

# 药明生物反腐败制度

## Anti-Corruption Policy of WuXi Biologics

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## 1 总则 GENERAL PROVISIONS

### 1.1 目的 Purpose

为了保障公司在开展经营活动时恪守商业道德规范，规范公司各种商业活动，树立诚信守法的经营理念，根据中美及其他相关国家有关反腐败的法律法规以及公司的核心价值观，特制定本制度。

In accordance with relevant anti-corruption laws and regulations of China, US and other related countries as well as the core values of WuXi Biologics, this policy is enacted to ensure adherence to business ethics standards in company operations, standardize all commercial activities, and establish a business philosophy of integrity and law abidance.

### 1.2 管理目标 Manage goals

各项商业活动符合中美及其他相关国家和地区的法律法规要求，杜绝腐败事件的发生，规范利益冲突的管理。公司需严格遵循公平竞争规则，妥善保护公司的资产。

Company shall perform all commercial activities in compliance with laws and regulations of China, US and other related countries and regions to avoid corruption and regulate conflicts of interest. Moreover, Company shall strictly follow fair competition rules and appropriately protect company assets

### 1.3 定义 Definition

1.3.1 对政府官员贿赂：指给予或者承诺给予政府官员有价值的物品或其它利益，意图影响该等人士，从而使本公司在取得或保有任何业务中获得不正当的优势；

“Bribery to government officials” refers to giving or promising to give government officials articles of value or other interests to influence such officials in order to gain inappropriate advantages such as winning or keeping any business for the Company.

1.3.2 商业贿赂：经营者以排斥竞争对手为目的，为争取交易机会，暗中给予交易对方有关人员和能够影响交易的其他相关人员有价值的物品或其他利益的不正当竞争行为。

“Commercial bribery” refers to an unfair competitive behavior in which an operator secretly gives articles of value or other interests to relevant personnel of the relevant parties in the transaction or others who could influence the transaction, thus winning business opportunities.

“有价值的物品或其他利益”包括但不限于：

"Articles of value or other interests" include but are not limited to:

- 1) 各类礼品;  
Various gifts;
- 2) 现金或者现金等价物, 包括但不限于各类预付费卡、购物卡、礼品卡等;  
Cash or cash equivalents, including but not limited to all kinds of prepaid cards, shopping cards and gift cards, etc.;
- 3) 商业款待;  
Business entertainment;
- 4) 有偿服务的报酬;  
Remuneration for billable services;
- 5) 赞助国际访问;  
Sponsorship for international visits;
- 6) 商业机会。  
Business opportunities.

1.3.3 政府官员: 本制度对政府官员的定义非常广泛, 其范畴包括了政府机构、政党、由政府拥有或控制的实体或国际公共组织的官员、雇员或代理人。在本制度中, 就经营活动而言, “政府官员”包括但不限于以下人员:

“Government officials” under this policy has a broad definition in scope, including officials, employees or agents of government departments, political parties, state-owned or state-controlled enterprises, or public international organizations. In this policy, with regards to business operations, "government officials" include but are not limited to:

- 1) 各级政府机构的公务员;  
Civil servants from all levels of government departments in a country.
- 2) 各政党的各级组织的人员;  
Personnel from all levels of political party.
- 3) 由政府拥有、控制或者运营的、或隶属于政府的机构、组织及企业的管理者或员工, 包括但不限于公立医院的医务人员、国有企事业单位的工作人员等。

Managements or employees of agencies, organizations or enterprises that are owned, controlled or operated by a government or affiliated to a government, including but not limited to healthcare professionals in

public hospitals, staff working for state-owned enterprises, etc.

4) 国际公共组织的官员或员工等。

Officials or staff of public international organizations.

1.3.4 第三方：指代表本公司行事的或为本公司提供商品或服务的个人或公司，通常包括经销商、分包商、代理人、供应商、顾问等。

“Third party” refers to an individual or a company that acts on behalf of the Company or offers products or services to the Company, generally including distributors, subcontractors, agents, suppliers, and consultants, etc.

1.3.5 “关系密切的家庭成员”：根据中国证券监督管理委员会令（第 40 号）《上市公司信息披露管理办法》中第七十一条规定，关系密切的家庭成员是指员工的配偶、父母、年满 18 周岁的子女及其配偶、兄弟姐妹及其配偶，配偶的父母、兄弟姐妹，子女配偶的父母。

“Close relatives” refer to an employee's spouse, parents, children aged 18 years and above and their spouses, siblings and their spouses, parents-in-law, spouse's siblings and the children's parents-in-law, in accordance with Article 71 of Administrative Measures on Information Disclosure by Listed Companies, China Securities Regulatory Commission Order No. 40.

#### 1.4 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.

本制度适用于公司以及代表公司行事的人，包括高管、董事、员工、股东、承包商和其他代理人或代表公司行事的第三方。

The policy applies to all employees as well as those acting on behalf of the Company, including

officers, directors, employees, shareholders, contractors and other agents or third parties acting

on behalf of the Company.

#### 1.5 管理部门 Governing Departments

本制度的管理负责部门为本公司内审部。相关参与管理部门为风控及合规管理部、财务部和其他各部门及相应主管。

The responsible department of the policy is Internal Audit Department of the Company. The relevant participating departments are Risk Management and Compliance Department, Finance and other departments, and their corresponding supervisors.

公司审计委员会负责监督和审查本制度的运作。

The Audit Committee of the Company has responsibility for monitoring and reviewing the operation of the policy.

## **2 反腐败原则 ANTI-CORRUPTION PRINCIPLES**

### **2.1 遵守反腐败法律法规**

**Observance of Anti-Corruption Laws and Regulations**

遵守中国反腐败的法律法规、美国《反海外腐败法》以及其他药明生物开展业务的国家和地区适用的反腐败和商业道德方面的法律法规。

The Company shall abide by anti-corruption laws and regulations of China, Foreign Corrupt Practices Act (FCPA) of US and other applicable laws and regulations related to anti-corruption and business ethics in countries and regions where WuXi Biologics operates businesses.

### **2.2 以诚信经营业务，恪守本公司核心价值观**

**Business Operations in Good Faith and Adherence to Company Core Values.**

秉承诚实敬业、遵纪守法、公平竞争、诚信经营的原则开展业务，并承诺不以腐败手段取得或保有业务。

The Company shall carry out business in accordance with the principles of honesty, dedication, law abidance, fair competition, and integrity, and promises not to win or keep business through corrupt practices.

### **2.3 零容忍腐败行为**

**Zero Tolerance of Corrupt Practices**

对于违反国家或地区法律法规和本公司制度的腐败行为，本公司将对相关责任人做出相应处罚。情节严重的，作辞退处理；触犯法律的，移交司法机关追责。

The Company will take disciplinary actions against the responsible person who has corrupt practices in violation of national/federal/regional laws and regulations or Company policies. Severe violators, dismissal actions shall be taken; for those who break the law shall be handed over to relevant judicial agencies.

## 2.4 适当的内部控制体系

### Appropriate Internal Control System

本公司在供应商管理、招投标管理以及财务付款管理等方面设置合理的内部控制体系，预防腐败行为的发生。本公司必须保存完整的帐簿、记录和账目，以合理详尽、准确和公正地反映所有交易，维护有效的内部财务控制体系。

The Company takes appropriate internal control system with respect to supplier management, tendering and bidding process management, financial payment management, etc. to prevent corrupt practices. The company shall maintain complete books, records and accounts in reasonable detail, in order to accurately and fairly reflect all transactions and maintain an efficient system of internal accounting controls.

2.4.1 所有业务交易都应经过妥当授权，并在公司帐簿、记录和账目上完整准确记录。

All business transactions must be properly authorized, as well as completely and accurately recorded on the Company's books, records and accounts.

2.4.2 严禁任何员工出于任何目的在公司帐簿上进行虚假或误导性记账（例如，虚假记账以掩饰不当交易和/或未反映不当交易包括回扣和贿赂等行为的记账）。

All employees are expressly forbidden for any purpose whatsoever—from making false or misleading entries in the Company's books (e.g. entries that are falsified to disguise improper transactions and/or entries that fail to reflect improper transactions, including kickbacks and bribes.)

2.4.3 不得出于任何目的建立和维护未经披露或未记录的资金或资产。所有现金交易均必须单独准确记录。

No undisclosed or unrecorded fund or asset may be established or maintained for any purpose. All cash transactions must be individually and accurately recorded.

2.4.4 员工有义务参加本公司组织的反腐败的培训或考试。

Employees shall be obligated to take anti-corruption trainings or tests organized by the Company.

2.4.5 员工有义务签署本公司制定的商业道德方面的承诺书或同类文件。

Employees shall be obligated to sign Letter of Commitment related to

business ethics or similar documents required by the Company.

### 3 反贿赂 ANTI-BRIBERY

#### 3.1 对本公司员工的反贿赂规定

##### Anti-Bribery Rules for Employees

3.1.1 员工不得以任何形式对政府官员进行各种贿赂行为。

Employees shall not bribe any government officials in any forms.

3.1.2 员工不得向供应商、客户或其他第三方以任何形式行贿、索贿，包括但不限于向其支付不合理的高额费用以获得不当利益。

Employees shall not bribe or demand bribes from suppliers, customers or other third parties in any forms, including but not limited to paying unreasonable high fees to obtain inappropriate benefits.

3.1.3 员工对于供应商、客户或者其他第三方的行贿、索贿行为应予明确拒绝，并将有此行为的供应商、客户或者其他第三方及时告知内审部。由内审部核实后，将通知采购部等相关部门，将其纳入到考核评估等流程中予以负面反映。

Employees shall explicitly decline bribes and demands for bribes from suppliers, customers or other third parties, and promptly report such incidents to Internal Audit Department. Upon verification, Internal Audit Department shall inform the relevant departments such as Procurement to reflect negatively in any evaluation and assessment process.

3.1.4 对于供应商给予本公司的折扣或者本公司给予客户的折扣等，均须按照财务会计准则的要求如实入账，不得帐外暗中收受或者给予商业贿赂。

Discounts provided by suppliers or given to customers shall be truthfully recorded in the appropriate accounts according to Financial Accounting Standards, and shall not be secretly accepted or given as a form of commercial bribes off the books.

#### 3.2 对供应商、客户和其他第三方的反贿赂规定

##### Anti-Bribery Rules for Suppliers, Customers and Other Third Parties

3.2.1 供应商、客户和其他第三方需遵守本公司反贿赂的规定。

Suppliers, customers and other third parties shall abide by the anti-corruption rules of the Company.

3.2.2 供应商、客户和其他第三方不得对本公司员工或其近亲属进行任何形式的商业贿赂行为。



Suppliers, customers and other third parties shall not bribe any Company employee or his/her close relatives in any forms in connection with the Company business.

- 3.2.3 鼓励供应商、客户和其他第三方及时将本公司员工的行贿、索贿行为的信息通过本公司提供的渠道告知本公司相关部门，具体如下：

The Company encourages suppliers, customers and other third parties to notify Company's relevant departments of any bribes or demands for bribes by Company employees through Company designated channels in a timely manner.

举报邮箱：[IA\\_Biologics@wuxibiologics.com](mailto:IA_Biologics@wuxibiologics.com)

[Compliance\\_Biologics@wuxibiologics.com](mailto:Compliance_Biologics@wuxibiologics.com)

Whistle-blowing email box: [IA\\_Biologics@wuxibiologics.com](mailto:IA_Biologics@wuxibiologics.com)

[Compliance\\_Biologics@wuxibiologics.com](mailto:Compliance_Biologics@wuxibiologics.com)

- 3.2.4 供应商、客户和其他第三方在开展与药明生物相关业务时，不得对任何政府官员或其他相关单位和人员进行贿赂。

Suppliers, customers and other third parties shall not bribe any government officials or other relevant organizations and personnel in connection with business transactions with WuXi Biologics.

- 3.2.5 供应商、客户和其他第三方在必要的情况下有义务配合药明生物反贿赂审计。

Suppliers, customers and other third parties shall be obligated to cooperate with WuXi Biologics' anti-corruption audits if necessary.

## 4 礼品和馈赠 GIFTS AND PRESENTS

### 4.1 接受礼品或利益

#### Accepting Gifts or Benefits

- 4.1.1 一般而言,本公司员工应拒收供应商、客户或其他第三方的任何礼品。如供应商、客户或其他第三方在员工不知情的情况下寄送礼品,本公司员工应向对方明确告知本公司的反腐败制度,并将收到的礼品退回寄送方。

In general, the Company's employees shall reject any gifts from suppliers, customers or other third parties. If any supplier, customer or other third party sends a gift to an employee who is unaware of the gift prior to receiving, the employee shall explicitly inform the sender of the Company's anti-corruption policy, and shall return the gift to the sender.

4.1.2 出于商务礼仪的需要，员工每年度可接受诸如宣传赠品、纪念品等总价值不超过人民币 300 元或等值外币的礼品。

In the interest of business etiquette, an employee may accept gifts with a total value no more than RMB 300 or equivalent per year, such as promotional gifts and souvenirs.

#### 4.2 馈赠礼品或提供利益

##### Giving Gifts or Providing Benefits

4.2.1 本公司依靠其高素质的员工团队与高品质的产品和服务经营业务及参与竞争，而不是通过向政府官员或客户等利益相关方馈赠礼品或提供利益。

The Company runs its business and competes through its highly-qualified personnel team and high-quality products and services, not by providing gifts or benefits to government officials, customers or other stakeholders.

4.2.1 仅在满足以下所有要求的情况下，允许不经公司风控及合规管理部事先批准，在同一年度内对同一对象赠送价值不高于人民币 300 元的礼品；

The Company allows gifting to the same recipient with an annual cap of RMB300 only when the following requirements are met;

4.2.1.1 严禁一切购物卡和其他现金等价物形式的礼品。“现金等价物”应被定义为：可和现金一样用于购买不特定商品或服务的卡券，包括但不限于各类代金券、礼券、消费券、购物卡、预付费卡、会员卡等；

Any gifts in the form of shopping cards or other cash-equivalents are forbidden. "Cash-equivalents" shall be defined as: cards and vouchers that can be used to purchase non-specific goods and services like cash, including but not limited to various vouchers, gift certificates, consumer vouchers, shopping cards, pre-paid cards, and membership cards, etc.;

4.2.1.2 此类馈赠应符合正常商务交往中的礼节性惯例；

Such gifting shall conform to common practices in normal business contacts;

4.2.1.3 此类馈赠不会被认定为贿赂或不当利益；

Such gifting will not be deemed to be bribery or inappropriate benefits;

4.2.1.4 此类馈赠未违反适用的法律或职业道德标准。

Such gift-giving does not violate applicable laws or professional ethics.

4.2.2 对于政府官员和公立医疗卫生机构的医疗卫生专业人士，仅限于赠送单价在人民币 300 元以下的礼品；并尽量选择带有本公司标识的，用于提示和宣传本公司品牌形象的礼品。

Appropriate gifts to be given to government officials and healthcare professionals of public healthcare institutions shall have a price of no more than RMB300, and gifts with Company logos are preferred in order to promote the Company's brand.

4.2.3 在下列情况下，绝对禁止向政府官员赠送礼品：

It is strictly forbidden to give gifts to government officials in the following situations:

4.2.3.1 采购/销售交易之前或期间；

Before or during any procurement/sales transaction;

4.2.3.2 提交监管审批申请之前或政府机构考虑监管审批申请之时；

Before submission of application for regulatory approval or during the period any application for regulatory approval is under review;

4.2.3.3 提交专利申请之前或政府机构考虑专利申请之时；

Before submission of patent application or during the period any patent application is under review;

4.2.3.4 提交科研开发基金或补助等性质的申请之前，或在政府机构审核该申请之时；

Before submission of application for scientific research and development grantor subsidy, etc. or during the period such application is under review;

4.2.3.5 意图影响或酬谢对方时。

When the intention is to influence or reward the other party.

4.2.4 对所有此类礼品而言，所涉及的费用必须附有消费凭证，包括发票原件、付款凭证等，并且必须根据公司政策进行适当的记录和批准。礼品类采购应尽可能通过采购部门来经办。For all such gifts, the expenses involved must be supported by proper documents, such as invoices, payment slips, etc. and approved in accordance with Company

policies. The expenses and approvals must be accurately and completely recorded in the Company's records. The procurement of gifts should also be carried out by procurement department.

## 5 宴请和商业款待 BUSINESS ENTERTAINMENT

- 5.1 宴请和商业款待也是提供利益的一种形式。员工接受宴请和商业款待以非经常性、适度与服务于正当业务目的为原则，只可接受费用合理以及符合商业惯例的商业款待。

Business entertainment is also a form of offering benefits. Any business entertainment accepted by employees shall be non-recurring, appropriate and reasonable for business purposes. Only business entertainment with reasonable value that conforms to prevailing business practices can be accepted.

- 5.2 对供应商、客户等合作伙伴提供的宴请和商业款待，应遵循“得体”的原则，禁止为其提供娱乐活动等不当招待。

Business entertainment arranged for suppliers, customers and other partners shall be "appropriate". Inappropriate recreational activities are not allowed.

- 5.3 对供应商、客户等合作伙伴提供的宴请和商业款待，应遵循“不奢侈”的原则，禁止为其提供奢侈活动和招待，包括但不限于高尔夫、游艇、赛马、高端红酒或雪茄品鉴会、高端会所活动等。

Business entertainment arranged for suppliers, customers and other business partners shall not be "extravagant". It's forbidden to offer extravagant activities or entertainment, which include but not limited to golfing, yachting, horse-racing, high-end wine or cigar tasting, and visits to high-end clubs, etc.

- 5.4 仅在满足以下所有要求的情况下，允许不经公司风控及合规管理部事先批准，对供应商、客户等合作伙伴提供宴请和商业款待：

Only when all of the following conditions are met, it's allowed to providing meals or business entertainment to suppliers, customers and other business partners without prior approval by the Company:

- 5.4.1 宴请或商业款待的目的是讨论或宣传涉及公司服务的具体项目或机会，并由适当的公司代表出席；

The purpose of the meal or entertainment is for discussions of specific projects or opportunities or education regarding the Company's services, and it should be attended by appropriate Company representatives;

- 5.4.2 宴请或商业款待的费用低于以下人均标准；及

The cost of the meal or entertainment does not exceed the per capita

standard as below; and

中国大陆消费：人民币300元/人

海外消费：美元200元/人

RMB300 per person for expenses incur in Mainland China

USD200 per person for expenses incur out of Mainland China

5.4.3 此类款待未违反适用的法律或职业道德标准。

The meal and entertainment don't violate applicable laws or professional ethics.

5.5 对所有此类费用而言，所涉及的费用必须附有消费凭证，包括发票原件、付款凭证等，并且必须根据公司政策进行适当的记录和批准。报销请求必须列明所有参与者，以便追踪对外部人士进行宴请和商业款待的频率。

For all such expenses, the reimbursement request must be supported by proper documents, such as invoices, payment slips, etc. and approved in accordance with Company policies. The expenses and approvals must be accurately and completely recorded in the Company's records. The reimbursement request must identify all attendees for the purpose of tracking the frequency of meals and entertainments provided to external parties.

## 6 合理使用并保护本公司资产 APPROPRIATE USE AND PROTECTION OF COMPANY ASSETS

6.1 员工应保护好公司资产，并保证仅为合法商业目的而有效利用。偷窃、粗心大意和浪费会直接影响公司的盈利能力。严禁出于任何非法或不正当目的使用公司的资金或资产（无论是否用于个人得利）。

Employees should protect the Company's assets and ensure their efficient use for legitimate business purposes only. Theft, carelessness and waste would have direct impacts 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.

6.2 为保护和妥善使用公司资产，每名员工需：

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

6.2.1 尽到合理的注意义务，防止公司财产失窃、受损或者使用不当；

Exercise reasonable care to prevent theft, damage or misuse of Company property;

6.2.2 及时报告公司财产的任何实际或疑似失窃、损坏或不当使用；

Promptly report any actual or suspected theft, damage or misuse of Company property;

6.2.3 保护好所有电子程序、数据、通信和书面材料，防止未经授权的访问；  
Safeguard all electronic programs, data, communications and written materials from unauthorized access;

6.2.4 保护本公司的一切有形资产、知识产权、技术秘密与商业秘密以及其它无形资产，防范本公司资产遗失、被窃或泄密；以及  
Protect all tangible assets, intellectual property, technical secrets, trade secrets and other intangible assets of the Company, and preventing the loss, theft and leakage of such assets; and

6.2.5 公司财产只能用于合法商业目的。

Use Company property only for legitimate business purposes.

6.3 不得侵占、倒卖本公司资产

**No Embezzlement and Selling of Company Assets**

员工不得侵占本公司的任何资产，不得将本公司的资产在未经本公司允许情况下通过出售、出租、抵押等手段给其他公司或个人。

Employees must not embezzle any of the Company's assets and shall not sell, rent or pledge the company's assets to other companies or individuals in any form without the Company's approval.

6.4 不得利用本公司资产为自己或他人谋利

**No Use of Company Assets to Benefit Oneself or Others**

员工不得利用本公司的资产或资源为自己或其他任何人谋取利益，不得利用职务便利使用本公司财产或信息为自己谋取利益。

Employees may not take advantage of the Company's assets or resources to benefit themselves or others; employees may not take advantage of their positions to use Company's assets or information for personal gains.

6.5 不得将本公司资产作私人用途

**No Personal Use of Company Assets**

员工因工作需要配发给个人使用的交通工具、电子设备等，不准违反使用规定，用作私人用途。

Vehicles, electronic devices, etc. provided by the Company to employees to facilitate their work shall not be used for personal purposes against the Company's terms of use.

## 7 培训 TRAINING

员工应通过各类培训，了解、掌握并遵守本制度的各项规定。此类培训可通过E学网、课堂培训等多种形式开展。培训结束后，应确保相关培训记录妥善存档，包括但不限于培训内容、培训日程、培训签到表或参加培训人员名单等。内审部每年组织一次培训及考试，以便员工知晓、掌握并遵守相关原则和规定。

Employees shall learn, understand and follow all provisions of this policy through training. Such training maybe in the form of E-Learning, classroom training, etc. After training, relevant records shall be archived, including but not limited to training materials, agendas, attendance sheets or name lists of participants etc. Internal Audit Department shall organize training and examination once a year to ensure that employees learn, understand and follow relevant principles and rules.

## **8 程序 PROCEDURES**

本制度的副本将提供给所有现任员工和新聘用的员工。本制度附有一份回执，用以表明员工已阅读、理解并将遵守本制度所含的指引。签署后的回执必须交还人力资源部，并保存在员工的人事档案中。

A copy of this Policy will be furnished to all current and newly hired employees. This Policy has attached to it an Acknowledgement 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 HR department and be kept in the employee's personnel file.

本制度无法亦无意涵盖相关反腐败法律的各个方面，或提供所有可能出现问题的答案。因此，公司鼓励员工就履行本制度中产生的问题，向公司的法务部、风控及合规管理部寻求指导意见。

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 Legal, Risk Management and Compliance Department on the appropriate course of conduct regarding issues arising under the Policy.

## **9 本制度执行情况的检查 CHECK OF ANTI-CORRUPTION POLICY IMPLEMENTATION**

9.1 对于部门内部集体腐败违规行为(3人以上),直接主管承担严重失职责任,给予书面警告至记大过的处分。处分结果将影响其当年度绩效考核成绩,具体请参考相关公司奖惩制度。

For collective corrupt violations within a department (more than 3 employees), the department directly responsible person in charge shall be given a disciplinary action of demerit recording or major demerit recording, and will influence the department directly responsible person in charge's performance review of the year. Please refer to reward and disciplinary actions related management policies for details.

- 9.2 内审部每年定期检查反腐败制度培训的执行情况。内审部定期检查培训记录，对各部门自行组织的培训提供支持和协助。

Internal Audit Department shall check the implementation of the training on anti-corruption policy periodically every year. Internal Audit Department shall periodically check training records and provide support and assistance for the training organized by various departments.

- 9.3 内审部定期通过审计等方式，对潜在腐败高风险领域进行检查，并针对检查发现的腐败行为形成专项报告。

Internal Audit Department shall check through regular audit and etc. on the areas of high potential of fraud risks, and report any fraud activity if found and confirmed.

- 9.4 内审部、风控及合规管理部依据《举报与调查制度》的流程规定，及时处理各类涉及腐败行为的举报和调查，并出具调查报告，跟进相关整改措施的完成。

Internal Audit and Risk Management and Compliance Department shall, in accordance with the procedure of WuXi Biologics Policy on Whistle-blowing and Investigation, handle various reports and investigations related to corrupt behaviors, issue investigation reports and follow up on relevant corrective measures.

## **10 奖惩规定 REWARD AND DISCIPLINARY ACTIONS**

- 10.1** 员工发生违反本制度的以下各类行为，将给予相应纪律处分：

Disciplinary action will be taken accordingly against employees who have any of the following violations of the policy:

- 10.1.1 违反本制度规定对外馈赠或提供利益的，如赠送超过人民币 300 元的礼品、赠送明令禁止的礼品、违规赠送政府官员礼品、对外提供禁止的款待的行为，视情节严重程度，给予书面警告及以上处分；

Employees who give gifts or provide benefits to other parties against this policy, disciplinary actions shall be given including written warning or above depending on the severity of the violation, e.g.: provide gifts with a price of more than RMB300, provide expressly prohibited gifts, provide gifts to government officials against regulations, or provide prohibited entertainment to other parties;

- 10.1.2 对于侵占本公司资产、利用本公司资产谋利或用于私人用途等行为，视情节严重程度，给予留司察看至解除劳动合同或被退回劳务派遣



机构;

Employees who have committed embezzlement of the Company's assets, gained profits by taking advantage of the Company's assets or used them for personal ends, etc., disciplinary actions will be taken up to including retain post on probation, dismissal or sent back to the employment agency depending on the severity of the violation upon discovery;

10.1.3 员工因发生违反本制度的行为, 给本公司带来较大经济损失的, 本公司可要求其赔偿损失, 并视情节严重程度诉诸法律;

If employees commit a violation of the policy and cause great economic losses to the Company, the Company may demand the employees to compensate for the losses and bring legal actions against such employees depending on the severity of the violation;

10.1.4 对于因触犯法律、法规被国家机关给予刑事责任者, 将被留司察看至解除劳动合同或被退回劳务派遣机构;

Employees being subjected to criminal responsibility, due to violation of applicable laws, and regulations, disciplinary actions will be taken up to including retain post on probation, dismissal or sent back to the employment agency depending on the severity of the violation upon discovery;

10.2 对于主动监督、积极检举发现的腐败行为、保护药明生物利益的员工, 经分管副总和人力资源部主管批准, 将给予一定的物质奖励: 对于个人举报, 提供有关腐败行为的信息经调查属实, 将根据提供线索的有效性、案件性质及严重程度, 给予举报人人民币 500 元至 2000 元不等的现金奖励; 对于最终被定性为刑事案件的举报, 可给予举报人人民币 5000 元或以上现金奖励。

Employees who actively monitor and report corrupt behaviors and protect the interests of WuXi Biologics, upon approval by the VP and HR Director, will be given the following rewards: if the reported corrupt behaviors are determined to be true, the whistle-blowers will be given a reward ranging from RMB 500 to RMB2,000 depending on the validity of the report, the nature of the case and the severity of the circumstances; if the reported corrupt behaviors are determined to be criminal in nature, the whistle-blowers will be given a reward of RMB5,000 or above.

10.3 主管责任

## Supervisors' Responsibilities

10.3.1对于违反本制度的行为，经内审部或风控及合规管理部调查发现并查实的，则违规员工的直接主管应承担管理失职责任，并视情节严重程度，给予口头警告及以上处分。违规员工的直接主管及时发现并主动上报的，可减轻乃至免除其管理失职责任。

If an employee has violated the policy and the violation is investigated and verified by Internal Audit Department or Risk Management and Compliance Department, the direct supervisor of the employee shall take responsibility for dereliction of management duties, disciplinary actions will be taken including oral warning or above depending on the severity of the violation. However, if the employee's direct supervisor has discovered and reported such violation in a timely manner, the supervisor's responsibility for dereliction of management duties can be reduced or even exempted.

10.3.2对于部门内部集体腐败违规行为（3人以上），直接主管承担严重失职责任，给予书面警告至记大过的处分。处分结果将影响其当年度绩效考核成绩，具体参考相关公司奖惩制度。

For collective corrupt violations within a department (more than 3 employees), the department directly responsible person in charge shall be given a disciplinary action of demerit recording or major demerit recording, and will influence the department directly responsible person in charge's performance review of the year. Please refer to reward and disciplinary actions related management policies for details.

## 11 对违反本政策行为的举报 **REPORTING ON VIOLATIONS OF THIS POLICY**

公司员工有义务报告违反本制度的行为。举报违反行为的员工应该受到保护。严禁对举报违反本制度行为的员工以及遵守本制度的员工实施任何形式的报复。员工可通过《举报与调查制度》中公布的举报途径，包括举报邮箱等，对违反本制度的行为进行举报。具体信息请参考《举报与调查制度》。

Company employees have a duty to report violations of this policy and those who report violations should be protected. The Company prohibits any form of retaliation against an employee for reporting a violation of this Policy in good faith, or for complying with this Policy in good faith. The violations can be reported through channels including compliance hotline, compliance mailbox, etc., publicized in

WuXi Biologics Policy on Whistle-blowing and Investigation. Please refer to WuXi Biologics Policy on Whistle-blowing and Investigation for details.