BTR New Material Group Co., Ltd.
Anti-Bribery and Corruption Policy

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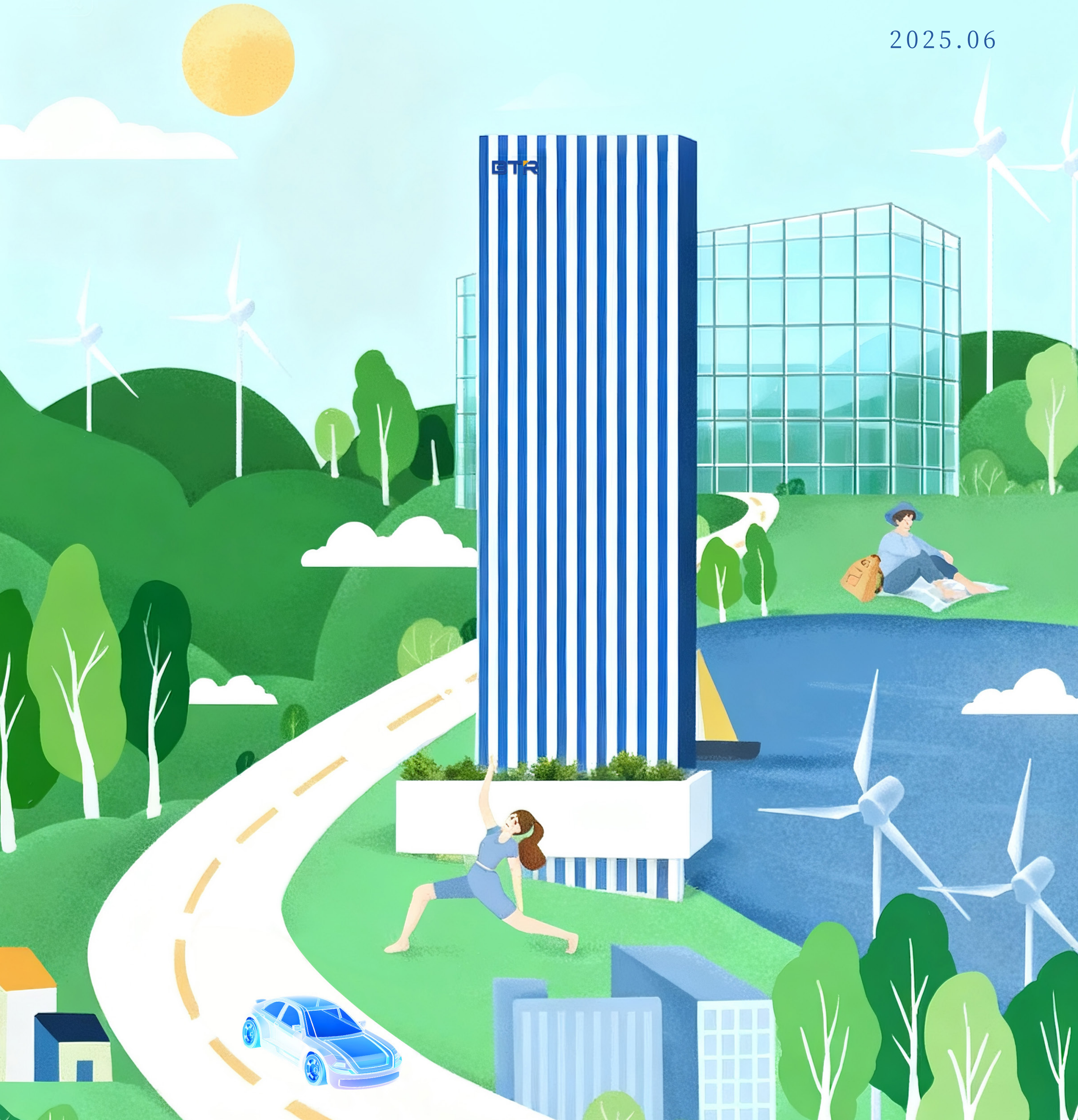

BTR New Material Group Co., Ltd.
Anti-Bribery and Corruption Policy

1. Purpose

BTR New Material Group Co., Ltd. (hereinafter referred to as the “Company” or “BTR”) to strengthen the Company’s corporate governance and internal controls, reinforce integrity and ethics, reduce operational risks, and regulate the professional conduct of directors, supervisors, senior management, and all employees; to foster a professional ethos of integrity, diligence, honesty, and trustworthiness; to resolutely resist fraud and other violations of laws and regulations; to safeguard the lawful rights and interests of the Company and its shareholders; and to ensure the Company’s sustainable, healthy, and stable development,this Policy is formulated in accordance with applicable national laws, regulations, and supervisory requirements, taking into account the Company’s actual circumstances.

2. Scope of Application

This Policy applies to the Company and its wholly owned and controlled subsidiaries, and to all directors, managers, and employees (including regular employees, contract employees, and temporary workers). BTR also encourage all suppliers, distributors, contractors, business partners, and other stakeholders to observe this Policy.

3. Objectives and Commitments

BTR maintains a zero tolerance stance toward all forms of fraud and corruption. BTR is committed to upholding the highest standards of integrity and transparency across all business operations and to strict compliance with anti corruption laws and regulations in the countries and regions where BTR operate.

3.1 Prohibition of All Types of Bribery

Employees and any of their Connected Persons (including immediate family members, related parties, persons sharing a community of interest, specific related persons, or any person designated by the employee)—must not, by virtue of their position, directly or indirectly offer, give, promise, solicit, or accept any form of bribe or improper benefit. Prohibited counterparties include, without limitation, public officials, customers, suppliers, and business partners.

3.2 Prohibition on Misuse of Position to Misappropriate Company Property or Harm Company Interests

The Company strictly prohibits any employee from abusing authority or taking advantage of their position or work convenience to engage in any of the following acts, including but not limited to:

(1) Misappropriating, stealing, embezzling, or fraudulently obtaining Company assets or funds; making off book disbursements, withholding collections, or using Company resources in violation of policy.

(2) Inflating or falsely claiming reimbursements, reselling Company property, or colluding with external parties to falsify acceptance or transaction processes (e.g., passing off inferior goods as qualified, overstating quantities, etc.).

(3) Forging, altering, concealing, or destroying accounting vouchers and business records, or providing false financial or tax reports or other documentation.

(4) Disclosing Company trade secrets, or using non public information or the convenience of one's position for personal gain.

(5) In tendering, procurement, sales, or similar processes, setting biased or exclusive conditions, colluding in bidding and tendering, or waiving entitlements without justified reasons.

(6) Conducting business on manifestly unfair terms, or providing funds, goods, services, or guarantees to counterparties lacking solvency.

(7) Introducing or continuing to use unqualified suppliers in violation of Company rules, or circumventing standard procurement and tendering procedures.

(8) Engaging in related party transactions or dealings that conflict with the Company's interests, or self dealing by using one's position to transact with the Company directly or indirectly.

(9) Offering bribes or kickbacks, or causing the Company to make payments for improper purposes.

(10) Providing false information in recruitment, promotion, performance evaluation, or credentialing.

(11) Dereliction of duty, abuse of authority, or violation of procedures that results in economic or reputational loss to the Company.

(12) Any other conduct that intentionally harms the Company's lawful rights and interests, or violates principles of integrity and the Company's rules and policies.

3.3 Gifts and Hospitality

Employees are strictly prohibited from offering or accepting gifts, hospitality, or other benefits beyond reasonable limits for the purpose of obtaining improper advantages or influencing business decisions. All gifts and hospitality must comply with Company policy and be accurately recorded.

3.4 Conflict of Interest Recusal

Employees must proactively disclose circumstances that may give rise to a conflict of interest and must recuse themselves in decisions involving supplier selection, contract execution, and similar matters. To avoid conflicts and the risk of information leakage, relatives of the Company's senior executives and of employees in the Human Resources and Finance Departments may not be employed by any department of the Company. Anyone recommending a relative for employment must disclose the relationship and obtain approval from the General Manager before the candidate may be interviewed and onboarded.

3.5 Trade Secrets

BTR attaches great importance to the protection of trade secrets. Employees are strictly prohibited from obtaining, disclosing, using, or allowing others to use the Company's trade secrets by improper means, including theft, bribery, fraud, coercion, or electronic intrusion, thereby causing economic loss to the Company.

4. Implementation and Management

4.1 Governance Framework

Audit Committee is the Company's highest leadership bodies for anti-bribery and corruption work and are responsible for overall planning and guidance across the organization. Their specific responsibilities include:

- Leading and overseeing the building of the Company's integrity culture and taking the lead in related initiatives;
- Establishing and improving the anti-bribery and corruption mechanism, and planning and directing the Company's anti-bribery and corruption program;
- Monitoring the implementation of anti-bribery and corruption policies;
- Accepting recommendations and feedback from the audit function on strengthening integrity building and anti-bribery and corruption controls;
- Receiving regular reports on anti-bribery and corruption work.

Risk Control Audit Centert serves as the standing executive body for anti-bribery and corruption work. Under the leadership of the Audit Committee, it assists in establishing and refining the anti-bribery and corruption mechanism and organizes and implements the specific anti-bribery and corruption tasks.

4.2 Employee Management

All employees are both participants in the Company's culture of integrity and custodians of a clean working environment. Employees should actively embrace the Company's integrity culture in both work and daily life, resist and report fraudulent conduct, and specifically need to do:

- Study and endorse the Company's anti-bribery and corruption principles and requirements, and sign and strictly observe the Integrity & Self Discipline Undertaking;

- Actively participate in Company organized anti-bribery and corruption awareness and training activities;

- Promptly report leads and issues related to fraud to management or the Risk Control Audit Center through prescribed channels;

- Provide truthful information and evidence in anti-bribery and corruption audits or investigations and maintain strict confidentiality.

To prevent conflicts of interest and safeguard objectivity and impartiality in decision making, BTR has established a strict recusal regime: the immediate family members of Company senior executives and of employees of the Human Resources and Finance Departments may not be employed in any department of the Company. The Company periodically reviews employment relationships to ensure that personnel in critical positions remain independent in the performance of their duties and to eliminate favoritism or fraudulent conduct.

4.3 Supplier Management

BTR is committed to building transparent, highly efficient, incorruptible, and fair cooperative relationships with all suppliers. The Company signs an Integrity Agreement with all suppliers, clearly defining each party's integrity obligations during cooperation, liabilities for breach of the Integrity Agreement, and the complaint and reporting channels.

4.4 Whistleblowing

The Company has established robust complaint and reporting mechanisms and keeps internal and external channels open. All employees and external partners are encouraged to report any actual or suspected fraud related to the Company, and anonymous reporting is supported. All reports will be investigated by the Risk Control Audit Center, and appropriate actions will be taken based on the investigation results.

Reporting channels:

- TEL: 0755 8139 0262

- Email: jubao@btrchina.com

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

- In person/Mail: Anti-bribery and corruption Office, Risk Control Audit Center, 30th Floor, BTR New Energy Technology Building, Guangming District, Shenzhen

4.5 Whistleblower Protection and Rewards

Risk Control Audit Centert, as well as personnel responsible for lead management or case investigation within departments and subsidiaries, must not disclose any reporting information or case investigation information, including the whistleblower's identity, the substance of the report, investigative details, collected evidence, or handling results. Individuals who learn such information by virtue of management authority or through cooperation in related work are likewise prohibited from disclosure. Any unauthorized disclosure of reporting or investigation information will be disciplined in accordance with the Company's Anti-bribery and corruption Work Management Measures, Employee Disciplinary Measures, and other applicable rules. At the same time, the Company provides rewards and protection to whistleblowers. For reports that provide effective clues and evidence and help substantiate violations, the whistleblower will be rewarded at an appropriate percentage of the verified amount.

5. Review and Revision

To ensure this Policy remains effective and aligned with internal and external requirements, the Company has established a mechanism for periodic review and dynamic revision. Led by the Risk Control Audit Center, a comprehensive review shall be conducted at least once every three years to evaluate the applicability and effectiveness of this Policy, with the results submitted to the Audit Committee for deliberation. In the event of significant updates to laws and regulations, major adjustments to the Company's business, or discovery of material defects in this Policy, the Company will promptly initiate revisions and updates.

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