

# 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

公司承诺秉持最高商业道德标准。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的不当行为或不法行为进行举报。

The Company is committed to the highest standards of ethics and integrity. 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，但公司将尽最大努力合法、公正、妥善地对待这些问题。

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 legally, fairly and properly.

## 1.2 定义 Definition

尽管将不当行为或不法行为穷尽列举是不可能的，但通常而言，应包括下列行为：

It is impossible to give an exhaustive list of the activities that constitute misconduct or malpractice but, generally speaking, the following should be included:

- 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举报都有确凿证据，但我们希望该举报至少应指

出其进行报告的原因和提供尽可能多的信息。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 report will be supported by solid proof, we hope the report should at least show the reasons for the concerns and provide as much information as possible. If a report is made in good faith then, even if it is not confirmed by an investigation, your report 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

公司对打击报复零容忍。根据本项制度而作出善意举报的人员会受到适当保护，以防止被打击报复，包括但不限于不合理的解雇、无根据的纪律处分或其他伤害，即使相关举报最后未被证实。

We will not tolerate retaliation against anyone who raises a concern or provides information in connection with an investigation. Persons making bona fide complaints under this policy are assured of protection against any retaliation, including but not limited to unfair dismissal, unwarranted disciplinary action or other harm, 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”）对本制度整体负责，但将日常监督执行该制度的职权授予内审部。审计委员会负责监督和审查本制度的运作以及案件调查之后形成的整改建议的执行。

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 that all customers and suppliers are encouraged to report to the Company any misconduct or malpractice of which they become aware.

### **3 报告 REPORT**

#### **3.1 报告程序 Making a Report**

3.1.1 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.

3.1.2 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.

3.1.3 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.

3.1.4 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.

3.1.5 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.

3.1.6 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.

3.1.7 除上述渠道之外，[您还可以随时向](#)

[IA\\_biologics@wuxibiologics.com](mailto:IA_biologics@wuxibiologics.com), [Legal@wuxibiologics.com](mailto:Legal@wuxibiologics.com),

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

In addition to the channels above, you can also report to

[IA\\_biologics@wuxibiologics.com](mailto:IA_biologics@wuxibiologics.com), [Legal@wuxibiologics.com](mailto:Legal@wuxibiologics.com),

[Compliance\\_Biologics@wuxibiologics.com](mailto:Compliance_Biologics@wuxibiologics.com) anytime should you have any concerns.

## 3.2 保密性 Confidentiality

3.2.1 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.

3.2.2 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.

3.2.3 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.

3.2.4 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.

### 3.3 匿名报告 Anonymous Report

3.3.1 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.

3.3.2 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 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，则将委任合适的调查团队（具有适当的能力和资格，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 investigation team (with investigators with suitable capability and qualifications and without previous involvement in the matter) will be appointed to look into the matter.

- 4.4 若举报揭露潜在的刑事犯罪的或与攸关公司重大利益的，公司将把事项提交给审计委员会。审计委员会主导内部调查的进行。特殊情况下，在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 or relates to the Company's significant interest, the Company will refer the matter to the Audit Committee. The Audit Committee will lead the internal investigation. In certain circumstances, in consultation with our legal advisers, will decide if the matter should be referred to the authorities for further action.

- 4.5 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.

- 4.6 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.

- 4.7 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.

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

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

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



4.8.3 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;

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

4.9 最终调查报告将提交给内审部门统一备案和集中管理，报告中的相关责任人须就报告中要求的纪律处分或整改建议按照报告中的期限要求向内审部门汇报和跟进最终结果。

The final investigation report shall be filed with Internal Audit. The persons required in the investigation report to take actions (disciplinary actions and/or remediation actions) shall follow-up and report to Internal Audit the completeness of the actions in the specified time period..

4.10 审计委员会可以提审任何案件，或对任何案件提出建议。 审计委员会决定是否向董事会报告任何案件或寻求建议。

The Audit Committee itself can investigate any case if it decides to do so. It is the Audit Committee's discretion and judgment call on whether to report any case to or seek advice from the Board.

4.11 调查结束时， 公司将以书面形式通知举报人， 并尽可能地告知调查结果。 由于法律上的限制， 本公司可能无法向举报人通报详细的调查结果或提供所采取行动的细节或报告副本。

The reporter will receive a notification in writing at the end of the investigation. We will try to provide more information related to the outcome of the investigation. Because of legal constraints, the Company may not be able to give you details of the conclusions, action taken or a copy of the report.

4.12 如果您对结果不满意， 您可以再次提交一个报告， 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 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.

## **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。进行奖励（尤其是通报表彰）之前，公司须征得举报人的同意方可进行。。

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, after getting consent from the informant

#### 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 will 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）

公司承诺秉持最高商业道德标准。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的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>_____</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 standards of ethics and integrity. 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.

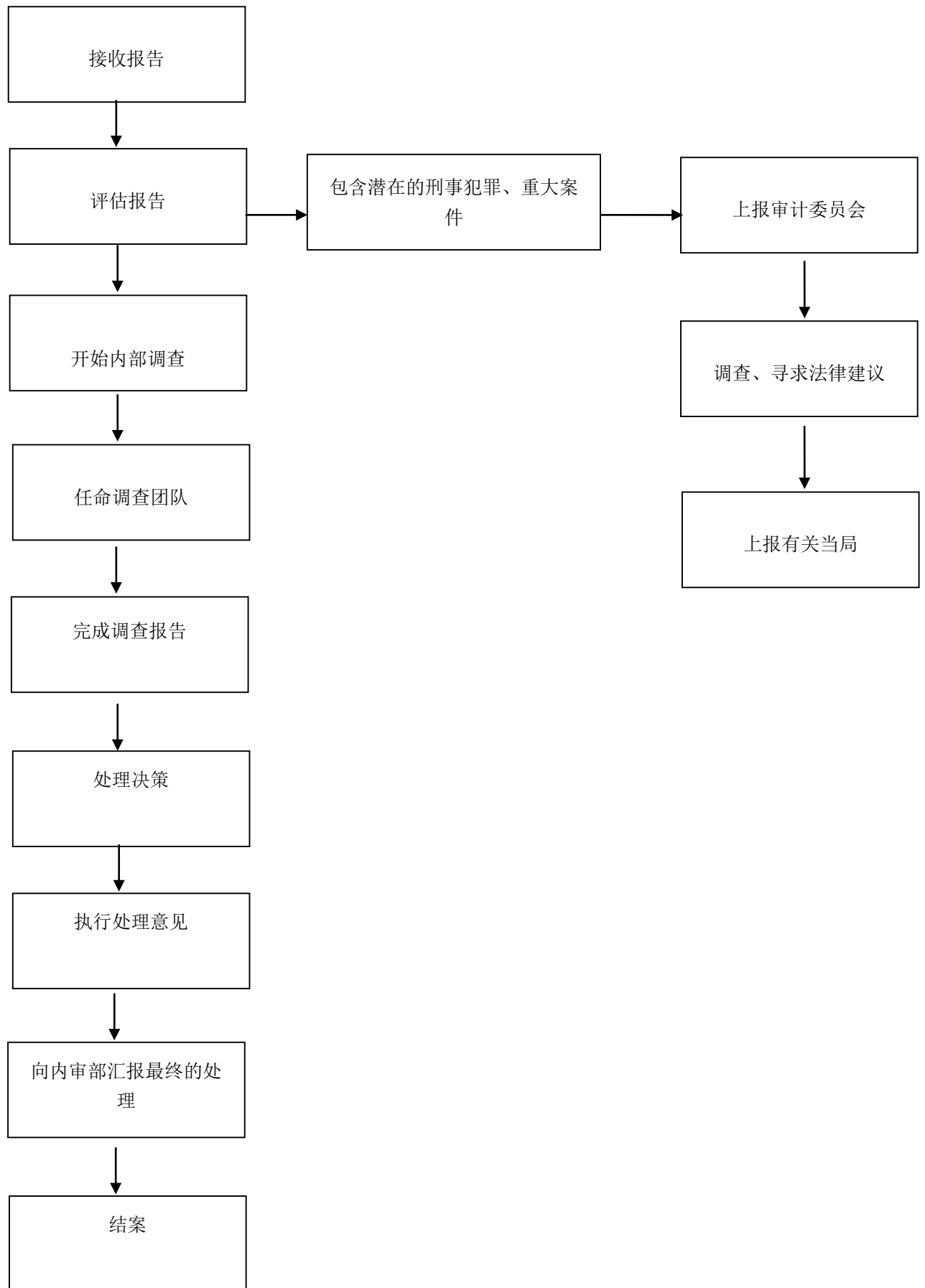
It is recognised that in most cases the person raising concerns will wish to be dealt with on a confidential basis. All reasonable efforts will therefore be made to avoid revealing the person's identity.

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

