

康龙化成（北京）新药技术股份有限公司  
Pharmaron Beijing Co., Ltd.

商业合作伙伴合规尽职调查全球制度  
Global Policy for Compliance Due  
Diligence for Business Partners

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## 1. 概述 Overview

### 1.1 适用范围 Scope of application

本制度适用于康龙化成（北京）新药技术股份有限公司（“总部”）及其分公司、全资或控股子公司（与总部分别及合并称为“康龙化成”或“公司”）以及公司的全体员工，包括正式员工、劳务派遣员工和临时员工（合称“员工”）。

This policy applies to Pharmaron Beijing Co., Ltd. (the “Headquarters”) and its branches, wholly-owned or controlled subsidiaries (respectively and collectively “Pharmaron” or the “Company”) and all employees of the Company, including permanent employees, employees under labor dispatching arrangements and temporary employees (collectively, the “Employees”).

### 1.2 目的 Purpose

公司承诺遵守各经营所在地的法律法规、坚持商业道德并维护较高的 ESG（环境、社会、治理）标准。公司期望商业合作伙伴和公司秉承一致的价值观，承诺遵从公司发布的《商业合作伙伴行为准则》中有关诚信道德、贸易管制、ESG（环境、社会、治理）等方面的要求。

The Company is committed to comply with the laws and regulations where it operates, adhere to business ethics and maintain high ESG (Environmental, Social, Governance) standards. The Company expects that the Business Partners adhere to the same values with the Company and commit to comply with the requirements on integrity, trade control, ESG (Environmental, Social, Governance) and other aspects of the Code of Conduct for Business Partners issued by the Company.

为防止由于商业合作伙伴的违规行为给公司带来合规风险和声誉影响，公司应以风险为导向对商业合作伙伴进行必要的合规尽职调查。本制度旨在为合规尽职调查提供政策指导。

In order to prevent compliance risks and reputation impact to the Company due to non-compliance by the Business Partners, the Company shall conduct necessary risk-oriented compliance due diligence on the Business Partners. This policy is intended to provide guidance for compliance due diligence.

## 2. 定义 Definitions

第三方是指关联公司和员工以外的任何自然人或实体，包括但不限于公司的客户及客户的员工，公司的供应商、代理、咨询顾问、顾问、以及公司员工的亲友。

A “Third Party” refers to any natural person or entity other than any Affiliate and Employee of the Company, including but not limited to any customer of Pharmaron and any of its employee, any Pharmaron’s supplier, agent, consultant and advisor, or any relative and friend of a Pharmaron Employee.

商业合作伙伴是指公司与其开展或拟开展商业交易的第三方，按照交易类别的不同，我们将商业合作伙伴分为：

Business Partners refer to the third parties which the Company carries out or intends to carry out business transactions with. The Business Partners are categorized as below based on its commerciality:

- 
- 客户  
Customers
  - 提供生产采购及原料采购的供应商，即：直接用于企业研发和生产等业务经营活动的产品和服务供应商，如：提供实验原材料、实验动物、实验设备及用于实验的技术等  
Suppliers providing production procurement and raw material procurement, that is, suppliers of products and services directly used for Research & Development (R&D), production and other operating activities, such as providing raw materials, animals, equipment and technologies for trails, etc.
  - 提供一般性服务的供应商，如：设施管理及各种基础服务：食堂、保安、保洁服务、IT 服务、翻译及印刷商等  
Providers of general services such as facility management and basic services such as catering, security, cleaning services, IT services, translation and printer, etc.
  - 提供专业顾问服务的供应商，如：审计师、律师、证券公司等  
Providers of professional consultancy services, such as auditors, lawyers, securities companies, etc.
  - 提供中介服务的供应商，如：海关代理、税务代理、公共关系服务商、代表公司办理许可证及证照的代理机构、代表公司与公职人员或医疗卫生专业人士发生交易的第三方、为公司招募患者的第三方等  
Providers of intermediary services, such as customs agents, tax agents, public relations service providers, agents handling licenses and certificates on behalf of the Company, third parties dealing with public officials or health professionals on behalf of the Company, third parties recruiting patients for the Company, etc.
  - 提供金融服务的供应商，如：银行等  
Providers of financial services, such as banks, etc.
  - 投资并购伙伴  
Partners in investment and Merger & Acquisition
  - 资助、捐赠或赞助的接受者  
Recipient of funding, donation or sponsorship
  - 合作伙伴，指在特定业务或项目中与康龙化成合作的其他企业、组织或个人  
Partners, which refer to other companies, organizations or individuals who cooperate with Pharmaron on specific business or projects

### 3. 合规尽职调查关注的风险范围 Risk Scope focus on Compliance Due Diligence

- 制裁风险  
Sanction risk
- 反腐败及反商业贿赂风险  
Anti-Corruption and Anti-Bribery risk
- 环境、社会及治理（ESG）风险及  
Environmental, Social and Governance (ESG) risks and

- 
- 其他声誉风险  
Other reputational risks

#### 4. 前期风险评估 Scope Check

前期风险评估是执行尽职调查前的评估程序，主要关注交易性质和第三方本身的风险。前期风险评估识别出的高风险关注领域（参见附件 1）的第三方必须执行合规尽职调查程序。

The Scope Check is the procedure before the execution of due diligence and mainly focuses on the nature of the commercial activities and the risk of the third party itself. Compliance due diligence shall be performed for third parties with high risk identified in Scope Check (see Appendix 1).

#### 5. 合规尽职调查的豁免 Exemption from Compliance Due Diligence

商业合作伙伴同时满足以下条件，可以豁免反腐败及反商业贿赂尽职调查：

Business partners may be exempted from Anti-corruption and Anti-bribery risk due diligence if they meet all of the following conditions:

- 商业合作伙伴提供一般性服务  
Business Partners provide general services
- 商业合作伙伴经营所在地全球清廉指数 CPI (Corruption Perceptions Index) 为 50 分或以上  
Business Partners operate in countries with a Corruption Perceptions Index (CPI) score of 50 or above

商业合作伙伴满足以下条件之一，可以豁免环境、社会及治理风险 ESG 尽职调查：

Business Partners may be exempted from Environmental, Social and Governance (ESG) risk due diligence if they meet one of the following conditions:

- 全球环境信息研究中心 (CDP) 问卷评分为 B 级及以上；或  
Grade B and above on the Carbon Disclosure Project (CDP) questionnaire score; or
- Ecovadis 评级为铜牌及以上  
Ecovadis rating Bronze and above

其他情况，必须获得合规部的审批。

In other cases, approval from Compliance Department must be obtained.

#### 6. 何时进行合规尽职调查 When to Conduct Compliance Due Diligence

公司应在与商业合作伙伴首次进行交易前执行合规尽职调查。除符合第 5 条中豁免情形外，在未完成合规尽职调查前不应签署合同或者做出任何商业承诺，但可以与商业合作伙伴签署保密协议。

Compliance due diligence shall be completed prior to the first engagement with a Business Partner. Except in compliance with the exemptions set forth in Section 5, no contract shall be signed or business commitment shall be made prior to completion of compliance due diligence, but a confidentiality agreement may be signed with a Business Partner.

与制裁风险相关的合规尽职调查应参考《制裁标准操作程序》中的规定开展，并开展强化及更新尽职调查。

Sanction risk due diligence including enhanced due diligence and renewed due diligence shall be performed with reference to the provisions in Sanction SOP.

针对资助、捐赠或赞助接受者的合规尽职调查应参考《赞助和捐赠标准管理流程》中的规定开展，并开展定期尽职调查。

For compliance due diligence with respect to recipient of funding, donation or sponsorship, due diligence and the periodically renewal due diligence shall be performed with reference to the provisions in Standard Procedure for Managing Donation and Sponsorship.

针对提供生产采购及原料采购的供应商应每【24 个月】执行再次合规尽职调查。

Renewed compliance due diligence shall be performed every [24 months] for suppliers providing production procurement and raw material procurement.

针对提供中介服务的供应商应每【24 个月】执行再次合规尽职调查。

Renewed compliance due diligence shall be performed every [24 months] for providers of intermediary services.

与商业合作伙伴开展业务的部门应持续关注合作伙伴的重要信息，当满足以下情形时，应立即开展再次合规尽职调查：

The responsible department shall continually pay attention to the important information when interacting with a Business Partner. Compliance due diligence shall be renewed immediately when one of the following conditions is confirmed:

- 合作伙伴的实际控制人是否发生变化；  
Whether the ultimate beneficial owner of the partner has changed;
- 合作伙伴的控股股东是否发生变化；  
Whether the controlling shareholder of the partner has changed;
- 合作伙伴的注册地（国别）或者主要经营地（国别）是否发生变化；  
Whether the registered place (country) or the main business place (country) of the partner has changed;
- 其他潜在会影响康龙声誉的事件；  
Other events that may potentially affect the reputation of Pharmaron;

## 7. 部门职责及尽职调查程序 Roles and Responsibilities and Due Diligence Procedures

各业务及职能部门是执行商业合作伙伴合规尽职调查的主责部门，应对各自的商业合作伙伴按照本制度的要求及时开展首次合规尽职调查及再次合规尽职调查。当不能确认商业合作伙伴应归属的类别、应开展合规尽职调查的关注领域以及是否可以豁免时，应咨询总部合规部。

Business department is the responsible department for implementation of the Business Partner compliance due diligence process, and shall timely initiate and renew compliance due diligence of their respective Business Partners in accordance with the requirements of this Policy. Compliance Department of Headquarters shall be consulted when unsure on the category of Business Partners, the focus of risk scope for compliance due diligence and whether an exemption shall be granted.

主责部门应负责向商业合作伙伴收集信息，并提供给公司尽职调查服务商开展合规尽职调查工作。通常情况下，尽职调查报告会在收到主责部门提供的商业合作伙伴信息后的 10 个工作日完成。在合规尽职调查完成前及获得合规部批准前，不能与该商业合作伙伴许诺任何承诺或开展任何交易。主责部门在任何时候发现商业合作伙伴与制裁风险、反腐败及反商业贿赂风险、环境、社会及治理风险或者其他声誉风险相关的潜在风险信号，都可以联系合规部参与讨论并重新开展尽职调查。

The business department is responsible for gathering information from Business Partners and providing it to the due diligence service provider for compliance due diligence. Normally, due diligence reports are completed within 10 working days after receiving all the required information from the responsible department. No commitments or transactions can be made or carried out with the Business Partner until compliance due diligence is completed and approved by the Compliance Department. Any time the responsible department identifies a signal of potential risk involving a Business Partner related to Sanctions risks, Anti-corruption and Anti-bribery risks, ESG risks or other reputational risks, it may contact Compliance Department for discussion and reperform the due diligence.

常见的危险信号如下 Typical red flag examples:

反腐败及反商业贿赂 Anti-corruption and Anti-bribery:

- 公开信息搜索或尽职调查显示商业合作伙伴或其董事有腐败或贿赂的前科；  
Public information search or due diligence shows that the Business Partner or its directors have a history of corruption or bribery;
- 经营所在地在全球清廉指数 CPI 低于【25 分】的地区；  
The Business Partner operates in the country or territory where the CPI score is less than 【25】；
- 拒绝填写相关尽职调查问卷的全部或部分内容，或者提供虚假答案；  
Refusal to complete all or part of the relevant due diligence questionnaire or provide false answers;
- 拒绝在需要时签署合规承诺，包括不得支付或接受不正当酬金的协议等；  
Refusal to sign compliance commitments when required, including agreements to refrain from giving or receiving undue monetary rewards;
- 为新成立的实体，或者是离岸地点的“空壳”公司；  
Is a newly established entity or a “shell” company in an offshore location;
- 仅与康龙化成进行业务往来和/或全部收入均来自康龙化成；  
Conduct business only with Pharmaron and/or all revenues are derived from Pharmaron;
- 经验、资质、人员或设施严重不足；  
Serious shortage of experience, qualification, personnel or facilities;
- 资质与需求的服务不符；  
Qualification does not match with the service required;
- 提供其他任何竞争对手都无法提供的保证结果；  
Make a guarantee which cannot be offered by other competitors;



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- 请求支付无法说明用途及提供发票的额外费用；或者  
Request for payment of additional expenses for which purpose cannot be explained or no invoice can be provided; or
  - 请求通过多个帐户秘密支付或海外支付，或在正常业务流程之外支付，例如以现金支付或通过第三方支付。  
Request for secret payment through multiple accounts or overseas payments, or payment different from normal business process, such as cash payments or payment through third parties .

环境、社会及治理 Environment, Society and Governance (ESG):

- 公开信息搜索或尽职调查显示商业合作伙伴存在以下关键词相关的负面信息：  
Public information search or due diligence shows negative information of the Business Partner involving the following keywords:
  - 强制劳动：奴役/奴隶、非法交易、童工  
Forced labor: enslavement/slavery, illegal trade, child labor
  - 歧视/不公平待遇  
Discrimination/unfair treatment
  - 霸凌、骚扰  
Bullying, harassment
  - 超额加班  
Excess overtime
  - 环境破坏/环境损害  
Environmental disruption/environmental damage
  - 职业病  
Occupational disease
  - 信息泄露  
Information leakage
- 公开信息搜索或尽职调查显示商业合作伙伴曾受到环境、社会及治理相关的处罚或者正在被质询。  
Public information search or due diligence shows that the Business Partner has been panelized or is addressing inquiry in relation to the Environmental, Social and Governance (ESG).

## 8. 合规尽职调查的跟进与审批 Follow-up and Approval of Compliance Due Diligence

原则上，合规尽职调查结论风险为低风险的商业合作伙伴由交易发起人的所在部门的总监或以上级员工审批。合规尽职调查结论风险为中、高风险的商业合作伙伴需要获得交易发起人所在部门的总监或以上级员工及部门最高负责人的审批，同时，需要合规部参与审阅。合规部具有否决权。必要时，需要引入其他业务专业部门或聘请外部专家共同参与评估与讨论。

In principle, Business Partners with low risk as a result of compliance due diligence require

approval by the director or above of the transaction initiating department. The Business Partners with medium or high risk as a result of compliance due diligence require approval by the director or above of the department and the head of the transaction initiating department and consultation with the Compliance Department for review. Additionally, Compliance Department has veto right to the approved transaction. If necessary, other business departments or external experts shall be engaged in the evaluation and discussion.

【合规部负责合规尽职调查报告的质量审核，关注尽职调查报告的完整性及结论的合理性。】

[The Compliance Department is responsible for the quality review of the Compliance Due Diligence Report, focusing on the completeness of the Due Diligence Report and the reasonableness of the conclusion.]

合规尽职调查工作程序按照不同调查对象及不同风险领域可以参考《制裁标准操作程序》、《赞助和捐赠标准管理流程》及本制度中的工作程序的具体规定。

Compliance due diligence procedures may refer to specific provisions in the Sanction SOP, the Standard Procedure for Managing Donations and Sponsorship and the procedures in this Policy based on different category of Business Partners and different risk scope of focus.

海外分子公司应参照本制度及当地的业务风险及法律法规要求制定适用的本地合规尽职调查制度及程序。海外分子公司独立负责对其商业合作伙伴的合规尽职调查，对于发现的中高风险合作伙伴应及时通报集团合规部。

Overseas subsidiaries and branches shall implement this policy base on its local situation according to the local business risks and the requirements of local laws and regulations. Overseas subsidiaries and branches shall be solely responsible for the compliance due diligence of their Business Partners and shall timely communicate Compliance Department of the Headquarters of any medium or high-risk partners identified therefrom.

## 9. 档案管理 Archives Management

9.1 合规尽职调查过程中收集的信息及尽职调查报告仅供内部使用，包含受限信息。该信息绝不能与合规尽职调查主责部门对接人及负责人、尽职调查第三方团队、总部合规部、规定的审批者或公司高管以外的人员共享，并且绝不能在公司外部共享。The information gathered during compliance due diligence and the due diligence reports contain restricted information which is for internal use only. Such information shall not be shared outside the Company and only can be shared with persons among those responsible for due diligence in the responsible department, due diligence service providers, Compliance Department at Headquarters, designated approvers or the senior management of the Company.

9.2 在本制度中所收集的合规尽职调查信息将以纸质或电子文档形式记录，由相关业务部门保存并由【总部合规部】备案。任何收集到的数据（包括个人数据）将在收集后保留 5 年，并且仅可根据适用的隐私和雇佣法律、法规和规范对该数据进行必要的访问。

Compliance due diligence information collected according to this Policy will be recorded in paper or electronic documents, kept by relevant business department and filed by the 【Compliance Department of the Headquarters】. Any collected data, including personal data, will be retained for a period of 5 years after collection and only necessary access to



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the data will be permitted in accordance with applicable data privacy and employment laws, regulations and codes.

#### 10. 解释及咨询 Interpretation and Consultation

本制度的所属部门是总部合规部，负责本制度的解释和修订。有关本制度的任何疑问，应向合规部进行咨询。

The department responsible for this Policy is the Compliance Department of Headquarters, which is responsible for the interpretation and revision of this Policy. Any questions regarding this Policy shall be consulted with the Compliance Department.

## 附件 1：商业合作伙伴合规尽职调查高风险领域对应表

## Appendix 1: Mapping Table for High-Risk Scope of Focus of Business Partner in Compliance Due Diligence

<b>商业合作伙伴分类</b> <b>Business Partner Classification</b>	<b>常见举例</b> <b>Common examples</b>	<b>制裁风险</b> <b>Sanction risk</b>	<b>高风险领域</b> <b>High risk area</b> <b>反腐败及反商业贿赂风险</b> <b>Anti-corruption and Anti-Bribery risk</b>	<b>环境、社会、治理风险</b> <b>Environmental, Social, Governance risks</b>
客户 Customers		√		
提供生产采购及原料采购的供应商 Suppliers providing production procurement and raw material procurement	提供实验原材料、实验动物、实验设备及用于实验的技术等 Provide experimental raw materials, experimental animals, experimental equipment and techniques used for experiments, etc.	√		√
提供一般性服务的供应商 Providers of general services	设施管理及各种基础服务：食堂、保安、保洁服务、IT 服务、翻译及印刷商等 Facilities management and a variety of basic services: canteen, security, cleaning services, IT services, translation and printer, etc			
提供专业顾问服务的供应商 Providers of	审计师、律师、证券公司等 Auditors, lawyers, securities companies, etc.			

professional consultancy services				
提供中介服务的供应商 Providers of intermediary services	海关代理、税务代理、公共关系服务商、代表公司办理许可证及证照的代理机构、代表公司与公职人员或医疗卫生人士发生交易的第三方、为公司招募患者的第三方等 Customs agents, tax agents, public relations service providers, agents handling permits and licenses on behalf of the Company, third parties dealing with public officials or health professionals on behalf of the Company, third parties recruiting patients for the Company, etc.	√	√	
提供金融服务的供应商 Providers of financial services	银行等 Banks, etc.	√		
投资并购伙伴 Merger & Acquisition Partner		√	√	√
资助、捐赠或赞助的接受者 Recipient of funding, donation or sponsorship			√	
合作伙伴 Partners		√	√	

