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## Share Trading Policy

## 股票交易政策

### Australia Samly Holdings Group Limited

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澳洲生命力控股集团有限公司

## 1. Application 适用性

### Who does this Policy apply to? 谁适用本政策?

1.1 This Policy applies to all Employees of the Group. 本政策适用于集团所有员工。

### Reasons for this Policy 为什么制定本政策?

1.2 The Company has adopted this Policy to regulate Trading by Employees in the Company's Securities. 公司制定本政策是为更好的规范员工交易公司股票。

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. 所有的员工需要合法的参与公司股票投资，避免出现个人利益与集团利益的冲突。公司也会持续提升股东以及集团在市场的信心。

1.4 This Policy is specifically designed to: 设置本政策的特殊目的是：

- (a) raise awareness and minimize any potential for breach of the prohibitions on insider trading contained in Part 7.10 of the Australian *Corporations Act 2001* (Cth) (refer to section 4 for further details); and 根据澳大利亚公司法 2001 年版第 7.10 条（详细信息参阅第四部分），提高（员工）避免内幕交易或潜在内幕交易的防范意识。
- (b) meet the Company's obligations under the APX Listing Rules to maintain a Securities Trading Policy. 使得公司满足 APX 交易规则关于证券交易的要求。

## 2. Definitions and interpretation 定义和解释

2.1 In this Policy, unless the context otherwise requires: 在本政策中，除了特别说明，以下词汇的定义为：

**APX** means Asia Pacific Exchange Limited; 亚太证券交易所

**APX Listing Rules** means the listing rules of APX applicable to the Company from time to time; APX 实时更新的交易规则

**Corporations Act** means the *Corporations Act 2001* (Cth); 澳洲公司法 2001 版

**Board** means the board of directors of the Company; 公司董事会

**Clearance Officer** means the person the Board appoints to decide whether to permit the Employee to Trade in Exceptional Circumstances. Where the Clearance Officer is not available to make a decision, an independent director may make the decision; 由董事会任命的，有权决定是否允许员工在特殊情况下交易的人。当这个人无法执行决定是，由独立董事执行。

**Closed Period** means any time other than during a Trading Window; 非交易时间

**Company** means Australia Samly holdings Group Limited (ABN 16 164 307 975), a company incorporated in Australia; 澳洲生命力控股集团有限公司

**Director** means any director of the Company; 董事会的任何一名董事

**Employee** means a person who is an employee, officer or director of the Group, and includes the Senior Executives and for the purposes of this Policy, the Chairman; 公司员工，包括普通员工，高级管理人员，董事，董事长。

**Exceptional Circumstances** means circumstances which the Clearance Officer (or the Chairman in the case of proposed Trading by the Clearance Officer) decides are so exceptional that the proposed Trading is the only reasonable course of action available, which can include the circumstances set out in section 7.1;

**Group** means the Company and its subsidiaries; 澳洲生命力控股集团有限公司及其分子公司

**Policy** means this Share Trading Policy; 股票交易政策

**Prohibited Period** means any Closed Period and any additional period from time to time when the Chairman or Board impose a prohibition on Trading; 包括非交易时间一起董事长或董事会下令禁止交易的时间

**Shares** means ordinary shares of the Company; 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, options, warrants, depositary receipts or other derivatives over or related to the performance of Shares; 包括股票，股权，期权等由公司出具的有价证券，或者其他带有股票，股权，期权性质的担保，保证金存款，衍生金融工具等。

**Senior Executives** means: 高级管理人员是：

- (a) the Chief Executive Officer; 首席执行官
- (b) any Chief Financial Officer; 首席财务官
- (c) all direct reports to the Chief Executive Officer; 向首席执行官直接汇报工作的管理人员
- (d) any other person who is one of the Company's key management personnel including those persons identified as key management personnel in the Company's most recent Annual Report; and 在公司近几年的年报中充当重要管理角色的个人
- (e) any other Employee who has been notified that the Board designates them as a Senior Executive for the purposes of this Policy. 其他根据此政策被董事会任命的高级管理人员

**Trade or Trading** means: 交易的概念是：

- (a) buying or selling Securities; 买卖证券
- (b) entering into an agreement to buy or sell Securities; or 达成买卖证券的协议
- (c) exercising options, rights or awards to acquire Securities; and 行使股权，期权

**Trading Window** means any period specified in clauses 3.5 to 3.7. 交易窗口如 3.5 至 3.7 定义

- 2.2 In this Policy, a reference to: 在本政策下，参考内容如下
- (a) writing includes writing delivered by email; and 书面文件报告通过电子邮件传递
  - (b) time is a reference to the time in Sydney, Australia. 时间指的是澳大利亚悉尼时间

### 3. Trading Windows 交易窗口

**Trading may occur only during Trading Windows 交易只能在交易窗口进行**

- 3.1 All Trading 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. 所有的员工交易必须在交易窗口进行，而且禁止在交易期外交易。
- 3.2 No Trading may occur outside of Trading Windows without the prior written permission of the Clearance Officer (or the Chairman in the case of the Clearance Officer), unless an exception in section 3.8 applies. Permission to Trade 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 Clearance Officer. Refer to section 7 for further details. 交易窗口外交易只有在事先得到授权人（或者董事长担任授权人）的书面授权才可进行，3.8 条规定的情况例外。允许窗口外交易通常只有在特殊环境生效，并且这种交易不受任何内部信息的影响。并且，交易只有授权人有权授权，详细信息参考第七部分。

**When is Trading during a Trading Window prohibited? 什么是交易窗口禁止期？**

- 3.3 Even if the Trading Window is open, the laws prohibiting insider trading continue to apply to all Employees so that they must not trade if they possess any inside information. Refer to section 4 of this Policy for further details. 即便是处在交易期，但法律上界定此期间交易可能涉及到严禁的适用于员工的内部信息，交易仍可能被禁止，详细信息参考第四部分。
- 3.4 Employees are prohibited from: 员工禁止以下行为：
- (a) **(short term trading)** other than when an Employee exercises employee options or performance rights to acquire Shares at the specified exercise price, Trading (or trading an interest) on a short-term trading basis. Short-term trading includes buying and selling Securities within a 3 month period, and entering into other short-term dealings (e.g. forward contracts); (短期交易) 除非员工根据股权激励制度或者协议在一个特定价格行使股权，否则，少于三个月的短期股票买卖行为对员工是严格禁止的。
  - (b) **(hedging unvested awards)** Trading which operates to limit the economic risk of an Employee's holdings of unvested Securities granted under an employee incentive plan; or (套期保值证券) 为了避免经济风险而持有的特定套期保值证券。
  - (c) **(short positions)** Trading which enables an Employee to profit from or limit the economic risk of a decrease in the market price of Shares. (空头头寸) 任何可能导致员工从降低经济风险或者股票市价中获利的行为。

### When are the Trading Windows open? 交易窗口什么时候开放

- 3.5 The Trading Windows during which Employees will be permitted to Trade will be notified on the Company's website. These will generally be open during the following periods: 公司应该通过官网公布员工交易窗口的开放，开放期可以是下列期间：
- (a) between the day after the announcement to APX of the Company's half-year financial results and the end of the Company's full-year (31 December); and 公司向 APX 提交半年财务公报到年度终了（12 月 31 日）这段时间。
  - (b) between the day after the announcement to APX of the Company's preliminary full-year financial results and the end of the Company's half-year (30 June). 公司向 APX 提交全年初步财务公报到半年终了（6 月 30 日）这段时间。
- 3.6 However, 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 believe that certain Employees may hold inside information relating to the Company. 然而，公司可以随时宣布结束交易窗口，并且不需提前通知。比如：董事会有理由相信某些员工可能握有公司内部信息。
- 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. Employees should check the Company's website to confirm that a relevant Trading Window applies before Trading. 交易窗口不会自动开放和关闭的。所以，员工应该在公司官网查询确认开放时间，开放和禁止期必须在官网及时公布。

### Exceptions to the Prohibited Periods 禁止期的例外情况

- 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): 下列例外情况在禁止期内，也适用（但涉及法律规定的内部交易除外）
- (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; 在股权激励制度下选择行权（但不是买卖股票）或者是根据可转换证券规定的时间转换股份。
  - (b) Trading under an offer or invitation made to all or most of the shareholders such as a rights or entitlement issue, a share 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; 对全体或者大部分员工发出的认购，或者回购计划，并且该计划已经确定日期和得到董事会批准。这包括是否是赋权，回购比例等。
  - (c) Trading where the beneficial interest in the relevant Securities does not change. This includes: 交易不导致证券的相关利益的变动，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; or 员工把个人持有的证券利益转让给养老金基金，或者：

- (ii) the withdrawal of Securities from an employee incentive scheme and the transfer of that Security to the participant's personal holdings or superannuation fund of which they are a beneficiary; 员工不执行他们的股权激励制度，并且把相关证券的利益转让给养老金基金。
- (d) an acquisition of Shares 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; 员工通过股息红利再投资计划获得的股份，且这个计划在员工获得内部信息前已经进行。
- (e) an Employee accepting a takeover bid or transferring Securities under a scheme of arrangement in respect of the Company or a similar transaction; 员工按计划接受的收购或者转让股份的计划。
- (f) sales of Securities which are non-volitional on the part of the Employee such as margin calls or close out sales under margin lending arrangements; 属于员工部分的不受个人意志转移的证券买卖，比如追加保证金或者边际借款安排。
- (g) an investment in, or trading in units of, a fund or some other scheme (other than a scheme only investing in the Securities) where the assets of the fund or other scheme are invested at the discretion of a third party; and 投资，或者是交易资金，或者其他计划（与公司证券投资无关），且这个计划是针对第三方的投资。
- (h) Trading under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy and where: 非自由决定的交易计划，而且交易计划在事先已经通过书面充分设定好程序，并按政策走。比如：
  - (i) the Employee did not enter into the plan or amend the plan during a Prohibited Period; 在禁止期内，员工没有执行或者修改计划。
  - (ii) the trading plan does not permit the Employee to exercise any influence or discretion over how, when, or where to Trade; and 交易计划不允许员工执行，不管是何时，何地，如何执行。
  - (iii) the trading plan does not allow for the cancellation of a trading plan or for the Employee to otherwise vary their participation in the trading plan during a Prohibited Period other than in exceptional circumstances. 在特殊环境下，禁止期内不允许取消或者改变交易计划。

### Escrow 监管期

- 3.9 Any Employee who holds Securities in escrow (either as APX restricted securities or through voluntary escrow arrangements) must comply with the terms of any applicable escrow arrangements and / or the APX Listing Rules or the APX Listing Rules Procedures (as applicable) will be unable to Trade during that time. Once the escrow arrangements have ended, the Employee is not free to Trade unless and until permitted by this Policy. 员工持有的处于监管期的股票（无论是 APX 的强制监管还是自愿监管）必须遵守监管规则或者 APX 得上市交易规则，监管期内不得交易。监管期结束后，员工股票在没有得到允许的情况下不得自由交易。

## 4. Insider trading laws 内幕交易法律

### What is insider trading? 什么事内幕交易

- 4.1 Under the Corporations Act, all Employees and former Employees are prohibited in all circumstances from Trading at any time if they are in possession of inside information regarding the Company and/or its Securities, whether or not a Trading Window is open. This prohibition applies even if Employees are not based in Australia. 根据澳大利亚公司法，所有的公司员工或者离职员工将严禁利用内幕信息进行交易，不管股票是否处于交易期。此禁令同样适用于不在澳大利亚本土的员工。
- 4.2 Inside information is information which is not generally available to the public and which a reasonable person would expect to have a material effect on the price or value of the relevant securities or would be likely to influence a person in deciding whether or not to acquire or dispose of those securities. 内幕信息是指那些并未向公众公开而被一些人掌握并且很可能影响股票或证券价格或者影响持有人决定持有或处理证券的信息。
- 4.3 Employees are also prohibited from procuring others to Trade when the Employee is precluded from Trading. 员工同样被禁止以其他方式进行内幕信息交易。
- 4.4 In addition, Employees: 另外，员工
- (a) must not communicate inside information to someone who might then: 员工禁止与其他人沟通内幕信息导致其他人：
    - (i) Trade; or 产生交易或
    - (ii) procure another person to Trade, 通过另一人交易
    - (iii) including to any family members, relatives and entities which the Employee controls; and 包括其家庭成员，亲戚或者其他能为员工控制的个人或实体
  - (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. 应该采取必要的措施使得掌握内幕信息的第三方避免产生内幕信息交易，这包括签署保密协议等手段。

### What are the consequences of insider trading? 内幕信息交易的结果

- 4.5 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. The existence of a personal financial emergency or hardship does not excuse non-compliance with this Policy. It is important that the Company and its Employees do not participate in any insider trading activities, but also that we avoid any appearance of insider trading as that can harm our reputation. 内幕信息交易是被法律严格禁止并且员工必须避免违背此法。内幕交易是 0 容忍的。任何个人的财政危机不能成为违背此法的借口。公司及员工不参与内幕交易非常重要，同时应避免任何内幕交易损害公司声誉。
- 4.6 Any allegation of insider trading would be likely to have a serious detrimental impact on the Company and its business and all Employees must be seen to be actively and diligently upholding the law and complying with this Policy. 公司一旦面临内幕交易指控，将极大的损害公司的利益。所以全体员工必须积极的维护法律和遵守此项政策。

- 4.7 Insider trading is a crime and can result in imprisonment, fines, orders to pay compensation and other penalties against the Company and Employees. 任何违反内幕交易规则的行为将有可能导致入狱，罚款，向公司或者其他员工赔偿等刑事责任。

## 5. Insider trading in securities of other companies 对其他公司证券的内幕交易

- 5.1 While in general Employees are free to deal in securities of other listed companies, insider trading prohibitions under the Corporations Act and similar legislation in other countries include dealings not only in the Securities but also the securities of other listed companies. For example, these laws will apply to companies with which the Company may be dealing (including the Company's clients) where an Employee possesses inside information in relation to that other company. 当员工参与其他上市公司的股票交易时，他必须严格遵守公司法下严禁参与其他国家或公司的股票内幕交易。比如：通过与公司客户的接触，知悉客户内幕信息产生的内幕交易。
- 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 an Employee is aware that the Company is about to sign a major agreement with another company, the Employee should not buy shares or securities in the either company. 如果员工掌握了其他公司的内幕信息，那么他将禁止参与股票交易。比如：当员工知悉另一公司将与其他公司签订重大合同时，将不得交易另一公司的股票或证券。

## 6. Pre-notification and reporting of Trades 交易的预先通知和报告

### Who must give notification of an intention to Trade and when? 谁在什么时候必须提交交易意向的报告

- 6.1 When permitted to Trade in accordance with this Policy, all Directors, Senior Executives and Employees must give at least two trading days' (or such shorter period approved by the Clearance Officer, or Chairman where the Employee is the Clearance Officer) prior written notice (which may be given by email) of any proposed Trading and confirm that they do not possess any inside information: 当交易符合本规则时，所以得公司董事，高级管理人员和员工必须最少提前两天给予书面交易通知（可以是邮件）（或者在董事长或授权人授权下，可以缩短时间）并确保不存在内幕交易信息：
- (a) in the case of the Chairman, Directors, Senior Executives or other Employees, to the Clearance Officer; and 董事会主席，董事，高级管理人员向授权人申请
  - (b) in the case of the Clearance Officer, to the Chairman. 授权人向董事长申请

### What Trading does not need to be pre-notified? 什么交易不需要提前通知？

- 6.2 The only Trades that do not need to be pre-notified are those that are permitted under a specific exception in section 3.8. 3.8条规定的例外条款无需提前通知。

### Reporting of completed Trades 完整交易报告

- 6.3 Once a Trade 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 reported by e-mail to the

Company Secretary. 一旦董事或者高级管理人员需要交易，他必须将交易的数量和价格通过邮件通知董事会秘书。

- 6.4 Further, Directors must immediately report all Trading, including date, price and volume, without exception so that the Company can comply with its APX reporting obligations. Each disclosure notice given to APX will need to state whether the relevant trade occurred outside of a Trading Window and, if so, whether prior written clearance was provided. 并且，董事会成员必须第一时间将交易日期，数量，单价提交以便公司核实是否符合 APX 的报告义务。APX 需要审查交易是否含有内幕信息，是否已经提前通知。

## 7. Exceptional circumstance 例外情况

- 7.1 Employees may make requests for permission to Trade outside of the Trading Windows only in Exceptional Circumstances, such as: 员工在以下特例下，允许有交易窗口外交易：
- (a) severe financial hardship, where the Employee has pressing financial commitments that cannot be satisfied otherwise than by selling their interest in Securities. A liability to pay tax would not normally constitute such severe financial hardship; 严重的财政困难导致员工除了出售证券外别无选择。员工正常的纳税义务不造成严重财政困难。
  - (b) if the Trading is required by a court order, or there are court enforceable undertakings, for example in a bona fide family settlement, to sell or transfer Securities or there is some other overriding legal or regulatory requirement for them to do so; or 法院要求的交易，例如通过法院裁定通过售卖股票债券解决家庭义务等。或者：
  - (c) any other circumstances that the Clearance Officer accepts as being sufficiently exceptional. 被授权人允许的例外情况。
- 7.2 A request for permission to Trade due to Exceptional Circumstances should be made by written notice to the Clearance Officer outlining: 例外的交易必须有授权人书面通知，包括下列内容：
- (a) the name of the Employee; 员工姓名
  - (b) details of the Exceptional Circumstances and the reasons for requesting permission to Trade; 例外交易的原因和详情
  - (c) the type of proposed transaction (purchase, sale or other); and 交易实质（买卖或者其他），以及
  - (d) the number and type of Securities involved. 交易数量和证券类型。
- 7.3 The Clearance Officer will confer with the Chairman (or an independent director in the case where the Employee is the Chairman) 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. If permission to Trade is granted, it will be given in writing and the Employee may only Trade during the period specified in the permission. 授权人会与董事会主席商谈例外交易的目的（或者当交易人是主席是，与动力董事商讨）。允许交易是任意性的，员工只有当获得交易书面授权方可在授权期内交易。

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## 8. Margin lending arrangements 保证金贷款安排

- 8.1 Directors, Senior Executives and all other Employees may not include their Securities in a margin loan portfolio or otherwise Trade pursuant to a margin lending arrangement (**Margin Lending Arrangement**) without first obtaining the consent of the Clearance Officer (or, in the case of the Clearance Officer, the Chairman). 公司的董事，高级管理人员和其他员工在没有获得授权人或者董事会主席的同意前，不得将持有的证券参与到任何保证金贷款安排中。
- 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; 进入保证金贷款安排的协议
  - (b) transferring Securities into an existing margin loan account; and 将持有证券变为借款账户
  - (c) selling Securities to satisfy a call pursuant to a margin loan except where the holder of Securities has no control over the sale. 将持有证券售与其他人以满足保证金贷款安排的要求
- 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). 公司在任何情况下应该确保交易满足 8.1 的要求。

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## 9. Review of Policy and compliance with Policy 政策回顾和遵守

- 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 APX. If Employees have any comments or views concerning the operation or effectiveness of this Policy, they should be communicated to the Company Secretary. 该政策的变更必须通过董事会讨论并且通知 APX。任何员工对该政策的意见建议应该书面与公司董秘联系。
- 9.2 The Company Secretary is responsible for reviewing and reporting to the Board at least quarterly on compliance with, and the effectiveness of, this Policy. 董秘有义务于每个季度向董事会汇报政策回顾和执行结果。

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## 10. Breaches of this Policy 违背政策的后果

- 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 Clearance Officer. 任何违背政策的结果都是非常严重的，违背政策的员工应得到严格的纪律惩处，并可能导致被开除。员工如果意识到公司有违背此政策的可能，应第一时间汇报授权人。

- 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. 在可能的情况下，公司发现违法行为应通知监管部门或者刑事部门。

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## 11. Questions 问题

- 11.1 For questions about the operation of this Policy, please contact the Clearance Officer. 如有任何问题，请联系授权人。