

药明生物举报与调查

WHISTLEBLOWING AND INVESTIGATION

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1 总则 GENERAL PROVISIONS

1.1 概述 General

公司致力于最高标准的公开，公正和问责标准。根据这一承诺，本公司期望并鼓励员工，客户，供应商和其他利益相关者对本公司内涉嫌不当行为或不法行为进行举报。

The Company is committed to the highest possible standards of openness, probity and accountability. In line with that commitment, the Company expects and encourages its employees, customers, suppliers and other stakeholders who have concerns about any suspected misconduct or malpractice within the Company to come forward and voice those concerns.

尽管公司不能保证随后的调查结果能够令那些提出关注的人士都满意，但公司将努力公正、正确地对待这些问题。

While the Company could not guarantee that the outcome of any ensuing investigations would satisfy those who raised the concerns, the Company will endeavour to respond to the concerns fairly and properly.

1.2 定义 Definition

尽管将构成不当行为或不法行为的活动的列出穷尽的清单是不可能的，但通常而言，公司希望将下列行为定义为“不当行为”或“不法行为”：

It is impossible to give an exhaustive list of the activities that constitute misconduct or malpractice but, broadly speaking, the Company would expect that the following be defined as misconduct or malpractice activities:

1.2.1 刑事犯罪； A criminal offence;

1.2.2 未能履行相关法律义务； A failure to comply with any legal obligations;

1.2.3 违反相关规定； A breach of rules or regulations;

1.2.4 侵占资产或资金； A misappropriation of assets or funds;

1.2.5 性骚扰或歧视行为； An act of sexual harassment or discrimination;

1.2.6 显失公正的情况； A miscarriage of justice;

1.2.7 财务不当行为； A financial impropriety;

1.2.8 危及个人健康和安全的行为； An action which endangers the health and safety of any individual;

1.2.9 破坏环境的行为； An action which causes damage to the environment;

1.2.10 故意隐瞒上述任何事项的行为。 The deliberate concealment of information concerning any of the matters listed above.

尽管公司不会期待每一个不当行为或不法行为的举报都有确凿证据，但该

举报至少应指出其进行报告的原因。只要相关举报是善意的，即使经调查证实无相关事实根据，您的关注也是有价值和值得表扬的。

While the Company does not expect that each of the misconduct or malpractice reported will be supported by absolute proof, the report should at least show the reasons for the concerns. If a report is made in good faith then, even if it is not confirmed by an investigation, your concerns would be valued and appreciated.

1.3 适用范围 Scope

本制度适用于 WuXi Biologics (Cayman) Inc.（简称“药明生物”）及其全球范围内控股的子公司及关联公司。

This Management Policy shall be applicable to WuXi Biologics (Cayman) Inc. (“WuXi Biologics”) and its worldwide holding subsidiaries and affiliated companies.

2 职责 RESPONSIBILITY

2.1 保护和支持举报人 Protection and Support for Whistleblowers

根据本项制度而作出恰当举报的人员被承诺会受到保护，以防止不合理的解雇，受伤害或无根据的纪律处分，即使相关举报被证明无事实根据。

Persons making appropriate complaints under this policy are assured of protection against unfair dismissal, victimisation or unwarranted disciplinary action, even if the concerns turn out to be unsubstantiated.

对根据本制度作出举报的人员进行伤害或报复的员工将受到纪律处分。

Employees who victimise or retaliate against those who have raised concerns under this policy will be subject to disciplinary actions.

2.2 执行本制度的责任 Responsibility for Implementation of Policy

本公司审计委员会（以下简称“审计委员会”）对本制度负全部责任，并负责监督执行内部审计部门的日常工作。审计委员会负责监督和审查本制度的运作以及调查投诉行为的任何建议。

The audit committee of the Company (the “Audit Committee”) has overall responsibility for this policy, but has delegated day-to-day responsibility for overseeing and implementing it to the Internal Audit department. Responsibility for monitoring and reviewing the operation of the policy and any recommendations for action resulting from investigation into complaints lies with the Audit Committee.

公司的管理层必须确保所有员工，客户和供应商能够提出举报而不用担心遭到报复。所有员工都应确保所有客户和供应商都清楚知悉其采取步骤来

披露他们意识到的任何不当行为或不法行为是受公司鼓励的。

The management of the Company must ensure that all employees, customers and suppliers would be able to raise concerns without fear of reprisals. All employees should ensure and all customers and suppliers are encouraged that they take steps to disclose any misconduct or malpractice of which they become aware.

3 报告 REPORT

3.1 虚假报告 False Report

以不合理的理由或者为了个人利益而以恶意的方式进行虚假报告的员工可能会面临纪律处分，包括解雇。

Employees who make a false report maliciously, with an ulterior motive, without reasonable grounds that the information in the report is accurate or reliable, or for personal gain, may face disciplinary actions up to including dismissal.

3.2 报告程序 Making a Report

3.2.1 报告可以附件一所附的格式口头或书面提出。

A report can be made verbally or in writing in the standard report form attached to this policy as Appendix I.

3.2.2 对于员工而言，公司希望员工在公司内部向其直属上级进行举报。

For employees, the Company would expect the employee to raise his/her concerns internally to the employee's immediate supervisor (or his or her superior) within the department.

3.2.3 如果您对于直接向直属上级报告存有顾虑，例如您的直属上级拒绝处理您的案件，或者报告的对象即为您的直属上级，那么您应该联系内部审计部门。

If you feel uncomfortable doing this, for example, your immediate supervisor (or his or her superior) has declined to handle your case or it is the immediate supervisor (or his or her superior) who is the subject of the report, then you should contact the Internal Audit department.

3.2.4 对于客户和供应商而言，您应该向我司内部审计部门报告您的疑虑。

For customers and suppliers, you should report your concerns to the Internal Audit department.

3.2.5 若报告内容非常严重或者涉及内部审计部门时，您应直接向审计委员会主席报告。

If the report is extremely serious or in any way involves the Internal Audit department, the report should be made directly to the Chairman of the Audit Committee.

3.2.6 在报告中，您应该提供全面的细节，并尽可能提供相关证据。

In the report, you should provide full details and, where possible, supporting evidence.

3.2.7 除上述渠道之外，您还可以随时向 IA_biologics@wuxibiologics.com 报告。

In addition to the channels above, you can also report to IA_biologics@wuxibiologics.com anytime should you have any concerns.

3.3 保密性 Confidentiality

3.3.1 本公司将竭尽全力对报告人的身份进行保密。为了不影响调查，您亦应该对您已经提出举报的事实，举报的内容以及举报所涉及的人员进行保密。

The Company will make every effort to keep your identity confidential. In order not to jeopardise the investigation, you should also keep the fact that you have filed a report, reported contents and information of people involved confidential.

3.3.2 在某些情况下，由于调查的性质会需要披露您的身份。在此情况下，公司将尽可能预先通知您。如果您亦需要参加调查，您作出原始举报的事实将在合理可行的范围内保密。但是，调查过程中，您作为举报人的角色也可能对第三方变得显而易见。

There may be circumstances in which, because of the nature of the investigation, it will be necessary to disclose your identity. If such circumstances exist, the Company will endeavour to inform you that your identity is likely to be disclosed. If it is necessary for you to participate in an investigation, the fact that you made the original disclosure will, so far as is reasonably practicable, be kept confidential. However, it is also possible that your role as the whistleblower could still become apparent to third parties during the investigation.

3.3.3 同样地，如果调查最终会引致刑事诉讼，您可能需要提供证据或被有关当局约谈。在这种情况下，公司将再次努力与您讨论对保密性的影响。

Equally, should an investigation lead to a criminal prosecution, it may become necessary for you to provide evidence or be interviewed by the authorities. In these circumstances, the Company will, once again, endeavor to discuss with you the implications for confidentiality.

3.3.4 但是敬请理解，在某些情况下，公司可能必须将事宜转交给有关当局，恕不另行通知或咨询。

You should, however, know that in some circumstances, the Company may have to refer the matter to the authorities without prior notice or consultation with you.

3.4 匿名报告 Anonymous Report

3.4.1 公司尊重个别情况下报告会以匿名方式提交。但是，由于公司无法从您那里获得进一步的信息并进行适当的评估，因此公司对匿名报告的跟进和处理将更加困难。

The Company respects that sometimes a report may be filed in confidence. However, an anonymous allegation will be much more difficult for the Company to follow up simply because the Company will not be able to obtain further information from you and make a proper assessment.

3.4.2 就此，公司一般不鼓励匿名报告，并鼓励您直接提出自己的顾虑。

The Company generally does not encourage anonymous reporting and encourage you to come forward with your concerns.

4 调查步骤 INVESTIGATION PROCEDURES

4.1 请参阅附件二中的流程图进行快速参考。

For quick reference, please refer to the flowchart in Appendix II.

4.2 本公司将在三（3）个工作日内确认收到您的报告，并确认：

The Company will acknowledge receipt of your report within 3 [three] working days confirming that:

4.2.1 您的报告已经被收到; Your report has been received;

4.2.2 将对此事进行调查; The matter will be investigated;

4.2.3 受法律限制，您将在适当的时候被告知结果。Subject to legal constraint, you will be advised of the outcome in due course.

4.3 内部审计负责人被委任管理举报报告。

The Internal Audit head will be appointed to manage the report.

4.4 公司将对收到的每份报告进行评估，以决定是否需要进行全面调查。如果有必要进行调查，则将委任一名内部审计或合规部门的调查员（具有适当

的资历，且之前未卷入被举报事件）来调查该举报。

The Company will evaluate every report received to decide if a full investigation is necessary. If an investigation is warranted, an investigator (with suitable seniority and without previous involvement in the matter) from the internal audit or compliance department will be appointed to look into the matter.

- 4.5 若举报揭露潜在的刑事犯罪的，公司将把事项提交给审计委员会。审计委员会与我们的法律顾问协商后，将决定是否将此事提交有关当局采取进一步行动。

Where the report discloses a possible criminal offence, the Company will refer the matter to the Audit Committee. The Audit Committee, in consultation with our legal advisers, will decide if the matter should be referred to the authorities for further action.

- 4.6 如“保密性”一节所述，在大多数情况下，公司将在向有关当局提交事宜之前，尽力与您讨论。然而，在某些情况下，公司可能必须将事宜转交给有关当局，恕不另行通知或咨询。

As stated under the section ‘Confidentiality’, in most cases, the Company will endeavor to discuss with you before referring a matter to the authorities. However, in some situations, the Company may have to refer the matter to the authorities without prior notice or consultation with you.

- 4.7 请注意，一旦事项转交给有关当局，本公司将无法就此事项采取进一步行动，包括向您告知该转介。

Please note that once the matter is referred to the authorities, the Company will not be able to take further action on the matter, including advising you of the referral.

- 4.8 在调查过程中您可能被要求提供更多信息。

You may be asked to provide more information during the course of the investigation.

- 4.9 调查报告将由高级管理人员组成的委员会进行审查，如内部审计负责人，人力资源负责人或合规负责人。

The investigation report will be reviewed by a committee comprising senior officers such as Chief Internal Auditor, Human Resources Director or Head of Compliance.

- 4.10 调查结果可能包括： Possible outcomes of the investigation:

4.10.1 指控未被证实; The allegation could not be substantiated;

4.10.2指控已被证实，且：The allegation is substantiated with one or both of the following:

4.10.3为确保问题不会再发生而采取的纠正措施已落实；Corrective actions taken to ensure that the problem will not occur again;

4.10.4对犯错者已采取惩罚或其他适当的行动。Disciplinary or appropriate actions against the wrongdoer.

4.11 最终报告将提交给审计委员会，并提出改进建议（如适用）。审计委员会将审议最终报告并向董事会提出建议。

A final report, with recommendations for change (if appropriate), will be produced to the Audit Committee. The Audit Committee will review the final report and make recommendations to the Board.

4.12 您将以书面形式收到调查结果。由于法律上的限制，本公司将无法向您提供所采取行动的细节或报告副本。

You will receive in writing the outcome of the investigation. Because of legal constraints, the Company will not be able to give you details of the action taken or a copy of the report.

4.13 如果您对结果不满意，您可以再次与审计委员会主席联系。在这种情况下，您应该再做一个报告，说明为什么您对结果不满意，如果有充分理由，本公司将再次调查您的疑虑。

If you are not satisfied with the outcome, you could raise the matter again with the chairman of the Audit Committee. In such a case, you should make another report explaining why you are not satisfied with the outcome and if there is good reason, the Company will investigate into your concerns again.

4.14 当然，您也可以向监管机构或执法机构等外部机构提出这个问题。在向外界报告您的疑虑之前，请确保您有足够的证据支持您的疑虑。我们鼓励您在外部作出此类报告之前，与合规负责人讨论您的疑虑。您还应咨询您的法律顾问。

You could, of course, raise the matter with an external authority such as a regulator or a law enforcement agency. Please ensure that you have sufficient evidence to support your concerns before reporting your concerns externally. We encourage you to discuss your concerns with the Head of Compliance before making such a report externally. You should also consult your legal advisers.

5 奖惩与检查 REWARDS & DISCIPLINARY ACTIONS AND INSPECTION

5.1 奖励与惩罚 Rewards & Disciplinary Actions

在实名举报的情形下，若举报情况经公司内部或者外部调查后查证属实的，公司会对举报人进行奖励，奖励方式包括通报表彰或物质奖赏。

In the case of a real-name report, if the report is verified by the company's internal or external investigation, the company will reward the informant with the recognition of commendation or monetary reward.

公司将依据“虚假报告”小节内容对恶意举报进行惩罚。

In the case of a malicious report, the company will take disciplinary action against the informant according to the section of "false report".

5.2 监督举报制度的执行 Monitoring the Whistleblowing Policy and Procedure

审计委员会将不定期审查和监督此举报制度的有效性并提出修订建议，由内审部跟进落实。

The Audit Committee will review and monitor the effectiveness of this whistleblowing policy from time to time and make recommendations if necessary. The internal audit department is to follow up and take necessary actions.

6 附件 Appendices

6.1.1 附件一《举报信息搜集表》

Appendix I< Whistleblowing report form>

6.1.2 附件二《调查程序》

Appendix II< Investigation procedures>

附件一：举报信息搜集表（保密）

公司致力于最高标准的公开、公正和问责标准。根据这一承诺，本公司期望并鼓励员工，客户，供应商和其他利益相关者对本公司内涉嫌不当行为或不法行为进行举报。

我们理解在大多数情况下，提出疑虑的人员希望以机密方式处理。因此，我们会尽所有合理的努力以避免揭露报告人员的身份。

如果您想提交书面报告，请尽量使用此报告格式。

一旦完成，这份报告就具有机密性。

<p>您的姓名/联系电话号码和电子邮件</p> <p>我们鼓励您在本报告中提供您的姓名。以匿名方式提出的举报不够有效,但在可行的情况下亦会被跟进处理。</p>	<p>姓名: _____</p> <p>员工 <input type="checkbox"/> 客户 <input type="checkbox"/> 供应商 <input type="checkbox"/> 其他(请指明) <input type="checkbox"/></p> <p><i>(请选择合适的选项)</i></p> <p>部门和岗位: _____</p> <p><i>(仅员工需要填写)</i></p> <p>地址: _____</p> <p>_____</p> <p>电话: _____</p> <p>邮箱: _____</p> <p>日期: _____</p>
<p>涉及的人的姓名（如果已知的话）:</p> 	
<p>具体内容:</p> <p>请提供您的担心的全部细节：包括姓名，日期和地点以及担心的原因（如需要可继续添加列表）以及任何支持性证据。</p>	

Appendix I WHISTLEBLOWING REPORT FORM (CONFIDENTIAL)

The Company is committed to the highest possible standards of openness, probity and accountability. In line with that commitment, the Company expects and encourages its employees, customers, suppliers and other stakeholders who have concerns about any suspected misconduct or malpractice within the Company to come forward and voice those concerns.

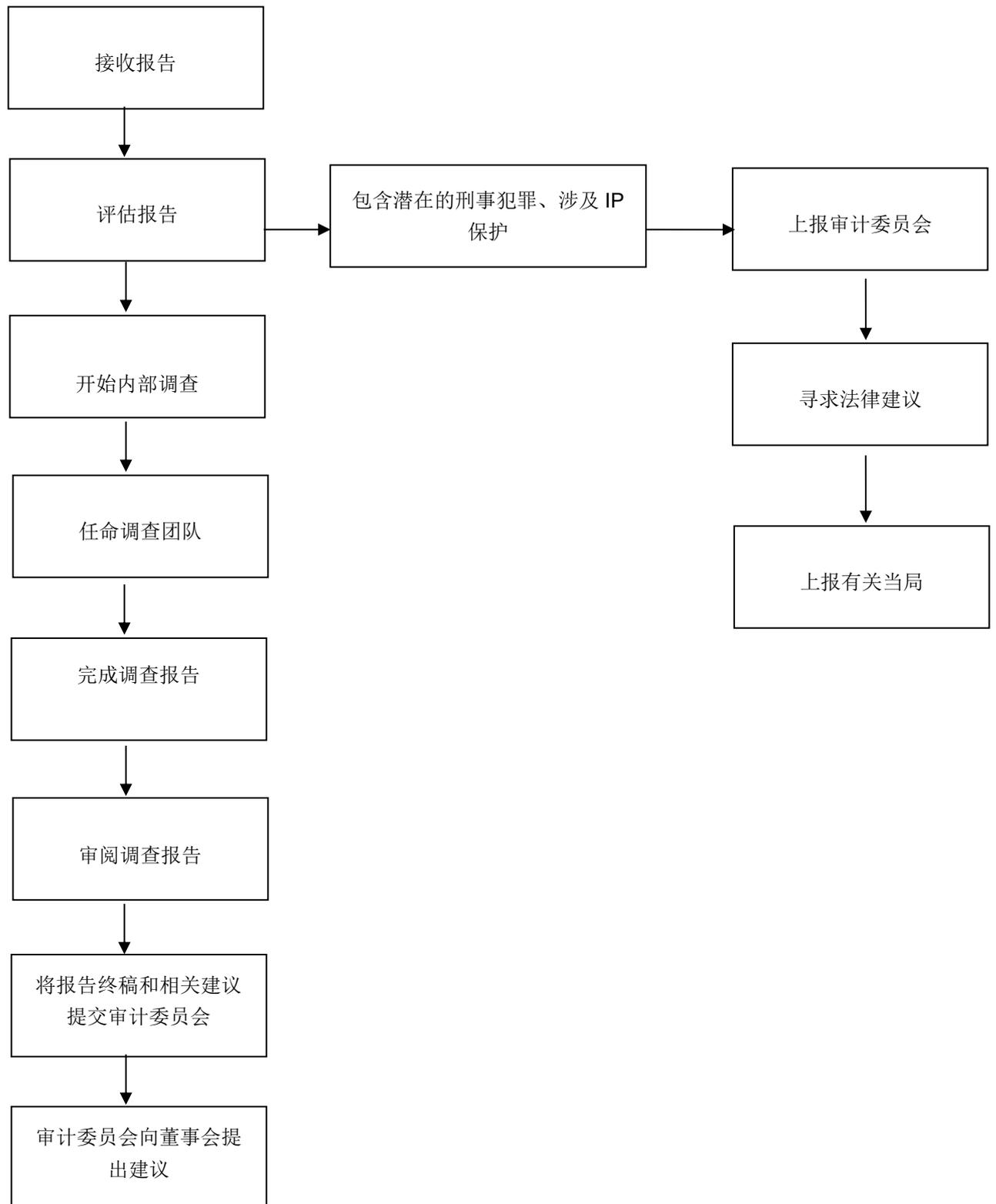
It is recognised that in most cases the person raising concerns will wish to be dealt with on a confidential basis. All reasonable efforts will therefore be made to avoid revealing the person's identity.

If you wish to make a written report, please use this report form.

Once completed, this report becomes confidential.

<p>Your Name/Contact Telephone Number and Email</p> <p>We encourage you to provide your name with this report. Concerns expressed anonymously are much less powerful but they will be considered as far as practicable.</p>	<p>Name: _____</p> <p>Employee <input type="checkbox"/> Customer <input type="checkbox"/> Supplier <input type="checkbox"/> Others <input type="checkbox"/></p> <p><i>(please tick the appropriate box)</i></p> <p>Department and post: _____</p> <p><i>(to be filled in by employees only)</i></p> <p>Address: _____</p> <p>_____</p> <p>Tel No: _____</p> <p>Email: _____</p> <p>Date: _____</p>
<p>The names of those involved (if known):</p> 	
<p>Details of concerns:</p> <p>Please provide full details of your concerns: names, dates and places and the reasons for the concerns (continue on separate sheet if necessary) together with any supporting evidence.</p> 	

附件二：调查程序



Appendix II INVESTIGATION PROCEDURES

