

LUOKUNG TECHNOLOGY CORP.

箩筐技术公司

CODE OF BUSINESS CONDUCT AND ETHICS

商业行为与道德准则

Adopted as of March 16, 2018

于 2018 年 3 月 16 日通过

Introduction

介绍

All employees, officers and directors of Luokung Technology Corp. (the “Company”) are responsible for conducting themselves in compliance with this Code of Business Conduct and Ethics (the “Code”), other policies of the Company and applicable laws, rules and regulations. The Company adopted the Code in order to assist the Company and its employees, officers and directors with the Company’s goals of conducting its business and affairs in accordance with applicable laws, rules and regulations and maintaining the highest standards of ethical conduct, fair dealing and honesty.

箩筐技术公司的所有员工、高管及董事均有责任遵守《商业行为与道德准则》(以下简称“准则”)、公司其他制度以及适用的法律、法规和规章。公司采用本准则, 目的为协助本公司及其员工、高管及董事, 共同达到遵守适用法律、法规和规章开展业务, 以及维持最高的道德操守、公平交易及诚实守信为目标。

The Company also expects that any consultants or other service providers it retains will adhere to the Code. In addition, for purposes of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules of the Securities and Exchange Commission (the “Commission”) promulgated thereunder, Sections I through IV of the Code shall constitute the Company’s code of ethics for “Senior Financial Officers” (as defined in Section I below).

公司同时希望其任何顾问或其他服务提供商也将遵守该准则。此外, 就 2002 年《萨班斯-奥克斯利法》第 406 条及其颁布的《证券交易委员会规则》(以下简称“委员会”)而言, 《准则》第 1 至第 4 条应构成公司对“高级财务人员”(定义见下文第 1 条)的道德规范。

I. Compliance and Reporting

合规与报告

Employees, officers and directors should strive to identify and raise potential issues before they lead to problems for the Company and should ask about the application of the Code whenever there is a question as to whether a violation of the Code has occurred or will occur. Any employee or officer who becomes aware of any existing or potential violation of the Code,

including matters relating to accounting and internal controls and auditing matters, should promptly notify the appropriate supervisor as well as the Chief Financial Officer with respect to any accounting and internal controls and auditing matters. Should the Chief Executive Officer (CEO) or the Principal Accounting Officer or any director become aware of an existing or potential violation of the Code, he or she should promptly notify the Company's Chief Financial Officer (CFO, and together with the CEO and the Principal Accounting Officer, the "Senior Financial Officers"). The Company shall take such disciplinary, corrective or preventative action as it deems appropriate to address any existing or potential violation of this Code brought to its attention.

员工、高管和董事应在公司出现问题之前，应努力识别和提出潜在的问题，并在发生或将发生违反本准则行为的问题时，考虑是否适用本准则。任何员工或高管意识到任何现有或潜在的违反准则行为，包括有关会计、内部控制以及审计事项，应当及时通知相关主管和首席财务官。首席执行官(CEO)或首席会计师或任何董事意识到现有或潜在的违反准则行为，应该及时通知公司的首席财务官(包括 CFO,CEO 和主要会计负责人，合称的“高级财务官”)。公司应采取其认为恰当的纪律、纠正或预防措施，以处理任何现有或潜在违反本准则的行为。

Confidentiality regarding those who make compliance reports and those potentially involved is maintained to the extent possible during a compliance investigation. The Company does not tolerate retribution, retaliation or adverse personnel action of any kind against any person for lawfully reporting a situation of potential noncompliance with the Code, or providing to the Company or any law enforcement or other governmental agency any information or assistance relating to the commission or possible commission of any federal or state offense.

在合规调查过程中，对提交合规报告的人员和可能涉及的人员采取保密措施。公司不能容忍对于依照准则规定将违规或者潜在违规行为进行上报至公司、执法部门、政府机构、或者其他委员会的人员进行任何性质的报复行为。

The Senior Financial Officers have a responsibility to create an environment within the Company in which compliance with the Code is treated as a serious obligation and in which violations of the Code are not tolerated. The Senior Financial Officers will establish and, if necessary, modify the procedures by which violations of the Code are to be reported.

高级财务人员有责任在公司内创造一种遵守准则的环境，遵守准则被视为其一项重要义务，违反准则的行为是不被容忍的。高级财务人员在必要时将修改报告违反准则行为的程序。

II. Conflicts of Interest

利益冲突

All business decisions must be made in the Company's best interest. A "conflict of interest" arises when an individual's judgment is or may be influenced by considerations of improper personal gain or benefit to the individual or another person. Even if no actual conflict of interest occurs, situations that create the appearance of a conflict may harm the Company's

public relations or cause other problems damaging to the Company, and, as such, also should be avoided. Conflicts of interest are prohibited as a matter of Company policy, unless they have been approved in advance by the Company.

所有的商业决策都必须以公司的最大利益为出发点。当个人的判断受到或可能受到个人或他人不正当的个人利益或利益考虑的影响时，就会出现“利益冲突”。即使没有发生实际的利益冲突，造成冲突表象的情况可能会损害公司的公共关系或造成其他对公司不利的问题，也应避免。公司制度禁止利益冲突，除非事先得到公司批准。

For example, an employee, officer or director must never use or attempt to use his or her position at the Company to obtain any improper personal benefit for himself or herself, for his or her family members or for any other person, including loans or guarantees of obligations, from any other person or entity. In this regard, service to the Company should never be subordinated to personal gain and advantage. To the extent possible, conflicts of interest always should be avoided. Any employee, officer or director who is aware of a material transaction or relationship that could reasonably be expected to give rise to a conflict of interest should promptly discuss the matter with the Chief Financial Officer, or, at the request of the Chief Financial Officer, the Company's outside legal counsel.

例如,员工,高管或董事必须从未使用或试图通过他或她的职位在公司获得任何不正当的为他或她个人,为他或她的家庭成员或任何其他的人,包括贷款或担保,从其他任何个人或实体获得利益。在这方面,为公司服务绝不能从个人利益出发。在可能的情况下,应该坚持避免利益冲突。任何员工,高管或董事在可能会引起利益冲突的交易或关系时,应当及时和首席财务官讨论此事,听从首席财务官、公司的外部法律顾问的意见。

Transactions with outside firms must be conducted within a framework established and controlled by the executive level of the Company. Business dealings with outside firms should not result in unusual gains for those firms or their employees. Unusual gain refers to bribes, product bonuses, special fringe benefits, unusual price breaks, and other windfalls designed to ultimately benefit either the outside firm, its employee, or both. Promotional plans that could be interpreted to involve unusual gain require specific executive-level approval.

与外部公司的交易必须在公司管理层建立和控制的框架内进行。与外部公司的业务往来不应给这些公司或其员工带来不寻常的利益。“不寻常收益”指的是贿赂、产品奖金、特殊附加福利、不寻常的价格折扣,以及其他最终使外部公司或其员工或两者都受益的不寻常收益。可以被解释为涉及不寻常收益的促销计划需要获得管理层的特别批准。

An actual or potential conflict of interest occurs when an employee is in a position to influence a decision that may result in a personal gain for that employee or for a relative as a result of the Company's business dealings. For the purposes of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the employee is similar to that of persons who are related by blood or marriage.

当公司雇员能够影响一项决定，而该决定可能导致该雇员或其亲属因公司的业务往来而获得个人利益时，就会发生实际的或潜在的利益冲突。就本制度而言，亲属是指任何与员工有血缘或婚姻关系的人，或其与员工的关系类似于与员工有血缘或婚姻关系的人。

No “presumption of guilt” is created by the mere existence of a relationship with outside firms. However, if employees have any influence on transactions involving purchases, contracts, or leases, it is imperative that they disclose to an officer of the Company as soon as possible the existence of any actual or potential conflict of interest so that safeguards can be established to protect all parties.

“有罪推定”并非仅仅由与外部公司的关系而产生。但是，如果员工对涉及采购、合同或租赁的交易有任何影响，他们必须尽快向公司管理人员披露存在任何实际或潜在的利益冲突，以便建立保护各方的预防措施。

Personal gain may result not only in cases where an employee or relative has an ownership interest in a firm with which the Company does business, but also when an employee or relative receives any kickback, bribe, substantial gift or special consideration from any Company tenant, customer or vendor (for example, a contractor or supplier) or a potential tenant, customer or vendor. Any employee who receives a gift from a tenant, customer or vendor or potential tenant, customer or vendor must advise his or her supervisor immediately. If the supervisor determines that the gift is of a normal and customary nature (e.g., not excessively expensive), the employee may retain the gift. If the gift is determined by the supervisor to be excessive, the employee must return the gift with a brief explanation that it is against the Company's policy for employees to accept gifts of an excessive nature. Employees who do not report the receipt of gifts to their immediate supervisor will be subject to disciplinary action up to and including termination. In addition, employees who solicit gifts will be subject to disciplinary action, up to and including termination.

个人利益可能发生在员工或员工亲属在公司业务方面的相关利益所有权问题上，也可能发生在当员工从任何公司承租方、客户或供应商(例如,承包商或供应商)或潜在的承租方、客户或供应商收到任何回扣、贿赂、实质性的礼物时。任何员工在收到租户、客户或供应商或潜在租户、客户或供应商的礼物时，必须立即通知其主管。如果主管认为礼物是普通的(例如，价值不大)，员工可以保留礼物。如果主管认为礼物过多，员工必须将礼物退回，并简要说明员工接受过多礼物是违反公司制度的。员工如未向直属上司报告收到礼品，将会受到纪律处分，直至解雇。此外，索取礼品的员工将受到纪律处分，甚至包括解雇。

In addition, as a result of their close relationships to the Company and its business, the Senior Financial Officers have a special responsibility to:

此外，由于高级财务人员与公司及其业务关系密切，他们有特殊的责任：

- refrain, without the approval of the Board of Directors, from transacting business with the Company through any entity in which the officer or a member of his or her immediate family owns all or a controlling interest;

- 未经董事会批准，不得通过管理人员或其直系亲属拥有全部或控股权益的任何实体与公司进行业务往来；
- refrain, without the approval of the Board of Directors, from participating in other employment or serving as a director for other organizations if such activity reasonably could be expected to interfere with the officer’s ability to act in the best interests of the Company or reasonably could be expected to require the officer to use proprietary, confidential or non-public information of the Company;
- 没有董事会的批准,禁止公司员工参与其他的就业行为或作为董事为其他公司服务，因为类似行为可能会干扰员工以公司利益最大化的为宗旨，还有可能要求该人员使用公司的专有、机密或非公开信息；
- refuse gifts, favors or hospitality that would influence or appear to influence the recipient to act other than in the best interests of the Company; and
- 拒绝可能会影响相关人员不是为了公司利益最大化接受的礼物、恩惠或接待；
- report to the Audit Committee or to the Board of Directors any existing or potential director positions they hold, including positions on non-profit or charitable organization boards of directors.
- 向审计委员会或董事会报告他们所担任的任何现有或潜在董事职位，包括非营利或慈善组织董事会的职位。

III. Public Disclosure

公开披露

It is the Company’s policy that the information in its public communications and disclosures, including its filings with the Commission, be full, fair, accurate, timely and understandable. All employees, officers and directors who are involved in the Company’s disclosure process, including the Senior Financial Officers, are responsible for acting in furtherance of this policy. Specifically, these individuals are required to maintain familiarity with the disclosure requirements applicable to the Company and are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts regarding the Company to others, whether within or outside the Company, including the Company’s independent accountants. In addition, any employee, officer or director who has a supervisory role in the Company’s disclosure process has an obligation to diligently discharge his or her responsibilities.

公司公开披露的信息制度，包括提交给监管机构的文件，必须是完整、公平、准确、及时和可理解的。所有参与公司信息披露工作的员工、高管和董事，包括高级财务人员，均有责任采取行动促进本政策的实施。具体而言，相关人员必须熟知适用于本公司的披露要求，不得故意向包括本公司独立会计师在内的公司内外的其他人员歪曲、遗漏或导

致他人歪曲或遗漏有关本公司的重要事实。此外，任何在公司披露过程中担任监督角色的员工、高管或董事都有义务勤勉履行其职责。

The Senior Financial Officers, in particular, must act in good faith and with due care and diligence in connection with the preparation of the Company's public disclosures. The Senior Financial Officers must ensure that the financial statements and reports submitted to the Commission are full, fair, accurate, timely and understandable. The Senior Financial Officers must also promptly report any irregularities or deficiencies in the Company's internal controls for financial reporting to the Audit Committee or the Board of Directors.

尤其是高级财务人员，在准备公司的公开披露时，必须本着诚信、谨慎和勤勉的态度行事。高级财务人员必须确保提交监管机构的财务报表和报告是完整、公正、准确、及时和可以理解的。高级财务人员还必须及时向审计委员会或董事会报告公司内部控制的任何违规情况或不足之处。

IV. Compliance with Laws, Rules and Regulations

法律、法规和规章的遵守

As noted, it is the Company's policy to comply with all applicable laws, rules and regulations. It is the personal responsibility of each employee, officer and director to adhere to the standards and restrictions imposed by those laws, rules and regulations.

如前所述，公司的制度遵守所有适用的法律、法规和规章。每位员工、高管和董事都有责任遵守相关法律、法规和规章所规定的条款。

It is both illegal and against Company policy for any employee, officer or director who is aware of material, nonpublic information relating to the Company, any of the Company's customers or clients or any other private or governmental issuer of securities to purchase or sell any securities of those issuers, or recommend that another person purchase, sell or hold the securities of those issuers.

任何员工、高管或董事获知本公司有关的重大、非公开信息，告知本公司任何客户或任何其他私人或政府证券发行人购买或出售公司证券，或者建议其他人购买、出售或持有这些发行人的证券，都是违法且违反公司制度的行为。

In general, information is "material" if it could affect a person's decision to purchase, sell or hold a company's securities. Material information includes, for example, a company's anticipated earnings, plans to acquire or sell significant assets and changes in senior executives. Employees, officers and directors should try to limit transactions to times when it can reasonably be assumed that all material information about a company has been disclosed. All employees, and officers and directors of the Company in particular, should consult with the Chief Financial Officer, or, at the request of the Chief Financial Officer, the Company's outside legal counsel, regarding the safest times to trade in the Company's securities.

一般来说，公司信息是否被定为“重大”取决于是否会影响到购买、出售或持有公司的证券的决定。重大信息包括，公司的预期收益、收购或出售重大资产以及高管人事变动的计划。员工、高管和董事应尽量将交易在可以合理完全披露重大信息的情况下完成。所有员工，特别是公司高管和董事，应咨询首席财务官，或应首席财务官的要求，咨询公司的外部法律顾问，了解公司证券交易的最安全时间。

In addition, employees, officers and directors may not disclose material, nonpublic information about the Company or another company to any person (i) inside the Company, unless they need to know the information for legitimate business purposes, or (ii) outside of the Company, unless prior approval is obtained from management in consultation with the Chief Financial Officer, or, at the request of the Chief Financial Officer, the Company's outside legal counsel. Bear in mind that this information belongs to the Company and no person may misappropriate it for anyone's benefit. Providing a "tip" based on material, nonpublic information is unethical and illegal, and is prohibited, even if you do not profit from it. All employees must obtain clearance from the Chief Financial Officer prior to trading in the Company's securities.

此外，雇员、高管和董事不得向任何人披露有关公司或其他公司的重大、非公开信息。除了（i）在公司内部，除非他们为了合法的商业目的需要了解信息，或（ii）在公司外，除非事先获得管理层与首席财务官协商的批准，或应首席财务官、公司外部法律顾问的要求。谨记，该信息是属于公司的，任何人不得为任何人的利益使用。提供基于重大、非公开信息的“提示”是不道德、违法的，是被禁止的，即使没有从中获利。所有员工在买卖公司证券之前必须获得首席财务官的批准。

Other laws, rules, regulations and Company policies to which employees, officers and directors are subject relate to business practices. For example, employees, officers and directors may not misrepresent facts, contractual terms or Company policies to a shareholder, service provider or regulator. Even if done inadvertently, you must correct the misrepresentation as soon as possible after consulting with the Chief Financial Officer, or, at the request of the Chief Financial Officer, the Company's outside legal counsel. In addition, employees, officers and directors must adhere to appropriate procedures governing the retention and destruction of the Company's records, consistent with applicable laws, regulations, Company policies and business needs. No person should destroy, alter or falsify any document that may be relevant to a threatened or pending lawsuit or governmental investigation. You should consult with, and follow the instructions of, the Chief Financial Officer in these situations.

员工、高管和董事应遵守的与商业惯例有关的其他法律、法规、规章和公司制度。例如，员工、高管和董事不得向股东、服务提供商或监管机构歪曲事实、合同条款或公司制度。即使是无意中做的，也必须在咨询首席财务官后，或应首席财务官的要求咨询公司的外部法律顾问后，尽快纠正虚假陈述。此外，员工、高管和董事必须遵守适用法律、法规、公司制度和业务需求的适用程序，管理公司记录的保存和销毁。任何人不得销毁、更改或伪造任何可能与威胁或未决诉讼或政府调查有关的文件。在这种情况下，应咨询并遵循首席财务官的指示。

All Senior Officers, in particular, have a responsibility to ensure compliance with the applicable rules and regulations of federal, state and local governments, both domestic and foreign, and of appropriate public and private regulatory agencies or organizations. In addition to adhering to established Company policies and procedures, these individuals must take steps to ensure that other employees and officers follow such policies and procedures.

全体高管人员尤其有责任确保遵守联邦、州和地方政府（国内和国外）以及相关公共和私人监管机构或组织的适用规则和条例。除了遵守既定的公司制度和程序外，这些个人还必须采取措施确保其他员工和管理人员遵守这些制度和程序。

Any employee, officer or director who is uncertain about the legal rules and regulations to which he or she or the Company is subject should consult with the Chief Financial Officer.

任何员工、高管或董事对其或公司所遵守的法律法规不确定，应咨询首席财务官。

V. Employment Practices

聘用制度

In making employment and personnel decisions, the Company employment decisions must be based only on an employee's or applicant's qualifications, demonstrated skills and achievements without regard to race, color, sex, religion, national origin, age, disability, veteran status, citizenship, sexual orientation, gender identity or marital status.

在做出雇佣和人事决定时，公司的雇佣决定必须仅基于员工或申请人的资格、所展示的技能和成就，而不考虑种族、肤色、性别、宗教、国籍、年龄、残疾、退伍军人身份、公民身份、性取向、性别身份或婚姻状况。

All employees are entitled to be treated with respect and dignity. Management must not tolerate harassment of, or by, any employee in situations involving another employee, shareholder, service provider or business associate. Employees, officers and directors must not engage in conduct that could be construed as sexual harassment, which may include, for example, unwelcome sexual advances, offensive touching, sexually suggestive statements, offensive jokes, requests for sexual favors or other verbal or physical conduct of a sexual nature.

所有员工都有权受到尊重和有尊严的对待。管理层不得容忍任何员工骚扰或被骚扰其他员工、股东、服务提供商或商业伙伴。员工、高管和董事不得涉及可能被解释为性骚扰的行为，例如，不受欢迎的性骚扰、冒犯性接触、性暗示性陈述、冒犯性玩笑、性请求或其他性的口头或身体行为。

Any person who believes he or she has been harassed in the course of performing his or her employment with the Company should notify the Chief Financial Officer. Company policy prohibits retaliation against any individual who complains of, or reports an instance of, harassment or participates in an investigation of a harassment complaint.

任何人如果认为他或她在公司工作期间受到骚扰，应通知首席财务官。公司制度禁止对投诉或举报骚扰或参与骚扰投诉调查的任何个人进行报复。

VI. Corporate Opportunities

公司机会

Employees, officers and directors owe a duty to the Company to advance the Company's legitimate business interests when the opportunity to do so arises. In this regard, employees, officers and directors are prohibited from (i) taking for themselves personally (or directing to a third party) business opportunities that are discovered through the use of Company property, information or position (unless the Company has already been offered the opportunity and rejected it); (ii) using Company property, information or position for improper personal gain; and (iii) competing with the Company.

员工、高管和董事有义务在适当情况下提高公司合法经营利益，但禁止员工、高管和董事（i）利用公司财产、信息或职位获取个人（或指向第三方）商业机会（除非公司已获得该机会并拒绝该机会）；（ii）利用公司财产、信息或职位谋取不正当的个人利益；以及（iii）与公司竞争。

It may be difficult to decipher whether or not a particular personal benefit is proper, as sometimes both personal and Company benefits may be derived from certain activities. The best course of action in these circumstances is to consult with the Chief Financial Officer, or, at the request of the Chief Financial Officer, the Company's outside legal counsel.

很难判断某项个人利益是否恰当，因为有时个人和公司利益都可能来自某些活动。在这种情况下，最好的做法是咨询首席财务官，或应首席财务官的要求咨询公司的外部法律顾问。

VII. Confidentiality

保密

In carrying out the Company's business, employees, officers and directors may learn confidential or proprietary information about the Company or third parties. Employees, officers and directors must maintain the confidentiality of all information entrusted to them, except when disclosure is authorized or legally mandated. Confidential or proprietary information includes, for example, any nonpublic information concerning the Company, including its business, properties, financial performance, results or prospects, and any nonpublic information provided by a third party with the expectation or contractual agreement that the information will be kept confidential and used solely for the business purpose for which it was conveyed. Employees, officers and directors are required to secure from unauthorized access and public view documents under their control that contain confidential or proprietary information. When such information is discarded, appropriate steps must be taken to ensure proper and complete destruction.

在开展公司业务时，员工、高管和董事可以了解公司或第三方的机密或专有信息。员工、高管和董事必须对委托给他们的所有信息保密，除非授权或法律授权披露。机密或专有信息包括，例如，与公司有关的任何非公开信息，包括公司的业务、财产、财务绩效、业绩或前景，以及由第三方提供的任何非公开信息，其预期或合同约定该信息将被保密并仅用于商业目的。员工、高管和董事必须确保其控制下的文件在未经授权的请情况下，不能访问和公开查看，这些文件包含机密或专有信息。当这些信息需要被处理时，必须采取适当的步骤以确保适当和彻底的销毁。

In addition, employees, officers and directors are prohibited from taking confidential or proprietary information with them upon termination of employment with the Company or from using or disclosing such information for any purpose elsewhere, including with a different employer or company. Any confidential or proprietary information must be promptly returned to the Company upon termination of employment or affiliation with the Company.

此外，禁止员工、高管和董事在终止与公司的雇佣关系后，将机密或专有信息带走，或出于任何目的（包括与其他雇主或公司）使用或披露此类信息。任何机密或专有信息必须在雇佣关系终止或与公司关系终止时立即归还公司。

VIII. Fair Dealing

公平交易

Company policy is to conduct business fairly through honest business competition and the Company does not seek competitive advantages through unethical or illegal business practices. Each employee, officer and director should endeavor to deal fairly with the Company's shareholders, service providers, competitors and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or omission of material facts or any other practice involving unfair dealing.

公司制度是通过诚实的商业竞争公平地开展业务，公司禁止通过不道德或非法的商业行为寻求竞争优势。每位员工、高管和董事都应努力公平对待公司股东、服务提供商、竞争对手和员工。任何员工、高管或董事不得通过操纵、隐瞒、滥用特权信息、歪曲或遗漏重要事实或任何其他涉及不公平交易的行为获取不当利益。

IX. Protection and Proper Use of Company Assets

保护和正确使用公司资产

All employees, officers and directors should protect the Company's assets and ensure their efficient use. It is important to bear in mind that theft, carelessness and waste have a direct impact on the Company's profitability. Thus, all assets of the Company should be used only for legitimate business purposes.

所有员工、高管和董事应保护公司的资产并确保其有效使用。谨记，盗窃、粗心和浪费会直接影响公司的盈利能力。因此，公司的所有资产只能用于合法的商业目的。

X. Waivers of the Code

豁免准则

The Company may elect to waive certain provisions of the Code on a case-by-case basis. Any employee, officer or director who would like to request a waiver of one or more of the Code's provisions must discuss the matter with the Chief Financial Officer. Waivers for executive officers and directors of the Company only may be granted by the Board of Directors or a committee of the Board.

公司可根据具体情况选择豁免本准则的某些规定。任何员工、高管或董事如欲要求豁免准则的一项或多项规定，必须与首席财务官进行商榷。对公司高管和董事的豁免只能由董事会或董事会委员会批准。

XI. Specific Written Agreements

具体书面协议

To the extent there is any conflict or inconsistency between the provisions of this Code of Business Conduct and Ethics and any specific written agreements with the Company (which agreements are, have been or will be approved by the Company's board of directors), the terms of such written agreements will control the conduct of the parties and such conduct will not be considered to be in conflict with any provisions of this Code of Business Conduct and Ethics.

如果本《商业行为与道德准则》的规定与本公司的任何具体书面协议（本公司董事会已经或将要批准的协议）之间存在任何冲突或不一致，此类书面协议的条款将控制当事人的行为，此类行为不会被视为与本《商业行为和道德准则》的任何规定相冲突。