BTR
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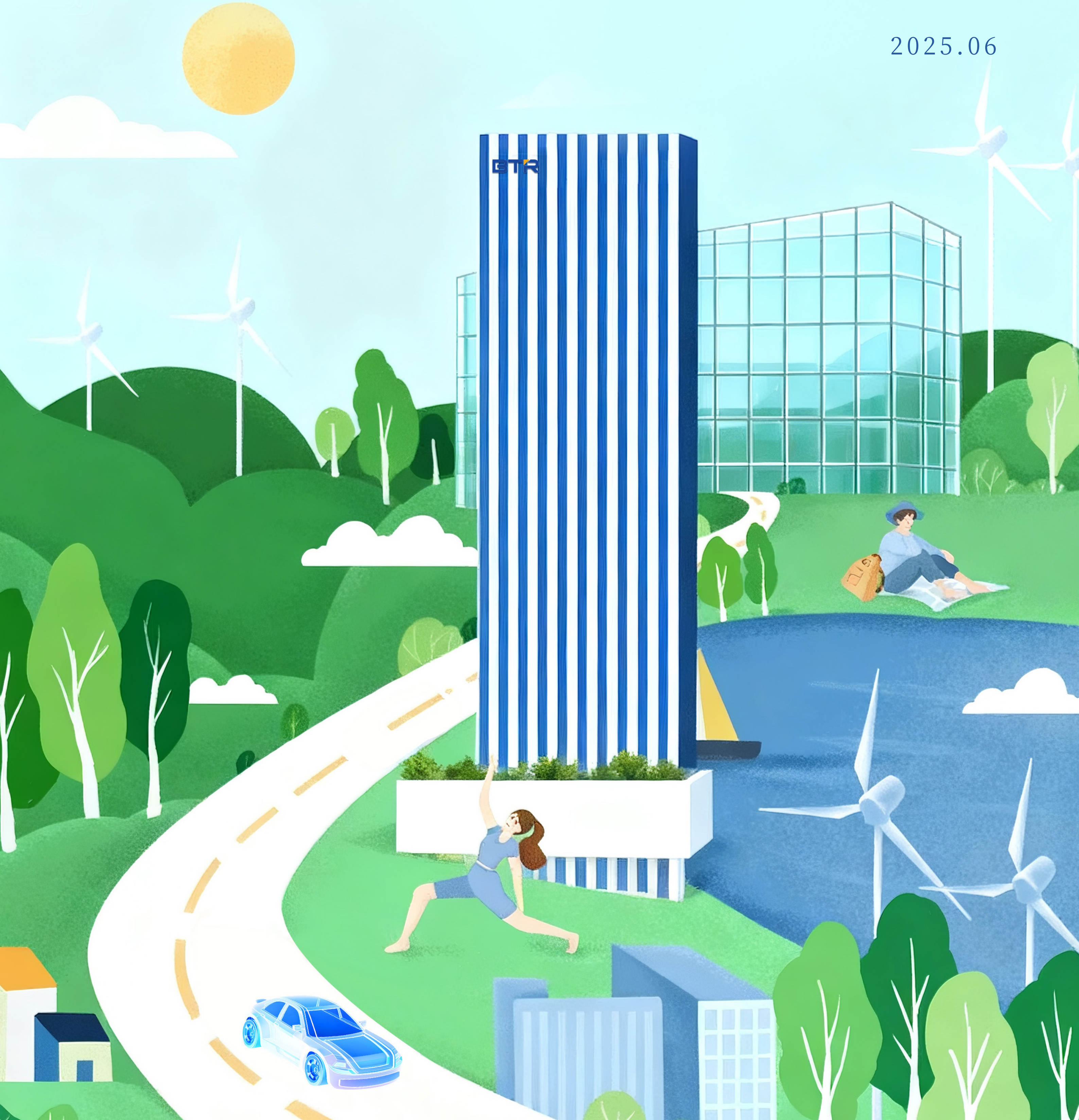
BTR New Material Group Co., Ltd.
Code of Business Conduct

2025.06



BTR New Material Group Co., Ltd.
Code of Business Conduct

1.Purpose

To standardize the administration of the Code of Business Conduct of BTR New Material Group Co., Ltd. (hereinafter referred to as the "Company" or "BTR"), this Code is formulated in accordance with applicable national laws and regulations and the Company's Articles of Association, taking into account the Company's actual circumstances. This Code is intended to guide proper conduct by the Company and its employees and to identify, in the course of business operations and daily work, circumstances that may constitute violations of ethical standards, laws and regulations, or internal policies and procedures, thereby fostering a corporate culture and business environment of integrity, fairness, and compliance.

2. Scope of Application

This Code applies to BTR New Material Group Co., Ltd. ,its wholly owned and controlled subsidiaries, and other subsidiaries over which BTR Group holds a majority equity interest or has the right to appoint management. The Company also requires its suppliers to comply with the relevant requirements and standards set out in the BTR Supplier Code of Conduct. In addition, the Company advocates and expects its customers and other business partners to adhere to similar standards of business ethics and values, to jointly foster a business environment and compliance ecosystem grounded in integrity and compliance.

3.BTR's Commitments

BTR is committed to conducting the Company's business in accordance with the highest ethical standards and the most stringent legal requirements. Where there is any inconsistency between the requirements of a particular jurisdiction and this Code, the more rigorous standard shall prevail. To facilitate implementation and effective enforcement of this Code, the Company has issued a suite of policies, rules, procedures, and implementing guidelines (collectively named the "Supporting Rules"), which are equally binding and must be observed.

3.1 Compliance with Laws

The Company is committed to lawful operations and sound business ethics. With a global footprint, BTR regard adherence to the laws, regulations, policy requirements of the countries and regions in which BTR operate, together with applicable international standards, as core operating principles and values. The Company also respects and observes local business practices, cultural customs, and religious beliefs. In the event of any conflict or inconsistency, the Company and its employees will adhere to the highest applicable standard of conduct. BTR proactively fulfill our legal obligations as a corporate citizen to ensure the Company's steady and long term development worldwide.

3.2 Compliance in Business Operations

(1) Export Controls and Economic Sanctions

The Company operates globally and fully recognizes that import and export activities are subject to stringent laws and regulations in each jurisdiction. Many such provisions restrict or prohibit the shipment or transfer of certain Company products to specified destinations, entities, or individuals. In most cases, applicable laws require an export license or other governmental authorization before shipment or transfer may occur. The Company strictly complies with export control and economic sanctions laws and regulations in the countries and regions where BTR conduct business. In daily operations, when a transaction involves exporting or importing products or transferring them to restricted parties, the Company rigorously follows the applicable laws and regulations as well as the Company's internal policies and procedures.

(2) Data Protection Compliance

The Company attaches great importance to protecting the personal data of customers, users, employees, and other stakeholders, and always processes personal data in accordance with the legal and ethical standards of the countries and regions where company operate. To this end, the Company has established relevant standards and documentation that set out the principles and baseline requirements to be observed when handling personal data during our global business and employees' daily activities.

3.3 Work Environment

(1) Respect for Human Rights

The Company is firmly committed to safeguarding human rights. BTR respect and support the human rights set out in the Universal Declaration of Human Rights, the International Covenant on Civil and Political Rights, the International Covenant on Economic, Social and Cultural Rights, and the International Labour Organization Declaration on Fundamental Principles and Rights at Work.

(2) Equality and Opportunity

The Company treats every employee fairly and without any discrimination. BTR categorically oppose any discrimination or harassment in the workplace on the basis of race, skin color, religion, sex, age, nationality, genetic characteristics, disability, or any other factor unrelated to the Company's legitimate interests. The Company complies with equal employment opportunity laws and regulations in the countries and regions where BTR operate and provides equal opportunities for applicants and employees.

(3) Anti Harassment

The Company is committed to fostering a positive, respectful, and harassment free working environment for all employees. BTR does not tolerate any unlawful, unsafe, or unethical harassing conduct, including violence, coercion, threats, abuse, defamation, or malicious bias; sexual harassment—such as unwelcome sexual advances, sexual innuendo, solicitation of sexual favors, or other sexually oriented misconduct; or any other behavior that infringes employees' lawful rights and interests.If any employee experiences or observes such conduct, they may report and file a complaint through the prescribed channels, including their immediate supervisor, the Human Resources Department, or the Legal & Compliance Department. While protecting the confidentiality of the reporter, the Company will respond promptly, investigate in a timely manner, and take necessary corrective or remedial measures in accordance with applicable laws and regulations. The Company protects good faith reporters and ensures they are not subject to retaliation.

3.4 Protection of Company Assets and Legitimate Rights and Interests

(1) Brand Stewardship

The BTR brand is one of the Company's most valuable assets, and every employee shares the responsibility to safeguard and enhance its value. Employees should keep the Company's mission in mind and work continuously to advance it.

(2) Intellectual Property Protection

Intellectual property is a cornerstone of the Company's profitability and must be protected with utmost diligence. The Company respects the intellectual property rights of third parties. Employees must strictly comply with Company policies and applicable laws and regulations and avoid any unlawful use of others' trade secrets that could give rise to potential civil or criminal liability.

(3) Information Security and Protection of Trade Secrets

Information security and the protection of trade secrets are core corporate requirements. The Company adheres to an overarching information security target of "international standards, industry leadership; prevention first, participation by all; continuous improvement, customer trust." Employees must comply with all rules and procedures related to trade secrets and information security to ensure the security of the Company's confidential information and trade secrets.

Trade secrets are assets developed and maintained through substantial investments of time and resources for business purposes. Employees are responsible for protecting Company assets and ensuring their effective use, including technical methods and trade secrets. Any misappropriation or infringement of trade secrets will directly or indirectly harm the Company's interests.Employees may use Company assets solely for legitimate business purposes and must take measures to prevent damage, misappropriation, or misuse. Employees must not disclose confidential information or trade secrets to anyone outside the Company, including family members and friends or to any person who does not require such information to perform their work.

3.4 Business Ethics and Conduct

(1) Integrity in Business Operations

BTR consistently upholds the principles of integrity, legality, and transparency in conducting business worldwide. BTR recognize that integrity is fundamental to the Company's standing and the key to earning the trust of customers, investors, suppliers, and the broader community. This Code is designed to provide behavioral standards for all employees and to ensure that the Company's operations meet the highest standards of business ethics and applicable laws and regulations.

(2) Maintaining Appropriate and Sound Relationships with Investors, Customers, and Suppliers

BTR is committed to building mutually beneficial relationships with customers and partners. In our business dealings, BTR should accurately convey the Company's vision, mission, and values, and BTR expect customers and partners to observe the same or similar codes of conduct and ethical standards. The Company advocates conducting business with partners in a fair, honest, and respectful manner. In marketing and customer engagement, our products and services must be represented fairly and accurately.

BTR expects suppliers to comply with all applicable laws and regulations and to meet corresponding codes of conduct and responsibility standards, ensuring that their direct supply chains satisfy legal and ethical requirements. Suppliers, contractors, distributors, consultants, and other parties that violate laws, regulations, or any other codes of conduct will risk termination of the business relationship.

In interactions with investors, customers, and suppliers, employees are strictly prohibited from offering or accepting improper benefits. Employees must exercise sound judgment and act prudently to avoid misunderstandings or any adverse impact on BTR's reputation.

(3) Non Compete Agreement restriction

If an employee has entered into an employment agreement, competitive restriction, confidentiality agreement, or other arrangement with a former employer that may restrict or prohibit the performance of duties at BTR, the employee must disclose this prior to onboarding and submit a copy of the agreement to the Human Resources Department and relevant departmental leadership for assessment of role suitability. Employees must not use trade secrets or proprietary information obtained from a former employer in the course of their work at BTR.

During employment, employees shall comply with the non compete covenants and Company rules they have executed. After separation, based on the employee's responsibilities and position while in service, the Company may require the employee to observe non compete obligations for a specified period (the "Non Compete Period").

(4) Anti Money Laundering

Money laundering refers to disguising or concealing the source and nature of illicit proceeds derived from criminal activities through financial institutions and commercial channels so that such funds appear legitimate. BTR conducts business only with customers and business partners whose funds are lawfully sourced and who maintain good reputations, and BTR does not facilitate money laundering activities. To avoid such risks, employees must remain vigilant, promptly report suspicious behavior by customers and business partners, and strictly comply with accounting, bookkeeping, and financial reporting requirements related to cash and payments in transactions and contracts.

(5) Conflicts of Interest

All employees shall perform the duties assigned by the Company with integrity and diligence, and avoid any situation that involves, or may potentially involve, a conflict between personal interests and the Company's interests. BTR prohibits employees from using their positions or their relationships with customers or partners to seek benefits for themselves or their near relatives members. A conflict of interest may arise where the interests, duties, obligations, or activities of an employee or of their immediate family members conflict with, or are incompatible with, the Company's interests.If in doubt, employees should consult the Employee Code of Business Conduct, the Employee Handbook, and relevant Company rules, or contact the Legal & Compliance Department.

Employees must proactively disclose conflicts of interest and avoid any event that may give rise to a conflict between personal and Company interests. In dealings with customers, suppliers, contractors, and competitors, employees must place the Company's best interests above personal interests. Unless expressly provided otherwise, employees may not, on behalf of the Company, engage in transactions that could harm the Company's interests with partners—such as suppliers—in which the employee or any related party holds an equity interest or serves in a position.

(6) Fair Competition and Anti Fraud

BTR actively participates in market competition and business development while complying with fair competition laws and regulations in the jurisdictions where it operates, and advocates fair and proper competition. In market competition, BTR must uphold business ethics, manage relationships with competitors appropriately, and refrain from participating in or engaging in conduct that restricts fair market competition.

BTR adheres to principles of honesty, good faith, and transparent operations, and resolutely opposes all forms of fraud. "Fraud" means unlawful conduct that intentionally deceives others, the Company, or the public in order to obtain unfair or illegal benefits. The Company strictly prohibits employees from engaging in or assisting any fraudulent activity, including but not limited to financial falsification, false statements, fabrication of records, fraudulently obtaining funds or assets, and the willful concealment of material facts.

(7) Antitrust and Anti Unfair Competition

In business dealings, employees must exercise a high degree of caution to ensure that activities conducted by or on behalf of the Company with other enterprises strictly comply with applicable local antitrust laws and analogous anti unfair competition statutes. BTR shall establish comprehensive compliance policies addressing all applicable antitrust and similar anti unfair competition laws, and all employees must strictly adhere to these policies.

(8) Prohibition of Insider Trading

In the ordinary course of business, employees may have access to non public information concerning BTR or other companies. Using or disclosing such non public or inside information for personal gain is not only unethical but may also violate the law and result in civil or criminal penalties. The Company prohibits any improper use or disclosure of inside information. If in doubt, employees should contact the Legal & Compliance Department.

(9) Integrity and Self Discipline

Employees shall uphold integrity and compliance with laws and regulations, and observe applicable anti commercial bribery, anti embezzlement, and other laws as well as the Company's internal rules. Employees must not accept bribes, offer bribes, pay facilitation fees, or broker bribes; nor may they use the convenience of their positions to misappropriate Company property or divert Company funds.

Employees must not bribe government officials by giving gifts, hosting banquets, or by similar means. Where permitted by laws and regulations and consistent with generally accepted business practices in the Company's industry, and after completing the Company's gift giving declaration procedures, employees may provide reasonably valued gifts to non government recipients, provided such conduct will not be regarded as having—or give reasonable grounds to suspect—an improper purpose.

4. Implementation and Management

4.1 Governance Framework

To ensure effective implementation and ongoing enforcement of this Code, the Company has established a systematic compliance-governance framework. A Compliance Management Committee serves as the decision-making body, providing overall leadership and coordination of compliance management. The Legal & Compliance Department of the Legal & Compliance Center, acting as the headquarters Center of Excellence (COE) operational level, is responsible for building and optimizing the compliance-management system and for organizing, coordinating, guiding, and supervising compliance work across all functional centers and subsidiaries. This governance structure integrates this Code with the Company's broader management system, embeds compliance requirements into business processes, and ensures robust execution.

4.2 Management Measures

To ensure full and sustained implementation of this Code, the Company has formulated and applies the following measures:

(1) Policy System Development

Based on this Code, formulate and refine supporting implementing rules and business procedures, embedding compliance requirements into every stage of operations to ensure operability and enforceability.

(2) Training and Communication

Regularly conduct compliance training and awareness programs for all employees and suppliers to raise compliance awareness and strengthen risk-identification capabilities, ensuring understanding of and adherence to this Code.

(3) Roles and Responsibilities

Define compliance-management responsibilities at all organizational levels and across departments; incorporate compliance performance into unit-level and individual evaluations to reinforce primary responsibility.

(4) Supervision and Audit

Monitor implementation through regular and special audits and compliance inspections, promptly identifying issues and ensuring timely remediation.

(5) Recordkeeping and Archival Management

Maintain complete and accurate compliance-management records and archives—including training, audits, whistleblowing reports, and case-handling outcomes—to ensure traceability of the management process.

(6) Continuous Improvement

Periodically assess the effectiveness of this Code and the related management measures and update and refine them in a timely manner in light of changes in laws and regulations, supervisory requirements, and business developments.

4.3 Whistleblowing

The Company, all employees, and all managers must comply with this Code. The Company encourages employees to report violations of law or of this Code and strictly prohibits retaliation against reporters. Employees or external stakeholders who discover violations may report through the following channels:

Email: jubao@btrchina.com

Telephone: 0755-81390262

WeChat Official Account: “廉洁贝特瑞” (Integrity BTR)

While the Company encourages real-name reporting to facilitate investigation and communication, anonymous reports are also accepted. All reports will be handled seriously and kept confidential, and the reporter’s identity will not be disclosed.

5. Review and Revision

To ensure that this Code remains aligned with laws, regulations, supervisory requirements, and the Company’s evolving business needs, the Company has established a mechanism for periodic review and dynamic revision. Led by the Legal & Compliance Department of the Legal & Compliance Center, a comprehensive review shall be conducted at least once every three years to evaluate the applicability and effectiveness of this Code, and a review report shall be submitted to the Compliance Management Committee for deliberation.

Once there are significant changes in laws or regulations, major adjustments to the Company’s business structure, or if omissions or material inconsistencies with actual practice are identified, the Company will promptly initiate a revision process. Revision proposals may be submitted by any department or employee through compliance channels. Revisions will take effect upon review by the Legal & Compliance Center and approval by the Compliance Management Committee.

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