

Business Partner Code of Compliance Principles

业务合作伙伴合规准则

Introduction

简介

[•] (the “Company”) is committed to maintaining the highest standards of ethical conduct in all business practices and to complying with all applicable laws, rules, and regulations. At Company, compliance means much more than simply adhering to a set of predetermined rules. Compliance is a foundation for every facet of our business activities, and Company expects and requires its third-party business partners to make a commitment to compliance. This Company Business Partner Code of Compliance Principles (“Code of Compliance Principles”) sets forth guidelines on Company’s expectations and requirements for its business partners (“Business Partner”), as well as those acting on behalf of business partners, in doing business with or on behalf of Company. This Code of Compliance Principles does not replace Company’s own Code of Conduct, but instead provides an overview and guide to our business partners on how their business should be conducted consistent with our Code of Conduct.

[•]（以下简称“公司”）致力于在所有商业实践中保持最高道德行为标准，并遵守所有适用的法律、规则和法规。于公司而言，合规不仅只是简单地遵守一套既定的规则。合规是我们商业活动各个方面的基础，公司期望并要求其第三方业务合作伙伴承诺遵守合规要求。本公司业务合作伙伴合规准则（以下简称“合规准则”）规定了公司对业务合作伙伴（以下“业务伙伴”）以及代表我们业务伙伴的公司和个人（例如转包商）与公司或代表公司开展业务的期望和要求的指导原则。该合规准则并不代替公司自身的商业准则，而是向业务伙伴就如何依照公司的商业准则进行商业活动提供介绍和指导。

Compliance with All Laws and Regulations

遵守所有法律法规

Business Partner must comply with all applicable laws and regulations, including but not limited to anti-bribery and anti-corruption laws and regulations of the PRC (such as the Criminal Law and the Anti-Unfair Competition Law), U.S. Foreign Corrupt Practices Act (the “FCPA”), the U.K. Bribery Act of 2010, and other laws which govern [Company]’s conduct around its investments and operations as well as the anti-money laundering, antitrust, fair competition, export controls, economic sanctions, and other laws and regulations that may be applicable. Business Partner also must comply with all industry codes applicable to its business, if any.



业务伙伴必须遵守所有适用的法律和法规，包括但不限于《刑法》、《反不正当竞争法》等中国反贿赂和反腐败法律法规，美国海外反腐败法（以下简称“FCPA”），英国 2010 年反贿赂法，及其他规范公司的投资和运营行为的法律，反洗钱、反垄断、反不正当竞争、出口管制、经济制裁的法律，以及其他可能适用的法律法规。业务伙伴还必须遵守其他任何可能对其业务适用的行业准则。

Company has a policy forbidding bribery and corruption in the conduct of our business. Company is committed to performing business with integrity, and acting ethically and legally in accordance with all applicable laws and regulations. We expect the same commitment from the consultants, agents, representatives or other companies and individuals acting on our behalf (“Business Partners”), as well as those acting on behalf of Business Partners (e.g., subcontractors), in connection with work for Company.

公司在开展业务过程中有着禁止贿赂和腐败的政策。公司本着诚信的态度，并依据所有适用的法律和法规以符合道德和法律标准的方式开展业务。我们期待与公司有业务关系的顾问机构、代理商、代表或代表我们的其他公司和个人（以下简称“业务伙伴”）以及在公司相关业务中代表我们业务伙伴的公司和个人（例如转包商）作出相同的承诺。

No Bribery of Government Officials

禁止贿赂政府官员

It is forbidden to make, offer or promise any payment or anything of value (directly or indirectly) to a Government Official when the payment is intended to influence an official act or decision to award or retain business.

禁止向政府官员支付、提供或许诺任何款项或有价物品（无论以直接或间接方式），以试图影响政府官员在授予或保留业务时的行为或决策。

“Government Official” shall be broadly interpreted and means:

“政府官员”应宽泛解释为包括：

- (i) any elected or appointed Government official (e.g., a legislator or a member of a Government ministry);
- (ii) any employee or individual acting for or on behalf of a Government Official, agency, or enterprise performing a governmental function, or owned or controlled by, a Government (e.g., a researcher employed by a Government university);
- (iii) any political party officer, candidate for public office, officer, or employee or individual acting for or on behalf of a political party or candidate for public office;
- (iv) any employee or individual acting for or on behalf of a public international organization;
- (v) any member of a royal family or member of the military; and
- (vi) any individual otherwise categorized as a Government Official under law.



(i) 任何推选出的或指派的政府官员（例如，政府部门的立法者或成员）； (ii) 任何员工或代表政府官员工作的个人、代理商或执行政府职能或归政府所有或受控于政府的企业（例如公立大学雇用的研究人员）； (iii) 任何政党官员、公职候选人、职员或者为政党或公职候选人行事或代表他们的员工或个人； (iv) 为国际公共组织行事或代表他们的任何员工或个人； (v) 王室的任何成员或军队成员以及 (vi) 按照法律被归类为政府官员的任何个人。

“Government” means all levels and subdivisions of governments (i.e. local, regional, or national and administrative, legislative, or executive).

“政府”指政府的所有级别机构和分支机构（例如本地、地区或国家级别的政府机构，以及行政、立法或执法机构）。

Because this definition of “Government Official” is so broad, it is quite possible that Business Partners will interact with a Government Official in the ordinary course of their business on behalf of Company.

由于此“政府官员”定义涉及面非常广，因此业务伙伴很有可能会代表公司就其日常业务运作与政府官员来往。

For example, bribing government officials in order to seek improper benefits is prohibited in China. The PRC Civil Servant Law provides that civil servants shall not seek personal gains or benefits for another person by taking advantage of official position, engage or participate in profit-making activities, or concurrently hold a post in an enterprise or other profit-making organizations. If civil servants’ offering or acceptance of bribes constitutes a crime, they shall assume the corresponding criminal responsibilities in accordance with the PRC Criminal Law. In addition, the FCPA prohibits making, promising, or authorizing a payment or providing anything of value to a non-U.S. Government Official to improperly or corruptly influence that official to perform any governmental act or make a decision to assist a company in obtaining or retaining business, or to otherwise gain an improper advantage. The FCPA also prohibits a company or person from using another company or individual to engage in any such activities. As Company is ultimately controlled by a U.S. company, Company must comply with the FCPA and could be held liable as a result of acts committed by a Business Partner.

例如，在中国贿赂政府官员以谋取不正当利益是被禁止的，《中华人民共和国公务员法》规定公务员不得利用职务之便为自己或他人谋取私利，或从事或者参与营利性活动，在企业或者其他营利性组织中兼任职务。如果行贿和受贿构成犯罪的，应依据《中华人民共和国刑法》承担相应的刑事责任。此外，FCPA 禁止提供、允诺或批准向非美国政府官员提供款项或任何有价物品，意在令该公职人员以不恰当或不道德的方式实施或做出协助该公司获取或保留业务的任何政府行为或决定，或者以其他方式获取不正当利益。FCPA 还禁



止公司或个人利用其他公司或个人从事此类活动。由于公司最终控股方为美国公司，公司必须遵守 FCPA，并可能因业务伙伴进行的活动而承担责任。

Compliance Principles Governing Interactions with Governments and Government Officials

管理与政府和政府官员来往的合规准则

Business Partners must communicate and abide by the following principles with regard to their interactions with Governments and Government Officials:

在其与政府和政府官员来往过程中，业务伙伴必须传达并遵守以下原则：

- Business Partners, and those acting on their behalf in connection with work for Company, may not directly or indirectly make, promise, or authorize the making of a corrupt payment or provide anything of value to any Government Official to induce that Government Official to perform any governmental act or make a decision to help Company obtain or retain business (e.g. providing kickbacks to Government Officials for winning a bid). Business Partners, and those acting on their behalf in connection with work for Company, may never make a payment or offer any item or benefit to a Government Official, regardless of value, as an improper incentive for such Government Official to approve, reimburse, or to otherwise benefit Company's business activities improperly.

业务伙伴以及在公司相关业务中代表其的公司或人员不得直接或间接支付、允诺或批准支付腐败贿赂款项或向任何政府官员提供任何有价物品，以引诱政府官员执行或做出帮助公司获取或保留业务的相关行为或决定（例如：为赢得招标项目而向政府官员提供回扣）。业务伙伴以及在公司相关业务中代表其的公司或人员不得向政府官员支付款项或提供任何物品（无论这些物品是否有价）或好处，将其作为对此类政府官员批准、补偿，或者以其他方式使公司的业务活动不当获利。

- In conducting their Company-related activities, Business Partners, and those acting on their behalf in connection with work for Company, must understand and comply with any local laws, regulations, or operating procedures (including requirements of Government entities such as Government-owned hospitals or research institutions) that impose limits, restrictions, or disclosure obligations on compensation, financial support, donations, or gifts that may be provided to Government Officials. If a Business Partner is uncertain as to the meaning or applicability of any identified limits, restrictions, or disclosure requirements with respect to interactions with Government Officials, that Business Partner should consult with his or her primary Company contact before engaging in such interactions.



在实施与公司相关的活动时，业务伙伴以及在公司相关业务中代表其的公司或人员必须理解和遵守任何当地法律法规或运作流程（包括政府实体（例如政府所有的医院或研究机构）的要求），在提供给政府官员的补偿、财政支持、捐款或礼物方面施加限制、约束或公开义务。如果业务伙伴不确定与政府官员来往的含义以及所适用的任何标明的限制、约束或公开要求，则该业务伙伴应在进行此类来往前与其公司主要联系人进行咨询。

- Business Partners, and those acting on their behalf in connection with work for Company, are not permitted to offer facilitation payments. A “facilitation payment” is a nominal payment to a Government Official for the purpose of securing or expediting the performance of a routine, non-discretionary governmental action. Examples of facilitation payments include payments to expedite the processing of licenses, permits, subsidy or visas for which all paperwork is in order. In the event that a Business Partner, or someone acting on their behalf in connection with work for Company, receives or becomes aware of a request or demand for a facilitation payment or bribe in connection with work for Company, the Business Partner shall report such request or demand promptly to his or her primary Company contact before taking any further action.

业务伙伴以及在公司相关业务中代表其的公司或人员不得提供疏通费。“疏通费”是支付给政府官员的少量酬劳，目的是确保和加快例行非随意性政府行为。疏通费的示例包括在相关文件完备的情况下，支付疏通费以加快获得执照、许可、补贴、或签证的过程。在业务伙伴或在公司相关业务中代表其的公司或人员收到或意识到有人申请或要求与公司业务相关的疏通费或贿赂时，该业务伙伴应在进行任何进一步行动前立即向其公司主要联系人报告此类申请或要求。

No Commercial Bribery

禁止商业贿赂

Bribery and corruption can also occur in non-Government, business to business relationships. Most countries have laws which prohibit offering, promising, giving, requesting, receiving, accepting, or agreeing to accept money or anything of value in exchange for an improper business advantage. The PRC Anti-unfair Competition Law provides that a business operator shall not use assets or other means to bribe any of the following entities or individuals to seek transaction opportunities or competitive advantages: (1) staff members of transaction counterparties; (2) entities or individuals entrusted by transaction counterparties to handle relevant affairs; or (3) any other entities or individuals who take advantage of their functional authority or influence to impact transactions. Examples of prohibited conduct could include, but are not limited to, providing expensive gifts, lavish hospitality, kickbacks, or investment opportunities in order to improperly induce the purchase of goods or services. [Company] colleagues are not permitted to offer, give, solicit or accept bribes, and we expect our Business Partners, and those acting on their behalf in connection with work for [Company], to abide by

the same principles.

贪污受贿也可发生在非政府部门的商业对商业关系中。大多数国家/地区颁布有法律，禁止提供、允诺、给予、请求、接收、收受或同意接受金钱或任意有价物品以交换获得不正当的商业利益。《中华人民共和国反不正当竞争法》规定，“经营者不得采用财物或者其他手段贿赂下列单位或者个人，以谋取交易机会或者竞争优势：（一）交易相对方的工作人员；（二）受交易相对方委托办理相关事务的单位或者个人；（三）利用职权或者影响力影响交易的单位或者个人。”。禁止行为示例包括但不限于提供贵重礼物、过度的接待、回扣或投资机会，从而不正当地引发商品或服务的购买行为。公司同事不得提供、给予、请求或接受贿赂，并且我们期望我们的业务伙伴以及在公司相关业务中代表其的公司或人员也遵守相同的原则。

Compliance Principles Governing Interactions with Private Parties and Company Colleagues

约束与私人企业和公司同事来往的合规准则

Business Partners must communicate the following principles with regard to their interactions with private parties and Company colleagues:

在其与私人企业和公司同事来往过程中，业务伙伴必须传达以下原则：

- Business Partners, and those acting on their behalf in connection with work for the Company, may not directly or indirectly make, promise, or authorize a corrupt payment or provide anything of value to any person to influence that person to provide an unlawful business advantage for Company.

业务伙伴以及在公司相关业务中代表其的公司或人员不得直接或间接支付、允诺或批准支付腐败贿赂款项或向任何个人提供任何有价物品，以影响该人员向公司提供不合法的商业利益。

- Business Partners and those acting on their behalf in connection with work for the Company, may not directly or indirectly, solicit, agree to accept, or receive a payment or anything of value as an improper incentive in connection with their business activities performed for Company.

业务伙伴以及在公司相关业务中代表其的公司或人员不得直接或间接请求、同意接受或接收任何款项或有价物品，以在为公司进行的商业活动中不当获利。

- Company colleagues are not permitted to receive gifts, services, perks, entertainment, or other items of more than token or nominal monetary value from Business Partners, and those acting on their behalf in connection with work for the Company. Moreover,



gifts of nominal value are only permitted if they are received on an infrequent basis and only at appropriate gift-giving occasions.

公司同事不得接收来自业务伙伴以及在公司相关业务中代表其的公司或人员的礼物、服务、额外津贴、款待或者超出象征性价值的其他物品。此外，仅在个别且恰当的送礼情况下，允许接受象征性价值的礼品。

Books and Records

账簿记录

Business Partner shall maintain accurate books, records, accounts, and supporting documentation of all transactions and expenses (including any gifts, hospitality, meals, donations, and any other expenses incurred by Business Partner) incurred in connection with the work of Business Partner with or on behalf of Company in accordance with generally accepted accounting principles. Upon request by Company, Business Partner shall make its books, records, and accounts relevant to such work available for inspection and audit by Company within a reasonable time. If Business Partner is unable to provide the above materials, the Company should require Business Partner to explain the situation in writing and submit it to the Compliance Officer for review.

业务伙伴应当根据普遍使用的会计准则，保存所有与公司或代表公司进行的工作的相关交易和费用（包括任何礼物、招待、餐食、捐赠以及任何其他由业务伙伴产生的任何费用）的准确账簿、记录、账目和支持性文件。如公司要求，业务伙伴应当在合理时间内向公司提供其账簿、记录和帐目以供检查和审计。

Business Partner shall otherwise keep records and documentation of its activities conducted with or on behalf of Company consistent with applicable laws, regulations, and industry codes and should not destroy documents that are required to be maintained for a certain period of time specified by law (i.e. maintain an appropriate preservation schedule).

业务伙伴应当保留其与公司或代表公司开展的活动的记录和文件，并遵守适用的法律法规和行业规范，不得销毁法律规定的特定时间段内需要保存的文件（即需有一份适当的文件保存时限表）。

Subcontractors, Education and Training

分包商，教育和培训

1. Business Partner should inform Company of all subcontractors and any other third parties that it plans to engage in in connection its activities conducted with or on behalf of Company in writing.



业务伙伴应当以书面形式告知公司所有分包商及其计划为了与公司或代表公司进行的活动而聘请的任何其他第三方。公司可以要求此类分包商和第三方在为业务伙伴和公司执行工作之前接受适当的审查和批准。

2. Business Partner shall only engage subcontractors or other persons or entities in connection with its activities conducted with or on behalf of Company pursuant to and consistent with the terms and conditions of the written agreement between Company and Business Partner.

业务伙伴应当只根据公司与业务伙伴之间书面协议的条款和条件，就其与公司或代表公司进行的活动聘请分包商或其他个人或实体。此类协议应包括要求分包商或其他第三方遵守本合规准则以及所有适用法律法规的规定。

3. Business Partner shall also communicate the principles contained in this Code of Compliance Principles (i.e. make a copy available) to all employees, subcontractors, and other third parties involved in Company's business and have them agree and abide by the provisions of this Code of Compliance Principles.

业务伙伴还应向公司业务中涉及的所有员工、分包商和其他第三方传达本合规准则中的规定（即提供副本），并让他们同意并遵守本合规准则的规定。

Reporting and Investigations

报告与调查

4. Business Partner shall provide its employees and subcontractors with feedback channel on compliance or other concerns, with the option of making the report anonymously when compliance issues are involved. Business Partner shall not take retaliatory action against any employees or subcontractors who in good faith report a concern or potential violation of any applicable law or the Code of Compliance Principles.

业务伙伴应为其员工和分包商提供涉及合规或其他问题的意见反馈渠道，如涉及合规问题可选择匿名提交报告。业务伙伴不得对任何善意举报问题或对任何适用法律或合规准则潜在违反行为的员工或分包商采取报复行动。

5. In the event Business Partner becomes aware of a potential violation of applicable law or of the provisions of this Code of Compliance Principles that relate to its business with or on behalf of Company, Business Partner shall immediately report the facts and circumstances to Company. Business Partner shall fully cooperate with Company to investigate and remediate any non-compliance with this Code of Compliance Principles.



如果业务伙伴发现其和公司或代表公司开展的业务中可能涉及违反适用法律或本合规准则的规定，业务伙伴应立即向公司报告事实和情况。业务伙伴应全方面配合公司调查并纠正任何不遵守本合规准则的行为。

6. Business Partner may be asked by Company to provide information (including documents, statements, etc.) or to meet with Company representatives, such as auditors or outside counsel working with Company. Business Partner is obligated to cooperate fully and provide truthful, accurate, and complete information in connection with any such request.

公司可能会要求业务伙伴提供信息（包括文件、声明等），或与公司的代表会面，例如与公司合作的审计师或外部法律顾问。业务伙伴有义务充分合作，并提供与任何此类要求相关的真实、准确且完整的信息。

A Business Partner with any questions about anything set forth in this Code of Compliance Principles should contact the Company's Legal and Compliance Department.

如果业务伙伴对本合规准则中规定的任何问题有任何疑问，请联系公司法律和合规部门。