

GAH Code of Conduct 金康诃员工行为准则

This Code of Conduct is formulated in accordance with the applicable laws and regulations, rules and the core values of the Company.

本《员工行为准则》系根据适用的法律法规、公司规定及公司的核心价值观而制定。

This Code of Conduct applies to all directors, senior officers, employees and consultants of GAH¹, whether they are working for the Company on a full-time, part-time, consulting or temporary basis (collectively referred to as “employees”).

本《员工行为准则》适用于金康诃的所有董事、高级职员、雇员以及顾问，而不论他们为公司所做的工作是全职性质、兼职性质、顾问性质还是临时性质（统称为“雇员”）。

This Code of Conduct shall take effect on the date of release.

本《员工行为准则》自发布之日起生效。

In the case of inconsistency between the Chinese version and the English version, the English version shall prevail.

在中英文版本不一致的情况下，以英文版本为准。

“The strength of our organization lies in the way we conduct ourselves. This Code of Conduct is here to guide us in making the right decisions, protecting our reputation, and building an environment of trust and respect. Each of us has a responsibility to live by these principles in our daily work. Together, by holding ourselves to the highest standards, we ensure Golden Age Health continues to grow with integrity and purpose.”

“我们组织的力量在于我们的行为方式。这个行为准则旨在指导我们做出正确的决策，保护我们的声誉，营造信任与尊重的环境。我们每个人都有责任在日常工作中遵循这些原则。通过将自己置于最高标准下，我们共同确保金世纪健康以诚信和目的持续发展。”

Co-Founders 联合创始人

Michel Vounatsos & Yossi BenAmram

¹ “Company” or “GAH” denotes Golden Age Health (Shanghai) Co., Ltd.

“公司”或“金康诃”是指金康诃医药科技（上海）有限公司。

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Section I Basic behavioral requirements/基本行为要求

I.1 Behavior which complies with laws/合法行为

Observing the law and the legal system in every country where we do business is a fundamental principle for GAH. All employees must obey the laws and regulations of the legal systems within which they are operating in addition to applicable GAH's policies, including fully abiding by the Chinese laws and regulations on bribery and corruption. Violations of the law must be avoided under all circumstances.

遵守业务所在国的法律法规是金康诃的基本原则。除金康诃相关政策外,所有员工还必须遵守业务所在国的法律法规,包括全面遵守中国关于贿赂和腐败行为的法律法规。在任何情况下,均不得从事违法活动。

Regardless of the sanctions that could be imposed by law, all employees in violation of applicable laws will be subject to disciplinary consequences because of the violation of their employment duties.

对于任何触犯法律的员工,不论依法给予何种处罚,都将因为违反了其劳动关系下的义务而受到纪律处分。

Any employee who is not sure whether certain behavior violates laws, regulations and the Company's rules should consult the Chief Executive Officer ("CEO") of the Company.

如果公司员工不能确定某种行为是否符合法律法规及公司的规定,应向首席执行官进行咨询。

I.2 Mutual respect, honesty and integrity/彼此尊重、诚实和诚信

GAH is committed to providing equal employment opportunities to employees and applicants. We respect the personal dignity, privacy, and personal rights of every individual. We work together with individuals of various ethnic backgrounds, cultures, religions, ages, disabilities, races, sexual identity, world view and gender. Consistent with our corporate principles and with the employment laws of numerous countries in which we work, we do not tolerate discrimination against anyone on the basis of any of these characteristics or harassment or offensive behavior, whether sexual or otherwise personal.

金康诃致力于为员工和求职者提供平等的就业机会。我们尊重每个个体的人格尊严、隐私和个人权利。我们与来自不同民族背景、文化、宗教、年龄、残障状况、种族、性别认同、世界观以及性别的个体携手共事。秉承金康诃的公司原则,并遵循我们开展业务所在国的劳动法律,我们绝不容忍基于任何上述特征而针对任何人的歧视行为,也无法容忍任何形式的骚扰或冒犯性行为,无论其是否涉及性或其他个人方面。

Managers and leaders are required to apply employment practices fairly and objectively, including decisions in relation to recruitment, promotion, reward, working conditions and performance. We also do not tolerate harassment, bullying or other unprofessional behavior, whether through written communications, visual images (for example, pictures of a sexual nature of embarrassing photographs of colleagues), emails, phone, etc. Employees must not engage in any such behavior, including but not limited to spreading rumors, insulting, ridiculing, or demeaning others, misusing power or position, engaging in unwelcome sexual advances, making threats to job security, or intentionally blocking promotion or training opportunities.

管理人员和领导必须公平和客观地处理人力事宜,包括与招聘、晋升、奖励、工作条件和绩效有关的决定。公司同样也不容忍任何形式的骚扰、欺凌或者其他不专业的行为,无论是通过书面交流、视觉图像(例如,具有性暗示性质的图片或令同事难堪的照片)、电子邮件、电话等形式表现。员工不得从事任何此类行为,包括但不限于散布谣言、侮辱、嘲笑或贬低他人、滥用权力或地位、进行不受欢迎的性骚扰、威胁他人工作安全,或故意阻挠他人晋升或者培训机会。

In addition to internal cooperation, these principles also apply to conduct towards external partners. We make decisions about those we work with – including personnel, suppliers, customers and business partners – based only on appropriate considerations, not on the basis of inappropriate considerations such as discrimination or coercion.

除公司内部的合作外，以上原则也适用于与外部合作伙伴之间的交往。我们在选择合作伙伴时——包括员工个人、供应商、客户及商业伙伴——应仅基于恰当的考量作出决策，而不基于诸如歧视或胁迫等不当因素。

We are open, honest and stand by our responsibilities. We are reliable partners and make no promises we cannot keep. And we expect our employees to act with integrity.

我们秉承开放、诚实的态度，并忠实履行自身的职责。我们是值得信赖的合作伙伴，我们不做出无法兑现的承诺。同时，我们也要求全体员工恪守诚信原则。

Employees shall strive to treat the suppliers, clients and competitors honestly, ethically and fairly. It is prohibited to make untrue, misleading, deceptive or fraudulent representation for the products and services of the Company. And it is prohibited to seek benefits from or cause loss to anyone through manipulating, concealing, abusing privileged information, untruly telling important facts or any other unfair transactions.

公司员工应努力以诚实、合乎道德且公平地对待公司的供应商、客户、竞争对手严禁对公司产品和服务作出不真实、误导性、欺骗性或欺诈性的陈述。并且，严禁通过操纵、隐匿、滥用特权信息、歪曲重要事实或进行其他任何不正当交易，从而谋取不当利益或使他人遭受损失。

I.3 Responsibility for the reputation of GAH/对金康诃的声誉所负担的责任

To a substantial degree, the reputation of GAH is determined by our actions and by the way each and every one of us presents and conducts himself/herself. Illegal or inappropriate behavior on the part of even a single employee can cause the Company considerable damage.

在很大程度上，金康诃的声誉取决于我们的行为，以及每一位员工的言行举止。即便仅有一名员工的违法或不当行为，也可能给公司造成重大损害。

Each employee of GAH is obligated to report any misconducts being or may be undertaken by any other Company employee or by any third party acting on behalf of the Company that he or she become aware through any resource and that are.

当金康诃员工通过任何渠道获知正在或可能由本公司任何其他员工或代表本公司行事的任何第三方实施的不当行为后，均有义务进行报告。

Each employee should be concerned with maintaining and promoting the good reputation of GAH. 每一位金康诃员工都应当维护并提升金康诃的良好声誉。

I.4 Anti-Fraud/反舞弊

“Fraud” refers to the use of unlawful means, such as deception, to obtain improper personal benefits to the detriment of legitimate economic interests of the Company, or to obtain improper economic benefits of the Company that may also bring improper benefits to individuals.

“舞弊”是指采用欺骗等违法违规手段，谋取个人不正当利益，损害正当的公司经济利益的行为；或为谋取不当的公司经济利益，同时可能为个人带来不正当利益的行为。

GAH promotes a corporate culture of honesty and integrity, and prohibits employees from engaging in the following fraudulent or deceptive practices

金康诃倡导诚信正直的企业文化，禁止员工从事以下舞弊或欺诈行为：

- Accept bribes or kickbacks, or use authority to seek improper treatment or benefits from business partners;
收受贿赂或回扣，或利用职权向业务合作方谋求不正当待遇或利益；

- Cause the Company to lose its due interest in transactions that would otherwise be profitable or transfer its due interest to other persons or organizations;
使公司在正常情况下可以获利的交易事项中损失应得利益或将公司应得利益转移给其他个人或组织;
- Improper use of Company's assets, embezzlement, misappropriation, theft of Company property;
不当使用公司资产, 贪污、挪用、盗窃公司财物;
- Alter, falsify or fabricate accounting records or vouchers to cause the Company to make payments for false transactions;
篡改、伪造、编造会计记录或凭证, 使公司为虚假的交易事项支付款 7 项;
- Intentional concealment or misstatement of transactions;
故意隐瞒或错报交易事项;
- Divulge business or technical secrets of the Company;
泄露公司的商业或技术秘密;
- Pay bribes or kickbacks;
支付贿赂或回扣;
- Intentionally misstate transactions and record false transactions to mislead users of financial statements into making inappropriate investment and financing decisions;
故意错报交易事项、记录虚假的交易事项, 使财务报表使用者误解而作出不适当的投融资决策;
- Conceal or delete material information that should be disclosed to the public;
隐瞒或删除应对外披露的重要信息;
- Evade supervision and enforcement by relevant authorities or evade taxes; and
逃避相关部门监管或偷逃税款; 及
- Other fraudulent or deceptive practices that harm the Company's economic interests or seek improper economic interests for the Company.
其他损害公司经济利益或谋取不当公司经济利益的舞弊或欺诈行为。

I.5 Management, responsibility and supervision/管理、责任和监督

The culture of integrity and compliance in an organization starts at the top. All managers must fulfill their duties of organization and supervision. All managers bear responsibility for all employees entrusted to them. All managers must earn respect by exemplary personal behavior, performance, openness, and social competence. This means, among other things, that each manager must emphasize the importance of ethical conduct and compliance, make them regular topics of everyday business and promote them through personal leadership and training. Each manager must also set clear, ambitious and realistic goals and lead by example.

任何组织的廉洁与合规文化均应始于最高管理层。所有管理人员都必须履行其管理和监督的职责。所有管理人员对其下属员工都负有责任。所有管理人员必须依靠其模范的个人行为、卓越的工作业绩、坦诚的态度和良好的社交能力赢得下属的尊重。这意味着, 除其它工作外, 每名管理人员还必须强调道德操守与合规行为的重要性, 使其成为日常业务的常规议题, 并通过以身作则与培训予以推动。每名管理人员还必须设立明确、进取且切实可行的目标, 并以身作则领导团队。

Managers should permit their employees as much individual responsibility and leeway as possible, while making it clear that compliance is required under all circumstances, at all times. All managers shall also be accessible in case employees wish to raise compliance concerns, ask questions or discuss a professional or personal problem.

管理人员应让下属员工承担尽可能多的个人责任, 并为其保留尽可能大的个人发展空间, 同时明确指出, 任何时候、任何情况下都必须严格遵守合规要求。如果员工希望向其报告合规问题、咨询问题或与其探讨专业问题或个人问题, 每名管理人员都应做到为员工提供沟通的机会。

These responsibilities of managers do not relieve employees of their own responsibilities. We must all work together to comply with applicable laws and GAH's policies. These specific manager responsibilities are listed here to give employees an idea of the leadership and support they should expect from their superiors.

管理人员承担上述责任并不意味着免除员工自身应承担的责任。我们大家必须携手共进，一同遵守适用法律与金康诃政策。此处列出的具体管理职责旨在使员工了解其可以从上级获得的领导和支持。

It is the responsibility of all managers to see to it that there are no violations of laws within their area of responsibility that proper supervision could have prevented. They still remain responsible, even if they delegate particular tasks.

所有管理人员都必须确保：在其管理范围内，不出现可通过相应的监督即能避免或防范的违法行为。管理人员即使已经指定他人代行某项职责，也仍应对其管理范围负有责任。

In particular, the following duties apply to managers:

管理人员尤其应履行以下责任：

1. The manager must carefully select employees based on their personal and professional qualifications and suitability. The duty of due care increases with the significance of the task the employee must perform (duty of selection).

管理人员应根据个人素质和专业能力认真甄选员工；甄选员工之谨慎程度应随其工作职责之重要性而增加（选任的责任）。

2. The manager must give precise, complete and binding instructions to employees, especially with regard to compliance with the law (duty to give instructions).

管理人员对员工的指示必须准确、完整和具有约束力，尤其是针对遵守法律的指示（下达指令的责任）。

3. The manager must ensure that compliance with the law is continuously monitored (duty of monitoring).

管理人员必须确保不断地监督检查守法的情况（监督的责任）。

4. The manager must clearly communicate to employees the importance of integrity and compliance in daily business. He/she must also communicate that violations of the law are unacceptable and will have employment consequences (duty of communication).

管理人员必须向员工明确说明在日常业务中诚信与合规的重要性。管理人员还必须向员工说明，公司杜绝任何违法行为，且任何违法行为将会导致劳动关系上的后果（传达的责任）。

Section II Treatment of business partners and third parties/如何对待商业伙伴和第三方

II.1 Anti-corruption: offering and granting advantages/反腐败：提供和给予好处

We compete fairly for orders with the quality and the price of our innovative products and services, not by offering improper benefits to others. As a result, no employee may directly or indirectly offer, promise, grant or authorize the giving of money or anything else of value to a Healthcare Professional or a government official to influence official action or obtain an improper advantage. The same applies to a private commercial counterparty in a business transaction in consideration for an improper advantage. Any offer, promise, grant or gift must comply with applicable laws and GAH's policies, and must not raise an appearance of bad faith or unsuitableness. This means that no such offer, promise, grant or gift may be made if it could reasonably be understood as an effort to improperly influence a government official or as a bribe to a commercial counterparty to grant GAH a business advantage.

金康诃依靠创新产品、服务质量和价格来公平竞争赢取订单，而非通过向他人提供不当利益的方式。因此，任何员工不得直接或间接向医疗卫生专业人士或政府官员提供、承诺、给予或授权提供金钱或其它任何有价物品，以影响官方行为或获取不当利益。同样，

对于商业交易中的民营商业对方,也不得因谋求不当利益而为之。任何提供、承诺、给予或礼品都必须遵守适用法律及金康诃政策,并且不得引发不诚信或不当的印象。这意味着,如果此类提供、承诺、授予或馈赠可能被合理理解为试图不正当地影响政府官员或向商业相对方行贿的,则不得为之。

Except for occasional, customary and reasonably priced business meals, the Company does not encourage hospitality. All hospitalities, including business meals, shall be directly related to the Company's active business development. Please refer to Annex I for the Compliance Guidance for Brand Reminders and Hospitalities.

除偶尔、符合惯例和价格合理的公务餐饮外,公司不鼓励提供招待。所有招待活动,包括公务餐饮,均应直接与公司正在开展业务的直接相关。有关《品牌提示物和招待的合规行为准则》,请参见附件一。

The term government official is defined broadly to include officials or employees of any government or other public body, agency or legal entity, at any level, including officers or employees of state-owned enterprises and public international organizations. In some countries and regions, it also includes candidates for political office, political party officials and employees, as well as political parties. Notably, Healthcare Professionals working at public hospitals in China are also government officials.

“政府官员”一词的定义范围非常广泛,包括任何政府或其他公共机关、部门或法律实体所有级别的官员或雇员,其中包括国有企业和国际组织的官员或雇员。在有些国家和地区,“政府官员”还包括政治候选人、政党官员和雇员以及政党。值得注意的是,在中国公立医院工作的医疗卫生专业人士也为政府官员。

Healthcare Professional (“HCP”) means all members in the medical profession who, in the course of their employment, deliver healthcare services to patients, including physicians and nurses.

医疗卫生专业人士是指从事医疗职业的所有人员,他们在从业过程中向患者提供医疗卫生服务,包括医生和护士。

In addition, employees may also not give money or anything of value indirectly (for example, to a consultant, agent, intermediary, business partner or other third party) if the circumstances indicate that all or part of may possibly be directly or indirectly passed on to a HCP or a government official to influence official action or obtain an improper advantage or to a private commercial counterparty in consideration for an unfair advantage in a business transaction.

此外,员工也不得以间接方式(例如,通过顾问、代理人、中介、业务合作伙伴或其他第三方)向任何人提供金钱或其他有价值之物,如果情形表明该等金钱或有价物的全部或部分可能直接或间接转交给医务人员或政府官员,以影响其履行公务或获取不正当利益,或转交给私营商业交易对方,以换取交易中不公平的优势。

For that reason, employees responsible for hiring consultants, agents, partners in joint ventures or comparable entities must take action as appropriate to:

鉴于上述原因,负责聘用顾问、代理人以及合资企业或类似实体的合作伙伴的员工必须采取适当措施,以:

- ensure that those third parties understand and will abide by GAH's policies, 确保上述第三方理解且遵守金康诃的政策;
- evaluate the qualifications and reputation of such third parties, and 评估这些第三方的资质与声誉;以及
- include appropriate provisions in agreements and contracts designed to protect GAH. 在协议和合同中加入适当的条款,以保护金康诃的利益。

This applies in particular, but not only if they have contact with HCPs or government officials on behalf of GAH.

上述规定尤其适用于(但不限于)这些第三方代表金康诃与医疗卫生专业人士或政府官员接触的情况。

Finally, each investment decision made by the Company – whether it is the purchase of a controlling interest in a company or a minority interest, or a joint venture arrangement – must be based on a prior compliance check.

最后, 公司作出的每一项投资决定(无论是购买某家公司的控股权益, 还是少数权益, 还是合资安排)都必须基于事先的合规审核。

II.2 Anti-corruption: demanding and accepting advantages/反腐败: 要求和接受好处

Employees are not permitted to use their jobs to solicit, to demand, accept, obtain or be promised advantages. This does not apply to the acceptance of occasional gifts of purely symbolic value or meals or entertainment reasonable in value that are consistent with local customs and practices and GAH's policies. Any other gifts, meals or entertainment must be refused.

员工不得利用工作之便索取、要求、接受、获取或被承诺任何利益。但对于偶发性的、具有纯粹象征意义的礼品, 或符合当地习俗及惯例且合理价值的餐饮或娱乐活动, 如符合公司政策, 则不在此限。对任何其他形式的礼品、餐饮或娱乐邀请必须予以拒绝。

In general, it is not allowed to directly or indirectly provide gifts for personal benefits (including cultural courtesy gifts) to government officials, private entities, or HCPs. Providing or offering cash, cash equivalents or personal services is also prohibited. Personal services are any type of service unrelated to the HCP's profession and that confer a personal benefit to the HCP.

一般不得向政府官员、民营主体或医疗卫生专业人士直接或间接提供个人礼品(包括风俗礼品)。禁止提供现金、现金替代物或个人服务。个人服务包括任何与医疗卫生专业人士的职业无关、仅医疗卫生专业人士个人获益的服务。

Employees shall not expect or proactively ask for gift or entertainment from business partners. Under no circumstances may any employee accepts or be involved in accepting any secret, off-book commission or rebate based on the Company's business activities, in order to avoid committing an act of commercial bribery under applicable laws and regulations. If an employee is not sure about whether he/she should accept or refuse a gift or entertainment, or does not know how to treat the gift received, he/she shall immediately consult his/her supervisor or the Company. 公司员工在正常业务活动中, 不应当期待获得或主动索要来自业务伙伴的礼品与招待。员工在任何情况下都不得接受基于公司商业活动的、秘密的账外佣金或者返利, 以避免实施适用的法律和法规项下的商业贿赂行为。如果员工不确定是否该接受或拒绝某份礼品或某项招待, 或者不知晓在收到礼品后应当如何处理, 应该及时咨询其直接主管或公司。

II.3 Political contributions, charitable donations and sponsoring/政治捐款、慈善捐款和赞助

GAH does not make political contributions (donations to politicians, political parties or political organizations).

金康诃不进行政治捐款(针对政治家、政党或政治组织的捐助)。

As a responsible member of society, GAH makes monetary or product donations for education and science, art and culture, and social and humanitarian projects. Company may make donations through charitable organizations or directly to the donee. Sponsorships for which GAH receives advertising are not considered donations, nor are contributions to industry associations or fees for memberships in organizations that serve business interests.

作为负责任的社会一员, 金康诃为教育、科学、文化艺术、社会福利事业和人道主义项目捐赠款物。公司可以通过慈善组织捐赠, 也可以直接向受赠方捐赠。金康诃为了广告宣传目的而进行的赞助不视为捐赠, 对行业协议的资助或为加入服务于商业利益的组织所支付的会费也不视为捐赠。

Some donations are always prohibited, including donations

一些捐赠行为是绝对禁止的, 包括:

1. to individuals and for-profit organizations,
提供给个人以及营利性组织的捐赠;
2. paid to private accounts,
向私人账户的汇款;
3. to organizations whose goals are incompatible with GAH's corporate principles, or
向其目标与金康诃公司原则相冲突的组织提供的捐赠; 或
4. that would damage GAH's reputation.
有损金康诃声誉的捐赠。

In addition, when conducting donation activities, attention should be paid to the identification and prevention of the following behavioral risks:

此外, 开展捐赠活动, 应当注意以下行为风险的识别与防范:

1. Donations made for the purposes of training and education of HCPs, academic activities, or scientific research in the healthcare sector shall not designate specific individual beneficiaries,
对于医疗卫生人员培训和培养、医疗卫生领域学术活动和科学研究等方面的捐赠, 不得指定具体受益人选;
2. Donations to recipient entities in the healthcare system shall be accepted uniformly by the recipient entities as a whole; donations shall not be directed to individual departments, other internal functional units, individuals, or other entities designated by the healthcare system recipient,
向卫生健康系统受赠单位的捐赠应当由卫生健康系统受赠单位统一接受, 不得将卫生健康系统受赠单位的科室、其他内部职能部门、个人或者卫生健康系统受赠单位指定的其他单位作为受赠对象;
3. Donations shall not be used as a pretext to obtain business transactions, service opportunities, prescriptions or utilization of the Company's products, preferential terms, or any rights or claims associated with the donated matter, including but not limited to economic benefits, intellectual property, research outcomes, industry data, or information, and
不得假借捐赠获取交易、服务机会、对其医药产品的处方或者使用、优惠条件或者附有与捐赠事项相关的经济利益、知识产权、科研成果、行业数据及信息等权利和主张; 且
4. Donations shall not be used to circumvent tender procedures or government procurement requirements, nor to facilitate the admission of related products into healthcare institutions with a view to promoting the sales of related products.
不得以捐赠为名规避招标流程和政府采购制度, 实现相关产品的入院以达成关联产品的销售。

All donations must be transparent, clearly stated, and truthfully recorded in accounts. This means, among other things, that the recipient's identity and planned use of the donation must be clear and the reason and purpose for the donation must be justifiable and documented.

捐赠必须透明, 明示并如实入账。这意味着, 除符合其它要求外, 接受捐赠方的身份和捐赠使用的计划必须明确, 捐赠的原因和目的必须合理并且记录在案。

Before making a donation, Company shall ensure the authenticity and public welfare nature of the donation project through due diligence or other appropriate means, and shall follow the internal approval procedures.

捐赠前公司应通过尽职调查等方式确保捐赠项目的真实性和公益性, 遵循内部审批流程。

All donations shall be formalized by entering into a donation agreement, and the Company shall properly retain all documents relating to the approval, execution, and performance of such donation agreements, including but not limited to internal review and approval opinions and evidence of actual performance.

捐赠应签订捐赠协议，并妥善保管与捐赠协议的批准、签署以及履行有关的资料，包括但不限于内部的审核以及批准意见、实际履行的证明。

Where the donated property consists of non-monetary goods, their quality and qualifications shall meet national standards and requirements. Donees are encouraged to engage third-party appraisal agencies to assess, verify, or notarize the value of non-monetary donated property. Where the donated property is monetary, the Company shall remit the donation by bank transfer directly into the bank account of the recipient legal entity.

如捐赠财产为非货币性实物的，其质量、资质应当符合国家标准与要求。鼓励受赠方委托第三方评估机构对非货币性捐赠财产价值进行评估、确认或者公证。捐赠财产为货币的，公司应当采用银行转账方式汇入受赠法人单位银行账户。

Company shall obtain from the donee legal financial vouchers such as public welfare donation bills, which are uniformly printed by the financial department, affixed with the seal of the donee legal entity, and conform to the actual value of the donated property received.

公司应当从受赠方获取由财政部门统一印制并加盖受赠法人单位印章的且符合实际收到捐赠财产价值的公益事业捐赠票据等合法财务凭证。

The company sponsorship includes “Academic Sponsorship” and “Grant”.

公司赞助包括“学术赞助”与“资助”。

“Academic Sponsorship” means providing financial contribution to scientific/medical conferences or other activities with educational/scientific objectives in the field relating to GAH’s business, in exchange for one or more tangible benefits (such as satellite seminar, commercial exhibition, magazine/news advertising, exhibition space, banner ads etc.) provided to GAH in return, to promote the realization of GAH’s business or policy goals.

“学术赞助”系指向与金康诃相关领域的科学性/医疗会议或其他有教育性/科学性目的的活动提供资金支持，以为金康诃换取一项或多项有形利益（如卫星会、商业展台、杂志/时讯广告、展览空间、横幅广告等），以促进金康诃业务或政策目标的实现。

Academic Sponsorship shall adhere to the principles of legality, openness and transparency, and can be based on public invitation letters or investment promotion letters. When Company provides sponsorship for third-party activities, it shall sign a sponsorship agreement, clearly specifying the returns that GAH can obtain, such as exhibition booths.

学术赞助应当坚持依法、公开、透明，可以基于公开的邀请函或者招商函。公司向第三方活动提供赞助时，应当签订赞助协议，明确金康诃可获得展位等。

Certain forms of Academic Sponsorship are prohibited, including but not limited to:

一些学术赞助行为是禁止的，包括：

1. Directly or indirectly providing sponsorship to healthcare institutions, their internal departments, or individual HCPs, or designating the sponsored party through a third party, or
避免直接或者间接向医疗卫生机构或者医疗卫生机构内设部门、医疗卫生人员个人提供赞助，或者通过第三方指定被赞助方；或者
2. Utilizing academic sponsorship as a pretext to influence HCPs in prescribing pharmaceutical products or facilitating the recommendation, promotion, procurement, or utilization of the Company’s products, with the intent to obtain an unfair competitive advantage or business opportunity.
禁止假借学术赞助名义影响医疗卫生人员开具医药产品处方或者为推荐、宣传、采购、使用公司医药产品提供便利，以谋求竞争优势或者交易机会。

“Grant” means financial support provided to eligible medical institutions or healthcare organizations for their related medical or scientific activities, to improve the patient care, enhance

the HCPs' medical knowledge and the service of the overall healthcare system, without any tangible benefits (such as exhibition space, advertising etc.) provided to GAH in return.

“资助”系指以改善病患服务、提升医疗卫生专业人士的诊疗知识、提升医疗卫生系统的服务水平为目的,提供给适格医疗卫生机构或医疗卫生组织以开展相关医学或科学活动的资金支持,但提供该等资金支持不以为金康诃换取任何有形利益(如展示空间、广告等)作为回报。

Before providing grants, the following matters should be noted:

提供资助前,应当注意以下事项:

1. Before providing grants, conduct appropriate due diligence on the funded object, understand the funded project and its management measures, and keep relevant records,
在提供资助前,对被资助对象进行适当的尽职调查,了解被资助的项目及其管理措施,并保留相关记录;
2. Grant provision shall comply with the provisions of relevant laws and regulations, and necessary and appropriate approval procedures shall be adopted to ensure that the funding will not be used for the purpose of illegal inducement, and
提供资助应当遵守相关法律法规规定,采取必要且适当的审批程序,确保资助不会被用作非法利诱的目的;以及
3. A contract shall be signed with the funded party to specify the purpose of the grant.
应当与被资助方签订合同,明确资助用途。

Certain Grant behaviors are absolutely prohibited, including:

一些资助行为是绝对禁止的,包括:

1. It is prohibited to directly pay grants to the internal departments or individuals of the funded party,
禁止直接向被资助方内设部门或者个人支付资助款;
2. It is prohibited to directly pay grants to the internal departments or individuals of the funded party;
禁止向特定医疗卫生人员提供资助;或者
3. It is prohibited to use grants as a means to obtain, from the funded party, outcomes or commitments related to prescribing, recommending, publicizing, purchasing, or using the pharmaceutical products of Company, in order to seek competitive advantages or trading opportunities.
禁止通过资助方式换取被资助方开具处方、推荐、宣传、采购、使用公司医药产品的结果或者承诺,以谋求竞争优势或者交易机会。

Contributions may not be promised, offered or made to secure unjustified competitive advantages for GAH or for other improper purposes, and they may not be made towards events organized by individuals or organizations that have goals incompatible with GAH's corporate principles or that would damage GAH's reputation. The Company will formulate more detailed donations and sponsorships policy in due course.

不得为了确保金康诃获得不当竞争优势或其他不当目的而承诺、提供或作出赞助,也不得为目标与金康诃公司原则相冲突或有损金康诃声誉的个人或组织主办的活动提供赞助。公司将适时制定更详细的捐赠和赞助政策。

II.4 HCP consulting service/ 医疗卫生专业人士咨询服务

公司可以根据需要聘请医疗卫生专业人士以其专业知识、经验和方法提供专业性指导,并向其支付合理报酬。

When engaging HCPs to provide consulting services, the following matters should be noted:

聘请医疗卫生专业人士提供咨询服务,应当注意以下事项:

1. It shall be based on genuine, reasonable and legitimate business needs,

- 应当基于真实、合理、合法的业务需求;
2. HCPs shall be selected in accordance with objective criteria such as professional knowledge, expertise, and work experience, and their qualifications shall correspond to the business needs,
基于专业知识、专业技能、工作经验等客观标准, 选择符合业务需求的医疗卫生专业人士;
 3. It shall comply with the relevant regulations of the medical and health institution where the HCP is employed,
应当遵守医疗卫生专业人士所在医疗卫生机构的相关规定;
 4. The fees payable for consulting services shall conform to the Company's internal standards applicable to HCPs, taking into account objective factors such as the scope of the project, duration of services, and level of expertise, and shall also refer to applicable regulatory standards or fair market value,
应当符合公司内部关于医疗卫生专业人士提供咨询服务的费用标准, 综合考虑项目规模、服务时长、专业程度等客观条件, 并参照有关规定的标准或者市场公允价格;
 5. Reasonable limits shall be imposed on both the frequency of engagements of any single HCP within a defined period and the aggregate consulting fees paid to such individual,
对一定周期内聘用单个医疗卫生专业人士的次数以及向其支付咨询费用的总额予以合理限定;
 6. Service records, deliverables, and detailed descriptions of the services rendered shall be accurately documented and properly retained, in order to substantiate the authenticity, reasonableness, and fairness of the services and remuneration, and
如实记录并妥善留存服务记录、服务成果、服务详细内容等, 以证明服务行为的真实性、合理性和价格公允性; 且
 7. Service fees shall be paid by bank transfer, and payment in cash or cash equivalents shall be avoided.
以银行转账方式支付服务费, 避免以现金或者现金等价物的方式支付。

Engaging HCP to provide relevant consulting services as a way to reward or induce them to prescribe pharmaceutical products or recommend, publicize, purchase, or use Company's products shall be prohibited.

公司不得以咨询服务名义向医疗卫生专业人士输送不当利益, 也不得通过聘用其提供相关咨询服务以奖励、诱导其开具医药产品处方或者推荐、宣传、采购、使用公司的产品。

II.5 Interaction with government officials/与政府官员的交往原则

GAH sometimes competes for contracts from government entities and government-owned businesses. In all of GAH's dealings and interactions with governments, we act in a manner that is transparent, honest and accurate.

金康诃有时通过竞争赢得来自政府机构以及政府企业的订单。金康诃在所有与政府之间的业务往来与互动中, 始终秉承透明、诚实与准确的原则。

We comply with government procurement procedure and all applicable laws and regulations related to government procurements, including laws prohibiting efforts to improperly influence government officials.

我们遵守政府采购流程及与政府采购有关的所有适用的法律和法规, 包括禁止不正当地影响政府官员的法律。

In addition, employees should pay much attention when they interact with government officials who have decision-making powers and such decision may materially influence GAH's business. Interactions with government officials include but not limited to business discussion meeting with government officials or government official's on-site visit, etc.

此外,与有决策权且其决定可能对金康诃业务产生实质影响的政府官员互动交流时应特别注意。公司与政府官员的交往包括但不限于与政府官员的业务交流会议、政府官员现场考察等。

Subjected to relevant laws, regulations and the Company's internal policies, the Company permits employees to have meetings with government officials to discuss legitimate business issues and permits government officials from healthcare administrative authorities to visit the Company premises for regulatory inspections or for other legitimate reasons like clinical, science, technology, supervision or healthcare, etc.

在符合相关法律法规、公司内部政策的前提下,公司允许与政府官员开展会议以探讨合法的公司业务,允许医疗卫生管理部门的政府官员访问公司的场所,以进行监管视察或进行其他基于临床、科学、技术、监管或医疗等合理理由的访问。

For clarity, the governmental officials referred to herein includes, but is not limited to, employees of government-owned or controlled organizations, political parties, international organizations. Individuals, including HCPs, who may have influence on spending public funds, beyond merely prescribing medicine, are also considered governmental officials. For additional examples and activity risk warning, see Annex II attached.

为明确起见,本文件中所指的政府官员包括但不限于政府所有或控制的组织、政党、国际组织的员工。此外,那些可能在开具处方之外,对公共资金支出可能产生影响的个人,也被视为政府官员。如需更多示例及活动风险提示,请参阅附件二。

II.6 Working with suppliers/与供应商合作

GAH as a company expects its suppliers to share GAH's values and comply with all applicable laws. Furthermore, GAH expects its suppliers to act in accordance with the following principles, similarly adopted by GAH, concerning responsibilities vis-à-vis stakeholders and the environment: 金康诃期望其供应商能认同金康诃的价值观并遵守所有适用法律。此外,金康诃希望其供应商在对利益相关方和环境承担责任方面采纳与金康诃类似的以下原则:

- Comply with all applicable laws,
遵守所有适用法律;
- prohibit corruption,
严禁腐败;
- respect basic human rights of employees,
尊重员工的基本人权;
- take responsibility for the health and safety of their employees, and
对员工的健康与安全承担责任;
- act in accordance with applicable statutory and international standards regarding environmental protection.
遵守与环保有关的法定标准和国际标准。

We must exercise caution in selecting suppliers and must follow this Code of Conduct and its implementing rules (if any) when establishing or renewing business relationships with suppliers. For the purpose of the anti-corruption compliance control of suppliers, appropriate due diligence shall be conducted according to the situation before a supplier performs any services for the Company. If commercial bribery occurs, Company shall handle it in a timely manner in accordance with relevant regulations.

在选择供应商时我们必须保持谨慎,且在与供应商开展或继续商业合作时必须遵守本《员工行为准则》及实施细则(如有)之规定。为加强对供应商的反腐败合规管控,在供应商为公司提供任何服务之前应根据情况对其进行适当的尽职调查。如发生商业贿赂的,公司应当根据相关规定及时进行处置。

When selecting suppliers, attention should also be paid to the identification and prevention of the following behavioral risks:

在选择供应商时，还应当注意以下行为风险的识别与防范：

1. Pay attention to whether the service fee standards agreed in the contract or the actual payment price significantly deviate from the fair market price,
关注合同约定的服务费用标准或者实际支付的价款是否明显偏离市场公允价格；
2. It should be avoided to sign agreements with suppliers and carry out business without going through appropriate onboarding and approval procedures,
应避免未经适当准入程序，直接与供应商签订协议并开展业务；
3. Employees shall not engage in commercial bribery by establishing or arranging for the establishment of companies or other entities in the name of employees or others, for the purpose of de facto controlling any third party and its funds,
禁止通过安排员工设立公司等方式实际控制第三方及其资金实施商业贿赂行为；
4. The diversion of funds through suppliers under the guise of false or fictitious services is strictly prohibited, or
禁止通过供应商以虚假、不实的服务套取资金；或
5. It is prohibited to explicitly or implicitly instruct, induce, or otherwise cause any supplier to use funds such as service fees to offer bribes or improper benefits to any third party in exchange for the prescription, recommendation, promotion, procurement, or use of the Company's products, or for any commitment to do so, for the purpose of securing a competitive advantages or business opportunities.
禁止以明示或者暗示的方式，指使供应商利用服务费等资金向他人行贿，换取其开具处方、推荐、宣传、采购、使用公司产品的结果或者承诺，以谋求竞争优势或者交易机会。

II.7 Interaction with HCPs/与医疗卫生专业人士交往

HCPs often provide a variety of paid services to GAH. If the interaction with HCPs does not comply with relevant anti-corruption requirements, such interaction may be used as a disguised form of bribery and therefore subject the Company and its employees to significant risks. GAH employees must observe all requirements set forth below when interacting with HCPs to avoid such risks.

医疗卫生专业人士经常向金康诃提供各类有偿服务。如果该等与医疗卫生专业人员的交往过程不符合相关的反腐败要求，则该交往可能作为掩盖贿赂行为的一种方式，并因此给本公司及员工带来重大风险。金康诃的员工在与医疗卫生专业人士交往的过程中，必须遵守以下要求，以防范该等风险：

1. GAH should interact with a HCP only when there is a genuine scientific, clinical research, educational or business need for the service of the HCP. GAH should never interact with a HCP to inappropriately influence any act of decision of such HCP.
金康诃仅应在科研、临床研究、教育或商业方面对医疗卫生专业人士所提供的服务存在真实需要时，方可与之交往。金康诃不得为了对医疗卫生专业人士的决策行为施加不正当影响而与之交往。
2. GAH employees should select HCPs with whom GAH will interact on the basis of genuine and legitimate considerations that are relevant to the purpose of the service that the HCP will be providing.
金康诃的员工应当根据与医疗卫生专业人士拟提供服务之目的相关的真实、合法的各类因素，选择与之交往的医疗卫生专业人士。
3. A written agreement must be entered into before the service begins. The compensation should be reasonable and comply with the fair market value.
必须在服务开始之前签署书面协议。报酬应合理且符合公允价值。
4. All compensation must be paid via wire transfer to the designated bank account of the HCP, not any bank account of any other person. Cash payment is not allowed.

所有的报酬均须以银行电汇的方式汇至医疗卫生专业人士指定的银行账户，不得汇至任何其他人员的银行账户，禁止以现金支付。

II.8 Sales and promotional activities/销售与推广活动

All Company employees should conduct promotional activities in compliance with the following general principles:

从事推广活动时，本公司的所有员工应遵守下列基本原则：

1. No pharmaceutical product shall be promoted for use in a country until the permission for marketing (manufacture of import) has been given by the pharmaceutical authorities, unless it is otherwise permitted in the applicable laws of the country, including without limitation to provide information to HCPs, or organize patient/medical education activities. The Company can provide relevant and proper information to HCPs within the scope permitted by the laws and regulations.
在药品获得药品主管部门颁发的上市（生产或进口）许可之前，除非该国所适用的法律允许，不得从事为在该国上市使用该药品而进行的推广活动，包括但不限于提供信息给医疗卫生专业人士，或从事患者/医学教育活动等。但在法律法规允许的范围内，公司可以将相关和适当的信息提供给医疗卫生专业人士。
2. GAH's interactions with HCPs in promotional activities should be intended to benefit patients and to enhance the practice of medical treatment. Interactions in promotional activities should be focused on informing HCPs about products, providing scientific and educational information and supporting medical research and education.
在推广活动中，金康诃与医疗卫生专业人士交往的目的是造福患者和提高医疗水平。在推广活动中，两者之间的互动交流的重点应集中在由金康诃向医疗卫生专业人士传达产品信息、提供科学及教育方面的资讯，以及由金康诃为医学研究和教育提供支持等方面。
3. Promotion should encourage the appropriate use of products by presenting product information objectively.
推广活动应通过客观地介绍产品信息以促进产品的适当使用。
4. The content of all promotional materials must be balanced, accurate and supported by available product information or scientific literature.
所有推广材料的内容须全面、准确，并具有产品信息或科学文献方面的坚实依据。
5. The venue should be reasonable, appropriate for the occasions, conducive to business discussion, the scientific or educational objectives and the purpose of the promotion, and convenient for attendees to travel to. Scenic spots or extravagant venues shall be avoided. For example, the theme-venues associated with leisure activities, such as spa, hot spring, holiday resort, ski, golf, gambling, cruise ships, etc.
地点必须合理，且场面适度，有利于业务讨论、实现科学、教育及推广活动本身的目的，以及方便与会者的差旅。应避免选择名胜景区或铺张奢侈的地点。例如，与奢侈的娱乐活动相关联的场所，如 SPA、温泉、度假酒店、滑雪、高尔夫、赌博、邮轮等。
6. The time should not coincide with local or internationally recognized sporting or cultural events taking place in the same location, at the same time and preferably not just before or just after the promotional activities.
时间不应与在当地举办的本地或国际知名体育赛事或文艺演出相重合，也不宜紧接在推广活动的前后。
7. "Separate" entertainment and social activities are prohibited. Sightseeing shall not be arranged.
禁止“单独进行的”娱乐及社交活动。不得安排旅游活动。
8. Accommodation and meals expenses, including room fees (adding taxes), reasonable meal costs, and reasonable internet service may be covered. No other hotel service fees shall be paid, such as private bar bills, movies, laundry, telephone, and other business services.

可以支付包括房费(含税金)、合理餐费及合理的互联网使用费等在内的食宿费用,不得支付其他的酒店服务费,如私人用酒吧账单、电影、洗衣、电话及酒店其他服务费用。

9. The term “Patient/Medical Education Activities” as used above refers to events designed to share the latest and relevant medical and scientific information related to therapeutic areas and/or products, with the objective of enhancing the knowledge, skills, or competencies of HCPs and/or patients. Where permitted by applicable local laws, regulations, and rules, The ultimate aim of such activities is to improve patient outcomes. The organization of such activities must adhere to the following requirements:

上述所提及的“患者/医学教育活动”是指以分享有关治疗领域和/或产品的最新和相关的医学和科学信息为目的的活动。其目的在于扩展医疗卫生专业人士及/或患者的知识、技能或能力,最终目标是在当地法律、法规和规章允许的情况下改善患者的治疗效果。在组织此类活动时,必须满足以下要求:

- The event must be rigorous from a scientific and/or educational point of view. This means that its content must include current scientific information of a nature and quality which is appropriate to the HCPs and/or patients who are attendees at the event.
该活动须具备严谨的科学及/或教育性质,内容应包含符合参会医疗卫生专业人士及/或患者需求的最新科学信息,且信息的性质与质量须切合其专业水平。
- The event must be genuine and bona fide educational, and therefore cannot have a primary sales and marketing objective. This means that the educational part must fill most of the event.
该活动须为真实且诚信的教育性质,且不得以销售或市场推广为主要目的。即教育内容应占据活动的主体部分。
- The design and execution of the event shall not imply promotion of unapproved products or indications. This includes products approved only in regional pilot zones under local policies (e.g., Hainan Bo’ao Lecheng International Medical Tourism Pilot Zone) but not yet granted national marketing authorization. Such products are considered unapproved for the purposes of this policy and must not be promoted. Furthermore, any mention within scientific or educational activities, including disease education materials, is prohibited.
该活动的设计和执​​行不得暗示其旨在推广未经批准的产品或适应症。此规定同样适用于因地方政策仅在区域先行区获批(如海南博鳌乐城国际医疗旅游先行区)但尚未取得全国上市许可的产品。就本政策而言,此类产品被视为未经批准的产品,不得进行任何形式的推广。此外,禁止在科学或教育活动中(包括疾病教育材料中)提及此类产品。

II.9 Antitrust and anti-unfair competition laws /反垄断和反不正当竞争法

Many countries have laws and regulations, usually referred to as antitrust or anti-unfair competition laws, that prohibit unlawful restraint of trade. All employees must comply with these laws at all times. These laws are designed to protect consumers and competitors against unfair business practices and to promote and protect healthy competition. GAH is committed to observing rigorously the applicable antitrust or anti-unfair competition laws of all countries.

许多国家/地区都制定了相应的法律和法规(通常称为反垄断或反不正当竞争法),禁止对贸易进行非法限制。金康诃员工必须始终遵守这些法律。这些法律旨在防止消费者和竞争对手受到不公正商业活动的侵害,从而促进并保护健康竞争环境。金康诃承诺将严格遵守所有国家/地区的适用的反垄断或反不正当竞争法。

Antitrust or anti-unfair competition laws vary from country to country, but, generally, such laws prohibit agreements or actions that reduce competition without benefiting consumers. Among those activities generally found to violate antitrust or competition laws are agreements or

understandings among competitors to: fix or control prices; structure or orchestrate bids to direct a contract to a certain competitor or reseller (bid rigging); boycott specified suppliers or customers; divide or allocate markets or customers in violation of applicable laws; or limit the production or sale of products or product lines for anticompetitive purposes.

反垄断或反不正当竞争法因国家/地区而不同,但通常都禁止那些不利于竞争且对消费者无益的协议或行为。违反反垄断或竞争法的常见活动包括竞争对手之间达成的下列协议或共识:协同操控价格;编造投标将合同指定给特定的竞争对手或转售商(串通投标);抵制供应商或排斥客户;违反适用法律划定或分配市场或客户;出于反竞争目的限制产品或系列产品的生产或销售。

Such agreements are against public policy and are against GAH policy. All employees must never engage in such practices or discussions of such matters with other GAH partners, or representatives of other companies. All employees must refrain from discussions with competitors about (i) prices, (ii) costs, (iii) profits or profit margins, (iv) production volumes, or (v) bids or quotes for a specific customer, in relation to the business of GAH.

此类协议有悖于公共政策和金康诃制度。金康诃员工不得参与此类活动或者与其他金康诃合作伙伴或其它公司的代表商讨此类事务。金康诃员工必须戒绝与竞争对手讨论与金康诃相关的下述内容:(1) 价格;(2) 成本;(3) 利润或利润率;(4) 产量;(5) 对特定客户的出价或报价。

II.10 Anti-money laundering/反洗钱

Money laundering is to cover up illegal activities so that the illegal funds can be used freely. The acts assisting money laundering include: providing fund accounts; assisting in converting property into cash, financial instruments and securities; assisting in transferring funds; transforming criminal funds into tangible assets and other acts of disguising the source and nature of funds, etc. 洗钱是为了掩盖相关违法的活动,而使得违法的资金能够自由使用。协助洗钱的行为包括:提供资金账户;协助将财产转换为现金、金融票据、有价证券;协助转移资金;将犯罪资金转化为有形资产等掩饰资金来源和性质的行为等等。

Employees promise to abide by all applicable anti-laundering laws and regulations and shall not participate in any laundering scheme. In addition, employees shall conduct business activities with suppliers, service providers, contractors, intermediaries and business partners with legal sources of funds and a good reputation, and make reasonable efforts to understand their situations in order to reduce the possibility of the Company being unknowingly used to facilitate money laundering.

公司员工承诺遵守所有适用的反洗钱法律法规且不应参与任何洗钱计划。此外,公司员工应当与资金来源合法且声誉良好的供应商、服务商、承包商、中介方、商业伙伴等进行业务往来,尽合理努力了解公司的供应商、服务商、承包商、中介方的情况,以降低公司在不知情的情况下受人利用协助洗钱的可能性。

Employees understand that failure to comply with applicable laws and regulations on anti-money laundering may result in serious civil, administrative and criminal liabilities, disciplinary punishment and reputation damage. If employees suspect that suppliers, service providers, contractors, intermediaries, business partners etc. are engaged in money laundering activities, they shall consciously fulfill their reporting obligations. It is not required to confirm whether the business is for money laundering before reporting. Employees shall report to their line supervisors or report through email by real-name or anonymously, or in other confidential ways. The Company will formulate more detailed reporting policy in due course.

公司员工知晓未能遵守反洗钱适用的法律法规可能导致严重的民事、行政、刑事责任、纪律处罚及名誉损害。如公司员工怀疑供应商、服务商、承包商、中介方、商业伙伴等存在洗钱行为应自觉履行报告义务,报告前无需先行确认该项业务是否是洗钱行为。公司员工应向其直属领导报告或通过邮箱实名或匿名举报和/或以其他保密的方式举报。

II.11 Regular training/定期培训

Every employee of the Company shall attend training organized by the Company regularly (including but not limited to anti-corruption training). Relevant departments will keep attendance records and training questionnaire etc.

每一名公司的员工必须参加由公司定期举办的培训(包括但不限于反腐败培训)。相关部门将保留培训的考勤记录、培训问卷等。

Section III Avoidance of conflicts of interest/避免利益冲突

Conflict of interest refers to the situation that the private interests of employees may adversely affect the interests of the Company. Conflict of interest arises when the actions taken or benefits enjoyed by employees make it difficult for employees to perform the work or duties assigned by the Company objectively, fairly and effectively. If the behavior of the employee's family members or related persons may affect the objectivity and impartiality of the employee on decision-making on behalf of the Company, such behavior may also cause conflict of interest.

利益冲突是指员工私人利益可能对公司利益产生不利影响的情况。当员工所采取的行动或享有的利益令员工难以客观、公正且有效地履行公司分派的工作或职责时,即产生利益冲突;如果员工的家庭成员或关联人士的行为可能影响到员工代表公司做出决策时的客观性和公正性,这些行为也可能引起利益冲突。

It is the duty of GAH employees to make business decisions in the best interest of GAH, not based on their own personal interests. Conflicts of interest arise when employees engage in activities or advance personal interests at the expense of GAH's interests.

在作出商业决策时,金康诃员工有义务以金康诃的最佳利益为原则,而不是基于其个人的利益。一旦员工从事以牺牲金康诃利益为代价的活动或借此提高个人利益,就会产生利益冲突。

Employees must inform their supervisor of any personal interest they could possibly have in connection with the execution of their professional duties. When the personal interest may potentially conflict with the interests of the Company, employees shall pay attention to the possible conflict of interest and try to avoid such conflict. If they cannot avoid such conflicts, they shall disclose them to the Company in a comprehensive, accurate and timely manner in accordance with relevant rules of the Company.

员工必须将其在履行职责时可能获得的任何个人利益告知其主管。在公司员工的个人利益可能与公司的利益发生潜在冲突时,公司员工需关注可能存在的利益冲突,并应尽可能避免此类冲突,如果无法避免则应全面、准确、及时地按照公司相关规定向公司进行披露。

Employees are not permitted to use, for their own personal contracts or orders, companies with which they have business dealings as part of their activities for GAH if they could derive any advantage from the personal contract or order. This is particularly applicable if the employee exercises or is capable of exercising a direct or indirect influence upon whether that company receives a contract from GAH.

如果员工可以从私人合同或订单中获利,则员工不得出于私人合同或订单的目的选用因其在金康诃的工作而与之存在业务往来的公司。本规定尤其适用于那些在某公司是否获得金康诃合同的问题上施加或能够直接施加直接或间接影响的金康诃员工。

A conflict can take the form of a private business relationship with, or an interest in, a competitor, supplier, business partner or customer of GAH, or participation in sideline activities that prevent employees from being able to fulfill their responsibilities at GAH. It is important that all employees recognize and avoid conflicts of interest, or even the appearance of a conflict of interest, as they conduct their professional activities.

利益冲突可能表现为与金康诃的竞争对手、供应商、业务合作伙伴或客户之间存在私人商业关系或利益，或从事妨碍员工履行其在金康诃之职责的兼职工作。金康诃所有员工均应在履行职责时应识别并避免利益冲突甚至是利益冲突的迹象，这一点非常重要。

III.1 Competing with GAH/与金康诃竞争

An employee may not operate or assist a company that competes with GAH or engage in any competing activities.

员工不得经营或协助某一公司与金康诃进行竞争，或从事与金康诃相竞争的活动。

III.2 Part-time work/兼职工作

Employees may not engage in part-time work that competes with GAH. Before employees may engage in other part-time work for remuneration, they must notify GAH and seek written permission.

员工不得从事与金康诃相竞争的兼职工作。希望从事其他有偿兼职工作的员工必须事先通知金康诃，并征求公司的书面许可。

Occasional writing activities, lectures, and comparable occasional activities are not considered sideline work. Permission will not be granted if it is detrimental to the interests of GAH. Permission may be refused if employees have dealings in the course of their official GAH's duties with the company in question. Previously granted permission may be revoked on these grounds as well.

偶尔的写作、讲座和其他类似的非经常性活动不被视为兼职工作。如果该类兼职工作有损于金康诃的利益，则金康诃不会给予许可。如果员工在履行其金康诃职责的过程中与相关公司有业务往来，则金康诃可能会拒绝给予许可。金康诃也可能会基于上述原因而撤销之前授予员工的兼职工作许可。

III.3 Interests in third companies/持有第三方公司的权益

Employees who directly or indirectly hold or acquire a stake in a competitor company, must disclose this fact to the Company if this stake gives them the opportunity to exert influence on the management of that company. It can be assumed, as a general rule, that the possibility of exerting influence on the management exists when a stake exceeds 5% of a competitor company's total capital.

对于直接或间接持有或获得竞争公司权益的员工，如果其持有的权益使其有机会对该竞争公司的管理施加影响，则必须向公司披露该事实。通常假定，当持有权益比例超过竞争公司总股本的5%时，就存在对该公司的管理施加影响的可能。

Employees who directly or indirectly hold or acquire an interest in a GAH business partner, supplier or a company in which GAH has ownership shares also have to disclose this fact to the Company responsible, if they have dealings with the business partner, supplier or company in the course of their official duties or if they will hold a position in that company. This applies only if the interest exceeds 5% of Company's total equity.

对于直接或间接持有或获得金康诃商业伙伴、供应商或金康诃持股公司权益的员工，如果其在履行职责的过程中与此金康诃商业伙伴、供应商或公司存在业务往来或其在该公司兼任职务，也必须向公司披露该事实。本规定仅适用于持有权益比例超过公司总股本5%的情况。

Once an interest in a third company has been disclosed, the Company may take suitable measures to eliminate any conflict of interest.

一旦员工披露了其在第三方公司中的利益，则金康诃可能会采取适当的措施来消除任何利益冲突。

Section IV Handling of company assets/公司资产的使用

There are many devices and pieces of equipment in GAH offices, such as telephones, copying machines, computers, software, Internet/Intranet, machines and other tools, including e-mail and answering machine systems. The Company's assets include but not limited to physical assets, intellectual property rights, strategies, operation and marketing plans, salary and other compensation information, and unpublished financial data of the Company. These are only to be used for Company business in principle and not for personal purposes. Exceptions, and payment if applicable, can be agreed upon locally, provided that the use of GAH property does not:

金康诃办公室有多种设备和设施,例如电话、复印机、计算机、软件、互联网/内部网、机器和其它工具,包括电子邮件和答录机系统。公司资产包括但不限于:实物资产、知识产权、战略、经营和营销计划、薪资及其他薪酬信息以及公司未发布的财务数据。这些资产原则上只能用于公司业务,不得用于个人目的。例外情况及相应的补偿(如适用)须经当地公司同意,但无论如何不得使用金康诃财产从事以下活动:

1. relate to any illegal activity,
任何违法活动;
2. cause an actual or perceived conflict of interest, or
导致实际或可预见利益冲突的活动;或
3. lead to significant added costs, disruption of GAH business or other adverse effects for the Company, including by interfering with an employee's assigned duties or the assigned duties of other employees.
导致增加可观的成本、干扰公司业务或对公司造成其它不利影响的的活动,包括影响分配给该员工的任务或分配给其它员工的任务。

In no case may information be retrieved or transmitted that furthers or incites racial hatred, glorification of violence or other criminal acts, or contains material which is sexually offensive within the respective culture. 在任何情况下,员工不得检索或传播那些煽动种族仇恨、鼓吹暴力或其它犯罪行为或在相应文化背景下具有性侵犯意义的信息。

Employees are not permitted without the consent of their supervisor to make records, files, video or audio recordings, or reproductions using GAH equipment or facilities if the activity is not directly related to Company business.

如果与公司的业务不存在联系,则员工不得在未经主管同意的情况下使用金康诃的设备或设施制作记录、文件、录像、录音或拷贝。

Employees must take all necessary measures to secure the computer and any computer or voicemail passwords. If employees have any reason to believe that the password or the security of GAH computer or communication resources has in any manner been compromised, employees must change the password immediately and report the incident to the Company. If the office equipment is lost or stolen, the employees shall report to their line supervisors and the Company immediately. All of the computing resources used to provide computing and network connections throughout GAH are the property of GAH and are intended for use by GAH employees to conduct GAH's business. To the extent permitted by law, all emails, voicemail and personal files stored on GAH computers are GAH assets, and GAH in its sole discretion may review any files or communications (including emails and voicemail messages).

员工必须采取所有必要措施保证电脑、电脑密码或语音信箱密码的安全。如果员工有任何理由确信密码或金康诃的电脑或通讯资源的安全受到任何方式的损害,员工必须立即变更密码并将此事件向公司报告。如公司员工的办公设备发生损坏、丢失或失窃,应当立即通知其直属领导及公司。所有用于金康诃电脑化操作与网络联结的电脑资源,均属金康诃的财产,旨在供金康诃的员工用于从事公司业务。在法律允许范围内,存储于金康诃电脑的所有电子邮件、语音信息及个人文档,均属金康诃资产,金康诃有权单方面决定审查该等文档或通讯(包括电子邮件与语音信息)。

Employees shall not use, abuse, occupy or dispose of the Company assets without authorization.
公司员工不得私用、滥用、侵占、擅自处置公司资产。

Section V Handling of information/信息的处理

V.1 Records and financial integrity/记录与财务诚信

Open and effective communication requires accurate and truthful reporting. This applies equally to relationships with employees, customers and business partners, as well as with the public and all governmental offices.

公开和有效的沟通有赖于真实准确的报告。这同样适用于与员工、客户、商业伙伴以及公众和所有政府部门的关系。

GAH is also required to maintain sound processes and controls so that transactions are executed according to management's authorization. GAH must also prevent and detect unauthorized use of GAH assets. Whether or not the information will be included in a public filing or provided to a government agency, all GAH employees are required to make sure that the GAH books and records they create or are otherwise responsible for are:

金康诃也必须维持有效的流程和控制措施,以确保交易根据管理层的授权来执行。金康诃还必须防止并发现未经授权使用金康诃资产的行为。无论该信息是否将被编入信息公开披露文档或提交给政府机构,金康诃所有员工必须确保其生成或负责的账簿与记录:

1. complete,
完整;
2. accurate,
准确;
3. truly reflect each transaction or expenditure, and
如实反映了每笔交易或支出;以及
4. are timely and in accordance with applicable accounting rules and standards.
及时并符合相关会计准则和标准。

Such books and records include all data, certifications and other written materials provided for financial reporting and disclosure purposes as well as materials collected for other purposes. These also include internal expense records (such as expense account reports). Fake or misleading information is not allowed in the Company's books or records, and employees are not allowed to spend the Company's funds or property without proper supporting documents.

这些账簿和记录包括适用于财务报告和披露目的的所有数据、认证及其它书面材料以及为其它目的而收集的材料。这些账簿与记录还包括内部费用记录(如费用报告)。上述信息的准确性对于公司履行法律法规和监管义务有着十分重要的作用,公司的账簿或记录中不允许出现虚假或误导性的记载,公司员工不得在没有适当证明文件的情况下支出公司的资金或财产。

If at any time the employees of the Company become aware of the occurrence or possible occurrence of litigation, arbitration or government investigation and other similar proceedings (collectively referred to as "Litigation") related to the Company, they must report to the Company immediately. After learning about such Litigation, employees must take all necessary measures to preserve all documents and records related to such Litigation, no matter such Litigation has been initiated actually or not. Such measures include ensuring that all existing documents and records are kept, and new documents and records created later are also kept. Documents and records to be kept in connection with Litigation include the originals of the following documents: working papers, notes, draft documents, documentations, emails, faxes, memos, forms, calendar records and lists, and the documents and records in hard copy, handwritten or electronic form shall also be kept.

如果公司员工在任何时候得知发生或可能发生且牵涉到公司的诉讼、仲裁或政府调查等类似程序(统称为“诉讼”),必须立即通知公司。在得知该等诉讼后,无论该等诉讼是

否已实际启动, 公司员工必须采取一切必要措施保存与该等诉讼有关的各项文件记录。该等措施包括确保所有现存文件记录均予以保存, 以及之后创建的新文件或记录也予以保存。与诉讼有关应予保存的文件和记录包括下列文件的原件: 工作底稿、笔记、文件草稿、文档、电子邮件、传真、备忘录、表格、日历记录和清单, 文件和记录无论是硬拷贝、手写还是电子形式也均应予以保存。

Employees shall also file the documents timely in accordance with the Company's rules. Employees shall upload achievement data to the database designated by the Company in a timely manner, and pay attention to the daily data maintenance to ensure the integrity of the achievement data.

公司员工也需按照公司规定对文件进行及时归档, 公司员工需将成果性资料及时上传至公司指定的数据库内, 并需注意日常数据的维护, 以确保成果性资料的完整性。

For the retention periods of the aforementioned books, records, Litigation documents and records, agreements, etc., please refer to Annex III.

对于前述账簿、记录、诉讼、文件等的保存期限, 详见附件三。

V.2 Confidentiality/保密

Violation of confidential obligation by employees may cause huge damage to the Company, which may cause claim for compensation from investors, counterparties and business partners. Confidentiality must be maintained with regard to GAH's internal confidential or proprietary information that has not been made known to the public. All employees shall protect the safety of above information in accordance with laws, regulations, the Company's relevant policies and confidentiality agreement. The Company and its employees are not permitted to disclose confidential information to non-employees without a legitimate business purpose and proper authorization. Nonpublic information from or concerning suppliers, customers, employees, agents, consultants and other third parties must also be protected in accordance with legal and contractual requirements.

公司员工违反保密义务, 可能会导致公司的利益受到重大损害, 可能会导致公司的投资人、交易方、业务合作伙伴等向公司主张索赔。必须对尚未公开的金康诃内部保密或专属信息予以保密, 按法律法规、公司相关规章制度以及相关保密协议的约定, 保护上述信息的安全。在没有正当业务目的和适当授权的情况下, 公司及公司员工不得向非公司员工披露保密信息。此外, 还必须根据法律和合同要求对源自或有关供应商、客户、员工、代理人、顾问以及其他第三方的非公开信息予以保护。

Confidential or proprietary information may include, in particular:

保密或专属信息包括(尤其是):

1. details concerning a company's organization and equipment, prices, sales, profits, markets, customers and other matters of business,
涉及某一公司的组织结构、设备、价格、销售、利润、市场、客户以及其他业务事项的细节;
2. information on manufacturing or research and development,
与制造或研发有关的信息;
3. internal reporting figures, and
内部报告数据; 以及
4. confidential information provided by third parties such as investors, counterparties, business partners.
投资人、交易方、业务伙伴等第三方提供的保密信息。

Employees shall also take appropriate prevention measures to protect confidential information within the Company. Except for the employees who must know the confidential information due to their duties, employees shall not disseminate confidential information within the Company, no matter the information belongs to the Company or third parties such as investors, counterparties

or business partners. The Company and its employees shall take all reasonable measures to prevent confidential information improperly from being disseminated within the Company.

在公司内部,公司员工依然应当采取妥善的防护措施保护保密信息,除因履行职责而必须了解到保密信息的公司员工外,不得在公司内传播保密信息,无论该信息属于公司或是投资人、交易方或业务伙伴等第三方,公司及公司员工均应采取一切合理措施以防范保密信息在公司内部被不当传播。

Employees must hand over all confidential documentations when leaving the Company, and shall not make copies or take the confidential documentations to work for another company.

在公司员工离职时,必须交出所有保密文件,不得抄录备份,更不得带去其他公司任职。

Paper copies involving the Company's confidential information shall be shredded or recycled in a confidential manner. Confidential information should be cleared or overwritten prior to processing electronic media with such information.

涉及到公司保密信息的纸质副本应加以粉碎或对该等信息以保密的方式回收。在处理拥有该等保密信息的电子媒体之前应将该等信息清除或覆盖。

The obligation to maintain confidentiality extends beyond the termination of the relevant relationship, since the disclosure of confidential information could cause harm to GAH's business, clients or customers, no matter when it is disclosed.

鉴于披露保密信息(无论何时披露)会损害金康诃的业务或客户的利益,因此保密义务延伸到相关关系终止之后。

V.3 Intellectual property assets/知识产权资产

Intellectual property rights, including copyrights, patents/technologies, trademarks, domain names, website addresses and trade secrets, are important assets of GAH. Every employee shall ensure that GAH's intellectual property rights are protected and properly used by complying with the relevant policies and procedures. GAH employees must strictly observe the terms and conditions of any proprietary information and invention agreement or similar agreements between the employee and the Company. Without the consent of the Company, employees may not disclose to any external parties any confidential information of GAH covered by, and/or contained in, the intellectual property rights of GAH. Please contact the Company for any questions regarding intellectual property rights.

知识产权,包括版权、专利/技术、商标、域名、网址和商业秘密,是金康诃的重要财产。员工应确保金康诃的知识产权根据相关政策和程序获得保护并适当使用。金康诃员工必须严格遵守与公司签订的任何专有信息和发明协议或类似协议中的条款和条件。未经公司同意,员工不得对外公开金康诃的知识产权当中涉及及/或属于金康诃的保密信息。如有关于知识产权的任何问题,请与公司联系。

V.4 Data protection and data security/数据保护与数据安全

Access to the Intranet and Internet, worldwide electronic information exchange and dialogue, and electronic business dealings are all crucial to the effectiveness of each and every one of us, and for the success of the business as a whole. However, the advantages of electronic communication are tied to risks in terms of personal privacy protection and data security. Effective foresight with regard to these risks is an important component of information technology management, the leadership function, and also the behavior of each individual.

互联网和企业内部网接入、全球电子信息交换和对话以及电子商务对我们每位员工的工作效率和公司整体业务的成功都是至关重要的。但是,与电子通信的优势相伴而生的是隐私保护和数据安全方面的风险。有效预见这些风险是信息技术管理、管理层工作的重要部分,同时也是每位员工个人行为的重要部分。

Personal data may only be collected, processed, or used insofar as it is necessary for pre-determined, clear, and legitimate purposes. Obtaining personal information (including personal

healthcare data) shall be sufficiently authorized. In addition, personal data must be maintained in a secure manner and appropriate precautions should be taken when transmitting it. High standards must be ensured with regard to data quality and technical protection against unauthorized access. The use of the data must be transparent for those concerned and the rights of those concerned must be safeguarded with regard to use and correction of information and, if applicable, to objections pertaining to blocking, and deletion of information.

只能为预先确定的、明确的合法目的收集、处理或使用个人信息。获取个人信息(含个人健康医疗数据)应当得到充分授权。此外,个人信息必须以安全的方式进行保存,且在传输个人信息时,应采取适当的预防措施。就信息质量和防止非法访问的技术保护而言,应确保达到较高的标准。必须对信息关系人公开对信息的使用;同时保护这些人员在信息使用、信息纠正以及(如适用的话)对信息封锁和信息删除予以反对方面的权利。

In some jurisdictions (such as the European Union) there are strict laws and regulations pertaining to the collection and use of personal data, including data on others, such as customers or business partners. All employees must abide by such laws, to the extent they are applicable, to protect the privacy of others.

在有些地区(如欧盟)收集和使用个人信息,包括他人信息(如客户或商业伙伴等的信息)有着严格的法律法规。金康诃所有员工必须在适用的范围内遵守这些法律,保护他人隐私。

All employees shall store information or data in a secure manner, take appropriate protective measures when transferring relevant data, and ensure that GAH's network is free from interference, damage or unauthorized access, and prevent network data from being divulged, stolen or falsified. 金康诃员工应当以安全的方式储存接收到的信息或数据,在传输相关数据时采取适当的保护措施,保障金康诃网络免受干扰、破坏或者未经授权的访问,防止网络数据泄露或者被窃取、篡改。

Do not use the Company's information system or communication equipment to publish any information that will violate laws and regulations or this Code of Conduct; do not set malicious programs, destroy or try to destroy computer system.

不得使用公司的信息系统或通信设备发布违反法律、法规或本《员工行为准则》的信息,不得设置恶意程序,破坏或者试图破坏计算机系统。

It is not allowed to download, duplicate or transfer non-personal privacy information and the Company's data to personal devices or tools without the Company's authorization. Such personal devices or tools include but not limited to personal mobile data transmission equipment, personal computer, personal email, network drive.

未经公司授权不得私自下载、复制和转移非本人隐私信息和公司数据到个人移动数据传输设备、个人计算机、个人邮箱、网盘等个人设备或工具。

Under some special circumstances such as compliance investigations, the Company is entitled to directly retrieve and access the information received, transmitted or stored on such software and hardware equipment without consent.

在合规调查等特殊情形下,公司有权不经同意而直接调取及访问在该等软、硬件设施上接收、传输或存储的信息。

V.5 Responsible communication / 负责任沟通

Unless receiving prior approval from the Company, employees may never suggest they are speaking on behalf of the Company when presenting personal views in public or at professional, community activities and other events.

除非得到公司的事先批准,否则员工在公开场合或者在职业、社区和其他活动中,不得暗示自己是代表公司发言。

Employees must always ensure, when they communicate with others, that they comply with the values of GAH and do the right thing and bear in mind that communication may be forwarded to an unintended recipient, made public or used in an investigation.

员工在与他人沟通时, 必须始终确保其符合金康诃的价值观, 做正确的事情, 并且牢记沟通内容可能被转发给非预期的收件人, 被公开或者被用于调查。

Social media refers to any website or application that allows individuals to create, share comment or participate in social network. We use social media to raise awareness, engage with our target audiences and increase traffic to our websites. Employees are required to use social media responsibly and in compliance with applicable laws, regulations, industry codes and the Company's policies.

社交媒体是指允许个人创建和分享评论或者参与社交网络的网站或应用程序。我们使用社交媒体来提升知名度, 与我们的目标受众接触, 并增加我们网站的流量。员工必须负责任地使用社交媒体, 并遵守适用的法律、法规、行业规范和公司政策。

Section VI Environment, safety and health/环境、安全与健康

VI.1 Environment and technical safety/环境和技术安全

Protecting the environment and conserving natural resources are high priorities for our Company. Through management leadership and employee commitment, GAH strives to conduct its operations in a manner that is safe for the environment and continually improves environmental performance. Beginning at the product development stage, environmentally compatible design, technical safety and health protection are fixed as targets.

金康诃高度重视保护环境和节约自然资源。基于管理层的领导以及员工的承诺, 金康诃努力以环保的方式开展业务经营, 并不断提升环境质量。自产品开发阶段起, 环保型设计、技术安全和健康保护就已经被设定为目标。

All employees must contribute to these goals through their own behavior.

所有员工都必须通过自身行动促成这些目标的实现。

VI.2 Work safety/职业安全

Protecting the health and safety of employees in the workplace is a high priority for GAH. It is the responsibility of everyone to foster GAH's efforts to conduct its operations in a safe manner. The responsibility vis-à-vis employees requires the best possible accident prevention measures, and applies to:

金康诃高度重视保护员工在工作场所的健康和安全。所有员工都有责任支持和促进金康诃安全开展运营的努力。公司应采取尽可能周密的事事故防范措施来对员工安全负责。此项要求适用于:

1. the technical planning of workplaces, equipment and processes,
工作场所、设备和流程的技术规划;
2. safety management, and
安全管理; 以及
3. personal behavior in the everyday workplace.
日常工作场所的个人行为。

The work environment must conform to the requirements of health-oriented design.

工作环境必须符合健康为本的设计要求。

All employees must constantly be attentive to work safety.

所有员工都必须时刻关注工作安全问题。

Section VII Complaints and suggestions/投诉与建议

All employees may lodge a complaint for misconduct with their supervisor, or the CEO .
所有员工可向其主管或首席执行官提出对不当行为的举报。

If a GAH employee is not sure what the right thing to do is in a specific case or has discovered a case of possible misconduct, he/she can submit complaints by email at info@gahbioventures.com.
如果某位金康诃员工无法确定特定情况下应采取的正确行为，或发现有可能存在违规的行为，可以通过发送邮件致 info@gahbioventures.com 提交举报。

GAH employees may choose to submit complaints in real name or anonymously. Real-name complaints are encouraged. In this way, we can acquire more detailed and accurate information for effective follow-up and investigation. We promise that the persons that file the complaints as well as the information they provide will be kept highly confidential. All complaints will be investigated, and corrective measures will be implemented if necessary. Any employee that is required to cooperate with an investigation shall cooperate as required by the Company.

金康诃员工可以选择以实名或匿名的方式提交举报。我们鼓励实名举报。该种情况下，我们可以获取更多详细和准确的信息，以便进行有效的跟进和调查。我们承诺对提交举报的员工及其提供的信息都严格保密。所有投诉都会进行调查，必要时，公司会采取相应的纠正措施。如果公司员工被要求配合某项调查，则应按照公司要求予以配合。

Rest assured that GAH employees will not be subject to reprisals for reporting potential problems. The Company prohibits any retaliation against whistleblowers. Those who report possible violations based on concrete factual evidence are protected by the Company.

请放心，金康诃员工不会因举报问题而遭到报复。公司禁止任何针对举报人的打击报复行为。公司会保护依据事实举报的举报人。

Section VIII Compliance implementation and monitoring/合规执行与监督

Employees shall comply with the provisions of this Code of Conduct. Employees violating the provisions of this Code of Conduct or hindering the Company's investigation will be subjected to corresponding disciplinary actions, including but not limited to written warning, severe written warning, suspension or even dismissal. In some cases, the employees may also bear civil liabilities and/or be subjected to criminal punishment.

公司员工应遵守本《员工行为准则》的规定，违反本《员工行为准则》的规定或阻碍公司调查会受到相应的纪律处分，包括但不限于书面警告、严重书面警告、停职直至可能被解雇，在某些情况下公司员工还可能承担民事责任及/或受到刑事处罚。

The management of GAH shall actively foster the widespread distribution of the Code of Conduct and see to it that they are implemented. Compliance with the law and observance of the Code of Conduct shall be monitored in all GAH companies on a regular basis. This shall be done in accordance with applicable national procedures and legal provisions. The management of the Company and the employees of various departments shall fully cooperate and support the compliance audit and inspection.

金康诃管理层成员应当积极主动地推动《员工行为准则》的广泛传播，并确保准则得以贯彻执行。公司应定期对遵守法律和《员工行为准则》的情况进行监督，该监督应依据适用的国家程序和法律规定进行。公司管理层及各部门员工应对合规审计与检查工作予以充分配合与支持。

The Company's compliance audit includes regular, special and annual compliance audit.

公司合规审计包括常规合规审计、专项合规审计及年度合规审计。

1. Regular compliance audit refers to the audit on whether the Company and/or various internal departments implement compliance policies, whether there is a potential misconduct or whether there is a compliance risk.
常规合规审计：是指针对公司和/或公司内部各部门是否执行合规政策、是否存在潜在不当行为、是否存在合规风险进行的审计。
2. Special compliance audit refers to the audit against the Company and/or the project and/or the relevant internal departments on the potential violations of laws and regulations; and the irregular audit based on the Company's development and management needs against the Company's various departments on the rationality of authorization management, the compliance of management systems and business processes.
专项审计：是指针对潜在违法违规风险事项开展的针对公司和/或项目和/或公司内部相关部门的审计；以及根据公司发展管理需要不定期针对公司各部门授权管理合理性、管理制度及业务流程的合规性进行审计。
3. Annual compliance audit refers to the audit conducted at the end of each year on the implementation of compliance policies and control of compliance risks by the Company and/or the Company's various internal departments in that year.
年度审计：是指每年年底针对公司和/或公司内部各部门在该年度落实执行合规政策、控制合规风险的情况开展的合规审计。

Section IX Exemption from the Policy 政策外豁免

In principle, employees must abide by this Code of Conduct, but there are some circumstances that may be exempted. Employee who believe their cases are special and belong to the exemption from the policy shall contact their line supervisor first. If the line supervisor agrees the exemption, further approval must be obtained from the CEO.

虽然本《员工行为准则》中的规定是员工原则上必须遵守的，但另有一些情况则可能可以豁免。任何员工若认为其情形特殊，属于政策外豁免的，应先联络其直接上级主管。若上级主管同意豁免，则必须取得首席执行官批准。

Annex I: Compliance Guidance for Brand Reminders and Hospitalitys

附件一：品牌提示物和招待的合规行为准则

A. General Requirements/一般要求

The employees shall only give Brand Reminders (as defined below) with small value to external entities and individuals in the GAH organized events. Gifts in any other forms or given in other circumstances are prohibited.

在金康诃组织的活动中，员工应仅向外部实体和个人提供低价值的品牌提示物(见以下定义)。除此之外的任何形式或在任何其他场合赠送礼品都是不允许的。

The employees should avoid providing Brand Reminders and Hospitalitys to, or that can be perceived to be to, improperly secure business opportunities or competitive advantages or to secure any illegitimate benefits. Providing Brand Reminders and Hospitalitys must never affect, or appear to affect the decision-making of the GAH employees or the people with whom the GAH does business with.

员工应避免为不正当地获得商业机会或竞争优势，或为获取任何非法利益而提供品牌提示物和招待。品牌提示物和招待的提供不得影响或潜在影响金康诃的员工及与金康诃有业务往来的人员的决策。

The Company shall centralize the procurement of Brand Reminders, the procurement shall follow global purchasing policy. The employees may apply for Brand Reminders and should not procure Brand Reminders by themselves.

公司应集中采购品牌提示物，员工可以申请品牌提示物，但不得自行进行采购。

B. Brand Reminders/品牌提示物

“Brand Reminders” are non-monetary items given to external individuals in the GAH organized events. The employees are prohibited from providing or offering brand reminders such as sticky notes, mouse pads, calendars, etc. to HCPs in relation to the promotion of prescription-only medicines.

“品牌提示物”是指金康诃在其组织的活动中向外部个人提供的非货币性物品。员工不应向医疗卫生专业人士提供与其推广的处方药品相关的便签、鼠标垫、日历等品牌提示物。

The employees may provide pens and notepads to HCPs that meet the following requirements:

员工可以在符合以下条件的情况下向医疗卫生专业人士提供写字用笔和记事本：

- In the context of Company organized events,
在推广方组织的活动中；
- They are Company branded only,
含有公司品牌标识的产品；
- They are of minimal value not exceeding 100 RMB per person, and
品牌提示物的价值很低，不超过人民币 100 元/人；以及
- Only the necessary quantity for the purpose of the event is distributed.
仅基于活动目的分发必要数量

C. Hospitalitys/招待

“Hospitalitys” includes:

“招待”包括：

- Event Hospitalitys, including formal meals in restaurants, take-out meals such as lunch boxes, and refreshments; and
活动招待, 包括餐厅的正式餐点、外卖餐点(如午餐盒)和茶歇; 以及
- Business meals.
商务用餐。

The Sales and Marketing team may not provide hospitality to HCPs until the product is approved in China.

产品未在中国获批前, 销售及市场团队不得向医疗卫生专业人士提供招待。

Generally, Hospitalitys should be:

一般而言, 招待应为:

- Reasonable, proportionate and for a legitimate business purpose,
合理的、适度的, 且为了合法的商业目的;
- Appropriate in the circumstances and acceptable for the business context,
在当时的情形和商业环境下是适当的;
- Timed appropriately--the Hospitalitys must not be offered during a request for proposal or the negotiation of a mandate, not coincide with a decision in relation to new business/transaction or the decision to terminate or maintain a business relationship,
时间合理——招待不得在提出申请或谈判期间提供, 不得与新业务/交易或终止、维持某一商业关系的决策相关联;
- No gift is allowed to be provided. Avoid providing excessive food which could be perceived as a gift, and
不得提供礼品。避免提供过量食品而被定义为礼品的情况; 以及
- Records should be kept for each Hospitality detailing attendees names, place of work, and business purpose. It is prohibited to falsely list or conceal expenses under other names such as meetings, training sessions, or research investigations.
每次招待都应保留相关记录, 包括参会人员姓名、工作单位及参会目的。禁止以会议、培训、调研等其他名义虚列、隐匿。

1) Requirements on event Hospitalitys /活动招待的要求

The following requirements shall be followed in connection with provision of event Hospitalitys by the employees to government officials, HCPs, and other covered individuals.
员工向政府官员、医疗卫生专业人士和其他相关个体提供活动招待时应符合以下要求:

- The price of lunch boxes or refreshments should not exceed RMB 100 per person,
提供的午餐盒或茶歇的价格人均不得超过 100 元人民币;
- Formal meals should only be provided when necessary. All meals and tea breaks provided in connection with GAH-organized events, should be clearly reflected in the agenda, and
正式餐点仅可在必要时提供。提供的所有与金康诃自办会有关的集体用餐及茶歇, 应在当次会议的日程中明确体现; 以及
- The price of formal meals should not exceed RMB 300 per person.
提供的正式餐点的价格人均不得超过 300 元人民币。

2) Requirements for business meals /商务用餐的要求

The following requirements shall be followed in connection with the provision of business meals to government officials, HCPs, and other covered individuals.

向政府官员、医疗卫生专业人士及其他相关个体提供商务用餐时, 应符合以下要求:

- The employees shall only provide business meals to those who have legitimate business meeting with;
员工仅应向与其进行正当商务会面的对象提供商务用餐;
- Business meals should be appropriate in the circumstances and acceptable for the business context, such as a restaurant or a coffee shop, etc. It is not acceptable to use take-out food service to a hospital to have the business meal;
用餐地点应适合进行业务讨论, 例如餐厅, 咖啡馆等; 不应使用外卖形式送至医院内进行商务用餐;
- The price of business meals should not exceed RMB 300 per person;
提供的商务用餐的价格人均不得超过 300 元人民币;
- Information relating to business meals should be appropriately documented, including the time, location, and reason for the business meals, and the name, title and organization of participants;
商务用餐相关的信息应合理记录, 包括时间、地点、提供商务用餐的原因, 以及参加者的姓名、职务及所属组织;
- Drinks can be provided on condition that they are purchased at the place where the business meal takes place and the invoice must cover both the meals and drinks can be issued, no separate drink invoices are allowed;
仅可提供在商务用餐场所购买的酒水, 并且发票必须包含餐点和酒水, 不允许开具单独的酒水发票;
- Drink expenses should be lower than the meal expenses;
酒水的费用应低于餐费;
- Employees should not purchase drinks or cigarettes for consumption outside of the business meals;
员工不得在商务宴请之外购买酒水或香烟;
- Cakes or chocolates being taken away by participants of the business meals should be regarded as gifts and therefore are not allowed.
商务用餐参与者带走的蛋糕或巧克力应被视为礼品而不得提供。

3) Other Requirements / 其他要求

The employees may provide Hospitalities only to personnel that attend the events or business meals, not the guests, including family members, near relatives and friends, of such personnel. It is prohibited to offer benefits or pay expenses to the aforementioned irrelevant personnel in the name of Hospitality.

员工仅可向出席活动或商务宴请的人员而非其他客人(包括该等人员的家庭成员、近亲属、朋友)提供招待。禁止以招待的名义向前述无关人员输送利益或者支付费用。

The employees must accompany the government officials, HCPs, or other covered individuals to have business meal together when providing Hospitalities.

在提供招待时, 员工必须陪同政府官员、医疗卫生专业人士或其他相关个体共餐。

Annex II-1: Categorization of Government Officials

附件二-1：政府官员分类

If a person is employed by the government or performs a public function, thus is a government official, the following categorization is used based on engagement risk or the person's potential influence on GAH business which could be:

如果一个人受雇于政府或履行公共职能，因此属于政府官员，则根据其参与风险或对金康诃业务的潜在影响，采用以下分类：

Category A: Individuals who are employed by government institutions and may have influence on spending public funds beyond merely prescribing medicine:

类别 A：受雇于政府机构且除开具处方外、可能对公共资金支出产生影响的个人，如：

- Government university employees.
公立大学员工。

Category B: Individuals involved in decisions at institution level – such as hospital admission decisions and other processes related to the purchase of drugs by hospitals and other medical institutions. For example:

类别 B：参与机构层面决策的个人如药品入院决策，及其他与药物采购相关的流程由医院及其他医疗机构实施。例如：

- Heads of public hospital/offices, tender committee members or persons involved in the decision of hospital admission.
- 公立医院/部门负责人、招标委员会成员或参与药品入院的个人。

Category C: Individuals involved in government decisions at regional or national levels - such as National Reimbursement Drug List decisions, regulatory or reimbursement decisions, involved in health policy development, registration, and reimbursement decisions, for example:

类别 C：参与区域或国家层面政府决策的个人——例如医保药品目录决策、监管或报销决策，涉及卫生政策制定、注册及报销决策等。例如：

- National/regional consultant, as experts engaged by such institutions as external experts;
国家/区域顾问，作为由相关机构聘请的外部专家；
- Experts engaged by the National Health Commission/National Medical Products Administration/ other institutions of central/ regional government to give opinions to laws, regulations, and other processes performed by such institutions.
由国家卫健委/国家药品监督管理局/中央或地方其他政府机构聘请的专家，就这些机构执行的法律、法规及其他相关程序发表意见。

Annex II-2: Heat Map on Interactions with Government Officials

附件二-2：与政府官员互动的风险图

Activity 活动		Governmental Official Role 政府官员角色			Example 示例
		Category A 类别 A	Category B 类别 B	Category C 类别 C	
		Individuals,who are employed by government institutions and may have influence on spending public funds beyond merely prescribing medicine 受雇于政府机构且除开具处方外、可能对公共资金支出产生影响的个人	Individuals involved in decisions at institution level – such as hospital admission decisions and other processes related to the purchase of drugs by hospitals and other medical institutions 参与机构层面决策的个人如药品入院决策，及其他与药物采购相关的流程由医院及其他医疗机构实施	Individuals involved in government decisions at regional or national levels - such as National Reimbursement Drug List decisions, regulatory or reimbursement decisions, involved in health policy development, registration, and reimbursement decisions 参与区域或国家层面政府决策的个人——例如医保药品目录决策、监管或报销决策，涉及卫生政策制定、注册及报销决策等	
1	Business Meetings Over Meals (BMOM), Scientific Meetings Over Meals (SMOM) 商务餐会、科学餐会	Low Risk 低风险	Low Risk 低风险	Low Risk 低风险	Business / Scientific meetings over a meal with an external expert / Government Official invited by GAH. No ToV provided to Government Officials as attendees, or the only form of hospitality is modest hospitality (tea, coffee, meal) within thresholds. 由 GAH 邀请外部专家/政府官员于用餐期间举行的商务/科学会议。不向参会的政府官员提供任何形式的利益，或仅提供符合限额的适度招待（茶水、咖啡、工作餐）。

2	Attendee participation at a Company organized LOCAL/ IN COUNTRY Program (no air travel, accommodation or honoraria provided) 公司组织的本地/境内会议（参会者无需乘坐飞机、不提供住宿与讲课费）	Low Risk 低风险	Low Risk 低风险	Low Risk 低风险	Company organized meeting (Governmental Official meeting, routine call, product meeting, in-house meeting, etc.) where no ToV is provided to Government Officials as attendees or the only form of hospitality is modest hospitality (tea, coffee, meal) within thresholds. 公司组织的会议（如政府事务会议、常规拜访、产品会议、内部会议等），不向参会的政府官员提供任何形式的利益，或仅提供符合限额的适度招待（茶水、咖啡、工作餐）。
3	Governmental Official invitation to attend company organized virtual meetings 邀请政府官员参加公司组织的线上会议	Low Risk 低风险	Low Risk 低风险	NA 不适用	No ToV provided to Government Officials as attendees. 不向参会的政府官员提供任何形式的利益。
4	Speaker, Lecturer, Moderator or Chairperson 演讲者、讲师、主持人或主席	Low Risk 低风险	Medium Risk 中风险	Low Risk 低风险	Applicable when honoraria or benefits (e.g. travel reimbursement, hotel, meals) are provided to a Government Official who is providing a service to GAH such as speaking or chairing an GAH organized or sponsored session / meeting / symposium (both standalone - GAH organized or third party congress organized), participation in public affairs activities (e.g., media workshop, press briefing, etc.). It must be carried out in compliance with the provisions on “Hospitality” set forth in this Code of Conduct. 适用于向政府官员支付讲课费或提供其他利益（如差旅报销、酒店、餐饮等），以换取其为 GAH 提供服务的情形，例如： <ul style="list-style-type: none"> 在 GAH 组织或赞助的会议 / 研讨会 / 论坛（包括 GAH 独立举办或第三方大会中的专场）中担任演讲者或主持人； 参与公共事务活动（如媒体工作坊、新闻发布会等）。 必须遵循本 COC 中关于“招待”的规定执行。
5	Sponsorship to a third-party organized congress/event program 赞助政府官员所在境内由第三方组织的会议/活动	Low Risk 低风险	Medium Risk 中风险	Medium Risk 中风险	Includes sponsorship (provision of travel, hotel, registration, meals, etc.) of Government Officials to attend a local, in market medical/scientific congress (e.g., organized by a third party /medical association), or

					Company organized standalone meeting (e.g., speaker's forum, standalone / free standing symposium). It must be carried out in compliance with the provisions on “Hospitality” set forth in this Code of Conduct. 包括为政府官员参加本地/境内医学/科学会议（由第三方/医学协会主办）或公司独立举办的会议（如讲者论坛、独立研讨会）提供赞助（差旅、酒店、注册费、餐饮等）。必须遵循本 COC 中关于“招待”的规定执行。
6	Sponsorship to a Third-Party organized Virtual International Congresses 赞助第三方组织的线上国际会议	Low Risk 低风险	Medium Risk 中风险	High Risk 高风险	Only Registration fees (no other benefits provided) to Government Officials as attendees. 仅向政府官员参会者支付注册费，不提供其他利益。
7	Sponsorship a third-party congress or Company organized program OUTSIDE Governmental Official's country / region 赞助政府官员出席境外由第三方组织的会议或公司主办的项目	Medium Risk 中风险	High Risk 高风险	High Risk 高风险	Under the current enforcement environment, it is generally not advisable to sponsor government officials, in any form or manner, to attend overseas conferences or events. No ToV provided to Government Officials as attendees. 在目前执法环境下，通常不建议以任何形式或方式赞助政府官员出席境外会议或活动。不向参会的政府官员提供任何形式的利益。
8	Input / Advice / Consulting provided to our Company 向本公司提供的意见/建议/咨询	Low Risk 低风险	Medium Risk 中风险	High Risk 高风险	Includes Government Official participation in a GAH sponsored Advisory Board, Expert Input Forum, Consulting Agreement, Scientific Advisory Committee, Scientific Input Engagement. Benefits that are typically provided to the government officials should be documented in the Consulting or other appropriate Agreement with the Government Official. 涵盖政府官员参与 GAH 赞助的各类顾问/专家活动：咨询委员会、专家意见论坛、顾问协议、科学顾问委员会、科学意见交流。向政府官员提供的利益应在咨询或其他适用的协议中明确记录。

Annex III: Documents Retention Periods
附件三：文件保管期限

Document Type 文件类型	Specific Scope 具体范围	Retention Period 保管期限	Basis 依据条款
I. Financial and Accounting Documents 一、财务会计类			
Original Vouchers (Invoices, Receipts) 原始凭证（发票、收据）	Including bookkeeping vouchers, summary vouchers, payroll sheets, warehouse entry/exit slips, etc. 含记账凭证、汇总凭证、工资表、出入库单等	30 years 30 年	Measures for the Administration of Accounting Archives 《会计档案管理办法》
Bank Reconciliation Statements 银行对账单	Bank deposit reconciliation statements, bank statements 银行存款余额调节表、银行流水	10 years 10 年	
Tax Return Forms 纳税申报表	Annual VAT, corporate income tax returns and attachments 增值税、企业所得税等年度申报表及附表	10 years 10 年	
Accounting Ledgers 会计账簿	General ledger, subsidiary ledgers, cash journals, fixed asset cards 总账、明细账、日记账、固定资产卡片	30 years (Fixed asset cards: 5 years after disposal) 30 年（固定资产卡片 5 年）	
Financial Reports 财务会计报告	Monthly, quarterly, semi-annual reports (10 years); Annual financial reports (Permanent) 月度、季度、半年度报告（10 年）；年度财务报告（永久）	Varies by type 分期限	
II. Contracts 二、合同类			
Major Contracts 重要合同	Such as investment, merger & acquisition, major asset transfer, strategic cooperation, long-term strategic agreements, etc. 如投资、并购、重大资产转让、战略合作、长期战略合作协议等	Permanent 永久	Provisions on Archiving Scope of Corporate Documents and Period of Archive Keeping 《企业文件材料归档范围和档案保管期限规定》
General Economic Contracts 一般经济合同	Such as sales contracts, service contracts, lease contracts, technology contracts, etc. 如购销合同、服务合同、租赁合同、技术合同等	30 years 30 年	
Employment Contracts 劳动合同	Employee labor contracts, confidentiality agreements, etc. 员工劳动合同、保密协议等	Permanent 永久	

III. Other Core Documents 三、其他核心文件			
Shareholders' / Board Resolutions 股东会/董事会决议	Articles of Association, shareholders' agreements, equity change documents 公司章程、股 东协议、股权变更文件	Permanent 永久	Provisions on Archiving Scope of Corporate Documents and Period of Archive Keeping 《企业文件材 料归档范围和 档案保管期限 规定》
Litigation Files 诉讼档案	Judgments, arbitration awards, settlement agreements 判决书、仲裁书、和解协议	Permanent 永久	
Intellectual Property Documents 知识产权文件	Patents, trademarks, copyright registration certificates 专利、商标、著作权登记证书	Permanent 永久	
Audit Reports 审计报告	Internal and external audit reports 内外部审计报告	Permanent 永久	