

ELECTRO RENT CORPORATION
CODE OF BUSINESS CONDUCT AND ETHICS
PEOPLES' REPUBLIC OF CHINA

益莱储公司

商业行为和道德规范

中国

Dear Colleague:

尊敬的各位同事:

Since its founding in 1965, Electro Rent has always prided itself on maintaining and delivering quality products and service to our customers, following high ethical standards, acting with integrity and complying with the law. We have built strong relationships with our customers, suppliers, vendors, and partners and are committed to conducting our business with them with these same high standards. We believe that our employees are aware of our commitment to quality, ethics, integrity and compliance with the law and that they have worked and will work hard to share this commitment. This Code of Business Conduct and Ethics applies to our employees working both in the United States and in other countries.

自1965年创建之日起，益莱储公司就坚持在高度遵守道德规范、诚实守信、遵守法律的基础上为我们的客户提供优质产品和服务。对此，益莱储公司一直引以为豪。我们和客户、供应商、供货商和合作伙伴建立了紧密的关系，并致力于在和他们交易的过程中遵循相同的高标准要求。我们相信，我们的员工知道我们坚持保证质量、遵守道德、诚实守信、遵守法律的决心，并一直尽全力践行上述标准。本《商业行为和道德规范》适用于我们在美国和在其他国家工作的所有员工。

Living our core values -- excellent performance, ethics, integrity and compliance with laws -- is essential to building and sustaining strong relationships with customers, suppliers and each other. Being honest and ethical in all our dealings builds trust. Acting with integrity is the responsibility of each Electro Rent employee. It involves complying with laws, rules and regulations that govern our business. Beyond that, it requires embracing our values in every decision we make and every action we take. They are at the heart of our future as a domestic and global company.

坚持我们的核心价值观——追求卓越、遵守道德、诚实守信、遵守法律——对我们与客户、供应商建立并维持良好关系至关重要。唯有在往来中坚持诚实守信、遵守道德，方能够建立信任。诚信正直是每一个益莱储员工的责任。该等责任包含遵守管辖我们业务的法律、法规和规章。除此以外，我们在做出每一个决定、采取每一个行动时，都应坚持我们的价值观。作为一个本地和全球性公司，我们的该等价值观是决定公司未来的核心。

This Code contains several avenues for you to pursue if you have an ethics-related question. Please read the Reporting Section of this Code carefully.

如果您遇到涉及道德规范的问题，本《规范》为您提供了多种解决途径。请仔细阅读本《规范》中“举报”一章。

We ask you to read this Code of Business Conduct and Ethics and sign where indicated if you understand and agree to it. We remind you that the Code of Business Conduct and Ethics does not summarize all our policies. You must also comply with all of our other policies set out in our Employee Handbook and elsewhere.

我们希望您阅读本《商业行为和道德规范》，如果您理解并同意本《规范》的内容，请您在签字处签名。我们想提醒您，此份《商业行为和道德规范》并未涵盖我们的所有规定；您依然需要遵守《员工手册》中和其它文件中列明的所有规定。

Thank you for embracing Electro Rent's commitment to the highest ethical standards and agreeing to live by the high standards of ethics and integrity that define who we are at Electro Rent.

感谢您支持益莱储坚持遵守最高道德标准的决心，并同意遵守该等高标准道德和规范。这是我们作为益莱储员工应有的品质。

Daniel Greenberg, Chairman and CEO/董事长兼首席执行官

Steve Markheim, President and COO/总裁兼首席运营官

Craig R. Jones, VP and CFO/副总裁兼首席财务官

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ACTING WITH INTEGRITY

诚信正直

COMPLYING WITH LAWS

遵守法律

Each of our employees should strive to respect and comply with all applicable laws, rules and regulations of the U.S. and other countries, and the states, counties, cities and other jurisdictions in which we conduct business. No one at Electro Rent is authorized to instruct you to engage in any illegal activities under any circumstances.

我们的每一位员工均应当努力尊重并遵守美国和我们开展业务的其他国家、州、县、市和辖区的所有适用法律、法规和规章。益莱储公司的任何人员在任何情况下无权要求您开展任何违法活动。

We recognize that laws can be unclear, and may sometimes even conflict, and that no one person can know them all. If you are ever unsure about the legal course of action, please immediately request assistance from our Vice President of Administration, our Chief Financial Officer (CFO), or our Human Resources Manager, or use the other avenues set forth at the end of this Code under “Reporting Illegal or Unethical Behavior”.

我们了解法律存在规定不清晰的情况，甚至会出现冲突；没有人能够熟知所有法律。在任何时候，如您不确定如何开展一项法律程序，请立即联系我们的行政副总裁、首席财务官（CFO）或者人力资源经理寻求帮助；或者您可以采取本《规范》结尾处“举报非法或不道德行为”一章中规定的其他渠道解决。

INSIDER TRADING

内幕交易

The laws which you must comply with include “insider trading laws” relating to transactions in our stock. Some of your specific responsibilities are set out in our Insider Trading Policy. Generally, you are not permitted to buy, sell or otherwise trade in our securities without specific permission from our CFO and then only during specified periods. Please carefully read our Insider Trading Policy in full and contact our CFO if you have questions about it. If you are aware that the Company has business relationships with a company whose stock you want to buy, you should seek clearance from the CFO.

您必须遵守的法律包括和我们股票交易相关的“内幕交易法律”。我们的《内幕交易政策》中列明了您的部分具体职责。总体来说，未经首席财务官的特别许可，您不得购买、出售或以其他方式交易我们的股票；如经允许，您则仅能在特定时间段内进行交易。请仔细通篇阅读我们的《内部交易政策》，如有任何问题请联系我们

的首席财务官。如果您希望购买与我们公司有业务往来的公司的股票，请先行获得首席财务官的批准，方可购买。

FAIR DEALING

公平交易

We seek to outperform our competition fairly and honestly, and we seek competitive advantages through superior performance, hard work, and intellectual skill. Strong competition is a cornerstone of our economy, but we do not use unethical or illegal business practices to compete. We strive to deal fairly with our customers, suppliers, competitors, officers and employees.

我们力求公平、诚实地参与竞争，并通过卓越表现、辛勤工作、聪明才智建立竞争优势。激烈的竞争是我们经济的基石，但是我们拒绝通过不道德或者违法的商业行为参与竞争。我们努力以公平的方式对待我们的客户、供应商、竞争者、管理人员和员工。

DIVERSE AND RESPECTFUL WORKPLACE

多元化、相互尊重的工作场所

The Company is an equal opportunity employer and does not tolerate discrimination on the basis of race, color, national origin, religion, sex, age, sexual orientation, physical or mental disability, veteran's status or any other legally protected category. The Company supports a workplace free from unlawful harassment (verbal, physical, and visual).

公司作为雇主为每一名员工提供均等的机会，不容许出现基于种族、肤色、国籍、宗教、性别、年龄、性取向、生理或智力缺陷、退伍军人身份或其他任何受法律保护范畴的歧视。公司努力营造不存在非法（言语、身体或视觉方面）骚扰的工作场所。

SAFE AND HEALTHY WORK ENVIRONMENT

安全、健康的工作环境

The Company is committed to maintaining a work environment that is free from the influence of illegal drugs or controlled substances. This applies while employees are on the premises of the Company, or at any time employees are performing their duties for the Company. The Company is committed to complying with all environmental, workplace, health and safety laws and regulations applicable to our businesses.

公司力求维持不受违禁药品或管控物质影响的工作环境，这一原则适用于员工在公司场所工作以及履行公司职责时的任何时间。公司致力于遵守适用于我们业务的所有涉及工作环境、工作场所、健康和安全的法律法规。

ANTITRUST

反垄断

Our business activities are subject to state and federal antitrust laws. The purpose of these laws is to promote fair competition. The antitrust laws apply to a wide range of activities, including marketing, procurement, contracting, mergers and acquisitions. Employees must avoid situations involving agreements or discussions with competitors on prices or terms of sale of competing products or services. Employees must also avoid discussions or agreements with customers or suppliers that involve fixing the resale price of a good or service. Antitrust laws are complex, and their requirements are not always obvious. Violations can lead to severe penalties and criminal sanctions. If you have any questions about how antitrust laws may apply to a particular situation, seek advice from the CFO before taking any actions.

我们的业务受美国各州和联邦反垄断法律的管辖。反垄断法律的目的是促进公平竞争，且适用于多种活动，包括营销、采购、订立合同和并购。公司员工应当避免和竞争者就竞争产品或服务的价格或销售条件进行讨论或达成协议。公司员工应避免和客户或供应商就固定产品或服务的转售价格进行讨论或达成协议。反垄断法律规定复杂，有些要求并不明确。但违反反垄断法律可能招致巨额罚款和刑事制裁。如果您就反垄断法律在某一情况下如何适用抱有任何疑问，请务必在采取任何行动之前向首席财务官进行咨询。

INTEGRITY OF FINANCIAL RECORDS AND PUBLIC DISCLOSURE

财务记录和公开披露的完整性

The Company is committed both to maintaining materially accurate and complete financial records, and to full, fair, accurate, timely and understandable disclosure in material respects in reports and documents that are filed with the SEC or otherwise made publicly available.

公司致力于保证财务记录在重大方面准确、完整，并保证向美国证券交易委员会全面、公正、准确、及时并以可理解的方式提交或以其他方式披露报告或资料的重大方面，或以其他方式向公众披露该等信息。

Our books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect our transactions and assets and must conform both to applicable legal requirements and to the Company's system and assets of internal

controls. No false, artificial or misleading statements or entries should be made to the Company's books, records, account documents or financial statements.

制作我们的账簿、记录、账目和财务报表，必须保证合理的详尽程度，必须恰当地反映我们进行的交易和资产状况，必须同时符合适用的法律要求和公司内部系统与资产控制制度。

Whether or not you are directly involved in that process, you have several responsibilities:

无论您是否直接参与上述过程，您均负有以下几项职责：

- Depending on your position, we may ask you to provide information to assure that our public reports are complete, fair and understandable. We expect you to take this responsibility very seriously and to provide prompt, accurate answers to inquiries related to our public disclosure requirements.

根据您所担任的职位，我们可能要求您提供信息以确认我们的公开报告是完整、公正和他人能够理解的。我们希望您认真对待此项职责，及时、准确地回答我们就公开披露要求提出的询问。

- Unrecorded or “off the books” funds or assets should not be maintained unless permitted by applicable law or regulation. Additionally, records should always be retained or destroyed consistent without past record retention practices.

除非经适用法律法规允许，不应当持有未入账或“账外”资金或资产。此外，应按照我们的过往记录留存惯例予以保存或销毁该等记录。

- In accordance with our policies, in the event of litigation or governmental investigation, please immediately consult with our Vice President of Administration, our CFO, or our Human Resources Manager.

根据我们的政策，如果面临诉讼或者政府调查，请立即咨询我们的行政副总裁、首席财务官或人力资源经理。

- Our public reports should fairly and accurately reflect what is happening at our Company. If you believe they do not, you have a responsibility to bring your concerns to our attention by communicating with our Vice President of Administration, our CFO, or our Human Resources Manager, or using the other avenues set forth at the end of this Code under “Reporting Illegal or Unethical Behavior”.

我们的公开报告应当公正且准确地反映公司届时的状况。如果您认为公开报告未达到上述要求，您有义务将该等问题告知我们的行政副总裁、首席财务官或人力资源经理，或者通过本《规范》结尾处“举报非法或不道德行为”一章中列明的其它方式反映此问题

GOVERNMENT EMPLOYEES

政府雇员

Various laws, rules and reporting requirements may apply when we interact with government officials and employees. Violations of these requirements can result in significant civil and criminal penalties. If you interact with government employees as part of your job, you are expected to know and follow requirements and restrictions that apply to the exchange of meals, entertainment and other business courtesies between the company and a government official or employee. Under the United States' Foreign Corrupt Practices Act (FCPA), certain employees of non-US state-owned companies are also considered government officials. Accordingly, many employees of big state-owned companies in China are considered Chinese government officials, and accordingly your dealing with them will be subject to the FCPA. If you are not sure whether an officer of a Chinese state-owned company is also considered a government official, you should communicate with our Vice President of Administration, our CFO, or our Human Resources Manager.

我们在和政府官员或者雇员往来时将适用多种法律、法规和报告要求。违反这些要求可能会面临严重的民事和刑事处罚。如果与政府雇员往来是您工作的一部分，您应当了解并遵循针对公司和政府官员、雇员共同会餐、进行娱乐活动和参与其它商务社交活动设定的要求和限制。根据美国的《海外反腐败法》（FCPA），非美国国有公司的某些雇员也应被视为政府官员。据此，中国大型国有企业的许多雇员均被视为中国政府官员，而您与这些雇员间的往来将受到《反海外腐败法》的管辖。如果您不确定中国国有公司的管理人员是否也被视为政府官员，您应该咨询我们的行政副总裁、首席财务官或人力资源经理。

PROTECTING COMPANY RECORDS AND INFORMATION

保护公司记录和信息

CONFIDENTIALITY

保密

You must maintain the confidentiality of all sensitive or proprietary information entrusted to you, including all non-public information whose disclosure might be of use to our competitors or harmful to us or our customers. Some of your specific responsibilities are

set out in our Confidentiality and Non-Solicitation Policy. Please carefully read our Agreement Regarding Confidential Information and Trade Secrets, our Solicitation Policy, and our Corporate Communications Policy in full and contact our Vice President of Administration, our CFO, or our Human Resources Manager if you have questions.

您必须对交付您掌握的所有敏感或专有信息进行保密，包括所有披露后会被公司竞争者利用或使公司、公司客户遭受损失的非公开信息。您的具体义务将在《保密和不招募政策》中列明。请全面仔细阅读我们的《保密信息和商业秘密协议》、《反招募政策》和《公司通讯规定》，如遇疑问请咨询我们的行政副总裁、首席财务官或人力资源经理。

PROTECTING INTELLECTUAL PROPERTY

保护知识产权

The Company is committed to protecting its own intellectual property and respecting the intellectual property rights of others.

公司致力于保护自身知识产权，并尊重他人的知识产权。

COMMUNICATIONS ON BEHALF OF COMPANY

以公司名义通讯

Employees may not communicate to the public in an official capacity without authorization. Again, employees should refer to our Corporate Communications Policy.

未经授权，公司雇员不得以公司官方身份向公众传达信息。再次强调，公司雇员应当参照我们的《公司通讯政策》。

E-COMMUNICATIONS AND INFORMATION SECURITY

电子通讯和信息安全

Employees should use the highest level of care and professionalism in preparing any communications on the Company's technology assets. Such communications, including e-mail, may harm the Company or its relationships with others. Employees may occasionally use Company resources for personal communications as long as it is clear that they are not speaking for the Company and it does not interfere with their work. There is no expectation of privacy in any communications made on the Company's technology assets.

公司雇员在公司技术设备上准备任何通信时，应表现出最大程度的谨慎和专业精神。该类通信（包括电邮）可能会给公司或其与其他人士间的关系造成负面影响。在明确不是代表公司进行通讯且不会影响工作的情况下，公司员工可以偶尔使用公司资源进行私人通讯。在公司技术设备上进行的任何通信不受隐私保护。

Employees must take all steps to safeguard the Company's electronic information resources, which includes following all applicable policies and not downloading files from unknown sources. Our business partners should understand, and abide by, these principles if they use the Company's facilities or technology resources.

公司雇员应当采取所有步骤保护公司的电子信息资源，包括遵守所有适用规定以及不从未知来源下载文件。如果我们的商业伙伴使用公司的设备或者技术资源，他们应当了解并遵守这些规定。

The Company is obligated to protect the security and privacy of personal information collected by the Company, including information about our customers, employees and business partners.

公司有义务保护其收集的个人信息的安全和隐私，包括客户信息、员工信息和商业伙伴的信息。

CONFLICTS OF INTEREST

利益冲突

We have a Conflict of Business Interest Policy to which you should carefully adhere. A “conflict of interest” exists whenever your private interests interfere or conflict in any way (or even appear to interfere or conflict) with our interests. A conflict of interest can arise when you take actions or have interests that may also arise when you, or members of your family, receive improper personal benefits as a result of your position with us, regardless of the source of those benefits. Similarly, you owe us a duty to advance our legitimate interests when the opportunity to do so arises. For example, it is a conflict of interest for you or a member of your immediate family to:

您应当严格遵守公司的《商业利益冲突政策》。只要您的个人利益以任何形式危害到公司利益或与公司利益发生冲突（或视同危害了公司利益或与之冲突），即视为存在“利益冲突”。引起利益冲突的原因，可能是您采取了行动或获得利益，也可能是因为您、或者您的家庭成员利用您在公司的职务接受了不正当的个人利益（无论利益之来源）。同样，您有义务利用一切机会增加公司合法收益。例如，如果您和您的直系亲属进行以下活动，即构成利益冲突：

- Work simultaneously for one of our competitors, customers or suppliers, even as a consultant or board member;

同时在公司任一竞争对手、客户或供应商处任职，即使仅担任顾问或董事会成员；

- Receive any form of compensation (including loans or “gifts”) from any person with whom we are doing business;

从和公司存在业务往来的任何人处获得任何形式的报酬（包括贷款或“礼品”）；

- Own an interest in any supplier to us (other than an interest of less than 1% in a public company);

在公司任一供应商处持有股权（除了在上市公司中持有少于 1% 的股权）；

- Take personally business opportunities that properly belong to Electro Rent or are discovered through the use of our tangible or intangible property, our confidential information or your position with us;

将下列商业机会据为己有：本应正当属于益莱储的商业机会；通过使用公司的有形或无形财产、保密信息或利用在公司中的职位发现的商业机会；

- Use our tangible or intangible property, our confidential information or your position with us for personal gain; or

利用公司的有形或无形财产、保密信息或您在公司的职位谋取个人利益；或者

- Compete with us.

与公司竞争。

Many times, the best policy will be to avoid any direct or indirect business connection with our customers, suppliers or competitors, except on our behalf. However, if you think you might have a conflict of interest, you should promptly disclose that conflict to our Vice President of Administration, our CFO, or our Human Resources Manager, regardless of how “natural” or “innocent” the conflict may seem. In that way, we can determine whether we believe that you can proceed despite any conflict, in which case you will receive a written authorization from our CFO. However, until you receive such a written approval, you may not proceed with any “conflict of interest.”

很多情况下，最优策略是除代表公司出席的场合外，避免与公司的客户、供应商或竞争者进行任何直接或间接的商业联系。然而，如果您认为您可能涉及利益冲突，

无论该等冲突看似多么“自然”或“无害”，您均应该立即将该等利益冲突告知我们的行政副总裁、首席财务官或人力资源经理。如此一来，我们才能决定您是否能够在存在利益冲突的情况下继续开展该等活动，并向您出具公司首席财务官签发的书面授权书。然而，在收到此书面授权书之前，您不应继续开展任何可能涉及“利益冲突”的活动。

If you become aware of an unapproved conflict of interest on the part of anyone at Electro Rent, you must report it to our Vice President of Administration, our CFO, or our Human Resources Manager, or use the other avenues set forth at the end of this Code under “Reporting Illegal or Unethical Behavior”.

如果您发现益莱储公司任何人员未经授权开展涉及利益冲突活动，请您务必就该情况向行政副总裁、首席财务官或人力资源经理报告，或者按照此《规范》结尾处“举报非法或不道德活动”一章中规定的其他途径进行处理。

BUSINESS COURTESIES

商务往来

The giving and receiving of gifts, entertainment, meals and other business courtesies can be important and appropriate ways of building and maintaining proper business relationships. In certain instances, however, such exchanges can create a conflict of interest or the appearance of a conflict of interest. We should decline and must not offer any business courtesy that is intended to or may appear to be intended to influence our business decisions. Similarly, we must not offer any business courtesy if our intent or the appearance of our intent may be to influence the recipient’s business decisions.

赠送和接受礼品，参加娱乐活动、会餐和其它商务往来是建立和维持正当商业关系的重要合理方式。但在某些情况下，上述往来可能会导致实际的或表面的利益冲突。我们不应接受且不应提议开展任何以影响公司商业决策为目的、或看似以此为目的的商业往来活动。同样地，我们不得提议进行以影响接受方公司商业决策为目的或看似有此目的的商业往来活动。

GIFTS

礼品

As a general rule, we must not accept or give gifts, services, discounts, or other things of value from or to a vendor, customer, government official or employee, or other third party doing business or seeking to do business with Electro Rent. Gifts received must be returned to the donor.

根据一般规定，我们不应向供应商、客户、政府官员或雇员、或其它与益莱储存在或试图建立业务关系的第三方赠送或接受来自上述人员的礼品、服务、折扣或其他有价值的事务。已接收的礼品应当返还给赠与者。

There are limited exceptions to this general rule. Gifts with a nominal value that are related to the maintenance of ongoing legitimate business relationships are allowed. As a general guideline, a gift with a value of less than RMB200 is considered to be nominal in value. Over the course of a calendar year, you should not accept gifts from a single source that, on a combined basis, exceed RMB600 in value. Examples of appropriate gifts include gifts of promotional items, food or beverages during the holiday season, tickets to ordinary sports and entertainment events, and supplier discounts available to all employees.

该等一般规定存在少数例外情况。为了维持已建立的合法商业关系相关而互相赠送象征性价值的礼品是被允许的。一般来说，价值少于200元人民币的礼品视为象征价值礼品。在一个日历年内，您不应从单一来源接受累积价值超过人民币600元的礼品。下列为适当的礼品范例，以供参考：促销品，节日期间赠送的食物或饮料，普通体育项目或娱乐活动的门票，和所有员工均可享受的供货折扣。

Giving or receiving gifts in the form of cash or securities are never permitted.

不论何时，严禁赠送或接受现金或证券作为礼物。

BUSINESS ENTERTAINMENT AND MEALS

商务娱乐及会餐

Meals and tickets to sports, theater and other entertainment events that have more than a nominal value can be accepted provided there is a business relationship with the donor, the donor is present at the event or meal, and the cost of the entertainment is reasonable under the circumstances. However, in China, lavish meals and entertainment (regardless of whether there is existing business relationship) for purposes of securing or maintaining illegal business interest may constitute commercial bribery for which liabilities may ensue. If you are not sure about whether a business expense is lavish, you should communicate with our Vice President of Administration, our CFO, or our Human Resources Manager.

在下列情况下，参加/接受超过象征价值的会餐或者运动、剧院门票和其它娱乐活动是允许的：公司与赠与者存在商业往来、赠与者参与此活动或会餐并且该娱乐活动的花费根据当时具体情况是合理的。然而在中国，为保证或维持非法商业利益为目的而组织奢华宴饮或娱乐活动（无论是否存在业务往来）均可能构成商业贿赂，相关人员需因此承担责任。如果您不确定某次业务花费是否达到奢华标准，请咨询我们的行政副总裁、首席财务官或人力资源经理。

ALWAYS ASK

务必询问的事项

Some gifts or forms of business entertainment may or may not be permissible. You should always ask your supervisor before you accept or give:

某些礼品或某些形式的商业娱乐活动有时是允许的，有时是禁止的。在您将接受或赠与下述礼品或娱乐活动时，请务必向您的上级询问下列事项：

- A gift of more than nominal value

超过象征性价值的礼品

- Gifts from or to a single source during a calendar year that, on a combined basis, have a value of more than RMB600

在一个日历年内，从单一对象处接受或赠与的礼品的累积价值超过人民币600元

- Tickets to special events, such as a World Series or Bowl Game

特殊活动的门票，例如世界职业棒球大赛或大学橄榄球比赛

- Overnight accommodations

过夜住宿

NEVER ACCEPTABLE

绝对禁止的事项

Some gifts or forms of business entertainment are never permissible – there are absolutely no exceptions. We may not give or receive:

对于某些礼品或某些形式的商业娱乐活动，我们持绝对严格禁止的态度，绝无例外。我们不应赠送/提供或接受以下礼品或娱乐活动：

- Commercial travel expenses.

商务旅行差旅费

- Overnight accommodations (unless pre-approved).

过夜住宿（除非事先批准）

- Anything that is tied to an agreement of any kind that calls for anything in return for the gift or entertainment.

以任何类型的协议约定，对提供该等礼品或娱乐活动作出任何回馈。

- Any entertainment that is sexually oriented, unsavory, or otherwise violates our ethical standards.

任何性导向的、有伤风化的或者以其他方式违反公司道德标准的娱乐活动

- Any gift or form of entertainment that could be illegal.

任何违反法律的礼品或娱乐活动

CONDUCTING BUSINESS IN A GLOBAL MARKETPLACE

在全球市场开展业务

ANTI-BRIBERY AND CORRUPTION

反贿赂和反腐败

The Company strictly prohibits giving, offering, authorizing or taking bribes, including bribery of private individuals and government officials, both in the United States and in other countries. Employees must consult with our Vice President of Administration, our CFO, or our Human Resources Manager before they – directly or through a third party– provide anything of value to, or otherwise transact business with, a government official.

公司严禁在美国和其他国家赠与、提供、授权或者收取贿赂，包括贿赂个人和政府官员。公司员工在直接或通过第三方向政府官员提供任何有价值的物品或以其他方式与政府官员进行商业交易之前，应当讯问公司的行政副总裁、首席财务官或人力资源经理。

EXPORT, IMPORT SANCTIONS, AND ANTI-BOYCOTT LAWS

出口、进口制裁和反抵制法律

Employees must comply with applicable U.S. export, import and anti-boycott laws. These laws regulate exports of U.S. goods, such as encryption hardware, software and technology, and prohibit certain actions that would support foreign boycotts that the U.S. government does not sanction. There are also rules restricting transactions in certain countries or with certain individuals identified by the government.

公司员工必须遵守适用的美国出口、进口和反抵制法律。这些法律管理美国货物的出口，如加密硬件、软件和技术，并禁止对美国政府不支持的海外联合抵制予以支持。还有一些法律限制与政府指定的某些国家或个人进行交易。

FOREIGN CORRUPT PRACTICES

海外腐败行为

Under the U.S. Foreign Corrupt Practices Act (FCPA) and our policies, you are strictly prohibited from giving anything of value, directly or indirectly, to foreign government officials, employees of any government-owned or controlled entity, international organization, political party, foreign party officials, or foreign political candidates for the purpose of influencing such individuals in the purpose of their duties. No employee may make or countenance any payments to customers or vendors to secure, maintain or direct business to the Company.

根据《美国海外反腐败法》（FCPA）和公司政策，严禁出于影响下列人员履行职责的目的向其直接或间接赠与任何有价值的物品：外国政府官员、政府所有或控制实体的员工、国际组织、政治团体、海外团体官员，或海外政选候选人。任何公司员工不得向客户或者供应商支付或支持支付任何款项以确保、维持或招徕公司业务。

The FCPA also prohibits individuals and firms from ordering, authorizing, or assisting any other person to violate the anti-bribery provisions of the FCPA, and from conspiring to violate these provisions. For example, the FCPA prohibits an entity from making a payment through intermediaries while knowing that all or a portion of the payment will go to a foreign official in violation of FCPA restrictions. “Knowing” about the payment may include conscious disregard or deliberate ignorance of the payment on behalf of the related parties, and also knowing of circumstances under which such a prohibited payment would be substantially certain to occur. The FCPA also makes it illegal to inaccurately record transactions.

《美国海外反腐败法》也禁止个人和公司指示、授权或者帮助任何其它人士违反《美国海外反腐败法》中的反贿赂条款，并禁止谋划违反该条款。例如，《美国海外反腐败法》禁止任何实体在明知支付给中介的全部或部分款项将被转而支付给某外国政府官员的情况下，依旧向中介支付该等款项，并因此违反《美国海外反腐败法》的限制性规定。“明知”包括故意放任或故意忽视代表相关方进行付款的情形，以及明知在某一情境下被禁止的付款将确信无疑地发生的情形。根据《美国海外反腐败法》的规定，不准确制作交易记录也视为违法。

No employee of the Company or any subsidiary may retain a consultant or agent until sufficient due diligence has been performed to enable the employee to conclude with reasonable assurance that the consultant or agent understands and will fully abide by the FCPA and the Company's Code of Business Conduct. The Company must have a written agreement with each of its consultants and agents, and the agreement must specifically require the consultant or agent to comply with the Company's Code of Business Conduct and to comply with the FCPA as if it directly applied to the agent.

公司或其任何子公司的员工需在进行充分尽职调查并合理确认相关顾问或代理人理解并将充分遵守《美国海外反腐败法》和《公司商业行为准则》后，方可聘用该顾问或代理人。公司必须和各个顾问或代理人签署书面协议，该协议必须明确要求顾问或者代理人遵守《公司商业行为准则》和《美国海外反腐败法》，且该等规定直接适用于顾问或代理人。

Employees must exercise good judgment and moderation in entertaining and offering gratuities to customers or vendors. When widely accepted, customarily practiced, consistent with customer policies, and permissible under local law, employees may entertain or make gifts of nominal value (\$50 U.S. Dollars or less) to employees of non-governmental customers or pay *bona fide* travel expenses directly related to the promotion or performance of the Company's goods or services. Without the prior written approval of our Vice President of Administration or our CFO, no entertainment or gifts may be offered, or travel expenses paid to or on behalf of any government official (as defined above).

公司员工应作出良好判断，向客户或者供应商适度地提供赠品或提供娱乐活动。公司员工可以出于善意向非政府机构客户的员工提供象征价值的礼品或娱乐（不多于50美元），或支付与推广、消费公司产品或服务直接相关的差旅费；但前提是该等作法是已被广泛接受的惯常实践、且符合客户政策并符合当地法律。未经公司行政副总裁或首席财务官的事先书面批准，不应向任何政府官员提供娱乐、礼品，亦不得为其报销、代付差旅费（见上文定义）。

Warning Signs. Employees must be alert for conduct that could signal that an agent or consultant of the Company intends to make or conceal improper payments. This would include “red flags” like the following:

警告信号。对于可能预示着公司代理人或顾问意图采取或隐瞒不正当付款的行为，公司员工应保持警觉。您应对以下“危险信号”保持警觉：

- A request for payments for expenses or purposes inconsistent with the terms of the agreement with the agent or consultant.
支付请求中的费用或支付目的与代理人或顾问协议的规定不一致。
- A request for payment to third party.
要求向第三方支付款项。
- A request for payments in a form or to a bank or business location inconsistent with the terms of the agreement with the agent or consultant.
支付请求的支付形式，或收款方的银行或营业地址与代理人或顾问协议的规定不一致。
- Payments drawn from incorrect accounts.
从错误账户中取款。
- Lack of documentation supporting a payment request.
付款请求缺少文件支持。
- Payments to a vendor or service provider who appears to lack the necessary qualifications or resources to perform.
向看似缺少必要履行资质或资源的供应商或服务提供商付款。
- A refusal to certify compliance with the FCPA.
拒绝保证遵守《美国海外反腐败法》。

The FCPA provides for potential criminal penalties against a violating entity and its officers, directors and employees. Also, the U.S. government may bar companies that violate the act from doing business with any government body and could make them ineligible for export licenses. Penalties under the recordkeeping portion of the FCPA can be even more draconian.

《美国海外反腐败法》规定了企业及其管理人员、董事和员工在违反该法案时可能面临的刑事处罚。同时，美国政府可能会禁止违反该法案的公司与任何政府机构进行交易，并可能否认其获得出口许可证的资格。《美国海外反腐败法》就违规记录部分设置的处罚则更加严厉。

If you have questions or concerns regarding the compliance with, or the operation of, the FCPA before any payments are offered or made, or before entering into contracts with international consultants or agents which would involve interface with foreign governmental officials or if you believe that the Company or any of its officers, directors

or employees have or are violating the FCPA, contact our Vice President of Administration, our CFO, or our Human Resources Manager or use the other avenues set forth at the end of this Code under “Reporting Illegal or Unethical Behavior”.

在提供或支付任何款项之前，或者在与和外国政府官员有联系的国际顾问或代理人订立合同之前，或者您认为公司或其任何管理人员、董事或员工已经或正在采取违反《美国海外反腐败法》的行为的，或者如果您就遵守、实际履行《美国海外反腐败法》有任何疑问或顾虑，请咨询我们的行政副总裁、首席财务官或人力资源经理，或者可以采取本《规范》结尾处“举报非法或不道德行为”一章中列明的其它方法。

REPORTING ILLEGAL OR UNETHICAL BEHAVIOR

举报非法或不道德行为

There are many places within the Company where you may go to seek help when you believe you have an issue that involves ethics, integrity or violations of this Code. You should not accept any direction by your supervisor which contradicts these policies.

如果您遇到涉及道德、诚信或违反本《规范》的问题，您可以向本公司多个部门寻求帮助。您不应该接受上级发出的任何违反这些规定的指令。

NO RETALIATION

不报复

Electro Rent will not tolerate retaliation of any kind against any person who in good faith reports to us potential issues relating to violations of law or this Code.

如果任何人就违反法律或本《规范》的潜在事项向公司进行善意举报，益莱储不允许对举报人采取任何形式的报复。

REPORTING TO COMPANY MANAGEMENT

向公司管理层举报

If you ever think that anyone connected with the Company may have taken or is about to take any illegal or unethical behavior, or otherwise violated this Code, you should promptly bring the matter to the attention of our Vice President of Administration, our CFO, or our Human Resources Manager. If you ask, we will keep your name confidential unless this would violate applicable law or our responsibilities to others. The Company will not tolerate retaliation against any person who in good faith reports potential issues to these individuals.

如果您认为和本公司相关的任何人士可能已经或将要开展任何非法或不道德行为，或以其它方式违反本《规范》，您应当立即就该事项向公司行政副总裁、首席财务官或人力资源经理进行举报。应您的要求，我们将对您的姓名保密，除非该等保密违反适用法律或我们对其他人士负有的义务。如果任何人就这些潜在问题向公司管理层人员善意举报，公司不允许对举报人采取报复行为。

AUDIT COMMITTEE

审计委员会

If you do not believe that talking to our Vice President of Administration, our CFO, or our Human Resources Manager is appropriate, or if an issue has not been resolved to your satisfaction, then you may also make a complaint to the Audit Committee of our Board of Directors by reporting your concerns to the Chair of our Audit Committee by using a special confidential email box at auditcom@electrorent.com.

如果您认为向行政副总裁、首席财务官或人力资源经理进行举报不恰当，或者您对某事件的解决结果不满意，您届时可向公司董事会的审计委员会投诉。您可以向下列特殊保密邮箱发送电邮，向审计委员会主席进行举报您的担忧：
auditcom@electrorent.com。

If you have concerns about the manner in which Electro Rent's financial statements or public reports are prepared, the sufficiency of its internal financial controls, the honesty or competence of its financial management or independent auditors or any other matter within the purview of the Audit Committee, *you are required* to report the matter promptly to the Audit Committee by sending an email to the special confidential email box at auditcom@electrorent.com.

如果您对益莱储制作财务报表或公开报告的方式、内部财务控制的充分性、财务管理或独立审计员的诚实或工作能力、或属于审计委员会职责范围内的任何其它事项存在疑虑，您有义务立即发送邮件至特殊保密邮箱 auditcom@electrorent.com，向审计委员会报告该等疑虑事项。

The policy adopted by the Audit Committee states that “The Audit Committee will attempt to keep the name of the person reporting the potential issues confidential to the extent requested by that person and not inconsistent with the best interests of the Company. The Audit Committee will not tolerate retaliation against any person who reports potential issues to the Audit Committee in good faith.”

审计委员会采取以下政策：“审计委员会将尽力在不违反公司利益的情况下，按照举报潜在问题人员的个人要求对其姓名进行保密。如果任何人就潜在问题向审计委员会进行善意举报，审计委员会不允许对该举报人员进行报复。”

ANONYMOUS COMPLAINTS

匿名举报

If you wish to report any actual or potential violation of this Code anonymously, please contact our hotline at 4008801403 or report online using the link below: <https://secure.ethicspoint.com/domain/media/en/gui/41195/index.html>. This hotline is managed by Navex Global, and is not staffed by anyone at the Company. Navex Global is an independent hotline service retained by the Company to handle any anonymous complaint calls.

如果您想匿名举报任何已经发生或潜在违反《规范》的行为，请拨打我们的热线：4008801403或通过网址：<https://secure.ethicspoint.com/domain/media/en/gui/41195/index.html>。此热线电话由Navex Global负责管理，而非本公司员工管理。Navex Global是公司雇佣的处理任何匿名投诉电话的独立热线服务机构。

BINDING NATURE OF CODE

本《规范》之约束力

This Code is a binding and important legal document. Waivers permitted by this Code of Business Conduct and Ethics may only be granted by specifically authorized persons. Changes to this Code of Business Conduct and Ethics, as well as waivers which are not authorized by this Code of Business Conduct and Ethics, can only be made or granted by our Board of Directors or a Board Committee authorized to make such changes or grant waivers.

本《规范》为有约束力的重要法律文件。只有具备特殊授权的人员才有可能就本《商业行为和道德规范》获得豁免。只有董事会、或经授权而有权更改《规范》、授予豁免权限的董事会委员，才能对本《规范》进行更改或授予本《商业行为和道德规范》未授权的豁免。

SPECIAL REQUIREMENTS FOR OFFICERS AND DIRECTORS

对管理人员和董事的特殊要求

Any consent or waiver with respect to this Code which involves an Officer or Director of the Company must be approved by a majority of disinterested directors on our Board of Directors or its authorized Committee.

任何对本《规范》的同意或豁免，如涉及公司管理人员或董事，则须经过本公司董事会或其授权委员会中无利害关系董事中的大多数同意，方可作出。

VIOLATIONS

违反

Violating this Code of Business Conduct and Ethics could subject you to penalties from governmental agencies, as well as discipline from the Company, up to and including dismissal. If you are ever unsure about whether some action would be consistent with this Code of Business Conduct and Ethics, you agree to ask us. Similarly, any time you encounter a situation and are unsure what to do, you agree to tell us and ask for help.

如果您违反本《商业行为和道德规范》，您可能面临来自政府机构和公司的双重处罚（包括解雇）。如果您不确定某些行为是否违反本《商业行为和道德规范》，您同意向我们进行咨询。同理，如果您在任何时间遇到不确定该如何行动的情况，您同意告知我们以寻求帮助。

Adopted by the Board of Directors as of July 10, 2014

董事会决议，2014年7月10日

ACKNOWLEDGMENT

确认函

ELECTRO RENT CORPORATION
CODE OF BUSINESS CONDUCT AND ETHICS

益莱储公司
商业行为和道德规范

I certify that I have carefully read Electro Rent Corporation's Code of Business Conduct and Ethics, understand its terms and importance and will comply with it. I have not participated in any violations of this Code, am not aware of any violations, and will report to the Company any actual or potential conduct which I believe violates this Code of Conduct.

兹证明，我已经仔细阅读益莱储公司之《商业行为和道德规范》并理解其条款和重要性，并保证将遵守此《规范》。我未参与任何违反本《规范》的行动，也不知晓任何违反本《规范》的行为。如发现任何我相信系违反本《规范》的行为或潜在行为，我将向公司举报。

Signature/签名: _____

Date/日期: _____

Print Name/姓名: _____

Address/地址: _____

Email/电邮: _____