

# 宁波均胜电子股份有限公司

## 重大信息内部报告制度

### Ningbo Joyson Electronic Corporation

### Internal Report Policy of Material Information

#### 第一章 总 则

#### Chapter One General Principles

第一条 为规范宁波均胜电子股份有限公司（以下简称“公司”）重大信息内部报告工作，保证公司内部重大信息的快速传递、归集和有效管理，及时、公平、真实、准确、完整地披露信息，维护投资者的合法权益，根据《中华人民共和国公司法》、《中华人民共和国证券法》、《上市公司信息披露管理办法》、《上海证券交易所股票上市规则（2018年4月修订）》、《公司章程》等有关规定，结合公司实际，制定本制度。

Article 1: This policy is established to standardize Ningbo Joyson Electronic Corporation's (hereinafter referred to as "the Company") internal reporting of material information. More specifically, to ensure the company can timely collect transfer, and effective manage its internal information, to disclose the information timely, fairly, truthfully, accurately and completely, and to secure the legitimate interest of the company's shareholders. The policy is formulated according to the "Company Law of the People's Republic of China", "Securities Law of the People's Republic of China", "Administrative Measures on Information Disclosure of Listed Companies", "Rules Governing the Listing of Stocks on Shanghai Stock Exchange (Revised in April 2018)", "Articles of Association" and other relevant regulations and the company's actual situations.

第二条 公司重大信息内部报告制度是指当出现、发生或即将发生可能对公司股票及其衍生品种交易价格产生重大影响的情形或事件时，按照本制度规定负有报告义务的有关人员和公司，应当在第一时间将相关信息向上市公司报告的制度。

Article 2: According to this policy, when the situations or events that possibly have material impact on the company's share price (including the price of relevant derivative products) occur or are about to happen, the relevant personnel / companies who have the reporting obligations according to this policy shall report the relevant information to the listed company immediately.

第三条 本制度所称“内部信息报告义务人”包括：

Article 3: The relevant personnel / companies who have the reporting obligations include:

(一) 公司董事、监事、高级管理人员、各部门负责人；

(1) The company's directors, supervisors, senior management, and department heads;

(二) 公司控股及参股子公司、分支机构负责人；

(2) The company's subsidiaries and branches' top management;

(三) 公司控股股东和实际控制人；

(3) The company's controlling shareholders and ultimate controllers;

(四) 持有公司5%以上股份的其他股东；

(4) Other shareholders holding more than 5% of the company's shares;

(五) 其他对公司重大事件可能知情的人士。

(5) Other persons who may be aware of the company's major events.

第四条 本制度适用于公司、全资子公司、控股及参股子公司；如国家法律、法规或规范性文件对公司的股东、实际控制人及持有公司股份5%以上的其他股东有要求的，同样适用。

Article 4: This policy applies to the company, the company's wholly-owned subsidiaries and joint ventures; if the national laws, regulations or regulatory documents have certain requirement regarding the company's shareholders, actual controllers and other shareholders who held more than 5% of the company's shares, this policy also applies.

## 第二章 重大信息的范围

### Chapter Two Scope of Material Information

第五条 公司重大信息包括但不限于公司及公司下属分支机构或全资子公司、控股及参股子公司、发生或即将发生的以下内容及其持续变更进程：

Article 5: The company's material information includes but is not limited to the following matters and the associated progresses of the matters which occurred or are about to happen in the company, its subsidiaries, and its joint ventures:

(一) 拟提交公司董事会、监事会审议的事项；

(1) The matters to be reported to and reviewed by the company's board of directors and / or board of supervisors;

(二) 各子公司召开董事会、监事会、股东大会（包括变更召开股东大会日期的通知）并作出决议的事项；

(2) The matters which have been resolved at the subsidiaries' meetings of board of directors, board of supervisors and the general meeting of shareholders (including the notice of changing the date of holding the general meeting of shareholders);

(三) 公司及公司下属分支机构或全资子公司、控股及参股子公司发生或拟发生以下重大交易事项，包括：

(3) The following material transactions occurred or planned to take place in the company, its subsidiaries, wholly-owned subsidiaries and its joint ventures, of which includes:

1、购买或出售资产（不含购买原材料、燃料和动力，以及出售产品、商品等与日常生产经营相关的资产购买或者出售行为，但资产置换中涉及购买、出售此类资产的，仍包括在报告事项之内）；

1. Purchase or sale of assets (excluding purchase of raw materials, fuel and power, sale of products ,commodity as well as acquiring and selling of assets with respect of conducting daily business . However the purchase or sale of assets as part of an asset replacement deal need to be reported);

2、对外投资（含委托理财、委托贷款等）；

2. External investment (including entrusted financing, entrusted loans, etc.);

3、提供财务资助；

3. Providing financial aid;

4、提供担保

4. Providing guarantees;

5、租入或租出资产;

5. Rent-in or rent-out of assets;

6、委托或受托管理资产和业务;

6. Commissioned or entrusted to manage assets and business;

7、赠与或受赠资产;

7. Donation or accept asset donation;

8、债权、债务重组;

8. Creditor's rights and debt restructuring;

9、转让或受让研究和开发项目;

9. Transfer or accepting transfer of research and development projects;

10、签订许可使用协议;

10. Entering into the license use agreement;

11、上海证券交易所认定的其他交易事项。

11. Other transactions identified by Shanghai Stock Exchange.

上述事项中，第1至第3项即使某项交易未达到以下标准，但连续十二个月相同类别的交易累计金额达到以下标准时，报告人应履行报告义务。第4项交易发生或拟发生时，无论金额大小报告义务人均需履行报告义务；其余交易事项达到下列标准之一时报告义务人应履行报告义务：

In case of the above-mentioned item 4 occurred, it is requested to be reported in a timely manner regardless of its amount. For items 1, 2 and 3, even if a transaction does not meet the following criteria, however the cumulative amount of transactions in the same category for the consecutive twelve months meets the following criteria, the reporter shall fulfill its reporting obligations. For the remaining items foresaid shall be reported under the following criteria:

1、交易涉及的资产总额（同时存在账面值和评估值的，以高者为准）占公司最近一期经审计总资产的10%以上；公司下属分支机构或全资子公司、控股及参股子公司交易涉及的资产总额（同时存在账面值和评估值的，以高者为准）占事业部最近一期经审计总资产的10%以上；或者交易涉及的资产总额超过5000万人民币。

1. Total amount of assets involved in the transaction (if both the book value and valuation value exist, whichever is higher) account for more than 10% of the company's audited total assets in the latest fiscal year; the total assets involved in transactions with the company's branches, wholly-owned subsidiaries, and joint-ventures (if both the book value and valuation value exist, whichever is higher shall prevail) account for more than 10% of the Business Unit's audited total assets in the latest fiscal year; or the total assets involved in the transaction exceed RMB50 million.

2、交易的成交金额（包括承担的债务和费用）占上市公司最近一期经审计净资产的10%以上；公司下属分支机构或全资子公司、控股及参股子公司交易的成交金额（包括承担的债务和费用）占事业部最近一期经审计净资产的10%以上；或交易的成交金额（包括承担的债务和费用）超过5000万人民币。

2. The transaction amount (including the debt undertaking and expenses incurred) accounts for more than 10% of the listed company's audited net assets in the latest fiscal year; the transaction amount (including the debt undertaking and expenses incurred ) involved in transactions with the company's branches, wholly-owned subsidiaries, and joint-ventures accounts for more than 10% of the Business Unit's audited net assets in the latest fiscal year; or the transaction amount (including the obligation and expenses incurred) exceeds RMB50 million.

3、交易产生的利润占上市公司最近一个会计年度经审计净利润的10%以上；公司下属分支机构或全资子公司、控股及参股子公司交易产生的利润占事业部最近一个会计年度经审计净利润的10%以上；或交易产生的利润超过3000万人民币。

3. The profit from the transaction accounts for more than 10% of the listed company's audited net profit in the latest fiscal year; the profit from the transactions with the company's branches, wholly-owned subsidiaries, and joint-ventures accounts for more than 10% of the Business Unit's audited net profit in the latest fiscal year; or the profit from the transaction exceeds RMB30 million.

4、交易标的（如股权）在最近一个会计年度相关的营业收入占上市公司最近一个会计年度经审计营业收入的10%以上；公司下属分支机构或全资子公司、

控股及参股子公司交易标的（如股权）在最近一个会计年度相关的营业收入占事业部最近一个会计年度经审计营业收入的10%以上；或者交易标的（如股权）在最近一个会计年度相关的营业收入超过5000万人民币。

4. The operating income of the target of transaction (i.e. the equity) in the latest fiscal year accounts for more than 10% of the listed company's audited operating income in the latest fiscal year; the operating income of the target of transaction (i.e. the equity) of the company's branches, wholly-owned subsidiaries, and joint-ventures in the latest fiscal year accounts for more than 10% of the Business Unit's audited operating income in the latest fiscal year; or the operating income of the target of transaction (i.e. the equity) in the latest fiscal year exceeds RMB50 million.

5、交易标的（如股权）在最近一个会计年度相关的净利润占上市公司最近一个会计年度经审计净利润的10%以上；公司下属分支机构或全资子公司、控股及参股子公司交易标的（如股权）在最近一个会计年度相关的净利润占事业部最近一个会计年度经审计净利润的10%以上；或者交易标的（如股权）在最近一个会计年度相关的净利润超过3000万人民币。

5. The net profit of the target of transaction (i.e. the equity) in the latest fiscal year accounts for more than 10% of the listed company's audited net profit in the latest fiscal year; the net profit of the target of transaction (i.e. the equity) of the company's branches, wholly-owned subsidiaries, and joint-ventures in the latest fiscal year accounts for more than 10% of the Business Unit's audited net profit in the latest fiscal year; or the net profit of the target of transaction (i.e. the equity) in the latest fiscal year exceeds RMB30million.

上述指标涉及的数据如为负值，取其绝对值计算。公司与同一交易方同时发生方向相反的两个相关交易时，应当按照其中单个方向的交易涉及指标中较高者计算报告标准。

If the data involved in the above indicators is negative, its absolute value is adopted for the calculation. When two related transactions in the opposite direction occur at the same time as the same transaction party, the company shall calculate the reporting standard according to the higher one of the indicators related to the transaction in one direction.

(四) 关联交易事项:

(4) Related Party Transactions:

1、前述第(三)项规定的交易事项;

1. The transaction as specified in item (3) above;

2、购买原材料等;

2. Purchasing raw materials, etc;

3、销售产品、商品;

3. Selling products, goods;

4、提供或接受劳务;

4. Providing or accepting services;

5、委托或受托销售;

5. Commissioned or entrusted sales;

6、在关联人财务公司存贷款;

6. Depositing and loaning with related person's financial company;

7、与关联人共同投资;

7. Joint investment with related parties;

8、其他通过约定可能造成资源或义务转移的事项;

8. Other matters that may result in the transfer of resources or obligations through agreement;

发生的关联交易达到下列标准之一的,应当及时报告:

If a related party transaction has reached one of the following standards, it shall be reported promptly:

1、公司与关联自然人发生的任何关联交易;

1. Any related party transaction between the company and associated natural persons;

2、公司与关联法人发生的任何关联交易;

2. Any related transaction between the company and related legal persons;

3、年度日常关联交易总金额预计结果已经股东大会审议并披露,实际执行中超过预计总金额的日常关联交易。

3. The daily related party transactions whose estimated result of the annual total

amount has been reviewed and disclosed at the general meeting of shareholders and that exceed the reviewed and disclosed total amount during the actual execution;

关联方的认定根据《上海证券交易所上市公司关联交易实施指引》《均胜电子关联交易管理办法》进行。

The identification of related parties was subject to "Guidelines for the Implementation of Related Party Transactions of Listed Companies in Shanghai Stock Exchange" and "Management Measures of Related Transactions of Joyson Electronic Corporation".

(五) 诉讼和仲裁事项:

(5) Matters in Litigation and Arbitration:

1、涉及的绝对金额超过5000万元人民币以上的重大诉讼、仲裁事项;

1. Major lawsuits and arbitrations involving absolute amount exceeding RMB50 million;

2、连续十二个月内发生的诉讼和仲裁事项涉案金额累计达到5000万元的,已履行报告义务的重大诉讼、仲裁事项不再累计计算;

2. The total amount of lawsuits and arbitrations that occurred in the consecutive 12 months has reached RMB50 million, excluding the major lawsuits and arbitrations that have fulfilled the reporting obligations;

3、未达到上述标准或者没有具体涉案金额的诉讼、仲裁事项,董事会基于案件特殊性认为可能对公司股票及其衍生品交易价格产生较大影响,或者上海证券交易所认为有必要的,以及涉及股东大会、董事会决议被申请撤销或者宣告无效的诉讼。

3. The litigation and arbitration matters that do not meet the above criteria or have no specific amount, but (i) the board of directors believes that they may have a greater impact on the company's share price and the price of its share's derivative products based on the particularity of the case or Shanghai Stock Exchange deems it necessary and (ii) the resolution made at the meetings of shareholders or directors was applied for revocation or declared invalid.

(六) 其它重大事件:

(6) Other Major Events:



- 1、变更募集资金投资项目；  
1. Changing the raised capital for investment project;
  - 2、业绩预告、业绩快报和盈利预测；  
2. Forecast of performance report, bulletin and profit;
  - 3、利润分配和资本公积金转增股本；  
3. Profit distribution and transfer of capital reserve funds to share capital;
  - 4、股票交易异常波动和传闻澄清；  
4. Abnormal fluctuation in stock trading and clarification of rumors;
  - 5、可转换公司债券涉及的重大事项；  
5. Major matters involved in convertible corporate bonds;
  - 6、公司证券发行、回购、股权激励计划等有关事项；  
6. Matters related to the issuance, repurchase, equity incentive plans, etc. of the company's securities;
  - 7、吸收合并；  
7. Absorption and merger;
  - 8、破产；  
8. Bankruptcy;
  - 9、公司及公司股东发生承诺事项。  
9. Commitments made by the company and its shareholders
- (七) 重大风险事项：
- (7) Matters in Major Risk:
- 1、发生重大亏损或者遭受重大损失；  
1. The occurrence of major loss or damage;
  - 2、发生重大债务或者重大债权到期未获清偿；  
2. The occurrence of major debts or major creditor's rights that have not been paid off at maturity;
  - 3、可能依法承担的重大违约责任或大额赔偿责任；  
3. The liabilities possibly held for the major breach of contract or compensation of large amount according to law;

4、计提大额资产减值准备；

4. Impairment provision for large-value assets;

5、公司决定解散或者被有权机关依法责令关闭；

5. The company decided to dissolve or be ordered to close by the competent authority according to law;

6、公司预计出现股东权益为负值；

6. The company expects to have negative shareholder's equity;

7、主要债务人出现资不抵债或进入破产程序，公司对相应债权未提取足额坏账准备；

7. When the major debtor is insolvent or enters into bankruptcy proceedings, and the company does not have sufficient bad debt reserves for the corresponding claims;

8、主要资产被查封、扣押、冻结或被抵押、质押；

8. The main assets were sealed up, seized, frozen or mortgaged, pledged;

9、主要或全部业务陷入停顿；

9. The main or all business has come to the standstill;

10、公司因涉嫌违法违规被有权机关调查，或受到重大行政、刑事处罚；

10. The company is investigated by the authorities for being suspected of violations of laws and regulations or subject to major administrative and criminal penalties;

11、公司法定代表人或者经理无法履行职责，董事、监事、高级管理人员因涉嫌违法违规被有权机关调查或采取强制措施，或者受到重大行政、刑事处罚；

11. The legal representative or manager of the company is unable to perform his or her duties, and the directors, supervisors and senior management personnel have been investigated by the authorities or subject to the compulsory measures or major administrative and criminal penalties for being suspected of violations of laws and regulations;

12、上海证券交易所或者公司认定的其他重大风险情况。

12. Other major risks identified by Shanghai Stock Exchange or the company.

上述事项涉及具体金额的，比照适用第五条（三）中的规定。

If the above matters involve a specific amount, the provisions in Article 5(3)

shall apply mutatis mutandis.

(八) 重大变更事项:

(8) Major Changes:

1、变更公司名称、股票简称、公司章程、注册资本、注册地址、主要办公地址和联系电话等;

1. Changes of company name, stock abbreviation, company's articles of association, registered capital, registered address, main office address, telephone number, etc.;

2、经营方针和经营范围发生重大变化;

2. Major changes of the operation policy and business scope;

3、变更会计政策或者会计估计;

3. Changes in accounting policies or accounting estimates;

4、董事会就公司发行新股、可转换公司债券或者其他再融资方案形成相关决议;

4. The resolutions made by the board of directors on the company's issuance of new shares, convertible corporate bonds or other refinancing plans;

5、中国证监会股票发行审核委员会、并购重组委员会, 对公司新股、可转换公司债券等再融资方案、重大资产重组方案提出审核意见;

5. China Securities Regulatory Commission's Stock Issuance Review Committee, Merger and Restructuring Committee, put forward review opinions on the company's new shares, convertible corporate bonds and other refinancing plans and major asset restructuring plan;

6、持有公司5%以上股份的股东或实际控制人持股情况或控制公司的情况发生或拟发生较大变化;

6. Major changes occurred or being about to occur for the shareholding ratio or control of shareholders or actual controllers holding more than 5% of the company's shares in the company;

7、公司法定代表人、总裁、董事(含独立董事)、三分之一以上的监事、或总经理等高管的任命, 发生变动或离职;

7. The company's legal representative, president, directors (including

independent directors), more than one-third of the supervisors, or senior executives have been appointed, changed or resigned;

8、生产经营情况、外部条件或生产环境发生重大变化（包括产品价格、采购、销售方式、主要供货商或客户发生重大变化等）；

8. Material changes in production and operation conditions, external conditions or production environment (including the major changes in product price, procurement and selling method, major suppliers or customers, etc.);

9、订立重要合同，可能对公司的资产、负债、权益和经营成果产生重大影响；

9. The signing of important contracts may have a material impact on the company's assets, liabilities, equity, and operating results;

10、新颁布的法律、行政法规、部门规章、政策、员工薪酬或福利计划可能对公司经营产生重大影响；

10. The newly promulgated laws, administrative regulations, departmental rules, policies and employee compensation and benefit plan may have a major impact on the company's operations;

11、聘任、解聘为公司审计的会计师事务所；

11. Appointment and dismissal of accounting firms responsible for the auditing of the company;

12、法院裁定禁止控股股东转让其所持股份；

12. The court ruled that it is forbidden for the controlling shareholder to transfer its/his/her shares;

13、获得大额政府补贴等额外收益，转回大额资产减值准备或发生可能对公司资产、负债、权益或经营成果产生重大影响的其他事项；

13. Other events that include (i) obtaining the additional income such as the large governmental subsidies (ii) reversal of large-value assets impairment provisions or other situations that may have a material impact on the company's assets, liabilities, equities or business results;

14、上海证券交易所或公司认定的其他情形。

14. Other circumstances as determined by Shanghai Stock Exchange or the

company.

上述事项涉及具体金额的，比照适用第五条（三）中的规定。

If the above matters involve a specific amount, the provisions in Article 5(3) shall apply mutatis mutandis.

第六条 公司控股股东或实际控制人发生或拟发生变更，公司控股股东应在就该事项达成意向后及时将该信息报告公司董事长、董事会秘书，并持续报告变更的进程。如出现法院裁定禁止公司控股股东转让其持有的公司股份情形时，公司控股股东应在收到法院裁定后及时将该信息报告公司董事长和董事会秘书。

Article 6: If the changes of controlling shareholder or actual controller of the company has occurred or are about to happen, the controlling shareholder of the company shall promptly report the information to the chairman of the company and the secretary of the board of directors and continuously report on the progress of the change after the intention on such matter has been reached. In the event that the court order prohibits the controlling shareholder of the company from transferring the shares held by him/her, the controlling shareholder of the company shall promptly report the information to the chairman of the company and the secretary of the board of directors after receiving the order of the court.

第七条 持有公司5%以上股份的股东在其持有的公司股份出现被质押、冻结、司法拍卖、托管或者设定信托或被依法限制表决权的情形时，该股东应及时将有关信息报告公司董事长和董事会秘书。

Article 7: When the shares held by a shareholder holding more than 5% of the company's shares appear to have been pledged, frozen, judicially auctioned, escrowed, or has set up a trust or has been legally restricted in voting rights, such shareholder shall promptly report the information to the chairman of the company and the secretary of the board of directors.

### 第三章 重大信息内部报告程序

#### **Chapter Three: Procedures of Internal Report of Material Information**

第八条 公司各部门及各下属公司应在重大事件最先触及下列任一时点后，

向业务相关负责人汇报，并在提交各事业部的CEO和CFO确认后及时向上市公司董事长、董事会秘书及上市公司相关高级管理人员预报本部门负责范围内或本事业部负责范围内或本下属公司可能发生的重大信息：

Article 8: All departments and subordinate companies of the company shall report to the person responsible for the business after the following major events, and promptly forecast the major information that may occur within the scope of responsible department or business unit or responsible subsidiary company to the chairman of the board of directors, the board secretary and related senior executives of the listed company, after being submitted to CEO and CFO of each responsible business department for confirmation:

(一) 部门或下属公司拟将该重大事项提交董事会或者监事会审议时；

(1) When a department or subordinate company intends to submit the important matter to the board of directors or the board of supervisors for deliberation;

(二) 有关各方就该重大事项拟进行协商或者谈判时；

(2) When the relevant parties intend to discuss or negotiate on this important matter;

(三) 部门、分公司负责人或者子公司董事、监事、高级管理人员知道或应当知道该重大事项时。

(3) When the heads of the department and branch or the directors, supervisors and senior management personnel of subsidiary company know or should know this important matter;

第九条 公司各部门及各子公司应按照下述规定向上市公司董事长、董事会秘书及上市相关高级管理人员报告本部门负责范围内或本事业部负责范围内或本下属公司重大信息事项的进展情况：

Article 9: All departments and subsidiaries of the company shall report to the chairman of the board of directors, the board secretary and related senior executives of the listed company on the progress of the major information matters within the scope of responsible department or within the scope of responsible subsidiary company according to the following regulations:

(一) 董事会、监事会或股东大会就重大事件作出决议的，应当及时报告决议情况；

(1) Where the board of directors, the board of supervisors or the general meeting of shareholders makes resolutions on major events, it shall report the situation of those resolutions in a timely manner;

(二) 公司就已披露的重大事件与有关当事人签署意向书或协议的，应当及时报告意向书或协议的主要内容；上述意向书或协议的内容或履行情况发生重大变更或者被解除、终止的，应当及时报告变更或者被解除、终止的情况和原因；

(2) Where the company signs the letter of intent or agreement with a party involved of major event that has been disclosed, it shall promptly report on the main contents of the letter of intent or agreement; if the content or performance of the above-mentioned letter of intent or agreement changes materially or is cancelled or terminated, it shall promptly report the circumstances or reasons for the change or cancellation or termination;

(三) 重大事件获得有关部门批准或被否决的，应当及时报告批准或否决情况；

(3) Where a major event has been approved by the relevant department or has been rejected, it shall promptly report on the situation of approval or rejection;

(四) 重大事件出现逾期付款情形的，应当及时报告逾期付款的原因和相关付款安排；

(4) If overdue payment occurs in a major event, it shall promptly report the reasons for the overdue payment and relevant payment arrangements;

(五) 重大事件涉及主要标的尚待交付或过户的，应当及时报告有关交付或过户事宜；超过约定交付或者过户期限三个月仍未完成交付或者过户的，应当及时报告未如期完成的原因、进展情况和预计完成的时间，并在此后每隔三十日报告一次进展情况，直至完成交付或过户；

(5) Where a major event involves of deliverable or transfer of main target, it shall promptly report matters relating to the delivery or transfer; if the delivery or transfer has not been completed within three months after the agreed deadline for delivery or transfer, the company shall promptly report the reason for failure to

complete within the deadline, progress and estimated completion time, and report progress every 30 days thereafter until the completion of delivery or transfer;

(六)重大事件出现可能对公司股票及其衍生品种交易价格产生较大影响的其他进展或变化的,应当及时报告事件的进展或变化情况。

(6) Any other progress or change that may have a major impact on the transaction price of the company's shares and its derivatives shall be reported in a timely manner.

第十条 按照本制度规定负有重大信息报告义务的有关人员应在知悉本制度第二章所述重大信息的第一时间立即以面谈或电话、电子邮件、短信息等方式向董事长、董事会秘书及上市公司相关高级管理人员报告,并在24小时内将与重大信息有关的书面文件直接递交或传真给公司董事会秘书,必要时应将原件以特快专递形式送达。

Article 10: The relevant personnel who has the obligation to report material information in accordance with the provisions of this policy shall, immediately after being informed of the material information described in Chapter Two of this policy, shall report by means of face-to-face or telephone, e-mail, short message, etc. to the chairman of the board of directors, the board secretary and related senior executives of the listed company, and shall submit the written documents related to the material information directly to the secretary of the board of directors of the company within 24 hours, if necessary, the original documents shall be delivered by express mail.

第十一条 董事会秘书应按照相关法律法规、《上海证券交易所股票上市规则》等规范性文件及《公司章程》的有关规定,对上报的重大信息进行分析 and 判断,如需履行信息披露义务时,董事会秘书应立即向公司董事会、监事会进行汇报,提请公司董事会、监事会履行相应程序,并按照相关规定予以公开披露。

Article 11: The secretary of the board of directors shall analyze and judge the major information reported in accordance with the relevant laws and regulations, regulatory documents such as "Rules Governing the Listing of Stocks on Shanghai Stock Exchange", etc. and the relevant provisions of "Articles of Association", and if necessary to perform obligations of information disclosure, the secretary of the board of directors should immediately report to the company's board of directors and board



of supervisors, and ask the company's board of directors and board of supervisors to perform the relevant procedures and publicly make disclosure in accordance with relevant regulations.

第十二条 按照本制度规定，以书面形式报送的重大信息相关材料，包括但不限于：

Article 12: In accordance with the provisions of this policy, the materials related to major information submitted in writing include but are not limited to:

（一）发生重要事项的原因、各方基本情况、重要事项内容、对公司经营的影响等；

(1) The reasons for the occurrence of important events, the basic conditions of all parties, the content of important issues, the impact on the company's operations and so on;

（二）所涉及的协议书、意向书、协议、合同等；

(2) The agreement, letter of intent, arrangement, contract and so on;

（三）所涉及的政府批文、法律、法规、法院判决及情况介绍等；

(3) The governmental approvals, laws, regulations, court decisions, situation briefs and so on;

（四）中介机构关于重要事项所出具的意见书；

(4) Opinions issued by intermediary agencies on important matters;

（五）公司内部对重大事项审批的意见。

(5) Opinions on examination and approval of major matters within the company.

#### 第四章 重大信息内部报告的管理和责任

#### Chapter Four Management and Responsibility of Internal Report of Material Information

第十三条 公司实行重大信息实时报告制度。公司各部门、各下属分支机构、各控股子公司出现、发生或即将发生第二章情形时，负有报告义务的人员应将有关信息向业务相关负责人汇报，并在提交各事业部的CEO和CFO确认后及时向上市公司董事长、董事会秘书及上市公司相关高级管理人员报告，确保及时、真实、

准确、完整、没有虚假、严重误导性陈述或重大遗漏。

Article 13: The company implements the real-time reporting policy for material information. In the case that any event described in Chapter Two appears, occurs or is about to happen in the company's various departments, subordinate branches and holding subsidiaries, the person who has the reporting obligation should report the relevant information to the relevant person in charge of the business and simultaneously report such information to the chairman of the board of directors, the board secretary and related senior executives of the listed company, after being submitted to CEO and CFO of each business unit for confirmation, so as to ensure to disclose information timely, truthfully, accurately and completely without any falsehood, serious misleading statements or major omissions.

第十四条 公司董事会秘书和董事会办公室具体负责公司应披露的定期报告，包括年度报告、中期报告、季度报告。年度报告、中期报告、季度报告涉及的内容资料，公司各部门及各下属公司应及时、准确、真实、完整的报送。

Article 14: The secretary and office of the company's board of directors are specifically responsible for the company's regular reports that should be disclosed, including the annual reports, interim reports and quarterly reports. The contents of the annual report, interim report and the quarterly report shall be submitted timely, accurately, truthfully and completely by all departments and subordinate companies of the company.

第十五条 公司内部信息报告义务人也即内部信息报告义务的第一责任人，应根据其任职单位或部门的实际情况，制定相应的内部信息报告制度，并指定熟悉相关业务和法规的人员为信息报告联络人（各部门联络人以部门负责人为宜，下属公司根据实际情况，联络人以财务负责人或其他合适人员为宜），负责本部门或公司重大信息的收集、整理及与上市公司财务部和董事会秘书的联络工作。相应的内部信息报告制度和指定的信息报告联络人应报公司董事会办公室备案。重大信息报送资料需由第一责任人签字后方可报送公司董事长和董事会秘书。

Article 15: The person responsible for reporting internal information, that is, the first person responsible for internal information reporting obligations, shall formulate the corresponding internal information reporting policy based on the actual conditions

of the unit or department in which he/she is employed, designate the personnel who is familiar with the relevant businesses and regulations as the contact person of information report (all department liaisons are appropriated by the person in charge of the department; as for the affiliated company, the person in charge of finance or other suitable person is appropriate depending on the actual situation), be responsible for the collection and sorting of major information of the department or company and the contact with the financial department and board secretary of the listed company. The corresponding internal information reporting policy and designated information reporting liaison should be filed with the company's board of directors. The documents submitting the material information must be signed by the first responsible person before being submitted to the chairman and secretary of the company's board of directors.

第十六条 公司总裁及其他高级管理人员负有诚信责任，应时常敦促公司各部门、各下属分支机构、公司控股公司对重大信息的收集、整理、报告工作。

Article 16: The company's president and other senior management personnel shall bear the responsibility of good faith, urge the company's various departments, subordinate branches and holding companies to collect, sort out and report major information from time to time.

第十七条 公司董事、监事、高级管理人员及因工作关系了解到公司应披露信息的其他人员，在相关信息尚未公开披露之前，应当将该信息的知情者控制在最小范围内，对相关信息严格保密，不得泄漏公司的内幕信息，不得进行内幕交易或配合他人操纵股票及其衍生品种交易价格。

Article 17: The company's directors, supervisors, senior management personnel and other personnel who has learned the information to be disclosed by the company due to work should keep the number of people knowing the information to a minimum before the relevant information has been disclosed to the public and keep confidential to the relevant information strictly, without any leakage of the company's inside information, insider trading or co-operation with others to manipulate the price of stocks and their derivatives.

第十八条 由于知悉不报、工作失职或违反本制度规定等不履行信息报告义务情形的，致使公司信息披露工作出现失误和信息泄漏，受到证券监管部门和上海证券交易所的处罚或给公司带来损失的，应当追究当事人的责任，给予相应通报批评、警告、罚款直至解除其职务的处分，并且可以要求其承担损害赔偿责任。

Article 18: Anyone who fails to perform information reporting obligations and causes in errors in the company's information disclosure and information leakage because he/she fails to report after knowing the situation, has misconduct or violates the provisions of this policy and, which cause the company to be punished by the securities regulatory authorities and Shanghai Stock Exchange or bring the loss to the company shall be held accountable for his/her behaviors with the corresponding punishment, warning and fine and even to dismiss his/her positions, in addition, he/she may be required to bear the liability for damages.

前款规定的不履行信息报告义务，包括但不限于下列情形：

The non-fulfilment of information reporting obligations set forth in the preceding paragraph includes but is not limited to the following situations:

1、不向公司董事长、董事会秘书、及上市公司相关高级管理人员报告信息或提供相关文件资料；

1. Failure to report information or provide relevant documents the chairman of the board of directors, the board secretary and related senior executives of the listed company;

2、未在第一时间报告信息，或提供相关文件资料；

2. Failure to report information or provide relevant documents and information at the first time;

3、因故意或过失致使报告的信息或提供的文件资料存在重大隐瞒、虚假记载、误导性陈述或者重大遗漏；

3. There is a material concealment, false record, misleading statement or major omission in the information reported or documents provided due to intentional or negligent results;

4、拒绝答复董事会秘书、及上市公司财务部对相关问题咨询；

4. Refusal to reply to the relevant issues consulted by the secretary of the board

of directors and the financial department of the listed company;

5、其他不适当履行信息报告义务的情形。

5. Other situations where information reporting obligations are inappropriately fulfilled.

## 第五章 附 则

### Chapter Five Supplementary Provisions

第十九条 本制度未尽事宜，按有关法律、行政法规和规范性文件及《公司章程》的规定执行。本制度如与国家日后颁布的法律、行政法规和规范性文件或修改后的《公司章程》相冲突，按国家有关法律、行政法规和规范性文件及《公司章程》的规定执行，并及时修订本制度报董事会审议通过。

Article 19: The matters not covered by this policy shall be implemented in accordance with the relevant laws, administrative regulations and regulatory documents and the "Articles of Association". If this policy is in conflict with the laws, administrative regulations and regulatory documents promulgated by the State in the future or the amended Articles of Association, the relevant national laws, administrative regulations, normative documents and "Articles of Association" shall prevail, in addition, this policy shall be amended promptly and submitted to the board of directors for approval.

第二十条 本制度解释权属于公司董事会。

Article 20: The right to interpret this policy belongs to the board of directors of the company.

第二十一条 本制度于董事会审议批准之日起生效并执行。

Article 21: This policy shall be effective and implemented on the date of approval by the board of directors.

宁波均胜电子股份有限公司董事会

2018年8月22日

Board of Directors of Ningbo Joyson Electronic Corporation

August 22, 2018