

COOTEK (CAYMAN) INC.

CODE OF BUSINESS CONDUCT AND ETHICS

(Adopted by the Board of Directors of CooTek (Cayman) Inc. on August 8, 2018, effective upon the effectiveness of its registration statement on Form F-1 relating to its initial public offering)

I. PURPOSE

This Code of Business Conduct and Ethics (the “**Code**”) contains general guidelines for conducting the business of CooTek (Cayman) Inc. and its subsidiaries and affiliates (collectively, the “**Company**”) consistent with the highest standards of business ethics, and is intended to qualify as a “code of ethics” within the meaning of Section 406 of the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder. To the extent this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, the Company adheres to these higher standards.

This Code is designed to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the U.S. Securities and Exchange Commission (the “**SEC**”) and in other public communications made by the Company;
- compliance with applicable laws, rules and regulations;
- prompt internal reporting of violations of the Code; and
- accountability for adherence to the Code.

II. APPLICABILITY

This Code applies to all directors, officers and employees of the Company, whether they work for the Company on a full-time, part-time, consultative or temporary basis (each, an “**employee**” and collectively, the “**employees**”). Certain provisions of the Code apply specifically to our chief executive officer, chief financial officer, other chief officers, senior financial officer, controller, senior vice presidents, vice presidents and any other persons who perform similar functions for the Company (each, a “**senior officer**,” and collectively, the “**senior officers**”).

The Board of Directors of CooTek (Cayman) Inc. (the “**Board**”) has appointed the head of the Legal Department of CooTek (Cayman) Inc. as the Compliance Officer for the Company (the “**Compliance Officer**”). If you have any questions regarding the Code or would like to

report any violation of the Code, please contact the Compliance Officer by email at ombudsman@cootek.cn.

III. CONFLICTS OF INTEREST

Identifying Conflicts of Interest

A conflict of interest occurs when an employee's private interest interferes, or appears to interfere, in any way with the interests of the Company as a whole. An employee should actively avoid any private interest that may impact such employee's ability to act in the interests of the Company or that may make it difficult to perform the employee's work objectively and effectively. In general, the following are considered conflicts of interest:

- Competing Business. No employee may be employed by a business that competes with the Company or deprives it of any business.
- Corporate Opportunity. No employee may use corporate property, information or his/her position with the Company to secure a business opportunity that would otherwise be available to the Company. If an employee discovers a business opportunity that is in the Company's line of business through the use of the Company's property, information or position, the employee must first present the business opportunity to the Company before pursuing the opportunity in his/her individual capacity.
- Financial Interests.
 - (i) No employee may have any financial interest (ownership or otherwise), either directly or indirectly through a spouse or other family member, in any other business or entity if such interest adversely affects the employee's performance of duties or responsibilities to the Company, or requires the employee to devote time to it during such employee's working hours at the Company;
 - (ii) No employee may hold any ownership interest in a privately held company that is in competition with the Company;
 - (iii) An employee may hold less than 5% ownership interest in a publicly traded company that is in competition with the Company; provided that if the employee's ownership interest in such publicly traded company increases to 5% or more, the employee must immediately report such ownership to the Compliance Officer;
 - (iv) Unless pre-approved by the Compliance Officer, no employee may hold any ownership interest in a company that has a business relationship with the Company if such employee's duties at the Company include managing or supervising the Company's business relations with that company; and
 - (v) Notwithstanding the other provisions of this Code,

(a) a director or any family member of such director (collectively, “**Director Affiliates**”) or a senior officer or any family member of such senior officer (collectively, “**Officer Affiliates**”) may continue to hold his/her investment or other financial interest in a business or entity (an “**Interested Business**”) that:

- (1) was made or obtained either (x) before the Company invested in or otherwise became interested in such business or entity; or (y) before the director or senior officer joined the Company (for the avoidance of doubt, regardless of whether the Company had or had not already invested in or otherwise become interested in such business or entity at the time the director or senior officer joined the Company); or
- (2) may in the future be made or obtained by the director or senior officer, provided that at the time such investment or other financial interest is made or obtained, the Company has not yet invested in or otherwise become interested in such business or entity;

provided that such director or senior officer shall disclose such investment or other financial interest to the Board;

(b) an interested director or senior officer shall refrain from participating in any discussion among senior officers of the Company relating to an Interested Business and may not be involved in any proposed transaction between the Company and an Interested Business; and

(c) before any Director Affiliate or Officer Affiliate (i) invests, or otherwise acquires any equity or other financial interest, in a business or entity that is in competition with the Company; or (ii) enters into any transaction with the Company, the related director or senior officer shall obtain prior approval from the Audit Committee of the Board.

For purposes of this Code, a company or other entity is deemed to be “in competition with the Company” if it competes with the Company’s mobile internet services and mobile advertising services and any other business in which the Company engages in.

- Loans or Other Financial Transactions. No employee may obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a material customer, supplier, business partner or competitor of the Company. This guideline does not prohibit arms-length transactions with recognized banks or other financial institutions.
- Service on Boards and Committees. No employee may serve on a board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests could reasonably be expected to conflict with those of the Company. Employees must obtain prior approval from the Board before accepting any such board or committee position. The Company may revisit its approval of any such position at any time to determine whether an employee’s service in such position is still appropriate.

The above is in no way a complete list of situations where conflicts of interest may arise. The following questions might serve as a useful guide in assessing a potential conflict of interest situation not specifically addressed above:

- Is the action to be taken legal?
- Is it honest and fair?
- Is it in the best interests of the Company?

Disclosure of Conflicts of Interest

The Company requires that employees fully disclose any situations that could reasonably be expected to give rise to a conflict of interest. If an employee suspects that he/she has a conflict of interest, or a situation that others could reasonably perceive as a conflict of interest, the employee must report it immediately to the Compliance Officer. Conflicts of interest may only be waived by the Board, or the appropriate committee of the Board, and will be promptly disclosed to the public to the extent required by law and applicable rules of the applicable stock exchange.

Family Members and Work

The actions of family members outside the workplace may also give rise to conflicts of interest because they may influence an employee's objectivity in making decisions on behalf of the Company. If a member of an employee's family is interested in doing business with the Company, the criteria as to whether to enter into or continue the business relationship and the terms and conditions of the relationship must be no less favorable to the Company compared with those that would apply to an unrelated party seeking to do business with the Company under similar circumstances.

Employees are required to report any situation involving family members that could reasonably be expected to give rise to a conflict of interest to their supervisor or the Compliance Officer. For purposes of this Code, "family members" or "members of employee's family" include an employee's spouse, parents, children and siblings, whether by blood, marriage or adoption or anyone residing in such employee's home.

IV. GIFTS, MEALS AND ENTERTAINMENT

All employees are required to comply with the anti-corruption compliance policy of the Company regarding gifts, meals and entertainment.

V. PROTECTION AND USE OF COMPANY ASSETS

Employees should protect the Company's assets and ensure their efficient use for legitimate business purposes only. Theft, carelessness and waste have a direct impact on the Company's profitability. Any use of the funds or assets of the Company, whether for personal gain or not, for any unlawful or improper purpose is strictly prohibited.

To ensure the protection and proper use of the Company's assets, each employee is required to:

- Exercise reasonable care to prevent theft, damage or misuse of Company property;
- Promptly report any actual or suspected theft, damage or misuse of Company property;
- Safeguard all electronic programs, data, communications and written materials from unauthorized access; and
- Use Company property only for legitimate business purposes.

Except as approved in advance by the Chairman of the board of directors, Chief Executive Officer or Chief Financial Officer of the Company, the Company prohibits political contributions (directly or through trade associations) by any employee on behalf of the Company. Prohibited political contributions include:

- any contributions of the Company's funds or other assets for political purposes;
- encouraging individual employees to make any such contribution; and
- reimbursing an employee for any political contribution.

VI. INTELLECTUAL PROPERTY AND CONFIDENTIALITY

Employees shall abide by the Company's rules and policies in protecting the intellectual property and confidential information, including the following:

- All inventions, creative works, computer software, and technical or trade secrets developed by an employee in the course of performing the employee's duties or primarily through the use of the Company's assets or resources while working at the Company are the property of the Company.
- Employees shall maintain the confidentiality of information entrusted to them by the Company or entities with which the Company has business relations, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to the company or its business associates, if disclosed.
- The Company maintains a strict confidentiality policy. During an employee's term of employment with the Company, the employee shall comply with any and all written or unwritten rules and policies concerning confidentiality and shall fulfill the duties and responsibilities concerning confidentiality applicable to the employee.
- In addition to fulfilling the responsibilities associated with his/her position in the Company, an employee may not, without obtaining prior approval from the

Company, disclose, announce or publish trade secrets or other confidential business information of the Company, nor may an employee use such confidential information outside the course of his/her duties to the Company.

- Even outside the work environment, an employee must maintain vigilance and refrain from disclosing important information regarding the Company or its business, business associates or employees.
- An employee's duty of confidentiality with respect to the confidential information of the Company survives the termination of such employee's employment with the Company for any reason until such time as the Company discloses such information publicly or the information otherwise becomes available in the public sphere through no fault of the employee.
- Upon termination of employment, or at such time as the Company requests, an employee must return to the Company all of its property without exception, including all forms of medium containing confidential information, and may not retain duplicate materials.

VII. ACCURACY OF FINANCIAL REPORTS AND OTHER PUBLIC COMMUNICATIONS

The Company is required to report its financial results and other material information about its business to the public and the SEC. It is the Company's policy to promptly disclose accurate and complete information regarding its business, financial condition and results of operations. Employees must strictly comply with all applicable standards, laws, regulations and policies for accounting and financial reporting of transactions, estimates and forecasts. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company and result in legal liability.

Employees should be on guard for, and are required to promptly report, any possibility of inaccurate or incomplete financial reporting. Particular attention should be paid to:

- Financial results that seem inconsistent with the performance of the underlying business;
- Transactions that do not seem to have an obvious business purpose; and
- Requests to circumvent ordinary review and approval procedures.

The Company's senior financial officers and other employees working in the finance department have a special responsibility to ensure that all of the Company's financial disclosures are full, fair, accurate, timely and understandable. These individuals are required to report any practice or situation that might undermine this objective to the Compliance Officer.

Employees are prohibited from directly or indirectly taking any action to coerce, manipulate, mislead or fraudulently influence the Company's independent auditors for the

purpose of rendering the financial statements of the Company materially misleading. Prohibited actions include but are not limited to:

- issuing or reissuing a report on the Company's financial statements that is not warranted in the circumstances (due to material violations of U.S. GAAP, generally accepted auditing standards or other professional or regulatory standards);
- not performing audit, review or other procedures required by generally accepted auditing standards or other professional standards;
- not withdrawing an issued report when withdrawal is warranted under the circumstances; or
- not communicating matters as required to the Company's Audit Committee.

VIII. COMPANY RECORDS

Accurate and reliable records are crucial to the Company's business and form the basis of its earnings statements, financial reports and other disclosures to the public. The Company's records are a source of essential data that guides business decision-making and strategic planning. Company records include, but are not limited to, booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of business.

All Company records must be complete, accurate and reliable in all material respects. There is never an acceptable reason to make false or misleading entries. Undisclosed or unrecorded funds, payments or receipts are strictly prohibited. An employee is responsible for understanding and complying with the Company's recordkeeping policy. An employee should contact the Compliance Officer if he/she has any questions regarding the recordkeeping policy.

IX. COMPLIANCE WITH LAWS AND REGULATIONS

Each employee has an obligation to comply with the laws of the cities, provinces, regions and countries in which the Company operates. This includes, without limitation, laws covering commercial bribery and kickbacks, patent, copyrights, trademarks and trade secrets, information privacy, insider trading, offering or receiving gratuities, employment harassment, environmental protection, occupational health and safety, false or misleading financial information, misuse of corporate assets and foreign currency exchange activities. Employees are expected to understand and comply with all laws, rules and regulations that apply to their positions at the Company. If any doubt exists about whether a course of action is lawful, the employee should seek advice immediately from the Compliance Officer.

X. DISCRIMINATION AND HARASSMENT

The Company is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment based on race,

ethnicity, religion, gender, age, national origin or any other protected class. For further information, employees should consult the Compliance Officer.

XI. FAIR DEALING

Each employee should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. No employee may take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

XII. HEALTH AND SAFETY

The Company strives to provide employees with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for other employees by following environmental, safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Violence or threats of violence are not permitted.

Each employee is expected to perform his/her duty to the Company in a safe manner, free of any influence of alcohol, illegal drugs or other controlled substances. The use of illegal drugs or other controlled substances in the workplace is prohibited.

XIII. VIOLATIONS OF THE CODE

All employees have a duty to report any known or suspected violation of this Code, including any violation of laws, rules, regulations or policies that apply to the Company. Reporting a known or suspected violation of this Code by others will not be considered an act of disloyalty, but an action to safeguard the reputation and integrity of the Company and its employees.

If an employee knows of or suspects a violation of this Code, it is such employee's responsibility to immediately report the violation to the Compliance Officer, who will work with the employee to investigate his/her concern. All questions and reports of known or suspected violations of this Code will be treated with sensitivity and discretion. The Compliance Officer and the Company will protect the employee's confidentiality to the extent possible, consistent with the law and the Company's need to investigate the employee's concern.

It is the Company's policy that any employee who violates this Code will be subject to appropriate discipline, including termination of employment, based upon the facts and circumstances of each particular situation. An employee's conduct, if it does not comply with the law or with this Code, can result in serious consequences for both the employee and the Company.

The Company strictly prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations. An employee inflicting reprisal or retaliation against another employee for reporting a known or suspected violation will be subject to disciplinary action, including termination of employment.

XIV. WAIVERS OF THE CODE

Waivers of this Code will be granted on a case-by-case basis and only in extraordinary circumstances. Waivers of this Code may be made only by the Board, or the appropriate committee of the Board, and may be promptly disclosed to the public if so required by applicable laws and regulations and rules of the applicable stock exchange.

XV. CONCLUSION

This Code contains general guidelines for conducting the business of the Company consistent with the highest standards of business ethics. If employees have any questions about these guidelines, they should contact the Compliance Officer. The Company expects all employees to adhere to these standards. Each employee is separately responsible for his/her actions. Conduct that violates the law or this Code cannot be justified by claiming that it was ordered by a supervisor or someone in higher management positions. If an employee engages in conduct prohibited by the law or this Code, such employee will be deemed to have acted outside the scope of his/her employment. The prohibited conduct will subject the employee to disciplinary action, including termination of employment.

* * * * *

Exhibit E-1
Insider Trading Policy

COOTEK (CAYMAN) INC.

STATEMENT OF POLICIES
GOVERNING MATERIAL NON-PUBLIC INFORMATION AND
THE PREVENTION OF INSIDER TRADING

(Adopted by the Board of Directors of CooTek (Cayman) Inc. on August 8, 2018, effective upon the effectiveness of its registration statement on Form F-1 relating to its initial public offering)

This Statement of Policies Governing Material Non-Public Information and the Prevention of Insider Trading (this “Statement”) applies to all directors, officers, employees and consultants of CooTek (Cayman) Inc. and its subsidiaries and affiliated entities (collectively, the “Company”) and extends to all activities within and outside an individual’s duties at the Company.

Every director, officer, employee and consultant of the Company must review this Statement, and when requested by the Company, must execute and return the Certificate of Compliance attached hereto within seven (7) calendar days after receiving the request.

This Statement consists of three sections: Section I provides an overview; Section II sets forth the Company’s policies prohibiting insider trading; and Section III explains insider trading.

I.
SUMMARY

Preventing insider trading is necessary to comply with U.S. securities law and to preserve the reputation and integrity of the Company as well as that of all persons affiliated with it. “Insider trading” occurs when any person purchases or sells a security while in possession of inside information relating to the security. As explained in Section III below, “inside information” is information which is considered to be both “material” and “non-public.”

The Company considers strict compliance with the policies set forth in this Statement (collectively, the “Policy”) to be a matter of utmost importance. Violation of the Policy could cause extreme reputational damage and possible legal liability to you and the Company. Knowing or willful violations of the letter or spirit of the Policy will be grounds for immediate dismissal from the Company. Violation of the Policy might expose the violator to severe criminal penalties as well as civil liability to any person injured by the violation. The monetary damages flowing from a violation could be multiple times the profit realized by the violator, not to mention the attorney’s fees of the persons injured.

The board of directors of CooTek (Cayman) Inc. has appointed the head of Legal Department of CooTek (Cayman) Inc. as the Compliance Officer for the Company (the “Compliance Officer”). Questions regarding this Statement should be directed to the Compliance Officer by e-mail at ombudsman@cootek.cn.

II. POLICIES PROHIBITING INSIDER TRADING

For purposes of this Statement, the terms “purchase” and “sell” of securities exclude the acceptance of options granted by the issuer thereof and the exercise of options that does not involve the sale of securities. Among other things, the cashless exercise of options does involve the sale of securities and therefore is subject to the policies set forth below. The Policy does not apply to the exercise of a tax withholding right pursuant to which you elect to have the Company withhold ordinary shares or American Depositary Shares (“ADSs”) subject to an option or other award to satisfy tax withholding requirements.

A. ***No Trading*** – No director, officer, employee or consultant may purchase or sell any ADSs, ordinary shares or other securities of the Company or enter into a binding security trading plan in compliance with Rule 10b5-1 under the U.S. Securities Exchange Act of 1934, as amended (a “Trading Plan”) while in possession of material non-public information relating to the Company or its ADSs, ordinary shares or other securities (the “Material Information”).

In the event that the Material Information possessed by you relates to the ADSs or other Company securities, the above policy will require waiting for at least forty-eight (48) hours after public disclosure of the Material Information by the Company, which forty-eight (48) hours must include in all events at least one full Trading Day on the New York Stock Exchange (“NYSE”) following the public disclosure. The term “Trading Day” is defined as a day on which NYSE is open for trading. Except for public holidays in the United States, NYSE’s regular trading hours are from 9:30 a.m. to 4:00 p.m., New York City time, Monday through Friday.

In addition, no director, officer, employee or consultant may purchase or sell any Company security or enter into a Trading Plan, without the prior clearance by the Compliance Officer, during any period designated as a “limited trading period” by the Company, regardless of whether the director, officer, employee or consultant possesses any Material Information.

Furthermore, all transactions in Company securities (including without limitation, acquisitions and dispositions of the ADSs, the sale of ordinary shares issued upon exercise of share options and the execution of a Trading Plan, but excluding the acceptance of options granted by the Company and the exercise of options that does not involve the sale of securities) by directors, officers and key employees designated by the Company from time to time must be pre-approved by the Compliance Officer.

Please see Section III below for an explanation of the Material Information.

B. ***Trading Window*** – Assuming none of the “no trading” restrictions set forth in Section II-A above applies, no director, officer, employee or consultant may purchase or sell any security of the Company or enter into a Trading Plan other than during a Trading Window.

A “Trading Window” is the period in any fiscal quarter of the Company commencing at the close of business on the second Trading Day following the date of the

Company's public disclosure of its financial results for the prior year or quarter, as applicable, and ending on December 31, March 31, June 30 or September 30, as the case may be.

In other words,

(1) beginning on January 1 of each year, no director, officer, employee or consultant may purchase or sell any security of the Company or enter into a Trading Plan until the close of business on the second Trading Day following the date of the Company's public disclosure of its financial results for the fiscal year ended on December 31 of the prior year, and

(2) beginning on April 1, July 1 and October 1 of each year, no director, officer, employee or consultant may purchase or sell any security of the Company or enter into a Trading Plan until the close of business on the second Trading Day following the date of the Company's public disclosure of its financial results for the fiscal quarter ended on March 31, June 30 and September 30 of that year, respectively.

If the Company's public disclosure of its financial results for the prior period occurs on a Trading Day more than four hours before NYSE closes, then the date of disclosure is considered to be the first Trading Day following the public disclosure.

Please note that trading in Company securities during the Trading Window is not a "safe harbor," and all directors, officers, employees and consultants must strictly comply with all the policies set forth in this Statement.

When in doubt, do not trade! Check with the Compliance Officer first.

Notwithstanding the foregoing, sale of securities pursuant to an existing Trading Plan which was entered into in accordance with the Policy and in compliance with applicable law is not subject to the restrictions on trading in Sections II-A and II-B above.

C. **No Tipping** – No director, officer, employee or consultant may directly or indirectly disclose any Material Information to anyone who trades in securities (so-called "tipping").

D. **Confidentiality** – No director, officer, employee or consultant may communicate any Material Information to anyone outside the Company under any circumstances unless approved by the Compliance Officer in advance, or to anyone within the Company other than on a need-to-know basis.

E. **No Comment** – No director, officer, employee or consultant may discuss any internal matters or developments of the Company with anyone outside of the Company, except as required in the performance of regular corporate duties. Unless you are expressly authorized to the contrary, if you receive any inquiries about the Company or its securities by the financial press, investment analysts or others, or any requests for comments or interviews, you are required to decline comment and direct the inquiry or request to the Company's Chief Financial Officer, who is responsible for coordinating and overseeing the release of Company information to the investing public, analysts and others in compliance with applicable laws and regulations.

F. **Corrective Action** – If you become aware that any potentially Material Information has been or may have been inadvertently disclosed, you must notify the Compliance Officer immediately so that the Company can determine whether or not corrective action, such as general disclosure to the public, is warranted.

III. EXPLANATION OF INSIDER TRADING

As noted above, “insider trading” refers to the purchase or sale of a security while in possession of “material” “non-public” information relating to the security. “Securities” include not only stocks, bonds, notes and debentures, but also options, warrants and similar instruments. “Purchase” and “sale” are defined broadly under the U.S. federal securities law. “Purchase” includes not only the actual purchase of a security, but any contract to purchase or otherwise acquire a security. “Sale” includes not only the actual sale of a security, but any contract to sell or otherwise dispose of a security. These definitions extend to a broad range of transactions including conventional cash-for-stock transactions, the grant and exercise of stock options and acquisitions and exercises of warrants or puts, calls or other options related to a security. It is generally understood that insider trading includes the following:

- trading by insiders while in possession of material non-public information;
- trading by persons other than insiders while in possession of material non-public information where the information either was given in breach of an insider’s fiduciary duty to keep it confidential or was misappropriated; and
- communicating or tipping material non-public information to others, including recommending the purchase or sale of a security while in possession of material non-public information.

As noted above, for purposes of this Statement, the terms “purchase” and “sell” of securities exclude the acceptance of options granted by the issuer thereof and the exercise of options that does not involve the sale of securities. Among other things, the cashless exercise of options does involve the sale of securities and therefore is subject to the policies set forth in this Statement.

What Facts are Material?

The materiality of a fact depends upon the circumstances. A fact is considered “material” if there is a substantial likelihood that a reasonable investor would consider it important in making a decision to buy, sell or hold a security or where the fact is likely to have a significant effect on the market price of the security. Material information can be positive or negative and can relate to virtually any aspect of a company’s business or to any type of security, debt or equity.

Examples of material information include (but are not limited to) information concerning:

- dividends;

- corporate earnings or earnings forecasts;
- changes in financial condition or asset value;
- negotiations for the mergers or acquisitions or dispositions of significant subsidiaries or assets;
- negotiations for material business alliance and collaboration arrangements;
- significant new contracts or the loss of a significant contract;
- significant new products or services;
- significant marketing plans or changes in these plans;
- capital investment plans or changes in these plans;
- material litigation, administrative action or governmental investigations or inquiries about the Company or any of its subsidiaries, officers or directors;
- significant borrowings or financings;
- defaults on borrowings;
- new equity or debt offerings;
- significant personnel changes;
- changes in accounting methods and write-offs; and
- any substantial change in industry circumstances or competitive conditions which could significantly affect the Company's earnings or prospects for expansion.

A good general rule of thumb: **when in doubt, do not trade.**

What is Non-public?

Information is “non-public” if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors through such media as Dow Jones, Reuters Economic Services, The Wall Street Journal, Bloomberg, Associated Press, PR Newswire or United Press International. Circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination.

In addition, even after a public announcement, a reasonable period of time must lapse for the market to react to the information. Generally, one should allow approximately forty-eight (48) hours following publication as a reasonable waiting period before the information is deemed to be public.

Who is an Insider?

“Insiders” include directors, officers, employees and consultants of a company and anyone else who has material inside information about a company. Insiders have independent fiduciary duties to their company and its shareholders not to trade on material non-public information relating to the company's securities. All directors, officers, employees and

consultants of the Company are considered insiders with respect to material non-public information about business, activities and securities of the Company. Directors, officers, employees and consultants may not trade the Company's securities while in possession of material non-public information relating to the Company or tip (or communicate except on a need-to-know basis) the information to others.

It should be noted that trading by members of a director's, officer's, employee's or consultant's household can be the responsibility of the director, officer, employee or consultant under certain circumstances and could give rise to legal and Company-imposed sanctions.

Trading by Persons Other than Insiders

Insiders may be liable for communicating or tipping material non-public information to a third party (a "tippee"), and insider trading violations are not limited to trading or tipping by insiders. Persons other than insiders also can be liable for insider trading, including tippees who trade on material non-public information tipped to them or individuals who trade on material non-public information which has been misappropriated.

Tippees inherit an insider's duties and are liable for trading on material non-public information tipped to them by an insider. Similarly, just as insiders are liable for the insider trading of their tippees, so are tippees who pass the information along to others who trade. In other words, a tippee's liability for insider trading is no different from that of an insider. Tippees can obtain material non-public information by receiving overt tips from others or through, among other things, conversations at social, business, or other gatherings.

Penalties for Engaging in Insider Trading

Penalties for trading on or tipping material non-public information can extend significantly beyond any profits made or losses avoided, both for individuals engaging in the unlawful conduct and their employers. The Securities and Exchange Commission and the Department of Justice have made the civil and criminal prosecution of insider trading violations a top priority. Enforcement remedies available to the government or private plaintiffs under the federal securities laws include:

- administrative sanctions;
- securities industry self-regulatory organization sanctions;
- civil injunctions;
- damage awards to private plaintiffs;
- disgorgement of all profits;
- civil fines for the violator of up to three times the amount of profit gained or loss avoided;
- civil fines for the employer or other controlling person of a violator (i.e., where the violator is an employee or other controlled person) of up to the greater of

US\$1,000,000 or three times the amount of profit gained or loss avoided by the violator;

- criminal fines for individual violators of up to US\$5,000,000 (US\$25,000,000 for an entity); and
- jail sentences of up to 20 years.

In addition, insider trading could result in serious sanctions by the Company, including immediate dismissal. Insider trading violations are not limited to violations of the U.S. federal securities laws: other U.S. federal and state civil or criminal laws, such as the laws prohibiting mail and wire fraud and the Racketeer Influenced and Corrupt Organizations Act (RICO), also may be violated upon the occurrence of insider trading.

CERTIFICATION OF COMPLIANCE

TO: Compliance Officer

FROM: _____

RE: STATEMENT OF POLICIES OF COOTEK (CAYMAN) INC. GOVERNING MATERIAL NON-PUBLIC INFORMATION AND THE PREVENTION OF INSIDER TRADING

I have received, reviewed, and understand the policies set forth in the above-referenced Statement of Policies (such policies, as from time to time amended, the “Policies”) and hereby undertake, as a condition to my present and continued employment at or association with CooTek (Cayman) Inc. or any of its subsidiaries or affiliated entities, to comply fully with the Policies.

I hereby certify that I have adhered to the Policies during the time period that I have been employed by or associated with CooTek (Cayman) Inc. or any of its subsidiaries or affiliated entities.

I agree to adhere to the Policies in the future.

Signature: _____

Name: _____

ID Card Number: _____

Title: _____

Date: _____

Exhibit E-2

Anti-Corruption Compliance Policy

ANTI-CORRUPTION COMPLIANCE POLICY

All employees are required to comply with the policies and guidelines set forth below in this Anti-Corruption Compliance Policy (the “Policy”) adopted by CooTek (Cayman) Inc. (together with its subsidiaries and consolidated affiliated entities, the “Company”). The Policy applies to the Company as well as to those acting on behalf of the Company, including officers, directors, employees, shareholders, dealers and other agents or third parties acting on behalf of the Company.

I. Prohibition Against Bribery

It is critical that the Company, its officers, directors, employees, shareholders, and agents comply with all applicable anti-corruption laws. The Company complies fully with the letter and the spirit of all applicable anti-corruption laws, including where appropriate the U.S. Foreign Corrupt Practices Act and all anti-corruption laws in China. *The Company strictly prohibits engaging in or tolerating bribery or any other form of corruption.*

This Policy strictly prohibits the Company and its officers, directors, employees and agents, from offering, promising, authorizing or giving money or anything of value to Influential Outside Persons (defined in Section I.A below) or any other person or entity to secure any improper advantage, or to obtain, direct or retain business. This Policy also prohibits offering, promising, authorizing or giving money or anything of value to an Influential Outside Person in order to influence official acts or decisions of that person or entity, to secure any improper advantage, or to obtain, direct or retain business.

Under this Policy, “anything of value” is defined broadly and is not limited to money – it includes travel, meals, gifts, services, sponsorships, job opportunities, and other tangible or intangible benefits. There is no minimum threshold in determining value. Even small payments or benefits are prohibited if they are intended or operate as bribes. In addition, this Policy prohibits conveying anything of value either directly or indirectly. Thus, the Policy prohibits corruptly conveying a thing of value to an Influential Outside Person through dealers, agents, contractors, consultants, intermediaries, or other third parties. Benefits to family members of Influential Outside Persons are similarly prohibited. Nor is there an exception if the Influential Outside Person demands or suggests the payment.

Further, this Policy requires that the Company keep accurate books and records that fairly reflect all transactions involving the Company’s assets, and that all transactions are properly authorized.

It is important to recognize that significant fines and penalties can be imposed for violations, including substantial jail time for criminal violations. Employees may not avoid liability by “turning a blind eye” when circumstances indicate a potential violation of the Policy. If any employee has any doubts or questions as to whether his/her conduct is permissible under this Policy or believes a violation of our Policy has occurred, is occurring, or will occur, he/she must contact the Company’s Legal Department (or the Company’s compliance email: ombudsman@cootek.cn) immediately.

A. Influential Outside Persons

- This Policy is implicated whenever something of value may be promised, offered to or given to an “Influential Outside Person.” Under this Policy, Influential Outside Person is defined very broadly, and includes: Government Official (as defined below) or his/her family members or any other person that has a close relationship with such Government Official; and
- any other individual or entity (in the private or public sector) that has the power to decide or influence the success of the Company’s business, activities or efforts.

For purposes of this Policy, “Government Official” means:

- Any person engaged in public duty in a government agency. Under the Policy, this includes any elected or appointed official or employee of a government, at any level, including national or local government entities. This includes members of legislative, administrative, and judicial bodies, as well as low-level employees of government agencies, such as office workers;
- Any officer or employee of government-owned or government-controlled entities, including state-owned entities that operate in the commercial sector, such as an employee at a state-owned enterprise;
- Any officer or employee of a public international organization (such as the United Nations, the World Bank or the International Monetary Fund);
- Any person acting in an official capacity for a government, government agency, or state-owned enterprise (for example, someone who has been given authority by a government entity to carry out official responsibilities); and
- Any political party, official of a political party, and any candidate for political office.

If you have any questions about whether an individual is an Influential Outside Person under our Policy, please contact the Company’s Legal Department.

B. Things of Value

The Policy prohibits offering or giving an Influential Outside Person or any other person or entity “anything of value” as a bribe. As noted above, this is broadly defined and includes non-cash items such as gifts, meals, entertainment, outings, favors, services, loans and loan guarantees, investment or business opportunities, the use of property or equipment, job offers, transportation, and the payment or reimbursement of debts, even if provided to the relatives of an Influential Outside Person or other intended beneficiary. Even small payments or benefits are prohibited if they are intended as bribes.

C. Securing an Improper Benefit

As with other aspects of this Policy, the prohibitions on a payment or provision of benefits to secure an improper benefit or obtain, direct or retain business are defined broadly. Under this Policy, this includes any commercial or financial benefit, not only a payment to secure a sale or contract. For example, a payment to persuade an Influential Outside Person not to impose a fine or tax, or to minimize such a fine or tax, would violate the Policy, as

would a payment to prevent enforcement of an applicable law or regulation. Similarly, payments to influence an Influential Outside Person's decision to award a permit or license would violate the Policy.

II. Additional Guidance

A. Retention of Third Parties

This Policy prohibits indirect payments to Influential Outside Persons or other persons or entities, such as payments through a third party. Retaining the services of any third party, including a dealer, agent, consultant, contractor or representative can raise compliance issues.

For further guidance, please refer to the Company's Guidelines Regarding Dealers, Agents, Consultants, Joint Venture Partners or Other Representatives, attached hereto as Annex A.

B. Gifts, Meals and Entertainment

Although business meals and entertainment and business gifts may be common practices, certain benefits to Influential Outside Persons or other persons or entities may violate governing laws, rules and regulations. *Providing meals or entertainment or gifts with the intention or appearance of improperly influencing a third party in order to obtain or retain a business advantage for the Company, or for any other corrupt purpose, is strictly prohibited.*

For further guidance, please refer to the Company's Guidelines Regarding Gifts, Meals and Entertainment, attached hereto as Annex B.

C. Travel

Under this Policy, things of value also include travel expenses, such as travel to inspect the Company's offices or facilities or to a seminar, conference or promotional event. The issue of travel expenses can raise complicated compliance questions. *Paying for or reimbursing travel expenses with the intention or appearance of improperly influencing a third party in order to obtain or retain a business advantage for the Company, or for any other corrupt purpose, is strictly prohibited.*

For further guidance, please refer to the Company's Guidelines Regarding Travel Expenses for Influential Outside Persons, attached hereto as Annex C.

D. "Grease" or "Facilitating" Payments

It is company policy that all payments to Influential Outside Persons to secure an improper advantage, including nominal "facilitating" payments made to Influential Outside Persons to expedite or to secure the performance of a routine governmental action, are strictly prohibited.

E. Illegal or Improper Payments

Any kickbacks or other payments to a customer, distributor or other business partner in any form to secure sales or other business advantages in an illegal or improper way are

prohibited by this Policy. This prohibition applies to kickbacks paid directly by the Company as well as to payments made indirectly, such as payments made to customers, suppliers, agents or other business partners by members of the sales or marketing staff using funds paid to them by the Company as sales commissions or salaries, or any other funds.

During the course of promoting the Company's products and/or services, if it is necessary to offer discounts to customers, suppliers, agents or other business partners, such discounts must be given openly, evidenced by supporting documents and shall be properly approved by the Company and reported to the Finance Department for book entry.

F. Employee Receipt of Gifts and Entertainment

As detailed in the Company's Code of Business Conduct and Ethics, the Company's policy prohibits employees from receiving gifts or entertainment that influence, or could be viewed as influencing, business decisions. Employees are prohibited from receiving anything of value – including meals, entertainment, favors or gifts – if the purpose or appearance of such an item is to improperly influence the employee in his/her work. Thus, employees may not receive anything of value as an improper inducement to make any decision related to their responsibilities, such as to award a contract or to favor one vendor over another.

Without limiting the generality of the foregoing, employees should not accept gifts if such gifts:

- may result in any unnecessary or unwanted publicity of the Company;
- may influence the Company or place the Company in a dilemma;
- may obligate the recipient in any way; or
- are in the form of cash or cash equivalents.

Each employee must report to his/her departmental head any gifts offered and seek the departmental head's approval prior to receiving such gifts. Each such case must be filed with the Company's HR department. Any employee who is faced with an apparent inducement relating to any particular business decision must report the case to his/her departmental head.

III. Sanctions

Upon discovering a violation of this Policy, the Company may impose such sanctions as it deems appropriate, including, among other things, a letter of censure or suspension or termination of the employment of the violator, or termination of the Company's agreement or business relationship with a third-party violator.

IV. Compliance Procedures

A copy of this Policy will be furnished to all current and newly hired employees. This Policy has attached to it an Acknowledgment of Receipt form indicating that the employee has read, understood, and will comply with the guidelines contained in this Policy. The signed form must be returned to the Legal Department, and it will be kept in the employee's personnel file.

If you have any questions or concerns regarding the Policy, you should speak to your supervisor or the Company's Legal Department. The Policy cannot and is not intended to cover every aspect of governing anti-corruption laws or provide answers to all questions that might arise. Accordingly, the Company encourages each employee to seek guidance from the appropriate legal and compliance personnel within the Company on the appropriate course of conduct regarding issues arising under the Policy.

V. Compliance Reporting Hotline/Email Address

The Company has established an email address ombudsman@cootek.cn to receive questions or reports of potential policy violations on a confidential basis. All submitted questions and reports will be accessed only by the Company's Legal/Compliance personnel, and will be shared with other employees or external advisors only as necessary to evaluate and respond to the questions or reports received. Company policy strictly prohibits retaliation against any employee who reports a potential compliance issue in good faith.

ANTI-CORRUPTION COMPLIANCE POLICY
ACKNOWLEDGEMENT OF RECEIPT

I, _____, certify that I have received a copy of the Company’s Anti-Corruption Compliance Policy (the “Policy”), I understand the policies and procedures contained therein, and I agree to follow those policies and procedures at all times. I understand and agree that if I violate the Policy, the Company may impose such sanctions on me as it deems appropriate, including without limitation a letter of censure, or suspension, or termination of my employment. I further confirm that, should I learn or have reason to know of any potential violations of the Policy or any applicable laws, I will immediately notify the Head of the Legal Department of the Company.

Signed,

NAME:

TITLE:

DATE:

Annex A:

**GUIDELINES REGARDING DEALERS, AGENTS, CONSULTANTS,
JOINT VENTURE PARTNERS OR OTHER REPRESENTATIVES**

I. Policy Prohibiting Improper Payments Through Third Parties

The Company's Anti-Corruption Compliance Policy (the "Policy") prohibits independent third parties acting on behalf of the Company from offering or paying bribes to Influential Outside Persons or other persons or entities. Likewise, this Policy prohibits Company employees from using a third party or other intermediary to offer or pay a bribe.

Agreements with dealers, agents, consultants, joint venture partners, or other representatives (collectively, "Agents") must be in writing and must describe the services to be performed, the basis for any fees or compensation paid to the Agent, the amounts to be paid, and other material terms and conditions of the representation. Such agreements must be approved by the Company's Legal Department. Further, payments must be reasonable and bear a direct relationship to the value of the services rendered, must be fully documented and must be in full compliance with governing laws.

Payments to Agents should never be made in cash, and should be made to the Agent's bank account in the country where the services are performed or where the Agent's offices are located. Arrangements for payment to other locations must be approved in advance by the Company's Legal Department.

II. Due Diligence for Third Party Agents

Company employees responsible for engaging the Agent, with the assistance of the Company's Legal Department, must conduct a thorough diligence and background check to ensure that the proposed Agent possesses both the requisite qualifications and a solid reputation for business integrity. A written due diligence report must be prepared and sent to the Company's Legal Department. Such reports, along with the underlying documentation, must be retained for at least five years.

III. "Red Flags" or Other Warning Signs

It is important for the Company to monitor the conduct of third parties engaged to act on behalf of the Company to ensure that the third parties continue to comply with all applicable laws and Company policies. If Company employees have reason to suspect that an Agent is engaging in potentially improper conduct, they should immediately report to the Company's Legal Department and no further payments should be made until an investigation can be conducted. While not exhaustive, the following warning signs or "red flags" are indications that an Agent might be engaged in inappropriate or illegal activity:

- Unusual or excessive payment requests, such as requests for over-invoicing, up-front payments, ill-defined or last-minute payments, success fees, unusual commissions or mid-stream compensation payments;
- Requests for payments to an account in a jurisdiction other than where the Agent is located or is working on behalf of the Company;

- Requests for payment to a third party, to a numbered account, in a different currency, or in cash or other untraceable funds;
- Requests for political or charitable contributions or donations;
- The Agent is related to an Influential Outside Person, or has a close personal or business relationship with an Influential Outside Person;
- Any refusal or hesitancy by the Agent to disclose its owners, partners or principals, to promise in writing to abide by the Policy and relevant laws, or to document relevant work and expenses;
- The Agent uses holding companies or other methods to obscure its ownership, without adequate business justification;
- Charges or other claims or allegations against the Agent for violation of local or foreign laws, or of regulations concerning the award of contracts;
- A demand or suggestion by an Influential Outside Person that a particular Agent should be retained;
- Reliance by the Agent on government contacts as opposed to knowledgeable staff, sufficient infrastructure, and investment of time to promote the Company's interests;
- The Agent has little experience in the industry; or
- The Agent expresses a desire to keep his representation of the Company or the terms of his retention secret.

IV. Contractual Provisions and Certification

All agreements with Agents must contain written provisions requiring the Agents to comply fully with Company policy and all governing laws, rules and regulations, and to refrain from offering or giving anything of value to Influential Outside Persons, political parties or candidates, or other persons or entities in order to obtain, direct or retain business or secure any improper advantage for the Company. The agreement also should contain an obligation on the part of the Agent's representatives to certify periodically that it has no knowledge of any such activities, and provide that the Company may audit the Agent's books and records to ensure compliance with the foregoing provisions, and may terminate the agreement without penalty if violations are identified. Copies of all such documentation and certifications are to be maintained in the Agent's file and with the Company's Legal Department.

V. Exceptions to This Policy

Any exceptions to this Policy require prior written approval from the head of the Company's Legal Department.

VI. What to Do in Case of Questions Regarding This Policy

If you have any questions regarding this Policy, please contact the Company's Legal Department.

Annex B:

GUIDELINES REGARDING GIFTS, MEALS, AND ENTERTAINMENT

I. Policy on Gifts, Meals and Entertainment

The Company's Anti-Corruption Compliance Policy (the "Policy") strictly controls gifts, meals, and entertainment to Influential Outside Persons and other persons and entities. Because of the compliance issues that these expenses can raise, specific limits regarding gifts, meals, and entertainment for Influential Outside Persons (as defined in the Policy) and other persons and entities are set forth here.

Even when there is no intent to convey a bribe, such intent may be inferred from the surrounding circumstances. Employees should take the time to ensure they are aware whether an Influential Outside Person or other person or entity for whom the Company incurs gift, meal, or entertainment expenses is in a position to influence a pending business or regulatory decision.

Providing gifts, meals or entertainment with the intention or appearance of improperly influencing a third party in order to obtain or retain a business advantage for the Company, or for any other corrupt purpose, is strictly prohibited, even if the conduct in question otherwise complies with the terms of this Policy.

A. Policy on Gifts

Cash gifts to Influential Outside Persons or other persons or entities are prohibited in all circumstances. Cash equivalents, such as gift cards, phone cards, gasoline cards, meal vouchers or cards, are also prohibited.

Gifts to Influential Outside Persons or other persons or entities may be incurred without prior approval from the Company's Legal Department only if *all* of the following circumstances are met:

1. The item is of *nominal value (less than RMB300)* and bears the Company's logo or otherwise is generally distributed by the Company to its customers and vendors as a token of goodwill;
2. The item is commensurate with legitimate and generally accepted local customs for private business people; **and**
3. The gift is permitted by the rules of the recipient's employer.

For all such gifts, the expenses involved must be supported by receipts and must be properly recorded and approved in accordance with Company policies. In the event that a cash advance is obtained to pay for a permissible gift, Company policy requires that appropriate documentation of the expense, including original receipts, be maintained and submitted pursuant to the Company's reimbursement procedures, as outlined in the Company's reimbursement policy. No individual Influential Outside Person or other third party may receive more than RMB2,000 total in gifts each year regardless of whether the gifts were given by one or multiple Company employees.

Gifts that do not fall specifically within the above guidelines require advance consultation and approval by the Company's Legal Department. Gifts such as luxury items, wine, cigarettes, and personal electronic equipment such as cameras or smart phones, are not permitted under this Policy. Employees who receive requests for such gifts should contact the Company's Legal Department.

Gifts are never permissible, regardless of their value, if the purpose of giving them is to improperly influence a decision by an Influential Outside Person or other person or entity.

B. Policy on Meals and Entertainment

It is Company policy that expenses for meals and entertainment for Influential Outside Persons or other persons or entities may be incurred without prior approval by the Company's Legal Department only if *all* of the following conditions are met:

1. The purpose of the meal or entertainment is discussion of specific projects or opportunities or education regarding the Company's services, and it is attended by appropriate Company representatives;
2. The cost of the meal or entertainment is less than **RMB100** per person; and
3. The meal or entertainment is permitted by the rules of the recipient's employer.

For all such expenses:

1. The reimbursement request must identify all attendees for the purposes of tracking the frequency of meals and entertainment involving specific Influential Outside Persons or other third parties;
2. All expense reimbursements must be supported by receipts, and expenses and approvals must be accurately and completely recorded in the Company's records; and
3. In the event that a cash advance is obtained to pay for a business meal or entertainment, Company policy requires that appropriate documentation of the expense be maintained and submitted pursuant to the Company's reimbursement policy.

Any meal expense greater than **RMB100** per person, and any expense at all that is incurred for entertainment unrelated to a business meeting, must be pre-approved by the Company's Legal Department. No individual Influential Outside Person or other third party may be treated to meals or entertainment more than four times per year, or may receive more than RMB400 in meals or entertainment each year.

Meal and entertainment expenses are never permissible, regardless of the amount of the expense, if the purpose of incurring them is to improperly influence a decision by an Influential Outside Person or other person or entity.

II. Exceptions to This Policy

Any exceptions to this policy require prior written approval from the head of the Company's Legal Department.

III. What to Do in Case of Questions Regarding This Policy

If you have any questions regarding this Policy, please contact the Company's Legal Department.

Annex C:

**GUIDELINES REGARDING TRAVEL EXPENSES
FOR THIRD PARTIES**

I. Policy on Business Trips and Associated Lodging, Meals and Entertainment

The Company's Anti-Corruption Compliance Policy (the "Policy") allows, with strict controls, certain travel expenses that are directly related to the promotion or demonstration of the Company's services, or are necessary for the Company to fulfill its obligations under a contract. Because of the compliance issues that these expenses can raise, travel expenses associated with Influential Outside Persons (as defined in the Policy) or other third parties must be approved in advance by the head of the Company's Legal Department.

Even when there is no intent to convey a bribe, such intent may be inferred from the surrounding circumstances. Employees should take the time to ensure they are aware whether an Influential Outside Person or other person or entity for whom the Company incurs travel and associated expenses is in a position to influence a pending business or regulatory decision.

Providing gifts, meals or entertainment with the intention or appearance of improperly influencing a third party in order to obtain or retain a business advantage for the Company, or for any other corrupt purpose, is strictly prohibited, even if the conduct in question otherwise complies with the terms of this Policy.

A. This Policy is applicable to:

1. All travel and lodging arrangements for Influential Outside Persons or other persons or entities, including travel to conferences, seminars, business meetings, or to visit Company facilities for educational or promotional reasons directly related to the Company's business; and
2. Any meals and entertainment given to Influential Outside Persons or other persons or entities associated with the travel.

B. The policy for business trips and associated meals and entertainment is as follows:

1. Advance approval by Legal Department for an Influential Outside Person or other third party to travel from his or her home location is required.
2. Travel expenses for an Influential Outside Person or other person or entity may be incurred only if the main purpose of the trip is to attend a conference or business meeting sponsored by the Company, or to visit Company facilities, or for educational or promotional reasons directly related to the Company's business. Sponsoring travel of an Influential Outside Person or other third party when no Company employee is present for the associated business activity is not permitted under this Policy. Entertainment, leisure or recreational activities accompanying approved business activities are not permitted.
3. Invitations to conferences, meetings, or other permissible events that require travel of an Influential Outside Person or other third party should be open and

transparent. Where possible, the Influential Outside Person's or third party's supervisor or employer should be notified of and consent to the invitation.

4. The Company may pay only reasonable expenses that are actually incurred and are directly related to the business purpose of the trip. In general, the following types of expenses will be approved and may be reimbursed as reasonable expenses:
 - (a) Flight arrangements and hotel expenses that are in line with the Company's travel policies.
 - (b) Appropriate ground transportation.
 - (c) Meals and entertainment costs that are reasonable and in line with the Company's reimbursement policy, if they are arranged as part of a business event and are of subordinate importance and value to the business purpose.
5. The Company may not pay any expenses for spouses and other family members or friends of Influential Outside Persons or other third parties. If family members or friends accompany an Influential Outside Person or other third party person or entity, the Company will not advance or reimburse any travel expenses incurred by the family members.
6. Wherever possible, expenses should be incurred directly by the Company, rather than reimbursed to the Influential Outside Person. Thus, the Company should pay airfares, ground transportation, hotel expenses, and meal expenses directly to the relevant travel service providers.
7. The Company may not pay a cash advance to an Influential Outside Person or third party for any purpose. In the event that the Influential Outside Person incurs permissible expenses during an approved trip, expenses must be submitted in a manner consistent with the Company's disbursement/reimbursement policy and supported by valid receipts.
8. Per diems may not be paid for any reason. All incidental expenses (for example, taxis, coffee and tea) must be documented and supported by valid receipts.
9. Receipts, other supporting documentation, and trip-related correspondence must be collected and maintained. The agreed purpose of the trip should be carefully documented in the Company's files and, when appropriate, the recipient's superior or employer should be notified of the trip. All such documentation must be maintained according to the Company's document retention policy.
10. No individual Influential Outside Person or other third party may receive travel more than four times per year or more than RMB50,000 in travel expenses per year.

II. Exceptions to This Policy

Any exceptions to this Policy require prior written approval from the head of the Company's Legal Department.

III. What to Do in Case of Questions Regarding This Policy

If you have any questions regarding this Policy, please contact the Company's Legal Department.

Exhibit E-3

Related Party Transaction Policy

**POLICY AND PROCEDURES WITH RESPECT TO
RELATED PERSON TRANSACTIONS OF
COOTEK (CAYMAN) INC.
(THE “COMPANY”)**

A. Policy Statement

The Company recognizes that Related Person Transactions (as defined below) can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company and its shareholders. Accordingly, as a general matter, it is the Company’s preference to avoid Related Person Transactions. Nevertheless, the Company recognizes that there are situations where Related Person Transactions may be in the best interests of the Company and its shareholders, including but not limited to situations where the Company may obtain products or services of a nature, quantity or quality, or on other terms, that are not readily available from alternative sources or where the Company provides products or services to Related Persons (as defined below) on an arm’s length basis on terms comparable to those provided to unrelated third parties or on terms comparable to those provided to employees generally. Therefore, the Company has adopted the procedures set forth below for the review, approval and ratification of Related Person Transactions.

The audit committee of the board of directors of the Company (the “**Committee**”) shall review this policy and the procedures set forth below (the “**Policy**”) at least annually and recommend any amendments that it deems necessary and appropriate to the board of directors of the Company (the “**Board**”) for consideration.

B. Related Person Transactions

For the purposes of this Policy, a “Related Person Transaction” is a transaction or loan (or any series of similar transactions, arrangements or relationships) between the Company (including any of its subsidiaries and consolidated affiliated entities) and any Related Person, which means:

1. any enterprise that directly or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with, the Company;
2. any unconsolidated enterprise in which the Company has a significant influence or which has significant influence over the Company;
3. any individual owning, directly or indirectly, an interest in the voting power of the Company that gives such individual significant influence over the Company, and close members of any such individual’s family;
4. any key management personnel, that is, any person having authority and responsibility for planning, directing and controlling the activities of the Company, including directors and senior management of the Company as disclosed by the Company in its most recent applicable filing with the Securities and Exchange Commission and close members of such individuals’ families; and

5. any enterprise in which a substantial interest in the voting power is owned, directly or indirectly, by any person described in (3) or (4) above or over which such a person is able to exercise significant influence. This includes enterprises owned by directors or major shareholders of the Company and enterprises that have a member of key management in common with the Company.

For purposes of this Policy, close members of an individual's family are those that may be expected to influence, or be influenced by, that person in their dealings with the Company. Significant influence over an enterprise is the power to participate in the financial and operating policy decisions of the enterprise but is less than control over those policies. Shareholders beneficially owning a 10% interest in the voting power of the Company are presumed to have a significant influence on the Company.

C. Related Person Master List

The Company's Legal Department, under the supervision of the Committee and with the assistance of the Company's Finance Department, shall compile and maintain a master list of Related Persons. Directors and senior management members shall provide to the Legal Department such information as necessary for the preparation of the master list of Related Persons. Any person nominated to stand for election as a director or any person who is appointed as a director or a member of the senior management shall submit to the Legal Department the same information no later than the date of his or her nomination or appointment, as the case may be. Where practicable, the Legal Department shall request persons identified according to paragraph (3) of Section B of this Policy to provide the Legal Department such information as necessary for the preparation of the master list of Related Persons.

Directors and members of the senior management are expected to notify the Legal Department of any updates to the information provided by them.

The Legal Department shall distribute the master list to (a) business unit and function/department leaders responsible for purchasing products or services for the Company or selling the Company's products or services and (b) the Chief Financial Officer, financial controller, the director of accounts payable, the director of accounts receivable and other members of the finance, reporting and legal teams of the Company. The recipients of the master list shall utilize the information contained therein, in connection with their respective business units, departments and areas of responsibility, to effectuate this Policy.

D. Approval Procedures

Related Person Transactions that are identified as such prior to the consummation thereof or amendment thereto shall be consummated or amended only if the following steps are taken:

1. Prior to entering into any transaction that can reasonably be deemed as a Related Person Transaction, the relevant officers or function/department leaders who have previously received the master list of Related Persons and are responsible for the proposed transaction shall report to the Legal Department of the facts and circumstances of the proposed transaction, including: (i) the potential Related Person's relationship to the Company and

interest in the transaction; (ii) the material facts of the proposed transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved; (iii) the benefits to the Company and its shareholders of the proposed transaction; (iv) if applicable, the availability of other sources of comparable products or services; and (v) if applicable, an assessment of whether the proposed transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally. In the event the notice is provided to the Legal Department by someone other than the business unit or function/department leader responsible for the proposed transaction, a member of the Legal Department shall meet with the relevant business unit or function/department leader to confirm and supplement the information provided in the original notice. The Legal Department shall assess whether the proposed transaction is a Related Person Transaction for purposes of this Policy.

2. If the Legal Department determines that the proposed transaction is a Related Person Transaction, the proposed transaction, together with supporting and related materials, shall be submitted to members of the Committee for consideration.
3. Members of the Committee shall consider all of the relevant facts and circumstances available to the Committee, including (where applicable) but not limited to: the benefits to the Company; the impact on a director's independence in the event the Related Person is a director, an immediate family member of a director or an entity in which a director is a partner, shareholder or executive officer; the availability of other sources for comparable products or services; the terms of the transaction; and the terms available to unrelated third parties or to employees generally and that the terms are no less favorable to the Company than that of an unrelated third party. No member of the Committee shall participate in any review, consideration or approval of any Related Person Transaction with respect to which such member, any of his or her immediate family members or any enterprise in which such director owns, directly or indirectly, a substantial interest in voting power or over which such director is able to exercise significant influence is the Related Person. The Committee shall approve only those Related Person Transactions that are in the best interests of the Company (including that the transactions are entered into on an arm's length basis) and its shareholders, as members of the Committee determine in good faith. The Committee shall convey the decision to the Legal Department, which shall convey the decision to the appropriate persons within the Company.

E. Ratification Procedures

The directors of accounts payable and accounts receivable, under the supervision of the Chief Financial Officer or any other comparable group/team leader, shall produce semi-annual reports of any amounts paid or payable to, or received or receivable from, any Related Person, and those reports shall be provided to the Legal Department to determine if there are any Related Person Transactions that were not previously approved or previously ratified under this Policy.

In the event the Company's Legal Department becomes aware, as a result of the accounts payable/accounts receivable reports described above or otherwise, of a Related Person Transaction that has not been previously approved or previously ratified under this policy:

1. If the transaction is pending or ongoing, it shall be submitted to the Committee promptly, and the Committee shall consider all applicable factors, including, but not limited to, those set forth in paragraph 3 of Section D hereof and evaluate all options, including but not limited to ratification, amendment or termination of the Related Person Transaction; and
2. If the transaction is completed, the Committee shall evaluate the transaction, taking into account the same factors described above, to determine if rescission of the transaction and/or any disciplinary action is appropriate.

The Committee shall request that the Company's Legal Department evaluate the Company's controls and procedures to ascertain the reason the transaction was not submitted to the Committee for prior approval and whether any changes to these procedures are recommended.

F. Disclosure

The Legal Department and the securities law reporting team of the Company shall ensure that all Related Person Transactions that are required to be disclosed in the Company's filings with the Securities and Exchange Commission, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations.

The material features of this Policy may be disclosed in the Company's annual report on Form 20-F or other filings with the Securities and Exchange Commission, as required by applicable laws, rules and regulations.

Exhibit E-4

Disclosure Controls and Procedures

COOTEK (CAYMAN) INC.

DISCLOSURE CONTROLS AND PROCEDURES

(Adopted by the Board of Directors of CooTek (Cayman) Inc. (the “Company”) on August 8, 2018, effective upon the effectiveness of the Company’s registration statement on Form F-1 relating to its initial public offering)

These disclosure controls and procedures of the Company have been developed to ensure that information required to be disclosed by the Company in its reports filed or submitted to the U.S. Securities and Exchange Commission (the “SEC”) is (i) recorded, processed, summarized and reported accurately and on a timely basis, and (ii) accumulated and communicated to the Company’s management, including its principal executive officer and chief financial officer (the “CFO”), as appropriate, to allow timely decisions regarding required disclosure. These disclosure controls and procedures have been designed to comply with the provisions of Sections 302 and 906 of the U.S. Sarbanes-Oxley Act of 2002 and the rules and regulations promulgated by the SEC to implement Section 302 of such Act, and to enable the principal executive officer and the CFO to evaluate, conclude, certify and report on the effectiveness of the Company’s disclosure controls and procedures.

These disclosure controls and procedures apply to all employees of the Company and its subsidiaries and consolidated variable interest entities and the Board of Directors of the Company. Unless the context otherwise requires, references to the “Company” in these disclosure controls and procedures refer to the Company and its subsidiaries and consolidated variable interest entities.

I. Disclosure Committee

A. Membership

The Disclosure Committee shall comprise the principal accounting officer or the head of financial reporting, the head of the legal department, the principal investor relations officer and appropriate business unit heads, and the composition of the Disclosure Committee may be adjusted from time to time by the then incumbent committee members in furtherance of the committee’s duties and functions hereunder.

B. Duties of the Disclosure Committee

The Disclosure Committee shall report to senior management, including the principal executive officer and the CFO, and be responsible for:

- (i) soliciting, gathering and evaluating information related to the Company;
- (ii) determining the materiality of such information in light of the Company’s disclosure obligations, including determining when material developments justify public release or regulatory reporting and the timing of such releases or reporting, and making recommendations to the principal executive officer and the CFO accordingly;

- (iii) reviewing prior material disclosures of the Company in SEC filings and other public statements to determine whether any updating or correcting is appropriate, but not to conduct investor relations activities;
- (iv) overseeing the preparation and updating (if necessary) of, and presenting for review to the principal executive officer and the CFO, the Company's public disclosure, including all SEC reports on Form 20-F and Form 6-K, all registration statements or private placement memoranda, all press releases containing material information, financial information or earnings guidance, all analyst presentations, investor conference and rating agency presentations, all shareholder correspondence and the investor relations section of the Company's website;
- (v) establishing timelines (allowing for sufficient time for the preparation and review of the disclosure, especially risk-sensitive areas) for each Form 20-F reporting period, which shall include critical dates and deadlines during the disclosure process relating to:
 - preparation and distribution of drafts to and receipt of comments from relevant parties, including the principal executive officer, the CFO, other senior management and the Audit Committee;
 - review of drafts by independent auditors and external legal counsel; and
 - preparation of back-up materials,and for each quarterly earnings announcement period, as it deems appropriate;
- (vi) assigning drafting/reviewing responsibilities by designating personnel to be responsible for drafting/reviewing each portion of the Company's annual report on Form 20-F or quarterly earnings release on Form 6-K (each, a "**periodic report**"). The Disclosure Committee shall ensure that factual back-up documentation is obtained to the extent information included in the disclosures is not derived from the financial statements;
- (vii) circulating drafts of the periodic report to:
 - all Disclosure Committee members;
 - the principal executive officer and the CFO;
 - the independent auditors and external legal counsel; and
 - as appropriate, other officers involved in the disclosure process for their review of the drafts on an ongoing basis or as necessary when developments arise;
- (viii) designating internal or external counsel experienced in SEC matters to conduct form checks of the Form 20-F annual report;
- (ix) consulting with the principal executive officer and the CFO as needed to assist such officers with complying with their certification obligations; and
- (x) monitoring and evaluating, under the direction of the principal executive officer and the CFO, the effectiveness of, and updating, if required, these disclosure controls and procedures on an annual basis.

In connection with the oversight of the operational aspects of the disclosure controls and procedures, the Disclosure Committee shall manage the drafting and review process, organize the documentation of the disclosure controls and procedures and coordinate the ongoing continuing education of Disclosure Committee members and others involved in the preparation or review of the periodic report, as appropriate, including:

- monitoring developments and proposals in the law and in SEC and New York Stock Exchange rules and regulations; and
- reviewing materials and information necessary to assist the Disclosure Committee in performing its duties, such as analyst reports on the Company and its industry and examples of peer company disclosure.

C. *Meetings*

The Disclosure Committee shall hold as many meetings as it deems appropriate to carry out its objectives and responsibilities as described in these disclosure controls and procedures, in particular, the review of the disclosure for each periodic report and evaluation of the disclosure controls and procedures in place prior to the filing of that particular report. The principal executive officer, the CFO, other members of senior management and representatives of the independent auditors and external legal counsel may be invited to participate in this discussion.

The Disclosure Committee as a whole shall discuss and review with the principal executive officer and the CFO drafts of the periodic report, procedures and conclusions, answer questions, and highlight disclosure and other issues and the Disclosure Committee's evaluation of the disclosure controls and procedures, as appropriate.

II. Information and Data Collection

It is essential that the Disclosure Committee as a whole be fully apprised of all material developments of the Company in order to evaluate and discuss those developments and to make a decision on the timing of the public release of information concerning Material Events (as defined below) or whether the information should remain confidential and, if so, how to control such information.

Material Events relate to corporate information which is reasonably likely to have an impact or affect the price of the Company's American Depositary Shares or that a reasonable investor would want to know before making an investment decision.

Examples, although not exhaustive, of Material Events are:

- earnings releases;
- mergers, acquisitions, divestitures or joint ventures;
- stock splits or dividends, call for redemption of securities and other events regarding the Company's outstanding securities;
- acquisition or loss of a significant customer or supply contract;
- development of a significant new product or process;
- change in control or a significant change in management;

- change in auditors or auditor notification that the Company can no longer rely on an auditor's report;
- public or private sale or purchase of a significant amount of securities;
- purchase or sale of a significant asset;
- significant change in capital expenditure plans;
- major labor dispute;
- significant change in strategy; and
- material litigation, bankruptcies and receiverships.

All the Company's employees have a responsibility to ensure that all material information relating to the Company, its subsidiaries or affiliated entities or their respective direct or end customers, suppliers, business partners or competitors is immediately forwarded to their immediate supervisors. In case of doubt as to the materiality of any information, such information should be presumed material and reported accordingly. In the event that any employee believes that he/she may be bound by confidentiality, such information may be discussed with the head of the Company's legal department prior to the reporting.

Exhibit A hereto sets out the current processes for the collection, review and approval of financial and non-financial information. The Disclosure Committee shall use various procedures to seek and facilitate the collection and processing of relevant information. Members of the Disclosure Committee shall continue to participate in various ongoing activities that support information collection and disclosure preparation, such as weekly and periodic senior management meetings.

III. Procedures

A. Sign-Off Procedures

The principal executive officer and the CFO shall discuss with the following constituencies before sign-off and shall reserve sufficient time to adequately review the information, issues involved, disclosures to be made and the procedures followed:

- Disclosure Committee, as a whole;
- independent auditors;
- Audit Committee; and
- other members of senior management and external legal counsel, to the extent appropriate.

The principal executive officer and the CFO shall meet with the Audit Committee and (i) in connection with each quarterly earnings release, present the financial condition and results of operations of the Company, or (ii) in connection with each annual report, present the Form 20-F, along with an oral report highlighting particular disclosure issues, if any, and hold a Q&A session. The quarterly earnings release shall subsequently, before public announcement, be circulated to the Audit Committee for review and sign-off. The Audit Committee shall maintain oversight of the financial statements, "Management's Discussion and Analysis of Financial Condition and Results of Operation" ("**MD&A**") section of the annual reports and the management's discussion of results of operation of the Company in its quarterly earnings releases.

The independent auditors shall be involved throughout the disclosure process. The independent auditors shall review the internal controls for financial reporting and selected

portions of the periodic reports and earnings releases, such as the MD&A section (including the critical accounting policies, description of new accounting standards and quantitative and qualitative disclosures regarding market risk) and other financial sections. These disclosure controls and procedures explicitly note that the procedures followed by the independent auditors are in no way a substitute for any of the disclosure controls and procedures to be followed by the Disclosure Committee.

The Disclosure Committee shall ensure that the back-up documentation supports information contained in the periodic reports. The Disclosure Committee shall contact, as appropriate, the principal executive officer, the CFO and other senior operational officers and business unit heads as soon as practicable prior to the filing of the periodic reports to confirm whether such officer is aware of any new potential disclosure items or changes in the internal control environment since the final Disclosure Committee meeting prior to the filing of the periodic reports.

B. *Certifications*

Prior to the filing of the periodic reports, the Disclosure Committee, as a whole, shall certify to the principal executive officer and the CFO that it has followed all of its procedures and policies and evaluated the effectiveness of the disclosure controls and procedures for the reporting period.

Prior to the filing of the periodic reports, the Disclosure Committee as a whole shall consider if other officers participating in the disclosure process should provide mirror certifications (limited to their appropriate spheres of knowledge) to back up the certifications of the principal executive officer and the CFO, which may include representations that (1) the officer understood his/her responsibilities within the disclosure controls and procedures, (2) the officer has communicated all matters that may be material, and (3) to the best of the officer's knowledge, the relevant portion of the report is accurate and complete.

C. *Evaluation of the Disclosure Controls and Procedures*

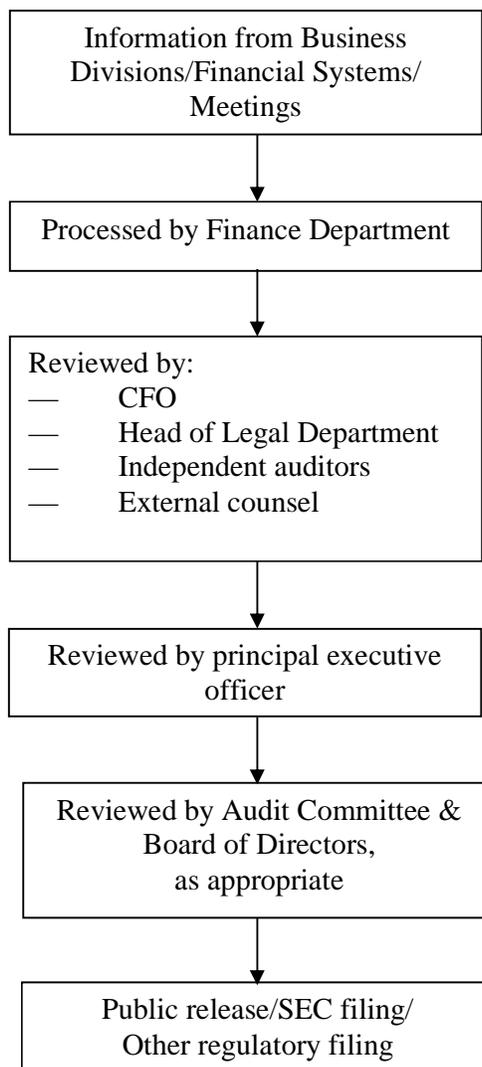
The objective of the evaluation is to ensure that the disclosure controls and procedures in place have been reasonably designed to effectively channel all material information up to the Disclosure Committee, where it will be appropriately discussed and analyzed and then timely disclosed. The evaluation process and analysis shall be discussed with the principal executive officer and the CFO, who must certify as to their evaluation of the effectiveness of the disclosure controls and procedures, and the independent auditors and external legal counsel.

The evaluation process of the disclosure controls and procedures shall be undertaken by the whole Disclosure Committee, through, as appropriate, meetings with the principal executive officer and the CFO, other officers, independent auditors and external legal counsel.

Processes for the Collection of Information

Financial Information

The Finance Department will conduct its routine pre-close and close activities, in addition to the process identified below:



Non-Financial Information

The Disclosure Committee shall consider discussing disclosure topics and material information with other senior management critical to the disclosure process, such as the following (if not members of the Disclosure Committee):

Head of Legal Department/Compliance Officer/Secretary to the Board:

- Procedures to receive notice of all litigation claims
- Identification of any material contracts for the reporting period
- Review of all material agreements
- Material matters arising from Board or Board committee meetings
- Changes in director and officer compensation

The Disclosure Committee shall meet with other senior management at least once at the end of each quarter to review the Company's business and results for that quarter and to discuss the Company's expectations for future periods.