

## ANTI-CORRUPTION AND ANTI-BRIBERY POLICY (Revised)

*(Adopted by the Company at the meeting of the board of directors of the Company)*

### 1. PURPOSE

Asymchem Laboratories (Tianjin) Co., Ltd. (hereinafter referred to as the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**” or “**Asymchem**”) are committed to responsible business conduct, corporate social responsibility, and sustainable development. The Group strictly and consistently comply with applicable laws, regulations and business ethics.

This Anti-Corruption and Anti-Bribery Policy (hereinafter referred to as “**the Policy**” or “**this Policy**”) provides guidance on a wide range of situations, implementing and enforcing effective mechanisms to prevent and detect bribery and corruption. The Group curbs unethical behavior and continuously improves its internal supervision mechanisms and risk controls.

### 2. APPLICATION SCOPE

This Policy applies to all employees (including secondees), officers and directors of the Group (hereinafter collectively referred to as the “**Relevant Person(s)**”) as well as external third parties who deal with the Group, including but not limited to the customers and suppliers (“**External Parties**”).

It is the responsibility of every Relevant Person to counter corruption and bribery by adhering to this Policy. The Policy is not intended to replace any relevant applicable laws, rules, and regulations, nor can it address all potential issues that may arise.

All Relevant Persons are required to adhere to this Policy, a breach of which may lead to disciplinary action that could ultimately result in termination of employment, or where appropriate, may also be referred to regulatory/law enforcement authorities.

This Policy sets out the minimum standards of conduct to which all Relevant Persons are required to adhere. Relevant Persons are to comply with any additional requirements set by their employing company or by local law, which may be stricter than those set out in this Policy.

### 3. MANAGEMENT STRUCTURE

The Board of Directors: Responsible for overseeing the formulation and implementation of anti-corruption and anti-bribery policies.

The Audit Committee: Responsible for managing anti-corruption and anti-bribery matters, as well as reviewing and supervising the effectiveness of the anti-fraud management system and its related policies.

The Audit Department: Responsible for engaging in specific tasks such as auditing ethical standards, receiving whistleblowing reports, investigating and handling whistleblower complaints, and reporting audit results and whistleblowing cases to the Audit Committee.

#### **4. PREVENTION OF CORRUPTION AND BRIBERY**

The Group prohibits all forms of bribery and corruption. All Relevant Persons are prohibited from soliciting, accepting or offering bribes while conducting the business or affairs of the Group. In all business or affairs of the Group, Relevant Persons shall comply with all applicable laws and regulations including but not limited to the Anti-Unfair Competition Law of the People's Republic of China, the Prevention of Bribery Ordinance (Cap. 201) of the Laws of Hong Kong (the “**POBO**”).

The following conducts are prohibited:

- (1) Soliciting or accepting any benefits or kickbacks from other persons as a reward, or offering any benefits or kickbacks to Relevant Persons as a reward for any action;
- (2) Instigating or inducing other employees to violate the Group's policies, or bribing or agreeing on improper benefits to other employees during or after their employment;
- (3) Illegally conducting related party transactions or violating the provisions of conflict of interests. Taking advantage of a Relevant Person's position for the benefit of oneself or one's relatives or friends;
- (4) Engaging in insider trading and internal collusion;
- (5) Embezzlement of public funds and falsifying accounts;
- (6) Any other acts that violate applicable laws, regulations and the Group's articles of association, rules and regulations or impede the purpose of this Policy or applicable laws and regulations; and
- (7) Deliberate concealment of the above actions.

#### **5. GIFTS AND HOSPITALITY**

Gifts: Cash and cash equivalent items, such as jewelry, equity options, gift vouchers, shopping cards, tangible gifts, antiquities and fine art, commission charges, etc.

Hospitality: Meals, recreational activities, accommodation and travel arrangements, etc.

The Group refrains from offering or accepting gifts and hospitality that are intended to improperly influence business decisions. Inappropriate interaction with customers and suppliers should be

avoided.

Even gifts with good intentions may be perceived as influencing business decisions. As a result, there are restrictions on the gifts that employees can give and receive. Gifts may be accepted when both of the following conditions are met:

- (1) The gift is of an advertising nature, e.g., pens, notebooks, calendars with logos printed on them; and
- (2) The gift complies with legal and ethics requirements and will not be perceived as intended or likely to unduly influence business decisions. Please consult with the team supervisor if more guidance is needed.

Employees are only allowed to accept gifts that are appropriate and are encouraged to hand in gifts that should be accepted by the Group. In this regard, the Group clearly stipulates that: employees should refuse to accept all kinds of gifts from work due to non-subjective reasons and report to the Group in time; if they fail to refuse due to various reasons, they should return the gifts in time afterwards; if they are unable to return the gifts, they should hand them over to the Company's Audit Department (the "**Audit Department**") within 5 days after receipt (except for those who are unable to hand them over within the time limit due to reasons such as being on business trips, etc.).

The Audit Department is responsible for collecting and registering these gifts and reporting to the Company. At the same time, all forms of gifts or benefits will be uniformly surrendered to the Company for handling.

Employees who receive gifts or benefits and fail to hand them in after the deadline without any exceptional circumstances will be regarded as violating the policy on integrity and self-discipline. Employees who receive gifts or benefits with a value of less than RMB100 (inclusive) are not required to hand them in.

It is permissible to provide meals or appropriate social entertainment within the limits of the Policy. Banquets or other hospitality may be offered or accepted when the following conditions are met:

- (1) Under the normal business relationship situation;
- (2) An itinerary that is predicated on training or business activities;
- (3) Legality;
- (4) Compliance with the Group's policies;
- (5) It will not be perceived as an attempt to unduly influence the Group's business decisions and the Group will not be subject to public scrutiny inappropriately.

## **6. CHARITABLE DONATIONS AND SPONSORSHIPS**

Charitable donations and sponsorships may in some circumstances constitute a disguised form of bribery. The Group and its subsidiaries are responsible for the daily management of social charity activities.

The Compliance Team must ensure relevant policies of the Group are complied with, including but not limited to the Guidelines for Interacting with External Stakeholders of the Company.

## **7. CONFLICT OF INTEREST**

Decisions must be made in strict adherence to the best interests of the Group and its shareholders. Any potential conflict of interest should be disclosed in writing and approved by the management or the authorized department.

Followings are several typical conflicts of interest or potential conflicts of interest:

- (1) Possessing personal investments in suppliers, customers or competitors;
- (2) Having a family member (e.g., spouse, parent, sibling, child, or in-law) or someone else related like a family member (e.g., fiancé(e), cohabitant, live-in relative) employed by the Group's suppliers, customers, or competitors;
- (3) Receiving any form of benefits from suppliers, customers or competitors;
- (4) Using Group affairs for personal benefits or potential personal benefits;
- (5) Serving as a consultant or director of a company or organization with a business or market similar to that of the Group;
- (6) Having a family member employed by an organization that regulates the Group.

## **8. RECORDS, ACCOUNTS AND OTHER DOCUMENTS**

All Relevant Persons should ensure that all records, receipts, accounts, or other documents they submit to the Group give a true representation of the facts, events or business transactions as shown in the documents. Intentional use of documents containing false information to deceive or mislead the Group, regardless of whether there is any benefit or advantage involved, may constitute an offense under any applicable laws and regulations.

## **9. REPORTING OF BRIBERY AND SUSPECTED ACTIVITIES**

If any Relevant Person becomes aware of any actual or suspected violation of this Policy, he/she is required to report the matter in accordance with the Whistleblowing Policy, which provides a

mechanism for Relevant Persons and outsiders to raise concerns about any suspected misconduct, or malpractice through a confidential reporting channel.

The Group has established a dedicated whistleblowing channel to receive both anonymous and named suggestions and complaints from all employees, third parties and other stakeholders concerning known or potential misconduct, non-compliance, or violation of the law. The Group will address all types of suggestions and reports in a serious manner while prioritizing the protection of the personal information and safety of proposer and whistleblowers. (Tel: 022-66252888; Email: [asymchemaudit@asymchem.com.cn](mailto:asymchemaudit@asymchem.com.cn))

## **10. ANTI-CORRUPTION AUDITING**

The Audit Department identifies and evaluates potential high-risk areas of corruption through regular process audits and special audits, and conduct inspections. Corresponding reports are prepared based on identified risk areas resulting from these inspections, and the Audit Department follows up on the completion of relevant corrective actions.

In accordance with the Group's Business Ethics Management System, the Policies, and other relevant requirements, the Audit Department conducts reviews of anti-corruption and anti-bribery risk control systems, as well as special investigations on business ethics standards, anti-corruption management policies for the Group and its all subsidiaries .Such auditing activities are conducted at least once every three years.

## **11. TRAINING AND COMMUNICATION**

For all employees, new hires, part-time employees and labor dispatch, the annual training session on the theme of Business Ethics shall be conducted at least once every year. Communication on professional ethics is conducted through training to avoid corruption and bribery to the maximum extent, such as induction training, on-the-job training, and other forms of training. Through various forms of training, employees can fully understand the requirements and obligations of anti-corruption laws and this Policy, the importance of professional ethics and establish correct and positive professional values. Employee performance evaluation covers compliance, code of conduct and other contents, and their compensation is linked to anti-corruption, compliance and other performance.

The directors, supervisors and senior management members are required to participate annually in training sessions of “critical few” organized by regulatory bodies and China Association for Public Companies.

The Group's zero-tolerance approach to bribery and corruption must be communicated to the External Parties at the outset of the business relationship with them and as appropriate thereafter.

## **12. SUPPLIER AND CUSTOMER MANAGEMENT**

The Group has established the "Supply Chains Code of Conduct," mandating that all suppliers collaborate in compliance with applicable laws and regulations, industry-standard ethical norms, and the company's anti-corruption requirements while providing services to the company and fulfilling contractual obligations.

The Group will sign the "*Employee Integrity and Self-Discipline Agreement*" with relevant employees, including but not limited to the employees involved in procurement, sales, and other related business operations, inspection and supervision department and those whom the Group deems necessary to sign. The Group will also sign the "*Sunshine Cooperation Agreement*" with cooperative organizations and set up an anonymous reporting phone number and mailbox.

In the course of business negotiations, Relevant Persons should strictly adhere to the Group's internal process and regulations, and make best efforts and utilize professional expertise to obtain the most favorable trading conditions for the Group. In the event that the counterparty legally grants favorable terms in accordance with the law or the agreement, it should be reported to the Group and handled in accordance with the Group's regulations.

## **13. ENGAGEMENT WITH DOMESTIC AND INTERNATIONAL PUBLIC OFFICIALS**

The Group adopts an approach characterized by openness and transparency in its communications, encouraging an exchange of information with public servants, to garner trust, endorsement, and collaboration of the public officials and the government. Any use of any illegal or non-compliant methodologies, including bribery, in interactions with public officers is forbidden.

The Group abides by the standards of conduct prescribed by international anti-corruption laws and regulations, as well as anti-money laundering legislation in all jurisdictions where it operates. It strengthens centralized governance to mitigate overseas integrity risks and improves risk assessment in international investment decisions. Leveraging technological and informational capabilities as essential tools, the Group enhances the effectiveness of its efforts to prevent and address integrity risks abroad.

## **14. PENALTIES FOR VIOLATION OF THE POLICY**

Relevant Persons are responsible for reporting any known or suspected violations of laws, regulations and Group policies. This behavior is not a sign of disloyalty to others, but rather protects the reputation and credibility of the Group and its employees.

Knowing of or suspecting a violation of this Policy, the Relevant Persons are responsible for immediately reporting the violation to the Group's management. The Group will treat all queries and reports with sensitivity and caution.

The Group strictly prohibits retaliation against whistleblowers. Individuals who illegally leak information on whistleblowers or retaliate against whistleblowers will be dismissed, their employment contracts will be terminated, and they will be transferred to judicial authorities for legal action if they violate the laws.

The Group adopts a zero-tolerance attitude towards any misconduct that violates any laws and regulations, the Company policies, and the Code of Conduct. The corresponding measures such as warning, dismissal, and transfer to the judicial authorities are taken, according to the extent of the violations and the procedures as required.

## **15. RESPONSIBILITY AND REVIEW OF THE POLICY**

This Policy shall be read in conjunction with and subject to any relevant laws, regulations, rules, directives or guidelines that The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other regulatory authorities of mainland China and Hong Kong may from time to time prescribe or issue on the matters governed by this Policy.

In the event that any procedures herein are inconsistent or in conflict with any relevant laws, regulations, rules, directives or guidelines as prescribed by the Stock Exchange or any other regulatory authorities of mainland China and Hong Kong or any part thereof (the “**Legal Requirements**”), the latter shall prevail within the scope of such inconsistency or conflict unless the procedures herein comply with the Legal Requirements and are more stringent than the Legal Requirements.

The Group's primary business operations are mainly located in Mainland China, and it has business dealings with External Parties from all over the world. Therefore, in case of inconsistency or conflict with this Policy, members of the Group may establish specific whistleblowing policies in accordance with the laws, regulations, rules, directives or guidance applicable to such member's respective jurisdictions. The audit committee of the Company is responsible for the periodic review

of this Policy to ensure its relevance and effectiveness and shall make recommendations on any necessary changes to the Board for approval.

## **16. DISCLOSURE OF THE POLICY**

This Policy is required to be published on the Asymchem's website (**[www.asymchem.com](http://www.asymchem.com)**) under the section of "Investor Relations - Corporate Governance".

*NOTE: This document is originally drafted in Chinese. In case of discrepancies between the English version and Chinese version, the Chinese version shall prevail.*



凯莱英医药集团（天津）股份有限公司  
反腐败及反贿赂政策

（2024 年 7 月修订）

## 1. 目的

凯莱英医药集团（天津）股份有限公司（「**本公司**」）及其附属公司（「**集团**」、「**本集团**」或「**凯莱英**」）致力于负责任的商业行为、企业社会责任以及可持续发展，并始终严格遵守相关法律、法规和商业道德。

该《反腐败及反贿赂政策》（「**本政策**」或「**该政策**」）针对多种情形提供指引，实施并执行有效机制，以预防和发现贿赂和腐败行为。本集团遏制不道德行为，不断完善内部监督机制和风险控制。

## 2. 适用范围

该政策适用于集团全体员工（包括借调员工）、高级管理人员和董事（统称「**相关人士**」）以及与本集团有业务往来的外部第三方（包括但不限于客户和供应商（「**外部方**」））。

每位相关人员均有责任遵守该政策。该政策无意取代任何相关的适用法律、条例和规章，也不可能解决可能出现的任何潜在问题。

所有相关人员都必须遵守该政策，违反该政策可能导致纪律处分，最终可能导致解雇，或在适当情况下，也可能提交监管/执法机构处理。

该政策规定了所有相关人员必须遵守的最低行为标准。相关人员应遵守其雇佣公司或当地法律规定的任何额外要求，这些要求可能比本政策规定的要求更严格。

## 3. 管理架构

公司董事会：负责监督反腐败及反贿赂相关政策的制定和落实。

审计委员会：负责管理反腐败及反贿赂相关工作，审阅和监督反舞弊管理体系及相关制度的有效性。

审计部：负责商业道德标准审计、举报接收及调查处理等具体工作，并将审计结果、举报情况等报告至审计委员会。

## 4. 阻止腐败或贿赂

本集团禁止一切形式的贿赂及腐败。所有相关人士不得在开展本集团业务或事务时索取、接受或行贿。在开展本集团的所有业务或事务时，其须遵守所有适用法律及法规（包括但不限于《中华人民共和国反不正当竞争法》、香港特别行政区《防止贿

赂条例》（第 201 章）等适用法律和法规，且不得存在如下行为：

- (1) 索取或接受他人的任何好处、回扣作为报酬，或向利益相关者提供任何好处、回扣作为任何行动的报酬；
- (2) 唆使或利诱其他员工违反公司规定，或在其他员工任职期间或离职后向其行贿或商定不正当利益；
- (3) 非法进行关联交易或违反利益冲突规定，利用相关人员的职务便利为本人或亲友谋取利益；
- (4) 涉嫌内幕交易和内部串谋勾结；
- (5) 挪用公款和虚假记账；
- (6) 任何其他违反相关法律、法规和集团章程、规章制度的行为，或妨碍实现本政策或适用法律、法规宗旨的行为；以及
- (7) 对上述行为刻意隐瞒。

## 5. 礼品和招待

礼品：包括现金及等价物，如金银珠宝、股票期权、购物卡、礼品卡、礼物、古玩字画、佣金等；

招待：包括宴请、娱乐、旅游等。

集团不赠送或接受旨在不当影响业务决策的礼品和招待。应避免与客户和供应商进行不适当的接触。

即使是出于善意的礼物也可能被视为影响商业决策的意图。因此，对员工赠送和接受礼物有一定的限制。仅有以下两个条件均得到满足时，方可接受礼品：

- (1) 该礼品为一般广告性质的促销材料，例如印有标志的笔、记事本、日历等；且
- (2) 礼品符合法律和道德要求，不会被视为有意或可能不当影响业务决策。如需更多指导，请与团队主管沟通咨询。

员工只能接受适当的礼品。本集团要求员工上交应由集团接受的礼品。对此集团明确规定：员工由于非主观原因收受的工作对象的各种馈赠，应当场拒收，并需实时汇报集团；因各种原因未能当场拒收的，事后应及时退回；确实无法退回的，应在收到后 5 个工作日内上交集团审计部（「**审计部**」），因出差等原因未能按期限上交的除外。

审计部负责收集、登记礼品，并汇总报告集团，同时将一切直接或间接形式的礼品或利益统一上缴集团，由集团处理。

未在期限内收到礼品或利益并未出现任何特殊情况而未能上交的员工将被视为违反诚信和自律政策。价值低于 100 元人民币（含）的礼品或利益无需上交。

本集团允许在政策允许的范围内提供宴请或适当的社交娱乐活动。礼宴或其他款待应满足下列条件方可被提供或接受：

- (1) 合法；
- (2) 处于正常业务关系情况下；
- (3) 基于培训或业务活动的行程；
- (4) 符合集团规章制度；
- (5) 不会被视作旨在不当地影响集团的业务决策，且集团在接受公众审查时不会有不当之处。

## **6. 慈善捐款和赞助**

在某些情况下，慈善捐款和赞助可能构成变相贿赂。集团和各子公司负责社会慈善活动的日常管理。

合规团队必须确保遵守集团的相关政策，包括但不限于集团与外部利益相关者的互动准则。

## **7. 利益冲突**

公司决策必须严格遵守集团及其股东的最佳利益。任何潜在的利益冲突均应以书面形式披露，并经管理层或授权部门的批准。

以下是某些典型的利益冲突或潜在利益冲突：

- (1) 在供应商、客户或竞争对手处拥有个人投资；
- (2) 家庭成员（如配偶、父母、兄弟姐妹、子女或姻亲）或像家庭成员一样关系的其他人（如未婚夫（妻）、同居伴侣、同居亲戚）在集团的供应商、客户或竞争对手中就业；
- (3) 从供应商、客户或竞争对手处收取任何形式的好处；
- (4) 利用集团事务谋取个人利益或潜在个人利益；
- (5) 担任具有类似于集团业务或市场的公司或机构的顾问或董事；
- (6) 有家庭成员在监管集团的组织中就业。

## **8. 记录、账目和其他文件**

所有相关人士应确保提交给集团的所有记录、收据、账目或其他文件真实地反映了文件中所示的事实、事件或业务交易。故意使用含有虚假信息文件欺骗或误导集团，无论是否涉及任何利益或优势，均可能构成任何适用法律和法规规定的违法行为。

## 9. 举报贿赂及疑似活动

倘任何相关人士知悉任何实际或疑似违反本政策的行为，其须根据举报政策举报有关事件，该政策为相关人士及外部人士提供通过保密举报渠道就任何疑似不当行为、失当行为或舞弊行为提出疑虑的机制。

凯莱英设置专门的建议征询及举报渠道，接受来自全体员工、第三方以及其他利益相关者对任何已知或潜在的不当行为、违规、违法行为进行实名或匿名建议及举报。集团将认真解决各类建议及举报，并注重保护建议人及举报人的个人信息与安全（电话：022-6625888；邮箱：asymchemaudit@asymchem.com.cn）

## 10. 反腐败审计

审计部通过日常过程审计和专项管理审计等方式，识别和评估潜在腐败高风险领域，并进行检查，针对检查发现的风险点形成相应报告，跟进相关整改措施的完成。

审计部依照集团商业道德规范管理制度、反腐败及反贿赂政策等相关要求，针对集团及所有子公司适时开展反腐败反贿赂风险控制体系梳理，并针对集团及所有子公司开展商业道德标准、反腐败管理政策专项调查等审计工作，至少每三年一次。

## 11. 培训和沟通

面向集团全体员工，包括新入职员工、兼职员工及劳务派遣员工每年至少举办一次商业道德规范主题培训，通过入职培训、在职培训等多种形式的培训，进行职业道德沟通，使员工充分了解反腐败法律和本政策的要求和义务，认识到职业道德的重要性，树立正确、积极的职业价值观。同时，员工的绩效评估中涵盖合规、行为准则等内容，其薪酬与反腐败、合规等表现相挂钩。

同时，董监高等管理层成员每年参加监管机构、上市公司行业协会关于“关键少数”的培训。

在与外部方建立业务关系之初，必须向其传达集团对贿赂和腐败的零容忍态度，并在此后适时沟通。

## 12. 供应商及客户管理

集团建立了《供应链行为准则》，明确要求所有合作供应商在向公司提供服务和履行合同义务时，应遵守所有适用的法律法规，遵从业界通行的道德标准，遵守和维护公司的反腐败相关要求。

集团与有关员工签订《员工廉洁自律协议》，包含但不限于采购、销售等相关业务执行人员、检查监督部门相关人员以及集团认为有必要签署人员，集团也与合作单位签订《阳光合作协议》并设置匿名举报电话及邮箱，定期抽查协议的签署情况，保障利益相关方清晰地理解公司的合规管理政策。

在业务接洽过程中，相关人员应严格履行集团内部作业等相关流程和制度，将尽最大努力及专业为集团争取最有利之交易条件。若遇交易对象依法或依照协议给予优惠条件的，应向集团汇报，并按照集团规定处理。

## 13. 与境内外政府公职人员关系

集团采取公开透明信息传播方式与公职人员进行双向信息交流，以取得政府及公职人员的信任、支持和合作，严禁使用一切违法、违规方式（如行贿行为等）。

集团遵守有关海外反腐败法规以及开展业务所在国的反腐败法和反洗钱法中所规定的行为标准。加强集团公司对境外廉洁风险的统一管控，完善境外投资决策中的廉洁风险研判，以科技化、信息化手段为支撑，增强境外廉洁风险防控的实时性与有效性。

## 14. 违反准则的处罚

相关人员有责任报告任何已知或涉嫌违反法律、法规和集团政策的行为。这种行为并不是对他人不忠的表现，而是为了保护集团及其员工的声誉和信誉。

相关人员在知晓或怀疑有违反本政策的行为时，有责任立即向集团管理层报告。集团将以敏感和谨慎的态度对待所有询问和报告。

集团严禁打击报复举报人。对非法泄露举报人信息或打击报复举报人的个人，将予以辞退，解除劳动合同，触犯法律的将移交司法机关依法处理。

针对违反集团反腐败政策或相关法律法规的行为，集团坚持零容忍原则，并将根据

违规行为的严重程度采取警告、解雇、移交司法机关依法处理等方式进行处置。

## 15. 政策责任和审查

本政策应与香港联合交易所有限公司（「**联交所**」）或中国内地和香港特别行政区任何其他监管机构就本政策所管辖的事项不时规定或发布的任何相关法律、法规、规则、指令或指引一并阅读，并受其约束。

如果本政策的任何程序与联交所或任何中国内地和香港特别行政区其他监管机构所规定的任何相关法律、法规、规则、指令或准则或其任何部分（「**法律要求**」）不一致或冲突，则在不一致或冲突的范围内以后者为准，除非本政策的程序符合法律要求且比法律要求更为严格。

本集团的业务主要位于中国大陆，与世界各地的外部方均有业务往来。因此，在与本政策不一致或冲突的情况下，集团成员可根据适用于该等成员的任何司法管辖区的法律、法规、规则、指令或任何监管机构的指引，制定具体的举报政策。

审计委员会负责定期审查本政策，以确保其有效性，并就任何必要的变更提出建议，并经董事会批准。

## 16. 披露公示

本政策需在凯莱英网站（[www.asymchem.com](http://www.asymchem.com)）的「投资者关系 — 公司治理」一栏中公布。