



美國中華聯合保險服務集團 企業行為和道德準則

CHINA UNITED INSURANCE SERVICE, INC. CORPORATE CODE OF BUSINESS CONDUCT AND ETHICS

本「企業行為與道德準則」係經美國中華聯合保險服務集團（以下稱「美國中聯集團」）董事會通過，適用於美國中聯集團及其合併報表所列之子公司之全體董事，經理人、主管、行政及業務同仁。作為美國中聯集團子公司，錠崙保險經紀人股份有限公司之董事、管理人員、業務及行政同仁亦應遵守此企業行為與道德標準。

Purpose

This Corporate Code of Business Conduct and Ethics (this “Code”) contains the policies that relate to the legal and ethical standards of conduct of directors, officers, employees, agents and representatives (together, “Employees”) of China United Insurance Service, Inc. (together with its controlled subsidiaries and affiliated entities the “Company”) and has been adopted in accordance with the requirements of the United States Securities and Exchange Commission and of the NASDAQ Stock Market Listing Standards. This Code sets forth the Company’s expectations regarding the conduct of the Company’s Employees while acting on the Company’s behalf and also provides guidelines regarding administration of the Code. The Company strives to apply high ethical, moral and legal principles in every aspect of business conduct.

Policy

The Company requires that all laws applicable to it or the conduct of its business, regardless of where located, be observed. If a law conflicts with a policy in this Code, the law must be followed; however, if a local custom or policy conflicts with this Code, this Code must be followed.

This Code and all laws and regulations applicable to the Company must be strictly followed. The exercise of personal discretion or judgment in this area is not acceptable. Each Employee has the personal responsibility to adhere to these standards and apply

訂定目的

本「企業行為與道德準則」（以下稱「本準則」）適用於美國中華聯合保險服務集團及其子公司和其他附屬公司（除另有說明外，以下統稱「公司」）之全體董事，經理人、主管、行政同仁及業務同仁（以下統稱「公司員工」，或簡稱「員工」）的法律和道德標準相關政策，並按照美國證券交易委員會和納斯達克證券市場上市標準制定本準則，以資遵循。本準則包括公司對於全體員工行為的期望，以及在業務發展中應秉承的最高商業道德水準。公司力求在一切商業行為中保持高度的道德及法律標準。

政策

公司要求應遵守適用於其或其商業行為之當地所有法律。如果某法律與本準則中的某政策衝突者，必須遵守該法律；但如果當地某習俗或政策與本準則相衝突者，則應遵守本準則。

所有員工必須嚴格遵守本準則和適用於公司的所有法律規範。在這方面不容許個人自行作出決定或判斷。每位員工均有義務遵守上述標準，並根據合理的商業判斷忠實地適用上述標準。若員工

them in good faith and with reasonable business judgment. Any Employee who does not adhere to these standards is acting outside the scope of employment or agency.

Along with legal compliance, all Employees should observe high standards of business and personal ethics when performing assigned duties. This requires Employees using honesty and integrity when dealing with other Company Employees, the public, the business community, stockholders, customers, suppliers and governmental and regulatory authorities.

Waivers of the Code of Business Conduct and Ethics

Any waiver of this Code for executive officers or directors may be made only by independent directors and will be promptly disclosed to the Company's shareholders, along with reasons for granting the waiver, as required by law and regulation by the NASDAQ Stock Market Inc. In the absence of a waiver, all directors, officers, and employees must conform their conduct to the letter and spirit of this Code, and no director, officer, or employee shall override, or mandate, approve, or engage in any conduct that violates, the letter or spirit of this Code or any other financial or other policy of the Company.

Compliance with Laws, Rules and Regulations (including Insider Trading Laws)

Obedying the law both in letter and in spirit is the foundation upon which the Company's ethical standards are built. Although Employees are not expected to know every law that is applicable to the Company, it is important that Employees know enough to ask questions and seek advice from Administrator Center, supervisors, managers, lawyers or other appropriate personnel if they have any doubt regarding the legality of an action taken, or not taken, on behalf of the Company.

Purchasing or selling, whether directly or indirectly, securities of the Company while in possession of material non-public information is both unethical

未遵守上述標準，其該等行為將不在僱傭或代理的範圍之內。

在遵守法律的同時，所有員工在履行指定職責時還應遵守較高的商業和個人道德標準。因此，在處理與公司其他員工、公眾、業界、股東、客戶、供應商、政府機關，和監管機關的關係時，亦須做到誠信正直。

準則之豁免

若需豁免董事和高階經理人遵循本準則義務時，可能只有獨立董事有權批准豁免，且必須遵照相關法律和納斯達克的相關規定立即向股東發布公開消息，藉以說明豁免適用之原因。在沒有豁免的情況下，所有董事、經理人，和員工必須遵守本準則的具體條文及精神。且任何董事、經理人，或員工均不得主導或授權、批准或從事違反本準則具體條文和精神或任何其他財務政策或政策之行為。

遵守法律法規 (包括內幕交易法)

遵守法律的具體條文和精神，這是建立公司道德標準的基礎。雖然不能要求所有員工完全瞭解這些法律的細節，但重要的是，在其對代表公司行為或不行為的合法性產生任何疑慮時應提出問題，並向行政管理中心、部門主管、律師或其他適當人員徵詢意見。

掌握重大非公開資訊的員工交易公司的有價證券屬於不道德且違法。美國法律規定，掌握公司重大非公開資訊的員工不得向可能利用該等資訊進

and illegal. Employees are also prohibited by law and regulations in the United States from disclosing material non-public information to others who might use such information to directly or indirectly place trades in the Company's securities. Employees shall also not recommend the purchase or sale of the Company's securities. Pursuant to Section 16 of the Rules and Regulations of the Securities Exchange Act of 1934, most purchases or sales of securities of the Company by directors, executive officers, and 10% stockholders must be disclosed within two business days of the transaction.

Confidentiality

Employees shall maintain the confidentiality of information entrusted to them by the Company or its customers, except when disclosure is authorized or legally mandated.

Confidential information includes all non-public information that if disclosed might be of use to competitors, or harmful to the Company or its customers. Confidential information also includes all non-public information that is learned about the Company's suppliers and customers that is not in the public domain. The obligation to preserve confidential information shall continue even after employment or agency with the Company ends. Any documents, papers, records, or other tangible items that contain trade secrets or proprietary information are the property of the Company.

Conflicts of Interest

A conflict of interest occurs when an individual's private interest interferes, or appears to interfere, in any way with the interests of the Company as a whole. This situation can arise when an Employee takes actions or has interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also arise when an Employee or a member of his or her family or household¹, receives improper personal benefits as a result of his or her position in the Company.

行直接或間接買賣公司證券的人員披露該等資訊。

此外，亦不得建議或介紹他人購買或出售公司股票及其它有價證券。根據美國1993年證券交易法第16條規定，董事、高階經理人，及持有公司10%或以上權益的股東，其大多數的公司有價證券交易，必須在交易後兩個工作天內進行披露。

保密

除非獲得授權或法律要求披露，每位員工都有義務尊重和保護公司、供應商以及客戶資訊的機密性。機密資訊包括所有披露後可能被競爭對手利用、或對公司及其客戶不利的非公開信息。機密資訊還包括所有其他從非公共領域取得的公司供應商和客戶非公開資訊。員工在離職之後仍然負有對機密資訊保密的義務。任何含有商業機密或專屬資訊的文件、記錄或其他有形物品均屬於本公司的資產。

利益衝突

當個人的私人利益以任何方式妨礙或可能妨礙公司整體利益，即出現利益衝突。當員工所採取的行動或擁有的利益可能使其很難客觀有效地履行其職責時，則會出現利益衝突之情形。當員工或其家庭成員²因其在公司的職務而收到不正當個人利益時，也會出現利益衝突。

如果員工在為公司工作的同時為公司競爭對手、

¹ Such persons include an Employee's child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, or any person (other than a tenant or employee) sharing the Employee's household.

² 家庭成員包括公司員工的子女、繼子女、父母、繼父母、配偶、兄弟姐妹、岳母/婆婆、岳父/公公、女婿、兒媳婦、內兄弟、妯娌或者與員工同處一個家庭的任何人員（房東或員工除外）。

It is almost always a conflict of interest for an Employee to work simultaneously for a competitor, customer or supplier. No Employee is permitted to work for a competitor as a consultant or board member. Conflicts of interest can also occur indirectly. For example, a conflict of interest may arise when an Employee is also a major shareholder or has a material interest in a company or organization doing business with the Company. The best policy is to avoid any direct or indirect business connection with the Company's customers, suppliers or competitors, except on the Company's behalf.

Prior to engaging in any material transaction or relationship not specifically addressed herein that reasonably could be expected to give rise to a conflict of interest; an Employee shall consult with the Chairman of the Nominating & Corporate Governance Committee.

Each independent director shall use reasonable efforts to ensure that he or she does not have any relationships or engage in any activities that would result in such director not being independent for purposes of the Securities Act of 1934, as amended, the rules and regulations of the Securities Exchange Commission or the rules of the Nasdaq Stock Market, Inc. (including if such director is a member of the Company's Audit Committee, rules regarding independence applicable to service on such committee). Prior to engaging in any material relationship or activity that reasonably could be expected to affect such director's independence; the director shall consult with the Chairman of the Nominating & Corporate Governance Committee of the Company who shall determine if such relationship or activity is permitted under the independence standards established by the Board of Directors. If the independence standards set by the Board of Directors do not address the specific relationship or activity being reviewed, such relationship or activity shall be referred to the Board of Directors for determination.

Corporate Opportunities

Employees are prohibited from (a) taking for themselves personally opportunities that are discovered through the use of corporate property,

客戶或供應商工作，幾乎都會構成利益衝突。公司禁止任何員工作為競爭對手的顧問或董事會成員。利益衝突也會以間接的方式產生；例如，當員工同時是與公司有業務往來的公司或組織機構的大股東，或者在其中擁有重大利益時，可能會產生利益衝突。避免利益衝突的最佳方法為避免與公司的客戶、供應商或競爭對手有任何直接或間接的業務往來，除非是代表公司。

本準則未具體說明且經合理判斷認為會導致產生利益衝突的任何重大交易或關係前，員工應事前與提名暨治理委員會主席討論並確認。

每位獨立董事應盡合理努力確保其不參與或從事依據1934年證券法的修訂版、證券交易委員會的規章制度，或納斯達克證券市場的規定（若該董事為公司審計委員會的成員，還包括關於適用於該等委員會服務的獨立性規定）可能導致其失去獨立性的任何關係或活動。參與經合理判斷認為會影響該名董事獨立性的任何重大關係或活動前，該名董事應與公司提名暨治理委員會主席討論並確認，由主席確定該等關係或活動是否為董事會所建立的獨立性標準所允許。如果董事會建立的獨立性標準未提及經審查的特定關係或活動，則該等關係或活動應交由董事會確認。

利用職務機會

員工不得 (a) 出於自身利益私自利用公司財產、資訊或在公司擔任的職務所得到的機會；和 (b)

information, or position; and (b) using corporate property, information, or position for personal gain. No Employee shall compete in any way with the Company. Employees owe a duty to the Company to advance its legitimate interest when the opportunity to do so arises.

Fair Dealing

Each Employee should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Gifts

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers or suppliers. No gift or entertainment should ever be offered, given, provided or accepted by any Employee, family member of an Employee unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any laws or regulations. Supervisors can advise on the appropriateness of any gifts or proposed gifts.

Protection and Proper Use of Company Assets

All Employees should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets should be used for legitimate business purposes. Company assets and equipment should only be used for Company business, although incidental personal use of assets may be permitted in some circumstances. No executive officer (or the equivalent thereof) or Director shall seek or accept from the Company or any subsidiary of the Company credit, an extension of credit or the arrangement of an extension of credit in the form of a personal loan, and any existing personal loan shall not be materially modified,

利用公司財產、資訊或在公司擔任的職務謀取私利。員工不得以任何方式與公司競爭。當出現促進公司合法利益的機會時，公司員工有責任促進公司合法利益。

公平交易

員工應時刻與競爭對手、供應商、客戶和同事以誠相待。員工不得透過操縱、隱瞞、濫用特權資訊、扭曲重大事實或任何其他不當行為，而以不正當的方式從他人獲得利益。

餽贈

在商業環境中，業務招待和禮物的目的是建立良好的意願和健康的工作關係，而非從客戶或供應商身上獲得不公平利益。員工或員工的任何家庭成員不得提供或接受禮物和業務招待，除非 (1) 為非現金形式的禮物、(2) 符合一貫的商業行為、(3) 價值並不高、(4) 不會被視為賄賂或回報、(5) 不違反任何法律或法規。若對餽贈或餽贈的要約是否屬於可接受範圍有疑慮，應向主管徵求意見。

公司資產的保護和正當使用

所有員工均應保護公司資產並確保其有效運用。盜竊、疏忽和浪費對公司盈利能力將有直接影響。公司所有資產應用於合法商業目的。儘管在某些情形下允許個人偶爾使用公司資產，公司資產和設備應僅用於公司業務。高階經理人（或與其職位相當的人員）或者董事不得嘗試或接受公司或其任何子公司之信貸、信貸展延或以個人貸款的方式達成信貸延期的目的，且不得對任何現有個人貸款作出重大變更、延展或續期。

extended or renewed.

Preparation and Certification of 1934 Act Reports

Each Annual Report on Form 10-K of the Company shall contain an internal control report that (i) states the responsibility of management for establishing and maintaining an adequate internal control structure and procedures for financial reporting; (ii) contains an assessment, as of the end of the most recent fiscal year of the Company, of the effectiveness of the internal control structure and procedures of the Company for financial reporting; (iii) as of the end of the Company's the most recent fiscal year of, includes a statement that the Company's independent auditor has attested to, and reported on, management's evaluation of the internal controls and procedures for financial reporting; (iv) includes the attestation report of the Company's independent auditor; and (v) otherwise complies with Section 404 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder by the Securities and Exchange Commission.

The principal executive officer(s) and principal financial officer(s) of the Company shall make the certifications required by Section 302 and Section 906 of the Sarbanes-Oxley Act of 2002. In addition, the Company shall comply in all respects with Section 404 of the Sarbanes- Oxley Act of 2002.

Employee Relations

All Employees, regardless of position, shall do their best to work together to meet the following objectives:

- Respect each employee, worker and representative of customers, suppliers and contractors as an individual, showing courtesy and consideration and fostering personal dignity. Members of the management team shall use good judgment and exercise appropriate use of their influence and authority in their interactions with employees, customers, suppliers, contractors and partners of the Company;
- Make a commitment to and demonstrate equal treatment of all employees, workers, customers,

符合1934年法案所規定格式的報告製作和認證

按Form 10-K 格式製作的每年度財務報告應包含符合下列要求的一份內控聲明：(i) 載明管理層建立和維持有效的財務報告內控結構和流程的責任；(ii) 包含一份對截至公司最近會計年度結束的公司財務報告內控結構和流程的有效性作出的評估；(iii) 自於2004年6月15日當日或之後結束的公司首個會計年度結束起，包含公司獨立審計師已就管理層對財務報告內控和流程的評估作出證明和彙報的報表；(iv) 包含公司獨立審計師的證明報告；和 (v) 在其他方面遵守2002年薩班斯—奧克斯利法案第404節規定和證券交易委員會根據該法案頒佈的規則。

公司執行長和財務長應進行2002年薩班斯—奧克斯利法案第302節和第906節所要求進行的認證。此外，公司還應在所有方面均遵守2002年薩班斯—奧克斯利法案第404節的規定。

員工關係

所有員工，無論其職位高低，均應盡全力共同達到下列目標：

- 將客戶、供應商和承包商的每位員工、工人和代表待為個人並予以尊重，表現出禮貌、關心和樹立人格尊嚴。管理層的成員在與公司員工、客戶、供應商和合作夥伴往來時，應運用良好的判斷並恰當運用其影響力和權力。
- 承諾並表現出平等對待公司全體員工、工人、客戶、供應商和承包商，無論其種

suppliers and contractors of the Company without regard to race, color, gender, religion, age, national origin, citizenship status, military service or reserve or veteran status, sexual orientation or disability;

- Provide a workplace free of harassment of any kind, including on the basis of race, color, gender, religion, age, national origin, citizenship status, military service or reserve or veteran status, sexual orientation or disability;
- Employees who are members of management should keep employees generally informed of the policies, plans and progress of the Company through regular communications;
- Provide and maintain a safe, healthy and orderly workplace; and
- Assure uniformly fair compensation and benefit practices that will attract, reward and retain quality employees.

Non-Discrimination Policy

The Company values the diversity of its Employees and is committed to providing an equal opportunity in all aspects of employment to all Employees without regard to race, color, gender, religion, age, national origin, citizenship status, military service or reserve or veteran status, sexual orientation, or disability.

Freedom of Association

The Company recognizes and respects the right of Employees to exercise their lawful rights of free association, including joining or not joining any association.

Disciplinary Practices

The Company will not condone any type of harassment, abuse or punishment, whether corporal, mental or physical, of an Employee by another Employee or any partner, customer or supplier of the Company.

族、膚色、性別、宗教、年齡、國籍、公民身份、服役或後備軍或老兵身份、性取向或身體缺陷；

- 所提供的工作場所無任何類型的騷擾，包括基於種族、膚色、性別、宗教、年齡、國籍、公民身份、服役或後備軍或老兵身份、性取向或身體缺陷的騷擾；
- 作為管理層成員的員工應通過定期交流使員工大體上瞭解公司的政策、計畫和發展；
- 提供並維持安全、健康和有序的工作場所；和
- 確保貫徹能吸引、獎勵並挽留高素質員工的平等薪酬福利待遇。

反歧視政策

公司重視員工組成的多元性，並承諾對所有員工提供的機會均等和給予公平待遇，不會因為種族、膚色、性別、宗教信仰、年齡、國籍、公民身份、兵役或儲備或退伍軍人身份、性取向或殘疾而受到差別對待。

保障結社自由及集體談判權

公司承認和尊重員工行使其自由結社及集體談判的合法權利，包括自由選擇是否加入任何組織。

懲戒處分

公司不會容忍任何其他員工、公司的任何合作夥伴、顧客或供應商對員工進行任何騷擾、傷害或懲罰，無論是人身、精神，或物質上的。

Governmental Affairs and Political Contributions

The Company's official policy concerning all governmental, political, and public matters in which the Company has an interest will be decided and announced by, or at least with prior approval from, the Board of Directors. No alteration of or deviation from such official policy will be made without the prior approval of the Board of Directors.

The U.S. Foreign Corrupt Practices Act, and similar laws in other countries, prohibit offering or giving anything of value, directly or indirectly, to government officials in order to obtain or retain business. Employees may not make illegal payments to government officials themselves or through a third party. Employees who are conducting business with the government officials of any country must contact the Administration Center for guidance on the law governing payments and gifts to governmental officials.

Reporting any Illegal or Unethical Behavior

The Company proactively promotes ethical behavior. Employees should report violations of laws, rules, regulations, or this Code to the Administration Center. To encourage Employees to report such violations, the Company will not allow retaliation for reports of misconduct made in good faith by Employees. Employees are expected to cooperate in internal investigations of misconduct.

Cooperation with Government Investigations

It is the Company's policy to cooperate with all governmental investigative authorities. Each Employee shall retain any record, document or tangible object of the Company that is subject to an investigation or litigation. It is a violation of this Code for any Employee to knowingly alter, destroy, mutilate, conceal, cover up, falsify, or make a false entry in any record, document, or tangible object with the intent to impede, obstruct, or influence the investigation or proper administration of any matter

政治活動和政治獻金

涉及公司利益的所有政府、政治和公共事務相關的公司政策將由董事會決定並宣佈，或至少須經董事會事先批准。未經董事會事先批准，任何改變或違背這些正式公佈的政策是無效的。

美國反海外腐敗法和和其他國家的類似法律禁止為了獲取或保留業務之目的直接或間接給予外國政府官員或外國政治候選人任何有價之物。員工不得自行或透過第三方向任何國家的政府官員支付任何違法款項。

與任何國家政府官員有業務往來的員工，必須聯繫公司行政管理中心，徵求有關於向政府官員提供禮物或酬金的法律意見。

舉報違反準則的行為

公司積極推崇道德行為，每位員工都有責任向公司行政管理中心舉報任何已知或疑似違反本準則之行為，包括違反適用於公司的法律法規、制度或政策。為了鼓勵員工舉報違規行為，公司嚴禁對出自善意做出舉報的任何人採取任何形式的報復。所有員工應配合針對違規行為而進行的內部調查。

配合政府調查

全權配合政府機構進行調查是公司的政策。每位員工應保留須接受調查或訴訟的公司任何記錄、檔案或有形物。任何員工若故意改動、損毀、毀壞、隱藏、掩飾、篡改任何記錄、檔案或有形物或者偽造其中任何內容，欲試圖阻礙、妨礙或影響對任何聯邦或州部門或機構管轄事務、對破產、或與任何該等事務或案件相關的調查或正當

within the jurisdiction of any federal or state department or agency or any bankruptcy, or in relation to or contemplation of any such matter or case.

No Rights Created

This Code is a statement of certain fundamental principles, policies and procedures that govern the Company's Employees in the conduct of the Company's business. It is not intended to and does not create any rights in any director, employee, customer, client, visitor, supplier, competitor, shareholder or any other person or entity. It is the Company's belief that the policy is robust and covers most conceivable situations.

管理、或者對任何該等事務或案件的關注，則違反本準則。

未創設權利

本準則闡釋了公司全體員工在開展公司業務時所適用的某些基本原則、政策和流程，並無意且不會為任何員工、顧客、客戶、訪客、供應商、競爭對手、股東或者任何其他人或實體創設任何權利。公司相信這項政策是全面性的，且涵蓋大多數可想到的情形。

若英文本與中文譯本之間有任何歧異，則以英文本為準。