
Securities Trading Policy

证券交易政策

Tianmei Beverage Group Corporation
Limited

1. Application

适用

- 1.1 This Securities Trading Policy (**Policy**) sets out the Company's policy on Trading in Shares or related Securities of the Company.

本《证券交易政策》（简称“政策”）规定了本公司股票或相关证券交易的政策。

Reasons for this Policy

本政策的宗旨

- 1.2 The Company has adopted this Policy to regulate Trading by Employees in the Company's Securities.

公司制定并实施本政策以监督员工对公司证券进行的交易。

- 1.3 All Employees are required to conduct their personal investment activity in a manner that is lawful and avoids conflicts of interest between the Employee's personal interests and those of the Group. The Company is also keen to promote shareholder and general market confidence in the Group.

所有员工都必须以合法的方式进行个人投资活动，并且避免其个人利益与集团利益产生冲突。公司致力于提高股东和市场对集团的信赖度。

- 1.4 This Policy is specifically designed to:

本政策是特别为以下目的而制定：

- (a) raise awareness and minimise any potential for breach of the prohibitions on insider trading contained in Part 7.10 of the Corporations Act - see section 4 for further details; and

提高意识并且最大程度减少任何可能违反公司法第 7.10 条有关禁止内幕交易的规定（参见本政策的第 4 章）情形的发生；并且

- (b) meet the Company's obligations under the ASX Listing Rules to maintain a Securities Trading Policy.

履行公司在《澳交所上市规则》下要求的施行一项《证券交易政策》的义务。

Who does this Policy apply to?

本政策的适用对象？

- 1.5 This Policy applies to all Employees of the Company and the Group.

本政策适用于本公司及集团全体员工。

2. Definitions and interpretation

定义和解释

Definitions

定义

2.1 In this Policy, unless the context otherwise requires:

在本政策中，除非文中另有规定：

ASX means ASX Limited (ABN 98 008 624 691) or the financial market conducted by ASX Limited, as the context requires.

澳交所指澳交所有限公司（ABN 98 008 624 691）或者澳交所有限公司所运行的金融市场，视情况而定；

ASX Listing Rules means the listing rules of ASX applicable to the Company from time to time.

《澳交所上市规则》指公司在澳交所上市所不时适用的上市规则。

Board means the board of directors of the Company.

董事会指公司的董事会；

Closed Period means any time other than during a Trading Window.

封闭期指除了交易窗口期外的任何时间；

Company means Tianmei Beverage Group Corporation Limited.

公司指 Tianmei Beverage Group Corporation Limited

Corporations Act means the Corporations Act 2001 (Cth).

公司法指《澳大利亚联邦公司法（2001年）》

Director means any director of the Company.

董事指公司的董事；

Employee means a person who is an employee, officer or director of the Company or the Group and includes the Senior Executives.

员工指公司或集团的雇员、主管或者董事且包括高级主管；

Exceptional Circumstances means circumstances which the Chair (or the Chief Executive Officer or lead independent director of the Company in the case of proposed Trading by the Chair) decides are so exceptional that the proposed Trading of Securities is the only reasonable course of action available, which can include the circumstances set out in section 7.1.

例外情况指董事会主席(或在董事会主席欲进行其所拟议的交易的情况下，首席执行官或首席独立董事)认为在某种非常特殊的情况下，只有进行其所拟议的交易才是唯一合理的行为。本政策第 7.1 条对该等特殊情形作了举例说明。

Group means the Company and its controlled entities.

集团指公司及其控制的实体；

Prohibited Period means any Closed Period and any additional period from time to time when the Chair or Board impose a prohibition on Trading.

禁止交易期指任何封闭期以及董事会主席或董事会制定的任何禁止交易的期间；

Shares means ordinary shares of the Company.

股票指公司的普通股；

Securities includes Shares, options, performance rights and other securities issued by the Company which are convertible into Shares, as well as financial products issued or created over Shares by third parties, including structured financial products, swaps, futures contracts, contracts for differences, spread bets, options, warrants, depositary receipts or other derivatives over or related to the performance of Shares.

证券是指股票、期权、绩效认股权及其他公司发行的可以转换为股票的证券，以及基于股票由第三方发行或创设的金融产品，包括结构化金融产品、掉期、期货合约、差价合约、点差交易、期权、保证、存托凭证或任何其他基于或有关股票表现的衍生产品；

Senior Executives means:

高级主管指：

- (a) the Chief Executive Officer and Chief Financial Officer;
首席执行官和财务总监；
- (b) all direct reports to the Chief Executive Officer;
所有直接向首席执行官报告的人士；
- (c) any other person who is one of the Group's key management personnel (as defined in *AASB 124 Related Party Disclosures*), including those persons identified as key management personnel in the Company's most recent Annual Report; and
任何其他集团的关键管理人员（如《澳洲会计准则第 124 条 - 关联方披露》中所定义），包括在公司最近的《年度报告》中被认定为关键管理人员的人士，以及；
- (d) any other Employee who has been notified that the Board designates them as a Senior Executive for the purposes of this Policy.
任何其他董事会为履行本政策之目的而通知其为高级主管的员工。

Trade or Trading means:

交易指：

- (a) buying or selling Securities;
购买或销售证券；
- (b) entering into an agreement to buy or sell Securities; or
订立任何购买或者销售证券的协议；或者
- (c) exercising options, rights or awards to acquire Securities.
行使获取证券的期权、认股权或奖励。

Trading Window means any period specified in clauses 3.5 to 3.7.

交易窗口指在第 3.5 条和第 3.7 条中所规定的任何期间。

Interpretation

解释

2.2 In this Policy, a reference to writing includes writing delivered by email.

在本政策中，对于书面内容指称也包括通过电子邮件所传达的书面内容。

3. Trading Windows

交易窗口期

Trading may occur only during Trading Windows

仅可在交易窗口期进行交易

3.1 All Trading in Securities by Employees must be in accordance with this Policy and generally will only be permitted during Trading Windows and must not occur during any Prohibited Period.

所有员工进行的交易必须遵守本政策的规定，并且通常仅可在交易窗口期才能进行交易并且不得在任何禁止交易期内进行。

3.2 No Trading in Securities may occur outside of Trading Windows without the prior written permission of the Chair (or an officer of the Company designated by the Chair), unless an exception in section 3.8 applies. Permission to sell (but not purchase) Securities will ordinarily only be granted in Exceptional Circumstances and only in the event that the person involved is not in possession of inside information affecting Securities. Requests for permission should generally be made through the Company Secretary. Refer to section 7 for further details.

在交易窗口期以外的期间进行的交易需事先取得董事会主席(或者由董事会主席指定的一名公司管理人员)的书面同意，除非第3.8条所规定的例外情况出现。就出售(非购买)证券的交易一般只有在例外情况下并且相关人士并不拥有任何影响证券的内幕信息的情况下才被允许。交易许可请求通常向公司秘书提出。更多详细内容请参考本政策第7章。

When is Trading during a Trading Window prohibited?

交易窗口期内禁止交易的情况

3.3 Even if the Trading Window is open, the laws prohibiting insider trading continue to apply to Employees so that they must not trade if they possess any inside information. Refer to section 4 of this Policy for further details.

即使在交易窗口期开放的时候，禁止内幕交易的法律仍然对所有员工有约束力，因此员工在拥有任何内幕信息的情况下不得进行任何交易。更多详细内容请参考本政策的第4章。

3.4 Employees are prohibited from:

员工不得进行：

- (a) **(short term trading)** other than when an Employee exercises employee options or performance rights to acquire Shares at the specified exercise price, Trading in Securities (or an interest in Securities) on a short-term trading basis. Short-term

trading includes buying and selling Securities within a 12 month period, and entering into other short-term dealings (e.g. forward contracts);

(**短线交易**) 除员工行使员工期权或者绩效认股权以特定价格购买股票，基于短期交易的证券(或者对证券中相关利益)的短线交易。短线交易包括在十二个月内购买和销售证券，并且订立任何其它短线交易（例如远期合约）；

- (b) (**hedging unvested awards**) entering into transactions or arrangements, including by way of derivatives or similar financial products, which operate to limit the economic risk of an Employee's holdings of unvested Securities granted under an employee incentive plan; or

(**就未兑现的奖励股进行避险安排**) 包括利用衍生产品或类似金融产品的方式，为降低其在员工激励计划下所持有的未兑现的证券中的经济风险而进行交易或安排；或者

- (c) (**short positions**) Trading in Securities which enable an Employee to profit from or limit the economic risk of a decrease in the market price of Shares.

(**做空交易**) 进行能够使员工从股票市场价格下跌中获得收益或者降低经济风险的交易。

When are the Trading Windows?

交易窗口期何时开放？

- 3.5 The Trading Windows during which Employees will be permitted to Trade Securities will be notified by the Company Secretary on the Company's website or by email to Employees. These will generally be open at the following times:

允许员工进行证券交易的交易窗口期将会由公司秘书在公司网站上公布或以电子邮件的形式通知员工。交易窗口期通常在以下期间内开放：

- (a) for a period of six weeks commencing on the trading day following the public release by the Company of its preliminary annual and half year results to the ASX;

自公司向澳交所公开发布其初步年度业绩及半年度业绩后首个交易日起六周的期间内；

- (b) for a period commencing on the trading day following lodgement of the Company's Annual Report with the ASX and continuing for up to one month after the holding of the Company's Annual General Meeting;

自公司向澳交所提交其年度报告后首个交易日起持续至公司召开年度股东大会后最多一个月的期间内；

- (c) during the offer period (for so long as it remains open) under any publicly available prospectus or other disclosure document issued by the Company offering Securities;

根据任何可以通过公开渠道获得的由公司发布的发行证券的招股书或其它披露文件内规定的发行期间（如仍然开放募股）；

- (d) for a period of four weeks commencing on the trading day following the public release of its quarterly report to the ASX; and

自公司向澳交所公开发布其季度报告后首个交易日起四周的期间内；以及

- (e) at any other time as the Board may permit.

董事会所允许的其它任何期间内。

- 3.6 Notwithstanding the time periods described above, the Company may declare a Trading Window closed at any time at its absolute discretion and without prior notice. For example, this could occur where directors of the Company believe that certain Employees may hold inside information relating to the Group.

尽管有上述规定的时段，公司有完全的自行裁量权可以决定在任何时候宣布关闭交易窗口期且不需经事先通知。例如，在董事相信某些员工可能持有关于集团的内幕信息的情况下公司可以决定关闭交易窗口期。

- 3.7 Trading Windows will not automatically be opened at the times described above. Details of when a Trading Window is opened or closed and any Prohibited Periods will be posted on the Company's website or notified by email to Employees.

交易窗口期不会在上述期间内自动开放。关于交易窗口期开放和关闭时间，以及禁止交易期的具体信息将会在公司网站上公布或者通过电子邮件的形式通知员工。

Exceptions to the Prohibited Periods

禁止交易期的例外情形

- 3.8 The following exceptions to the Trading restrictions during Prohibited Periods apply even if a Trading Window is not open (but subject always to insider trading laws):

即使是在交易窗口期关闭期间（但总是受内幕交易法律的限制），在下列例外情形中禁止交易期内的交易限制不适用：

- (a) an exercise (but not the sale of Securities following exercise) of an option or other right to acquire Shares under an employee incentive scheme or the conversion of a convertible security, where the final date for the exercise of the option or right, or the conversion of the security falls during a Prohibited Period;

如果一项期权或在员工激励计划中所规定的一项获得股票的其它权利的行使期的最后一日或一项可转换证券转换期的最后一日在禁止交易期内，对该等期权或者该等其它权利的行使（但不包括行使期权之后的证券销售），或者对该等可转换证券的转换；

- (b) Trading under an offer or invitation made to all or most of the shareholders such as a rights or entitlement issue, a security purchase plan, or an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;

在向全体或者大多数股东发行或发出认购邀请的情况下进行的证券交易，例如股东供股权或认购权发行，股份购买计划或者等比例股份回购，并且确定上述股份发行的结构和时间的计划已经得到董事会的批准。这包括了关于是否购买认购权，以及在可弃权按比例股份发行项下购买认购权余额所要求的认购权销售的决定。

- (c) Trading where the beneficial interest in the relevant Securities does not change. This includes:

在相关证券的受益权不发生变化的情况下进行的交易，包括：

- (i) a dealing by which the relevant Securities are transferred by an Employee from their personal holdings to a superannuation fund of which they are a beneficiary;

相关证券是由员工从他们个人持股转移至以他们自身作为受益人的养老基金中；或者

- (ii) the withdrawal of Securities from an employee incentive scheme and the transfer of those Securities to the participant's personal holdings or superannuation fund of which they are a beneficiary;

从员工激励计划中提取出的证券并转让该等证券至参与人的个人持股或者至以他们自身为受益人的养老基金中；

- (d) an acquisition of Securities under a dividend reinvestment plan, provided the election to participate in the dividend reinvestment plan was made before the Employee came into possession of any inside information;

在股息再投资计划下的股票认购，只要选择和参与股息再投资计划的决定是在员工得知任何内幕信息之前做出；

- (e) an Employee accepting a takeover bid or transferring Securities under a scheme of arrangement in respect of the Company;

员工接受收购要约或者在与公司有关的收购安排计划下转让证券；

- (f) a disposal of Securities that is the result of a secured lender or financier exercising their rights. However, this does not extend to disposal under a margin lending arrangement where such arrangement is prohibited by this Policy; and

由于担保贷款人或金融机构行使权利而处置的证券。但不包括因此政策所禁止的保证金贷款(融资融券)安排而处置的证券；以及

- (g) an acquisition of Securities under a bonus issue made to all holders of the Company's Securities of the same class.

因向公司同类证券持有者发行红利股而获得的证券。

- 3.9 Despite the above exceptions, under the insider trading laws, a person who possesses inside information may be prohibited from trading even where Trading falls within an exception specified above.

尽管有上述例外，即使交易符合上述规定例外，根据内幕交易法律持有内幕信息的人士可能被禁止交易。

Escrow

锁定

- 3.10 Any Employee who holds Securities subject to binding restrictions on transfer (either as ASX restricted securities or through voluntary escrow arrangements) must comply with the terms of any applicable escrow arrangements and will be unable to trade in Securities during that time. Once the escrow arrangements have ended, the Employee is not free to Trade in their Securities unless permitted by this Policy.

任何持有对其转让有具有约束力的限制的证券的员工（不仅包括澳交所要求的限制转让证券也包括通过自愿锁定安排的限制转让证券），必须遵守任何适用于其的锁定协议的条款的规定，并不能在此锁定期间进行交易。即使锁定期结束，除非在本政策允许的情况下，员工仍不能自由交易证券。

4. Insider trading laws

内幕交易法律

What is insider trading?

何为内幕交易？

- 4.1 Under the Corporations Act, all Employees and former Employees are prohibited in all circumstances from Trading in Securities at any time if they are in possession of "inside information" (see sections 4.7 to 4.9 below) whether or not a Trading Window is open.

根据公司法的规定，无论交易窗口期是否开放，禁止所有员工和前员工在任何情况下在持有有关公司和/或其证券的“内幕信息”（参见本政策的第 4.7 和 4.9 条）的情况下进行交易。

- 4.2 Employees are also prohibited from procuring others to Trade in Securities when the Employee is precluded from Trading.

同时也禁止员工在其被禁止交易期间促使他人进行交易。

- 4.3 In addition, Employees:

另外，员工：

- (a) must not communicate inside information to someone who might then:

禁止将内幕信息向以下人士透露：

- (i) Trade in Securities; or

有可能进行证券交易的人士；或者

- (ii) procure another person to Trade in Securities,

有可能促使第三人进行证券交易的人士，

including to any family members, relatives and entities which the Employee controls; and

包括任何家庭成员、亲戚以及该员工控制的实体；并且

- (b) should seek to ensure that third parties who come into possession of inside information preserve its confidentiality and do not Trade while in possession of that information. This will usually be achieved by means of a written confidentiality agreement.

应当确保掌握内幕信息的第三方将对信息保密并且不会在掌握该信息的时候进行交易。通常通过书面保密协议而达到此目的。

- 4.4 It does not matter how or in what capacity an Employee becomes aware of inside information. It does not have to be obtained from the Group to constitute inside information.

员工以何种方式或以何种身份获取内幕信息并不重要。内幕信息也不由是否是从集团内所获得而决定。

- 4.5 Employees cannot avoid the insider trading prohibition by arranging for a family member, friend or other person to Trade in Securities nor may an Employee give "tips" concerning inside information relating to the Group to others.

员工不得通过安排家庭成员、朋友或其他人士进行证券交易也不得向其他人士“提示”有关集团的内幕信息以规避禁止内幕交易的规定。

What is inside information?

何为内幕信息？

- 4.6 **Inside information** is information relating to the Group which is not generally available but, if the information were generally available, would be likely to have a material effect on the price or value of the Company's Securities. Inside information can include matters of speculation or supposition and matters relating to intentions or likely intentions of a person.

内幕信息指通常不为公众所知的，但如果该信息普遍可得，将很有可能对公司股价或证券价值有重大影响。内幕信息可以包括猜测或推定的事项，以及与个人意图或可能意图有关的事项。

- 4.7 Information is regarded as being likely to have a material effect if it would, or would be likely to, influence persons who commonly invest in securities or other traded financial products in deciding whether or not to deal in the Company's Securities.

若相关信息将会或可能会影响惯常投资证券或金融产品的人士对处置本公司证券的意愿，则该等消息会被认定有可能会有重大影响的消息。

- 4.8 Examples of inside information could include:

内幕信息的举例如下：

- (a) the financial performance of the Group against its budget;
本集团与其预算相对比的财务表现；
- (b) changes in the Group's actual or anticipated financial condition or business performance;
本集团实际或预期财务状况或经营业绩的变化；
- (c) changes in the capital structure of the Group, including proposals to raise additional equity or borrowings;
本集团的资本结构的变动，包括股票增发或借款的提议；
- (d) proposed changes in the nature of the business of the Group;
拟议的本集团的业务性质的变化；
- (e) changes to the Board or significant changes in key management personnel;
董事会成员或主要管理人员的重大变动；
- (f) an undisclosed significant change in the Group's market share;

- 有关本集团市场份额的未披露的重大变化；
- (g) likely or actual entry into, or loss of, a material contract;
可能或实际签署或未获得签约的重大合同；
 - (h) material acquisitions or sales of assets by the Group;
本集团进行的重大资产收购或出售；
 - (i) a proposed dividend or other distribution or a change in dividend policy; or
拟派股息或其他分红或股息政策的变动；或
 - (j) a material claim against a member of the Group or other unexpected liability.
对本集团成员公司提出的重大诉讼或其他意外责任。

What are the consequences of insider trading?

内幕交易的后果

- 4.9 Insider trading is strictly prohibited by law, and it is important that all Employees do not breach that prohibition. Insider trading, or the perception of insider trading, by any Employee will not be tolerated. Breach of the law, this Policy, or both, will also be regarded by the Company as serious misconduct which may lead to disciplinary action or dismissal.

内幕交易是法律所严厉禁止的，并且所有员工都不得违反该等禁令。任何员工都不得进行内幕交易或者有意图进行内幕交易。违反法律规定及/或本政策将被视为严重的失当行为，这可能会导致纪律处分或解雇。

- 4.10 The existence of a personal financial emergency or hardship does not excuse non-compliance with this Policy. It is important that the Group and its Employees do not participate in any insider trading activities, but also that we avoid any appearance of insider trading.

个人财务状况危机或者经济困难不能作为对违反本政策的抗辩理由。公司及其员工不仅应不参与任何内幕交易活动，且应防止任何内幕交易的出现。

- 4.11 Any allegation of insider trading would be likely to have a serious detrimental impact on the Group and its business and all Employees must be seen to be actively and diligently upholding the law and complying with this Policy.

任何关于内幕交易的指控将会对公司及其商业产生严重的负面影响。所有员工都必须尽职和勤勉地遵守相关法律以及本政策。

- 4.12 Breach of the insider trading laws may subject the Company and Employees to:

违反内幕交易法律可能导致公司和员工：

- (a) criminal liability (penalties include heavy fines or imprisonment);
承担刑事责任（刑罚包括巨额罚金或监禁）；
- (b) civil liability (including orders to pay compensation for any loss suffered as a result of illegal trading activities); or
承担民事责任（包括收到由于非法交易活动而引起的任何损失赔偿的支付令）；
或

- (c) civil penalty provisions (the Australian Securities and Investments Commission may seek civil penalties against relevant persons and may also seek court orders that relevant individuals be disqualified from managing a corporation).

受到民事罚款（澳洲证券及投资委员会可向有关人士处以民事罚款，并可向法院申请有关人士丧失经营公司的资格的命令）。

5. Trading in securities of other companies

对其他公司证券的交易行为

- 5.1 While in general Employees are free to deal in securities of other listed companies, the insider trading prohibitions under the Corporations Act include dealings not only in the Company's Securities but also those of other listed companies with which the Company may be dealing where an Employee possesses inside information in relation to that other company.

通常情况下员工可以自由地处置其他上市公司的证券，澳大利亚公司法的反内幕交易法律法规不仅包括对本公司证券进行处置的禁止情况，也规定员工在掌握其它上市公司内幕信息的情况下进行对该等其它公司的证券进行交易。

- 5.2 If an Employee is aware of inside information in respect of another company, the Employee should not trade or deal in the securities of the company that it affects. For example, where the Employee is aware that the Group is about to sign a major agreement with another company, the Employee should not buy securities in either the Company or the other company.

如果员工得知关于其它公司的内幕信息，则该员工不应当对受该信息影响的该其它公司的证券进行交易或者处置。例如，员工得知本公司与另一家公司即将签署重大协定，则该员工不得购买两家公司其中任何一家公司的证券。

- 5.3 The Board may extend this Policy by specifying that Employees are also restricted from dealing in securities of other specified companies with which the Group may have a close relationship.

董事会可以通过明确员工不得处置其它特定的可能与集团有密切关联的公司的证券以扩大本政策的范围。

6. Pre-notification and reporting of Trades

预先通知和交易报告

Who and when must give notification of an intention to Trade?

何时及何人应当就交易意向进行预先通知？

- 6.1 When permitted to Trade in accordance with this Policy, all Directors and Senior Executives must give at least two trading days' (or such shorter period approved by the Chair) prior written notice of any proposed Trading in Securities and confirm that they do not possess any inside information:

在本政策允许进行交易的情况下，所有董事及高级主管必须在至少交易发生前两个交易日内（或者经董事会主席批准的更短的时间内）给予预先书面通知（可以以电子邮件形式）并且确认他们未掌握任何内幕信息：

- (a) in the case of Senior Executives, to the Company Secretary;
在交易人士为高级主管的情况下，应通知公司秘书；
 - (b) in the case of a Director of the Company, to the Chair;
在交易人士是公司董事的情况下，应通知董事会主席；
 - (c) in the case of the Chair, to the lead independent director of the Company,
在交易人士是董事会主席的情况下，应通知公司首席独立董事，
- (each a **Notification Officer**).

(上述各接受通知的人士，均称为通知官员)。

- 6.2 If the relevant Notification Officer objects to the proposed Trade, they must immediately notify the relevant Director or Senior Executive that the Trade must not proceed, and must advise the Directors (who may overrule the decision if they think appropriate).

如果相关通知官员拒绝拟议的交易，他们必须立即通知有关董事或高级职员交易不得进行，并必须通知董事（他们可能在其认为适合的情况下驳回通知官的决定）。

What Trading does not need to be pre-notified?

何种交易无需预先通知？

- 6.3 The only Trades that do not need to be pre-notified are those that are permitted under a specific exception in section 3.8 (Exceptions to the Prohibited Periods).

仅就第 3.8 条中的特别例外情况下的交易才不需要进行预先通知（禁止交易期的例外情形）

Notification of Trades

交易通知

- 6.4 In addition to providing prior notification under section 6.1, once a Trade of any Securities has been made by or for a Director or a Senior Executive, details of the Trade, including the number and price of Securities involved, must be notified by email to the Company Secretary.

除上述 6.1 条所需的预先通知外，一旦由或者为了董事或者高级主管完成一项交易，与该交易有关的信息，包括该交易所涉及的证券数量和金额，必须通过电子邮件的形式通知公司秘书。

- 6.5 Further, Directors must immediately notify the Company Secretary of all acquisitions or disposals or other Trading of Securities, including date, price and volume, without exception so that the Company can comply with its ASX reporting obligations. Each disclosure notice given to ASX will need to state whether the relevant trade occurred outside of a Trading Window and, if so, whether prior written clearance was provided.

另外，董事必须无一例外地立即通知公司秘书所有购买或处置证券或其它对证券的交易，包括时间、价格以及数量，以便公司遵守其在澳交所的报告义务。每个向澳交所做出的披露通知都必须说明该交易是否在交易窗口期之外的期间进行，以及如果交易是在交易窗口期之外的期间进行的，则须提供已经事先取得书面同意的证明。

7. Exceptional circumstances

例外情况

- 7.1 Employees may make requests for permission to Trade outside of the Trading Windows only in Exceptional Circumstances (except if this would breach the insider trading provisions). Exceptional Circumstances may include:

只有在例外情况下，员工才可以请求批准其在交易窗口期之外的期间进行交易（除非会触犯内幕交易条款）。例外情况可能包括：

- (a) severe financial hardship, where the Employee has pressing financial commitments that cannot be satisfied otherwise than by selling Securities;

重大财务困难，该员工有重大财务负担并且除了变卖其证券利益之外不存在其他解决途径。

- (b) requirements under a court order or court enforceable undertakings or other legal or regulatory requirements; or

根据在法庭命令，或法院强制执行或者其它法律或法规的要求；或者

- (c) any other exceptional circumstances as determined by the Chair (or the Chief Executive Officer or lead independent director of the Company in the case of proposed Trading by the Chair).

任何由董事会主席（或若交易人士是董事会主席，则由首席执行官或者首席独立董事）决定的其它例外情况。

- 7.2 A request for permission to Trade due to Exceptional Circumstances should be made by written notice to the Company Secretary outlining:

任何由于例外情况而申请交易许可的请求都必须向公司秘书以书面通知的形式做出，并且说明：

- (a) the name of the Employee;

员工的姓名；

- (b) details of the Exceptional Circumstances and the reasons for requesting permission to Trade;

例外情况的细节并且说明申请交易许可的理由；

- (c) the type of proposed transaction (purchase, sale, etc.); and

拟议的交易类型（购买、销售等）；以及

- (d) the number and type of Securities involved.

所涉及的证券的种类及数量。

- 7.3 The Company Secretary will consult with the Chair (or the Chief Executive Officer or lead independent director of the Company in the case of proposed Trading by the Chair) in relation to any proposed Trading due to Exceptional Circumstances. Permission to Trade is entirely discretionary, and Employees should not Trade in the expectation that permission will later be given.

- 7.4 公司秘书将就有关任何由于例外情况而拟进行的交易与董事会主席（或若交易人士是董事会主席，则与首席执行官或首席独立董事）。公司对交易许可的作出有完全自行裁量权，员工不应在获得许可前预期可能会稍后获得交易许可的情况下进行交易。If permission to Trade is granted, it will be given in writing and the Employee may only Trade the Securities during the period specified in the permission. A permission expires five business days from its date, unless it specifies a different date.

如果交易得到批准，则该许可将以书面形式发布，并且员工只能在许可中列明的时间内进行交易。除非另有说明，许可将在其发布后的五个工作日后过期。

8. Margin lending arrangements

保证金贷款安排

- 8.1 Directors of the Company and Senior Executives may not include their Securities in a margin loan portfolio or otherwise Trade in Securities pursuant to a margin lending arrangement (**Margin Lending Arrangement**) without first obtaining the consent of the Chair (or, in the case of the Chair, the lead independent director of the Company).

公司董事及高级主管，在未首先取得董事会主席（或如果交易人士为董事会主席，则为首席独立董事）事先同意之前，不得将其所拥有的证券投入到保证金贷款投资组合中或者根据保证金贷款安排进行交易（统称“**保证金贷款安排**”）

- 8.2 A Margin Lending Arrangement would include:

保证金贷款安排包括：

- (a) entering into a margin lending arrangement in respect of Securities;
签订关于证券的保证金借贷协议；
- (b) transferring Securities into an existing margin loan account; and
转让证券至一个现存的保证金贷款账号中；以及
- (c) selling Securities to satisfy a call under a margin loan except where the holder of Securities has no control over the sale.

销售证券以对保证金借贷进行偿还，除非证券持有人无法控制该销售行为。

- 8.3 The Company may, at its discretion, make any consent granted in accordance with section 8.1 conditional upon such terms and conditions as the Company sees fit (for example, specifying the circumstances in which the Securities may be sold to satisfy a margin call).

公司有自行裁量的权力，根据第 8.1 条的规定，可以批准交易的决定并设定就该决定所需满足的条款及条件(例如，明确销售证券必须是用以偿还保证金贷款的具体条件)。

9. Review of Policy and compliance with Policy

审查及遵守本政策

- 9.1 This Policy will be reviewed regularly by the Board having regard to the changing circumstances of the Company and any changes to this Policy will be notified to ASX. If Employees have any comments or views concerning the operation or effectiveness of this Policy, they should be communicated to the Company Secretary.

董事会在考虑公司经营环境变化的基础上定期审查本政策，任何针对本政策的修改都将通知澳交所。如果员工就本政策的运行和有效性有任何评论和建议的，其应向公司秘书提出。

10. Breaches

违反本政策

- 10.1** Breaches of this Policy will be viewed seriously and may lead to disciplinary action being taken against the relevant Employee. In serious cases, disciplinary action may include dismissal. Any Employee who becomes aware of a violation of this Policy should immediately report the violation to the Company Secretary.

任何违反本政策的行为将会被严肃对待，以及有可能带来对相关员工不利的违纪处分。情节严重的，将可能被开除。任何员工在得知有存在违反本政策的行为情形，应当立即向公司秘书汇报。

- 10.2** It should be noted that, in some circumstances, the Company may be obliged to notify regulatory and/or criminal authorities of a serious breach of this Policy.

请注意在某些情况下公司可能有义务向监管机构和/或者刑事机关举报严重违反本政策的行为。

11. Questions

问题

- 11.1** For questions about the operation of this Policy or its application in any particular situation, please contact the Company Secretary.

若对本政策的运作或本政策在某些情况下的应用有任何问题，请与公司秘书联络。