of confidentiality and not be allowed to take advantage of non-public information acquired in the process of compliance work for personal gain.

11. The Company provides the following conditions for CO to perform his/her duties:

(1) The Company should ensure the independence of CO and guarantee CO can sufficiently enjoy the right of knowing and investigation of necessity in order to perform his/her role and responsibility. CO should be entitled to the right to participate in or attend meetings related to his/her role and responsibility, access and read related documents and materials, and request explanations from relevant employees;

(2) Directors, supervisors, senior management, every department or branch should support and cooperate with CO to perform compliance duties and check and evaluate

員的檢查工作，不得以任何理由限制、阻擾合規專員履行相應職責；

(三) 為合規專員提供必要的資金、人力、場所、培訓與技術等支持；

(四) 任何員工在得悉公司、與公司受共同控制的實體、其他員工的非法、違規和不道德行為時，可將情況直接匯報給合規專員；

(五) 對於公司或員工嚴重違反法律、法規及準則的行為，合規專員可直接向監管部門匯報；

(六) 禁止公司及公司任何員工對舉報人或匯報人打擊報復。

ratification measures, rather than restricting or interfering his/her role and responsibility with any reason;

(3) The Company provides the necessary funds, manpower, space, training and technical support to CO;

(4) Any employee should directly report to CO when the employee learns about illegal, violating and unethical actions of the Company, related entities, or other staff.

(5) CO could directly report to regulatory authorities for serious LRR violations of the Company or its employees;

(6) Prohibit the company or its employees from engaging in retaliation against any whistle-blower or employee who makes such a report.

第三章 合規檢查、整改及整改責任

Chapter 3. Compliance Review, Rectification and Ratification Responsibilities

第十二條 合規檢查指對公司及相關人員開展業務的合法合規性進行檢查。

第十三條 合規檢查包括專項檢查、項目檢查以及非正式檢查。

第十四條 專項檢查指根據法律、法規及準則對除具體評級項目全過程合規性檢查以外的特定事項進行的檢查。

第十五條 項目檢查指根據法律、法規及準則對具體評級項目全過程的合規性進行的檢查。

第十六條 非正式檢查指監管部門、行業自律組織及公司要求的臨時檢查。

第十七條 合規專員完成合規檢查後，應當向董事會出具“合規檢查報告”。

第十八條 董事會責成公司行政總裁向整改事項所涉及部門負責人或相關人員下達“整改通知書”，並通知合規專員，被要求整改的部門和人員應當在規定期限內完成整改。

第十九條 合規專員應當在整改規定期限結束後對整改工作進行檢查評價，並向董事會提交“整改評估書”。

12. Compliance inspection refers to inspections of the compliance of the company and relevant personnel in conducting business.

13. Compliance inspection includes special inspection, project inspection, and random inspection.

14. Special inspection refers to the inspection of specific items in addition to the compliance inspection of the entire process of particular rating projects according to LRR.

15. Project inspection refers to the inspection of the compliance of the entire process of particular rating projects according to LRR.

16. Random inspection refers to the temporary inspection requested by regulatory authorities, self-regulatory organizations of the industry and the company.

17. Compliance inspection reports should be submitted to the board of directors by CO after compliance inspection.

18. Board of directors should instruct the CEO to assign a rectification note to the heads of relevant departments or personnel concerned and notify CO. Ratification should be completed within a prescribed period of time.

19. CO should review and evaluate the rectification after the prescribed period of time and submit the ratification evaluation report to the board of directors.

第四章 合規檢查報告

Chapter 4. Compliance Inspection Report

第二十條 合規專員完成合規檢查報告應及時向董事會提交。

20. CO should submit compliance inspection reports to the board of directors in time.

第二十一條 合規檢查報告應包括但不限於以下內容：

21. Compliance inspection reports should include, but not be limited to:

(一) 合規工作基本情況；

(1) Brief introduction of the compliance work;

(二) 合規專員職責履行情況；

(2) Performance of the role and responsibility of CO;

(三) 合規檢查中所發現的不合規情況、潛在合規風險、整改建議以及整改實施情況；

(3) Any non-compliance, potential compliance risk, rectification proposal and rectification implementation existed in compliance inspection;

(四) 對合規工作有效性的評估；

(4) Assessment on the effectiveness of compliance work;

(五) 監管部門、行業自律組織要求報告的其他內容。

(5) Others required by regulatory authorities or self-regulatory organizations of the industry.

第五章 合規工作檔案

Chapter 5. Compliance Files

第二十二條 合規工作檔案指合規工作中所產生的全部書面材料，包括但不限於以下內容：

22. Compliance files refer to all written documents generated during compliance work, including but not limited to:

(一) 合規審查表；

(1) Compliance review checklist;

(二) 整改建議書；

(2) Rectification proposal;

(三) 整改通知書；

(3) Rectification notes;

(四) 整改評估書；

(4) Rectification evaluation report;

(五) 合規檢查報告；

(5) Compliance inspection report;

(六) 合規工作中產生的其他相關資料。

(6) Other documents generated during compliance work.

第六章 附則

Chapter 6. Supplementary Provisions

第二十三條 本制度采用双语格式撰写，如果中文条款与英文条款之间存在任何差异或不一致，应始终以中文条款为准。

23. This policy is written in bilingual format, the Chinese terms shall always prevail in case of any discrepancy or inconsistency between Chinese terms and its English translation.