



**JSWB** 吉盛伟邦国际家具村

## **CODE OF CONDUCT**

### **行为规范**

**Valid for all our staff, contractors, vendors and suppliers**

本规范适用于员工，承包商，销售商及供应商

### **Our Expectations and Values**

#### **我们的期望与价值观**

This Code of Conduct is a statement of the principles and expectations that guide all ethical business conduct at JSWB. Furthermore, it reflects our international ambitions as a global player in the furniture industry. Our reputation depends heavily on the actions and integrity of our employees. It is imperative that you avoid any relationships or activity that might impair, or even appear to impair, your ability to make objective and fair decisions when performing your job.

本规范为吉盛伟邦国际家具村员工须遵守的商业道德准则与吉盛伟邦对自身员工的期望。它反映出吉盛伟邦作为国际家具界一员的宏图大志。吉盛伟邦的声誉很大程度上取决于员工的行为与诚信。工作过程中每个员工必须避免任何可能的不良影响，甚至要避免可能影响我们做出公正客观判断的交往或活动。

In addition to governing conduct among employees, this Code also governs conduct between employees and customers, competitors and the numerous business providers (including suppliers, vendors, contractors and agents) who work with or otherwise assist JSWB from time to time.

本规范不仅适用于吉盛伟邦的内部员工，在员工与顾客之间，以及同行与各种业务相关人员（包括供应商，销售商，承包商及代理商）之间也同样适用。

Because we want our business providers, customers and investors to understand how we do business and what they can expect of us, this Code may be made available to the public.

为了让所有的业务相关人员、顾客及投资者都能了解吉盛伟邦的运作方式及服务项目，因此将本规范公布于众。

You may never violate this Code or any company policy simply because a supervisor directs you to do so. If you receive such a request, you should advise your supervisor that the request violates the Code. If your supervisor refuses to modify his or her request, you should contact the JSWB Executive Vice President immediately. Similarly, you may never interfere with or obstruct an investigation conducted by the Company, and you may never disclose or discuss an investigation with unauthorized persons.

任何人不得违反本规范或公司其它条例。如果受到上司的违规指令，有义务提醒上司。若其拒绝改正，应立即向吉盛伟邦副执行总裁报告。同时，任何人不得干涉或阻碍公司的调查；绝不允许与无关人员讨论或向其透露任何有关调查的信息。

Failure to comply with any provision of this Code or company policy is a serious violation, and may result in disciplinary action, up to and including termination, as well as civil or criminal charges. These consequences may apply not only to employees who violate the Code, but also to those who condone misconduct, fail to report or take reasonable measures to prevent, detect and address misconduct, or seek to retaliate against those who in good faith report potential misconduct.

违反本规范或公司其它条例者、纵容违纪者、发现违纪不汇报或不采取适当措施对违纪行为予以制止、调查者，以及企图打击报复举报人者将会受到纪律处分、辞退乃至民事或刑事指控。

## **Speak Up**

### **敢于直言**

At JSWB, everyone should feel comfortable to speak his or her mind, particularly with respect to ethical concerns. You must report suspected and actual violations of this Code and company policy. JSWB will investigate reported instances of questionable or unethical behavior. In deciding whether a violation of the Code has occurred or is about to occur, you should first ask yourself:

**吉盛伟邦**的任何员工都应该敢于直言，特别是涉及到商业道德问题时。看到违纪行为或可能违纪行为必须汇报。公司将对此进行调查。以下的问题将有助于判断一种行为是否违规：

- Would I feel uncomfortable describing this conduct at a staff meeting? To my family? To the media?

这一行为你是否不愿在员工会议上说出来？是否不愿向家人提及？或不愿向媒体透露？

- Will this conduct hurt JSWB in the long run? Will it cause JSWB to lose credibility with its customers, business providers or investors?

这一行为是否会对吉盛伟邦造成长期损害？是否会导致吉盛伟邦失信于顾客、业务相关人员或投资者？

- Will this conduct hurt other people such as other employees, investors or customers?

这一行为是否会伤害到其他员工、投资者或顾客？

- Will this conduct subject me, my co-workers or the company to legal fines or criminal charges?

这一行为是否会使你本人、同事或者公司受到罚款甚至法律指控？

If the answer to any of these questions is “yes” or even “maybe,” you have identified a potential issue that you must report.

如果你对上述问题的回答是“是”或者“可能”的话，那么你必须去汇报。

## **Customer Contracts and Charges**

### **消费者合同及收费**

In servicing customer contracts, you must make every effort to ensure that all charges are accurate and properly billed. You may not, without the customer's consent and a Vice President's written approval, shift costs among contracts, deviate from contract requirements by substituting products or services, or cause customers to incur inaccurate charges.

处理消费者合同时，一定要保证所有收费正确并开出相应单据。未经客户同意及副总裁书面许可，不得更换合同间的费用、更换产品或服务导致向客户的收费出现偏差。

You should never use gifts and entertainment to place undue influence on JSWB business providers. If you discover or suspect any misrepresentation, misstatement, misunderstanding, omission or other mistake by yourself or another employee, you must immediately disclose it to the Executive Vice President so that the company can take prompt steps to remedy the situation.

不得使用赠送礼品或招待的方式向吉盛伟邦的业务相关人员施加影响。如果发现或怀疑到任何错误表示、错误表达、错误理解、疏忽或者失误，应立即向副执行总裁汇报，以便公司及时采取补救措施。

## **Selecting and Maintaining Relationships with Business Providers**

### **业务相关人员的挑选及关系维护**

You must use care and good judgment in selecting and maintaining relationships with all of JSWB business providers. Employees who participate in the selection of any business provider must:

在所有吉盛伟邦的业务相关人员挑选及关系维护方面，必须做出仔细合理的判断。

参与选择的员工必须：

- Use a selection process that is fair, and complies with all company policies and procedures;

遵循公正的选择程序并须符合公司的规章制度；

- Ensure business providers are apprised of their obligation to abide by JSWB standards of business conduct;

确保业务相关人员能够遵守吉盛伟邦的商业行为准则；

- Put all agreements in writing and consult with a Vice President if warranted, before executing them;

所有协议必须以书面形式确立并在执行前征求副总裁的同意。

- When the business provider or project is located outside of China, consult the Executive Vice President to discuss additional legal and regulatory requirements that may apply.

如果业务相关人员或项目不在中国，须向副执行总裁请示、探讨可能适用的其它法律法规。

## **Gifts and Entertainment**

### **礼品与宴请**

JSWB competes on the merit of its products and services, and not through gifts, entertainment, or other business courtesies. Although the exchange of gifts and

entertainment can promote successful working relationships and good will, you must follow all applicable laws and company rules and procedures. Failure to follow these provisions can harm JSWB's reputation or result in fines or criminal penalties.

吉盛伟邦不是靠请客送礼而是靠产品及服务与人竞争的。尽管互赠礼品、相互宴请可以融洽关系、表达心意，但一定要遵循法律及公司的规章制度。如果违反这些条款将会对吉盛伟邦的声誉造成损害并可能招致罚款或法律诉讼。

### **When Are Gifts Appropriate**

#### **什么条件下赠送/接受礼品是合适的？**

To be appropriate, a gift (whether it is given or received) must be:

赠送或收受礼品必须符合下述要求：

- Unsolicited;

不得索要；

- Not cash or usable as cash (for example, a gift certificate is not acceptable);

礼品不得为现金或等同现金（例如，礼券）；

- Of moderate value.

价值适当。

### **When Is Entertainment Appropriate**

## 什么条件下进行/接受宴请是合适的？

To be appropriate, entertainment must be:

宴请必须符合下述条件：

- Unsolicited;

不得主动要求；

- Offered or accepted in the normal course of business;

在正常的商业往来中进行；

- Attended by both a JSWB employee and a business provider's employee and be an occasion where business is discussed;

有吉盛伟邦员工及对方员工同时参加并以商务为目的；

- Not unduly lavish (e.g., charging more than would be reasonable or customary for a business dinner or lunch);

不得奢侈浪费（例如，超过正常、合理价位的宴请）；

- At a venue and conducted in a manner that does not violate other provisions of this Code or harm the company's reputation.

地点、方式不得违反本规范的其它条款或有损公司声誉。

Regardless of value, the appearance of influence must always be considered when accepting any business courtesy, such as a gift or entertainment. For any type of business courtesy, you may never use your own money or resources to do something that is prohibited with JSWB's resources. In addition, when you offer

gifts or provide entertainment to others consistent with this Code, you must also ensure that these courtesies are properly reflected on JSWB's books and records. 在接受不论任何价值的礼品及宴请等商务交往时，必须考虑到可能的影响。同时绝对不可使用个人资源或个人出资进行商务交往活动。礼品赠送或宴请活动必须符合本规范要求并如实记录在案。

## Prohibited Exchanges

### 禁止的交往活动

Even if the gift or entertainment meets the above standards, you must **not** exchange it if:

即使礼品或宴请规格符合上述标准，但如果有下列情形也不可进行：

- (a) it is intended to influence yourself or another person's business judgment;  
( a ) 以影响自身或他人的商业判断为目的；
  
- (b) it might create the appearance of undue influence, unfairness or impropriety;  
or  
( b ) 可能会出现不当影响、不公正或不得体的情况；
  
- (c) you are participating in, conducting, or directly supervising a formal procurement process (such as a request for bids) on JSWB's behalf.  
( c ) 当事人正在代表吉盛伟邦参与、进行或直接监督一项正式的采购行动( 如招标 )。

## **Bribes, Kickbacks, Gratuities and Loans**

### **贿赂，回扣，答谢及贷款事宜**

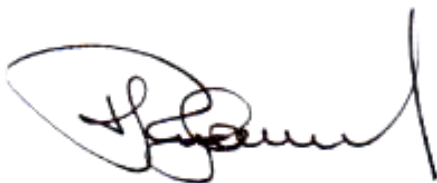
It is **never** appropriate to offer or receive bribes, kickbacks or gratuities, and these may subject you to criminal or civil penalties. You should politely decline all gratuities and immediately notify a Vice President of any bribe or kickback offered to you. If you are unsure if a payment or gift is a bribe, kickback or gratuity, you should seek guidance from a Vice President.

提供或者接受贿赂、回扣、小费等行为将会使你受到刑事或民事诉讼。当有人向你提供贿赂或回扣时，你应当礼貌拒绝并立即向副总裁报告。如果你不能确定某一笔钱或某一件礼品是否属于贿赂、回扣或小费时，你应当向副总裁报告请示。

It is never appropriate to offer or accept personal loans or guarantees (incl. preferences or discounts not offered widely) to or from customers, business providers, or competitors of JSWB.

绝对不可向吉盛伟邦的客户、业务相关人员或同行提供或接受个人贷款或担保（包括专门的优惠，折扣等）。

**Shanghai, 31 December 2008.**

A handwritten signature in black ink, appearing to read 'Hakon Rydland', written in a cursive style.

**Hakon Rydland**  
**Executive Vice President**