

File name	Related Party Transaction Management Policy		
Document No.	RS-ELC-RT 01	Version	2023A
Preparation	IC Department	Organization	Emeren Group Ltd
Management Dept.	IC Department	Effective date	2023.10

File No : RS-ELC-RT.01

Emeren Group Ltd

Related Party Transaction Management Policy

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Approval: _____ Board of Directors/Group CEO *Guimin Liu*

Date: _____ 2023.10

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2008A	2008.08.26	Legal Department	Board of Directors	Initial draft
2011A	2011.04.27	Internal Control	Board of Directors	Add declaration and avoidance management content;
2015A	2015.08.15	Internal Control	Board of Directors	Adjust the transaction approval process amount standards and approvers
2018A	2018.10. 17	Internal Control	Board of Directors	Approval of management transactions
2023A	2023.10.25	Internal Control	Group CEO	Updated the compan name logo, grammar polish, and include the Chinese version as an appendix

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1 Purpose

The purpose of the policy is to regulate related party transactions between Emeren Group Ltd (and its subsidiaries) and related parties. Safeguard the rights and interests of shareholders and creditors of the company, especially the rights and interests of medium- small investors. Ensure that the related party transaction contracts concluded between the company and the related parties are in accordance with the principles of fairness and openness. This policy is developed in accordance with the requirements of relevant laws and regulations, and articles of association of the company.

2 Principle of related party transactions

The related party transactions should follow the principles of honesty, credit, equality, voluntary, openness, and fairness. Safeguard the interests of the company, and all shareholders, especially medium and small shareholders.

The price of the related party transactions should follow the principle of market price. If there is no market price, the price of the related party transaction should accord to the negotiated price. Trading parties should determine the pricing method according to the specific circumstances of the related party transaction. And make clear in related party transaction agreements.

3 Scope

3.1 Scope of organization

This policy applies to the company and its subsidiaries. Related party transactions between subsidiaries of the company are deemed to be acts of the company, and their related party transactions should follow the regulation of this policy. However, this policy does not apply to business transactions between the company and its subsidiaries (within the scope of consolidated statements).

3.2 Scope of application

Related party transactions in this policy refer to the transfer of resources or obligations between the company or its subsidiary and its related parties, including:

Purchase or sale of assets;

Investment (including entrusted financing, entrusted loans, etc.) Provide guaranty;

Rent or lease assets;

Signing management contracts (including entrustment, trustee, etc.);

Gift or receive assets;

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Creditor's rights or debt recombination;

Transfer of research and development projects;

Signing a license agreement;

Purchase of materials, power, and fuel;

Sales of products and commodities;

Providing or receiving services;

Entrustment sales or entrusted sales;

Joint investment;

Other matters that may cause resources or obligations to be transferred;

Other matters identified by the Audit Committee in connection with related party transactions.

4 Definition

4.1 Related Transaction

Related party transactions refer to transactions between a company or its holding subsidiary and a related party directly or indirectly in possession of an interest in the company.

4.2 Related Party

The related party means one party controls, jointly controls, or exerts significant influence on the other party, and that both or more parties are jointly controlled, or significantly affected.

4.3 Senior Executives

Senior Executives refer to directors and above-level Executives.

5 Responsibility

The policy is managed and implemented by the internal control department. Relevant departments and persons comply with and execute the policy.

6 Management Policy

6.1 Declaration and Avoidance Management

6.1.1 Declaration Management of Related Party Transactions

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Senior executives need to declare to the audit committee the related parties they own. The newly recruited senior executives should sign another "Informed Confirmation" when signing the labor contract to confirm that they are aware of this requirement.

6.1.2 Avoidance management of related party transaction

Senior executives can recommend potential suppliers in the process of introducing suppliers. However, they should avoid the process of supplier selection, price decisions, and supplier assessments.

If the senior executive didn't declare the related relationship voluntarily, or avoid the process of supplier selection, price decision, and supplier assessments, the company could terminate the employment relationship with the senior executive. The company has the right to recover unjust enrichment from related party transactions.

6.2 Approval of Related Party Transaction

6.2.1 All single purchase-sale related party transactions that are less than 5 million USD, and the contracts for borrowing funds from related parties, should be approved by the CEO of the company.

6.2.2 When the related party belongs to the CEO, all single purchase-sale related party transactions of less than 5 million USD and the contracts for borrowing funds from the related party should be approved by the Group IC Director, and CFO of the company.

6.2.3 The IA department should submit a quarterly declaration of the details of the related party transactions and obtain the final approval of the Audit Committee.

But for the following type of related party transactions, as major related party transaction should be approved by the audit committee beforehand:

- 1) All single purchase-sales related party transactions that are more than 5 million USD.
- 2) All contracts of fund lending to related parties.
- 3) All contracts of assets purchase or sale to related parties.

6.3 Information disclosure of related party transactions

The disclosure of related party transactions shall be carried out in accordance with the relevant provisions of the New York Stock Exchange and FASB57 issued by the Financial Accounting Standards Boards of the United States and the relevant documents should be submitted.

7 Reference

7.1 Authorization Management Policy

8 Record

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8.1 FM.RS-ELC-RT.01.01 Informed Confirmation Letter

Informed Confirmation

Name: _____, ID NO. (Passport NO.) _____,

Position: _____, I have read the Emeren Group's related transaction management policy carefully, and know the regulations about the disclosure and declaration of related party transactions. Including but not limited to:

1) Declaration management of related party transactions

Senior executives need to declare to the audit committee the related parties they own. The newly recruited senior executives should sign another "Informed Confirmation" when signing the labor contract to confirm that they are aware of this requirement.

2) Avoidance management of related party transaction

Senior executives can recommend potential suppliers in the process of introducing suppliers. But they should avoid in the process of supplier selection, price decision and supplier assessments.

3) If the senior executive didn't declare related relationship voluntarily, or avoid in the process of supplier selection, price decision and supplier assessments, the company could terminate the employment relationship with the senior executive. The company has the right to recover unjust enrichment from related party transaction.

I'm willing to comply with all the rules and regulations including the declaration of the related parties I have.

Signature: _____

Date : _____

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Emeren Group Ltd

关联交易管理制度

Related Party Transaction Management Policy

编制/Editor:

内控部/IC Department

部门负责人审核Reviewed:

Chris Wang

内控部审核/IC Review:

Chris Wang

批准/Approval:

Board of Directors/Group CEO

批准执行日期/Date:

2023.10

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本管理文件修订历史信息:

当前版本 :	2023A
最新更新日期 :	2023.Oct
最新更新作者 :	内控部/ IC Department
原始编撰人	内控部/ IC Department
批准人	董事会/ Board of Directors

历史版本	更新日期	修订者	批准人	主要修订摘要
2008A	2008.08.26	法务部	董事会	初次拟定
2011A	2011.04.27	内控部	董事会	增加申报与回避管理内容； 调整交易批准程序金额标准和审批人
2015A	2015.08.15	内控部	董事会	管理交易的审批
2018A	2018.10.17	内控部	董事会	调整交易批准程序中金额标准
2023A	2023.10.25	内控部	集团CEO	更新公司名称、LOGO、语法润色等

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1 目的

为了规范 Emeren Group Ltd (以下简称“公司”)及其控股子公司与关联方之间的关联交易,维护公司股东和债权人的合法权益,特别是中小投资者的合法权益,保证公司与关联方之间订立的关联交易合同符合公平、公正、公开的原则,根据有关关联交易的规范性文件等法律、法规的要求,以及《公司章程》的规定,制定本程序。

2 关联交易原则

公司关联交易应遵循诚实信用、平等、自愿、公平、公开、公允的原则,不得损害公司、全体股东、特别是中小股东的权益。

关联交易的价格应主要遵循市场价格的原则,如果没有市场价格,按照协议价格。交易双方应根据关联交易的具体情况确定定价方法,并在相关的关联交易协议中予以明确。

3 适用范围

3.1 组织机构适用范围

本制度适用于本公司及本公司的全资、控股子公司(以下简称“控股子公司”)。公司控股子公司发生的关联交易,视同公司行为,其关联交易应遵循本制度之规定。但公司及本公司的全资、控股子公司(以下简称“控股子公司”)之间(合并报表范围内)的业务往来不适用本办法。

3.2 内容适用范围

本制度规范的关联交易,指公司或其控股子公司与关联方之间发生的转移资源或义务的事项,包括:

购买或出售资产

对外投资(含委托理财、委托贷款等)

提供担保

租入或租出资产

签订管理方面的合同(含委托经营、受托经营等)

赠与受赠资产

债权或债务重组

研究与开发项目的转移

签订许可协议

购买原材料、动力、燃料

销售产品、商品

提供或接受劳务

委托或受托销售

关联双方共同投资

其它通过约定可能造成资源或义务转移的事项

审计委员会认定属于关联交易的其他事项

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4 定义解释

4.1 关联交易

关联交易，是指公司或其控股子公司与在本公司直接或间接占有权益、存在利害关系的关联方之间所进行的交易。

4.2 关联方

一方控制、共同控制另一方或对另一方施加重大影响，以及两方或两方以上同受一方控制、共同控制或重大影响的，构成关联方。

4.3 高级管理人员

高级管理人员，是指总监及以上级别的管理人员。

5 职责规范

本管理制度由内控部归口管理和实施，各相关部门和人员配合实施并严格执行。

6 管理制度

6.1 申报与回避管理

6.1.1 关联交易申报管理

高级管理人员需主动向审计委员会申报其所拥有的关联关系企业。新入职的高级管理人员应在签署劳动合同时另签一份“知情确认书”，以确认其已了解此项规定。

6.1.2 关联关系回避管理

在公司引入供应商过程中，高级管理人员可以推荐潜在供应商，但应在确定供应商、确定价格以及后续评估时实行回避。高级管理人员若未主动申报关联关系或在供应商选择、评估过程未实行回避的，经审计查证的，公司有权与其终止雇佣关系，并有权追讨由关联交易或未实行回避而获得的不当得利。

6.2 关联交易的审批

6.2.1 公司与关联人发生的单笔 500 万美金以下的购销类关联交易，以及所有资金借入性质的关联借款合同由公司 CEO 批准。

6.2.2 所有关联人为 CEO 的单笔 500 万美金以下的购销类关联交易，以及所有资金借入性质的关联借款合同，由公司内控总监审批后，应获得公司CFO 批准。

6.2.3 内审部应每季度向董事会审计委员会提报关联交易明细并取得审计委员会的最终核准。

但针对以下类型的关联交易，作为重大事项，应事前获得董事会审计委员会的审批：

- 1) 公司与关联人发生的单笔交易额在 500 万美元以上的购销类关联交易；
- 2) 所有资金借出性质的关联借款合同；
- 3) 所有向关联方购买或出售资产；

6.3 关联交易的信息披露

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公司披露关联交易，应按纽约证券交易所的有关规定、美国 the Financial Accounting Standards Boards 颁布的 FASB57 号指令执行并提交相关文件。

7 参考文件

7.1 《授权管理制度》

8 记录表单

8.1 FM.RS-ELC-RT.01.01 知情确认书

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知情确认书

本人：_____，身份证号(护照号)：_____，
职位：_____，已经仔细阅读了 Emeren Group Ltd 《关联交易管理制度》，了解其中
的关联 关系披露和关联交易申报规定，包括但不限于：

1) 关联交易申报管理

高级管理人员需主动向审计委员会申报其所拥有的关联关系企业。新入职的高级管理人员应在签署劳动合同时另签一份“知情确认书”，以确认其已了解此项规定。

2) 关联关系回避管理

在公司引入供应商过程中，高级管理人员可以推荐潜在供应商，但应在确定供应商、确定价格以及后续评估时实行回避。

3) 高级管理人员若未主动申报关联关系或在供应商选择、评估过程未实行回避的，经审计查证的，公司有权与其终止雇佣关系，并有权追讨由于关联交易或未实行回避而获得的不当得利。

本人愿意遵照包括主动申报本人所拥有的关联关系企业在内的所有制度规定。

确认人：_____

日期：_____