

WRITTEN DISCLOSURE POLICY
PURSUANT TO REGULATION FD PRINCIPLES



正康国际
ZK INTERNATIONAL

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Adopted by ZK International Group Co. Ltd. Board of Directors on this 22nd day of May 2017.

OBJECTIVE AND SCOPE

The objective of this disclosure policy is to ensure that communications to the investing public about the ZK International Group Co. Ltd. (the "Corporation") are:

- Timely, factual, and accurate; and
- Broadly disseminated in accordance with all applicable legal and regulatory requirements.

This disclosure policy confirms in writing our existing disclosure policies and practices. Its goal is to raise awareness of the Corporation's approach to disclosure among the Board of Directors (the "Board"), senior management and employees.

This disclosure policy extends to all employees of the Corporation, the Board and those authorized to speak on its behalf. It covers disclosures in documents filed with the securities regulators and written statements made in the Corporation's annual and quarterly reports, news releases, letters to shareholders, presentations by senior management and information contained on the Corporation's Web site and other electronic communications. It extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences and conference calls.

PRINCIPLES OF DISCLOSURE OF MATERIAL INFORMATION

Material information is any information relating to the business and affairs of the Corporation that results in, or would reasonably be expected to result in; a significant change in the market price or value of the Corporation's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions.

In complying with the requirement to disclose forthwith all material information under applicable laws and stock exchange rules, the Corporation will adhere to the following basic disclosure principles:

1. Material information will be publicly disclosed immediately via news release.
2. In certain circumstances, the Committee may determine that such disclosure would be unduly detrimental to the Corporation (for example if release of the information would prejudice negotiations in a corporate transaction), in which case the information will be kept confidential until the Committee determines it is appropriate to publicly disclose. In such circumstances, the Committee will cause a confidential material change report to be filed with the applicable securities regulators, and will periodically (at least every 10 days) review its decision to keep the information confidential (see also 'Rumors' on page 10 of this policy).
3. Disclosure must include any information the omission of which would make the rest of the disclosure misleading.
4. Unfavorable material information must be disclosed as promptly and completely as favorable information.
5. The Corporation shall not engage in selective disclosure. Previously undisclosed material information must not be disclosed to selected individuals (for example, in an interview with an analyst or in a telephone conversation with an investor). If previously undisclosed material information has been inadvertently disclosed to an analyst or any other person not bound by an express confidentiality obligation, such information must be broadly disclosed immediately via news release.
6. Disclosure on the Corporation's Web site alone does not constitute adequate disclosure of material information.
7. Disclosure must be corrected immediately if the Corporation subsequently learns that earlier disclosure by the Corporation contained a material error at the time it was given.

TRADING RESTRICTIONS AND BLACKOUT PERIODS

It is illegal for anyone to purchase or sell securities of any public company with knowledge of material information affecting that company that has not been publicly disclosed. Except in the necessary course of business, it is also illegal for anyone to inform any other person of material non-public information. Therefore, insiders and employees with knowledge of confidential or material information about the Corporation, or counter-parties in negotiations of material potential transactions, are prohibited from trading shares in the Corporation or any counter-party until the information has been fully disclosed and a reasonable period has passed for the information to be widely disseminated.

Trading blackout periods will apply to those employees with access to material undisclosed information during periods when financial statements are being prepared but results have not yet been publicly disclosed. The blackout period commences on the first day of the month following the end of a quarter and ends on the second day following the issuance of a news release disclosing quarterly results.

Blackout periods may be prescribed from time to time by the Committee because of special circumstances relating to the Corporation pursuant to which insiders of the Corporation would be precluded from trading in securities of the Corporation. All parties with knowledge of such special circumstances shall be covered by the blackout. Such parties may include external advisors such as legal counsel, investment bankers and counter-parties in negotiations of material potential transactions.

Quiet Period for Trading

All employees of the Corporation or any of its subsidiaries must observe the following Quiet Periods.

- ✓ Two business weeks prior to January 31 through 48 business hours after first quarter earnings are released (approximately the third week of March ;)
- ✓ Two business weeks prior to April 30 through 48 business hours after second quarter earnings are released (approximately the second week of June ;)
- ✓ Two business weeks prior to July 31 through 48 business hours after third quarter earnings are released (approximately the second week of September ;)
- ✓ Two business weeks prior to October 31 and through 48 business hours after annual earnings are released (approximately the second week of January)
- ✓ Two business days prior to material change and through 48 business hours after material change is released

MAINTAINING CONFIDENTIALITY

Any employee privy to confidential information is prohibited from communicating such information to anyone else, unless it is necessary to do so during business. Efforts will be made to limit access to such confidential information to only those who need to know the information and such persons will be advised that the information is to be kept confidential.

Communication by e-mail may be subject to later decryption attempts. All confidential information being transmitted over the Internet must be secured by the strongest encryption and validation methods available. Where possible, employees should avoid using e-mail to transmit confidential information.

Outside parties privy to undisclosed material information concerning the Corporation shall be told that they must not divulge such information to anyone else, other than in the necessary course of business, and that they may not trade in the Corporation's securities until the information is publicly disclosed. Such outside parties will confirm their commitment to non-disclosure in the form of a written confidentiality agreement.

To prevent the misuse or inadvertent disclosure of material information, the procedures set forth below should be observed always:

1. Documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who need to know that information in the necessary course of business and code names should be used if necessary.
2. Confidential matters must not be discussed in places where the discussion may be overheard, such as elevators, hallways, restaurants, airplanes, or taxis.
3. Confidential matters should not be discussed on wireless telephones or other wireless devices.
4. Confidential documents should not be read or displayed in public places and should not be discarded where others can retrieve them.
5. Employees must ensure they maintain the confidentiality of information in their possession outside of the office as well as inside the office.
6. Transmission of documents by electronic means, such as by fax or directly from one computer to another, should be made only where it is reasonable to believe that the transmission can be made and received under secure conditions.

7. Unnecessary copying of confidential documents should be avoided and documents containing confidential information should be promptly removed from conference rooms and work areas after meetings have concluded. Extra copies of confidential documents should be shredded or otherwise destroyed.
8. Access to confidential electronic data should be restricted with passwords.

DESIGNATED SPOKESPERSONS

The Corporation shall designate a limited number of spokespersons responsible for communication with the investment community, regulators, or the media. The Chief Executive Officer and the Chief Financial Officer (“CFO”) shall be the official spokespersons for the Corporation.

Individuals holding these offices may, from time to time, designate others within the Corporation to speak on behalf of the Corporation as back-ups or to respond to specific inquiries.

Employees who are not authorized spokespersons shall not respond under any circumstances to inquiries from the investment community, the media, or others, unless specifically asked to do so by an authorized spokesperson. **All such inquiries shall be referred to the Chief Financial Officer.**

NEWS RELEASES

Once the Committee determines that a development is material, it shall authorize the issuance of a news release, unless the Committee determines that such developments must remain confidential for the time being and the appropriate disclosures and filings are made. Should a material statement inadvertently be made in a selective forum, the Corporation will immediately issue a news release to fully disclose that information.

If the stock exchange(s) upon which shares of the Corporation are listed is open for trading at the time of a proposed announcement, prior notice of a news release announcing material information must be provided to the market surveillance department to enable a trading halt, if deemed necessary by the stock exchange(s). If a news release announcing material information is issued outside of trading hours, market surveillance must be notified before the market opens.

Annual and interim financial results will be publicly released immediately following board approval of the financial statements.

News releases shall be disseminated through an approved news wire service that provides simultaneous national and/or international distribution. News releases shall be transmitted to all stock exchange members, relevant regulatory bodies, major business wires, national financial media, and the local media in areas where the Corporation has its headquarters and operations.

News releases will be posted on the Corporation's Web site immediately after release over the news wire. The news release page of the Web site shall include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent news releases.

RUMORS

The Corporation does not comment, affirmatively or negatively, on rumors. This policy also applies to rumors on the Internet. The Corporation's spokespersons shall respond consistently to those rumors by saying, "It is our policy not to comment on market rumors or speculation." Should the stock exchange request that the Corporation make a definitive statement in response to a market rumor that is causing significant volatility in the stock, the Committee shall consider the matter and decide whether to make a policy exception. If the rumor is true in whole or in part, the Corporation shall immediately issue a news release disclosing the relevant material information.

CONTACTS WITH ANALYSTS, INVESTORS, AND THE MEDIA

Disclosure in individual or group meetings does not constitute adequate disclosure of information that is considered material non-public information. If the Corporation intends to announce material information at an analyst or shareholder meeting, a press conference or during a conference call, the announcement must be preceded by a news release.

The Corporation recognizes that meetings with analysts and significant investors are an important element of the Corporation's investor relations program. The Corporation shall meet with analysts and investors on an individual or small group basis as needed and shall initiate contacts or respond to analyst and investor calls in a timely, consistent, and accurate fashion in accordance with this disclosure policy.

The Corporation shall provide only non-material information at individual and group meetings, in addition to regular publicly disclosed information. The Corporation may not alter the materiality of information by breaking down the information into smaller, non-material components.

The Corporation shall maintain a 'frequently asked questions' section on its Web site and shall provide the same sort of detailed, non-material information to individual investors or reporters that it has provided to analysts and institutional investors.

Spokespersons shall keep notes of telephone conversations with analysts and investors and, where practicable, more than one Corporation representative will be present at all individual and group meetings. A debriefing will be held after such meetings and if such debriefing uncovers selective disclosure of previously undisclosed material information, the Corporation shall immediately disclose such information broadly via news release.

REVIEWING ANALYST DRAFT REPORTS AND MODELS

It is the Corporation's policy to review, upon request, analysts' draft research reports or models. The Corporation shall review the reports or models for pointing out errors in fact based on publicly disclosed information. It is the Corporation's policy, when an analyst inquires with respect to his/her estimates, to question an analyst's assumptions if the estimate is a significant outlier among the range of estimates and/or the Corporation's published earnings guidance. The Corporation shall limit its responses to non-material information. The Corporation shall not confirm, or attempt to influence, an analyst's opinions or conclusions and shall not express comfort with the analyst's model and earnings estimates.

To avoid appearing to endorse an analyst's report or model, the Corporation shall provide its comments orally or will attach a disclaimer to written comments to indicate the report was reviewed only for factual accuracy.

DISTRIBUTING ANALYST REPORTS

Analyst reports are proprietary products of the analyst's firm. The Corporation shall not provide analyst reports through any means, including posting such information on its Web site, to employees of the Corporation or to persons outside of the Corporation, to avoid the appearance of endorsing any such reports. The Corporation may, however, post on its Web site a complete list of all the investment firms and analysts who provide research coverage on the Corporation. If provided, such list will not include links to the analysts' or any other third party Web sites or publications.

FORWARD-LOOKING INFORMATION

Should the Corporation elect to disclose forward-looking information ("FLI") by any means, including by continuous disclosure documents, speeches, or conference calls, the following guidelines shall be observed:

1. The information, if deemed material, shall be broadly disseminated via news release, in accordance with this disclosure policy.
2. The information shall be clearly identified as forward looking.
3. The Corporation shall identify all material assumptions used in the preparation of the FLI.
4. The information shall be accompanied by a statement that identifies, in very specific terms, the risks and uncertainties that may cause the actual results to differ materially from those projected in the statement, including a sensitivity analysis to indicate the extent to which different business conditions from the underlying assumptions may affect the actual outcome.
5. The information shall be accompanied by a statement that denies the Corporation's intention or obligation to update or revise the FLI, whether as a result of new information, future events or otherwise. Notwithstanding this disclaimer, should subsequent events prove past statements about current trends to be materially misleading, the Corporation may choose to issue a news release explaining the reasons for the difference. In this case, the Corporation shall update its guidance on the anticipated impact on revenue and earnings (or other key metrics).

MANAGING EXPECTATIONS

The Corporation will try to ensure, through its regular public dissemination of quantitative and qualitative information that analysts' estimates are in line with the Corporation's own expectations. The Corporation shall not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort with analysts' models and earnings estimates.

If the Corporation has determined that it will be reporting results that materially differ from publicly held expectations, it shall disclose this information in a news release to enable discussion without risk of selective disclosure.

QUIET PERIODS

To avoid the potential for selective disclosure, or the appearance of selective disclosure, the Corporation shall observe a quarterly quiet period during which the Corporation will not initiate or participate in any meetings or telephone contacts with analysts and investors and no earnings guidance will be provided to anyone, other than responding to unsolicited inquiries concerning factual matters. The quiet period commences on the first day of the month following the end of a quarter and ends with the issuance of a news release disclosing quarterly results.

DISCLOSURE RECORD

The CFO shall retain all public information about the Corporation, including continuous disclosure documents, news releases, analysts' reports, transcripts or tape recordings of conference calls, debriefing notes, notes from meetings and telephone conversations with analysts and investors, and newspaper articles, for the previous five years.

RESPONSIBILITY FOR ELECTRONIC COMMUNICATIONS

This disclosure policy also applies to electronic communications. Accordingly, officers and personnel responsible for written and oral public disclosures shall also be responsible for electronic communications.

The CFO is responsible for updating the investor relations section of the Corporation's Web site and is responsible for monitoring all Corporation information placed on the Web site to ensure that it is accurate, complete, up-to-date and in compliance with relevant securities laws.

The Committee must approve all links from the Corporation's Web site to a third-party Web site. Any such links will include a notice that advises the reader that he or she is leaving the Corporation's Web site and that the Corporation is not responsible for the contents of the other site.

Investor relations material shall be contained within a separate section of the Corporation's Web site and shall include a notice that advises the reader that the information posted was accurate at the time of posting, but may be superseded by subsequent disclosures. All data posted to the Web site, including text and audiovisual material, shall show the date such material was issued. Any material changes in information must be updated immediately. The CFO shall maintain a log indicating the date that material information is posted and/or removed from the investor relations Web site. The minimum retention period for material corporate information on the Web site shall be two years.

Disclosure on the Corporation's Web site alone does not constitute adequate disclosure of information that is considered material non-public information. Any disclosures of material information on its Web site shall be preceded by the issuance of a news release.

The CFO shall also be responsible for responses to electronic inquiries. Only public information or information which could otherwise be disclosed in accordance with this disclosure policy shall be utilized in responding to electronic inquiries.

To ensure that no material undisclosed information is inadvertently disclosed, employees are prohibited from participating in Internet chat rooms or newsgroup discussions on matters pertaining to the Corporation's activities or its securities. Employees who encounter a discussion pertaining to the Corporation should advise the CFO immediately, so the discussion may be monitored.

COMMUNICATION AND ENFORCEMENT

This disclosure policy extends to all employees of the Corporation; its Board and authorized spokespersons of the Corporation. New directors, officers and employees shall be provided with a copy of this disclosure policy and educated about its importance. This disclosure policy shall be circulated to all employees on an annual basis and whenever changes are made.

Any employee who violates this disclosure policy may face disciplinary action up to and including termination of his or her employment with the Corporation without notice. The violation of this disclosure policy may also violate certain securities laws.

If it appears that an employee may have violated such securities laws, the Corporation may refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines, or imprisonment.