

合作伙伴行为规则

一、目的及适用范围

为了保障森普瑞与合作伙伴的持续、互利、双赢、健康的合作关系，特此制订与业务相适应的合规标准和道德要求《合作伙伴行为规则》

《合作伙伴行为规则》适用于森普瑞公司的所有合作伙伴及其员工、临时雇员等。森普瑞合作伙伴，指为森普瑞提供产品或运营服务、技术的任何一方。森普瑞公司期望合作伙伴能够：1) 熟悉并遵守相关法律法规；2) 保持高标准的商业道德；3) 与森普瑞公司共同成长。4) 维护森普瑞公司及合作库平台用户的利益。

二、遵守法律

1、一般法律遵从

合作伙伴应守法经营，遵从注册地、业务所在地适用的法律、法规等，遵从适用的国际法律和规则，确保不会因法律遵从问题而影响与森普瑞公司的合作。

2. 营销宣传

合作伙伴在进行营销宣传过程中，不得进行虚假陈述。合作伙伴在对外的业务交易和推广过程中，不得向任何人作出错误说明或不实陈述。

3. 反商业贿赂

合作伙伴不得为获得不正当利益进行商业贿赂，包括通过森普瑞员工进行商业贿赂。

4. 网络安全合作伙伴应严格遵守国家关于网络安全和法律规定，维护合作库平台操作系统的正常运行，保护合作库平台数据和用户信息安全等。

三、正当商业行为

1. 如实提供资料

合作伙伴必须保证向森普瑞公司提供的一切材料都是真实、合法、有效的；如材料中涉及第三方保密信息，合作伙伴保证已经获得第三方授权。合作伙伴同时必须保证，其向森普瑞公司所提供的所有信息，包括但不限于订单、销售报告、特价申请、返利、付款申请、公司重要事项变更等，都是真实、准确、完整的。

2. 禁止造假

禁止合作伙伴在业务运营中的一切造假行为，所有合作运营数据、信息应如实公示。

3. 公平竞争

合作伙伴应坚持诚信经营原则，不得诽谤、诋毁森普瑞公司的商誉，同时也不得诽谤、诋毁竞争对手的商誉。禁止合伙对竞争对手或其产品、服务进行错误或误导性陈述。

4. 合法获取和使用竞争信息

合作伙伴不应以任何非法或违反商业道德的手段获取和使用他人的商业秘密或其他保密信息，包括但不限于以不恰当的方式从客户、竞争对手的雇员或者其他方收集或接收他们自有的或第三方的保密信息等。

5. 加盟政策及供货路径遵从

在当地法律允许的范围内，合作伙伴应严格遵守森普瑞公司的加盟政策规定，并认同森普瑞公司对运营政策、规定的单方制定和最终解释权。

6. 禁止贿赂森普瑞员工

合作伙伴不得为试图获得不正当利益、保持与森普瑞公司的合作等向森普瑞员工行贿或输送不当利益，同时禁止给予森普瑞员工不合适的商业礼仪或馈赠。

7. 保密信息

合作伙伴应当尊重森普瑞合作库运营平台的数据信息与用户信息安全，同时，未经允许不得披露在与森普瑞公司正常交易过程中获得的保密信息。

四、合规管理

1. 建立合规体系

森普瑞公司鼓励合作伙伴建立自己的合规管理体系，以确保合作伙伴更好地遵从当地法律、履行正当商业行为以及遵守森普瑞公司的政策。

2. 传递森普瑞准则

合作伙伴应当将《合作伙伴行为规则》作为运营标准，或者制定不低于本行为规则标准的类似规则文件。

3. 严格约束员工

合作伙伴应当严格约束自己的员工，遵守合作伙伴内部制定的商业行为规则，并督促员工同时遵守《合作伙伴行为规则》。

五、其它

1. 违反准则后果

任何合作伙伴违反任何上述行为规则，都将会影响其与森普瑞公司的合作或直接终止合作。同时，森普瑞公司保留向合作伙伴追究其因违反《合作伙伴行为规则》而给森普瑞公司造成的全部损失的权利。

2. 版本更新

为了使合作伙伴以及更多的潜在合作伙伴了解《《合作伙伴行为规则》》，森普瑞公司将在官方网站中公布（网站 www.spr-atm.com），与此同时，森普瑞公司保留随时进行进一步补充、修订的权利。

Partnership Code of Conduct

I. Purpose and Scope of Application

To ensure a sustainable, mutually beneficial, win-win, and healthy cooperative relationship between Spring Tech and its partners, this Compliance Standards and Ethical Requirements, the "Partnership Code of Conduct," is hereby established to govern the business relationship.

The "Partnership Code of Conduct" applies to all partners of Spring Tech and their employees, temporary staff, etc. Spring Tech partners refer to any party that provides products, operational services, or technology to Spring Tech. Spring Tech expects its partners to: 1) Be familiar with and comply with relevant laws and regulations; 2) Maintain high standards of business ethics; 3) Grow together with Spring Tech; 4) Safeguard the interests of Spring Tech and the users of the cooperation platform.

II. Legal Compliance

1、General Legal Compliance

Partners shall operate in compliance with the law, adhering to applicable laws, regulations, etc., in their place of registration and where business is conducted, as well as applicable international laws and rules, ensuring that legal compliance issues do not affect their cooperation with Spring Tech.

2. Marketing and Promotion

Partners shall not make false statements during marketing and promotion activities. Partners shall not provide incorrect explanations or misrepresentations to anyone during external business transactions and promotion processes.

3. Anti-Commercial Bribery

Partners shall not engage in commercial bribery to obtain improper benefits, including through Spring Tech employees.

4. Network Security

Partners shall strictly comply with national laws and regulations concerning network security, maintain the normal operation of the cooperation platform system, and protect the data and user information security of the cooperation platform.

III. Ethical Business Conduct

1. Provision of Accurate Information

Partners must ensure that all materials provided to Spring Tech are authentic, legal, and valid. If materials involve third-party confidential information, partners guarantee that authorization from the third party has been obtained. Partners must also ensure that all information provided to Spring Tech, including but not limited to orders, sales reports, special price applications, rebates, payment applications, changes in important company matters, etc., is true, accurate, and complete.

2. Prohibition of Falsification

All falsification activities in business operations are prohibited. All cooperative operational data and information shall be disclosed truthfully.

3. Fair Competition

Partners shall adhere to the principle of integrity in business operations. They shall not defame or disparage the business reputation of Spring Tech, nor shall they defame or disparage the business reputation of competitors. Partners are prohibited from making false or misleading statements about competitors or their products and services.

4. Legal Acquiring and Use of Competitive Information

Partners shall not acquire or use others' trade secrets or other confidential information by any illegal or unethical means, including but not limited to collecting or receiving proprietary or third-party confidential information from customers, employees of competitors, or other parties in an inappropriate manner.

5. Compliance with Partnership Policy and Supply Channels

Within the limits permitted by local laws, partners shall strictly comply with Spring Tech's partnership policy and acknowledge Spring Tech's unilateral right to formulate and final interpretation of operational policies and regulations.

6. Prohibition of Bribing Spring Tech Employees

Partners shall not bribe or provide improper benefits to Spring Tech employees in an attempt to gain undue advantages or maintain cooperation with Spring Tech. Furthermore, offering inappropriate business courtesies or gifts to Spring Tech employees is prohibited.

7. Confidential Information

Partners shall respect the data information and user information security of the Spring Tech cooperation platform. Additionally, they shall not disclose confidential information obtained during normal transactions with Spring Tech without authorization.

IV. Compliance Management

1. Establishing a Compliance System

Spring Tech encourages partners to establish their own compliance management systems to ensure better adherence to local laws, fulfillment of ethical business conduct, and compliance with Spring Tech's policies.

2. Disseminating the Spring Tech Standards

Partners shall adopt the "Partnership Code of Conduct" as an operational standard or formulate similar policy documents with standards not lower than those of this Code.

3. Strictly Managing Employees

Partners shall strictly manage their own employees to comply with the internal business conduct rules established by the partner and shall urge employees to also adhere to the "Partnership Code of Conduct."

V. Other Provisions

1. Consequences of Violations

Any violation of the above rules by a partner may affect its cooperation with Spring Tech or lead directly to termination of cooperation. Simultaneously, Spring Tech reserves the right to hold the partner liable for all losses incurred by Spring Tech due to the partner's violation of the "Partnership Code of Conduct."

2. Version Updates

To enable partners and more potential partners to understand the "Partnership Code of Conduct," Spring Tech will publish it on its official website (www.spr-atm.com). Meanwhile, Spring Tech reserves the right to make further supplements and revisions at any time.