

CODE OF CONDUCT
行为准则

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Message from Our CEO: 总裁致辞:



Inheriting the spirit of the Sumitomo Group for 400 years, Sumitomo Pharma has continued to create and contribute new values for human health and happiness based in China since its entry into the country in the 1990s. The patient-centered principle gives us a great sense of mission and drives us to carry out our work with an attitude of “Innovation today, healthier tomorrows”.

承袭了住友集团四百年来的企业精神，住友制药自上世纪九十年代进入中国以来，立足中国，为人类健康和幸福持续创造并贡献新价值。以患者为中心，赋予我们巨大的使命感，驱动我们以Innovation today, healthier tomorrows的态度去开展我们的工作。

To achieve innovative results, all employees are required to adhere to the company's shared values of "Patients first", "Always with integrity", and "One diverse team". These shared values guide our behavior and form an important foundation of our company culture.

而为了要达成创新的成果，就要求公司的所有的员工严格恪守公司的共同价值观，即“Patient First（以患者为优先）”、“Always with Integrity（诚信经营）”以及“One Diverse Team（多元的一体化团队）”。这些共同的价值观引导着我们的行为，并构成我们公司文化的重要基础。

With these values as the origin, Sumitomo Pharma Group China has developed a Code of Conduct that applies to all employees of the company and is designed to help everyone regulate their actions and behaviors and make right decisions. These ethical and compliance standards will also ensure that the company conducts its business activities in a legal and compliant manner. We also promote an environment where any employee has the responsibility and obligation to raise concerns about behavior that is inconsistent with the company's values.

以上述价值观为原点，中国住友制药所制定的《行为准则》，适用于公司的全体员工，旨在帮助大家规范自己的言行举止，并做出正确的决策。这些道德规范与合规标准也将确保公司合法合规地开展经营活动。同时我们倡导一个畅所欲言的环境，对于不符合公司价值观的行为，任何员工都有责任及义务提出自己的疑虑。

Each and every one of us, whether interacting with colleagues, stakeholders, or customers, is expected to live up to the Code of Conduct. The support of each employee's actions will enable us to continue to gain the trust of the community, and realize the goal of becoming a high quality company that continue to contribute to the development of healthcare in China.

我们每位员工，无论是与同事、利益相关方亦或是客户互动时，应始终贯彻《行为准则》的要求。来自每位员工行动上的支持，才能使我们持续获得来自社会的信任，真正成为为中国医疗事业发展持续做出贡献的高品质企业。

CEO Koketsu Yoshitaka
总裁 纘纘义隆

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1. Introduction

行为准则介绍

1.1 Who We Are

我们是谁

The Company is a proud part of the Sumitomo Pharma Group (“SMP”) of companies. As such, the Company operates in China pursuant to a corporate vision informed by SMP and in a manner consistent with all SMP Group Company Policies.

公司作为住友ファーマ株式会社（“住友制药”）集团公司的一员而感到骄傲。因此，公司按照住友制药告知的公司愿景并以与住友制药集团公司政策一致的方式在华经营。

We are a company engaged in the life science industry that requires high ethical standards, we shall comply with applicable laws and regulations, and conduct transparent and fair corporate activities with a strong commitment to ethical behavior. 我们是一家遵循高规格伦理道德标准的生命科学领域的企业，我们遵守各项适用的法律法规，并切实践行透明、公平、合乎伦理道德的企业活动。

1.2 What Is the Code

什么是行为准则

This Code of Conduct is designed to describe the rules of conduct for the Company and its employees in the work that they do in China as part of the larger SMP group of companies. The Code builds upon our values by establishing general compliance, legal and ethical standards that apply not only to our relationships with customers and outside partners, but also to how we work with each other.

本行为准则旨在说明公司及其员工在华工作以及作为整个住友制药集团公司的一部分开展工作时应当遵守的行为规则。本守则建立在我们的价值观之上，确立了一般的合规、法律和道德标准，不仅适用于我们与客户和外部合作伙伴的关系，也适用于我们相互之间的工作方式。

The Company standards, principles, and requirements that are contained in this Code of Conduct are designed to ensure that the Company lives up to the highest ethical and business standards in all respects. The Board of Directors of the Company fully supports this Code of Conduct, and abides by it as well.

本行为准则所载的公司标准、原则和要求，旨在确保公司在各个方面遵循最高的道德和业务标准。公司的董事会全力支持本行为准则并将予以遵守。

Questions on this Code of Conduct can be addressed to your manager, the Human Resources Department, or the Compliance Department. The Code of Conduct, and all relevant related documents, such as SMP Group Company Policies, are available from the Human Resources and Compliance Department.

关于本行为准则的问题可向你的经理、人力资源部或合规部提出。本行为准则以及诸如住友制药集团公司政策等相关文件可向人力资源部和合规部索取。

1.3 Our Commitment to Integrity

对于诚信的承诺

The Company operates and carries on business subject to, and in accordance with, relevant laws and regulations. Because the Company is part of a multinational group of companies, relevant laws and regulations include not only those of China, but also those of other jurisdictions.

We shall observe international rules and local laws and regulations in our cross-border business activities, and shall respect local culture and customs.

公司受相关法律管辖并根据相关法律经营和开展业务。由于公司是一家跨国集团公司的一部分，因此相关法律和法规不仅包括中国的法律和法规，而且包括其他司法辖区的法律和法规。

在公司开展的跨境业务活动中，我们应当严格遵守国际规则、当地法律法规，并尊重当地的文化和习俗。

The Company interacts with its customers, employees, shareholders, partners, suppliers and competitors, and promotes the development of its business, with an attitude of good faith.

公司以诚实的态度与公司客户、员工、股东、合作伙伴、供应商、竞争对手打交道，促进公司的发展。

1.4 Your Responsibility

员工的责任

Employees shall act as honest and reliable staff, strictly complying with applicable laws and regulations as well as internal rules, so as to accomplish Company corporate mission and management mission. “Internal rules” (as mentioned above and below) include, without limitation, any company policy, company rule, SOP, and any company notice.

员工应当以诚实可信赖人士的标准行事，严格遵守适用的法律法规，以及各项公司内部规定，践行公司的企业理念与经营理念。前述以及下述提及的“公司内部规定”包括但不限于任何公司方针，公司规章制度，标准操作流程，公司通知等。

All employees of the company will receive a copy of the Code of Conduct on the on-board day. They should read, understand this document and acknowledge having done so by making a signed declaration to the Company.

公司所有员工入职时都将得到一份行为准则，并应阅读和理解此文件，然后通过向公司提交经签字的制度签收表的方式加以确认。

Please review and study this Code of Conduct carefully. It sets forth the main standards which the Company expects not only for itself, but also for its employees and its Board of Directors, and therefore, this Code of Conduct forms an important basis for the employment relationship between the Company and its employees.

请认真阅读和学习本行为准则，其中规定了公司不但期望其自身而且期望其所有员工予以遵守的主要标准，因此，本行为准则构成了公司与员工之间雇用关

系的重要基础。

1.5 Applicable Scope

适用范围

The Company shall refer to Sumitomo Pharma (Suzhou) Co., Ltd. and its affiliates (hereinafter “SMPC”). The affiliates include but not limited to parent company, subsidiaries, and branches of Sumitomo Pharma (Suzhou) Co., Ltd., and any other entities established in China which is directly or indirectly controlled by the same parent company of Sumitomo Pharma (Suzhou) Co., Ltd.

本公司，是指住友制药（苏州）有限公司及其关联公司（以下统称“SMPC”）。关联公司包括但不限于在中国境内依法设立的住友制药（苏州）有限公司母公司、子公司、分公司及与住友制药（苏州）有限公司受同一母公司直接或间接控制的其他法人实体。

2. **Acting with Integrity**

诚信行事

2.1 With Healthcare Community

与医疗行业各方的互动

2.1.1 Interaction With Patients and Patient Organizations

与患者及患者组织的互动

The purpose of our interactions with patients and patient organizations should be consistent with applicable laws, regulations and industry code, and that purpose should be adhered to in the execution of the activity. In all interactions, SMPC should clearly state the reason for the activity and the planned outcome and why the activity will benefit patients.

我们在开展与患者、护理人员和患者组织的互动时，其目的应符合适用法律、法规和行业的规范，并应在执行活动时坚持该目的。在所有的互动中，SMPC应该清楚地说明活动的原因和计划的结果，以及为什么活动会使患者受益。

We should assess our relationships with patients and patient organizations to ensure conflicts of interest are addressed. Any activity with patients and patient organizations should be conducted in full respect of medical ethical values and should aim to have a positive impact on the overall healthcare system.

我们应该评估我们与患者和患者组织的关系，以确保利益冲突得到解决。与患者和患者组织的任何活动都应在充分尊重医学伦理价值的前提下进行，并应以对整个医疗系统产生积极影响为目标。

2.1.2 Interaction With Healthcare Professionals and Organizations

与医疗卫生专业人士和的专业组织的互动

When we ask healthcare professionals and other experts for consultation,

advisory or other services, we shall comply with applicable laws and regulations and always conclude a written contract. We must be careful to ensure that no unjust payment is made under the name of consulting fees, manuscript fees, or the like. The amount of consideration must be appropriate for the services that we receive, and the details of the services must be recorded in writing. If the organization where the service provider belongs has its own internal rules on consultation, advisory or other services, we shall also observe such internal rules. 在我们向医务专业人士以及其他专家寻求咨询、建议或其他服务的时候，我们应当严格遵守适用的法律法规并始终与前述人员签订书面协议。我们应当坚决确保在以咨询费，稿费或其他类似名义费用的支付不存在任何不当利益。为所提供的服务支付的对价应当与我们获得的服务相当，并且提供服务的细节应当予以书面记录如果该等服务提供者所属的机构在提供咨询、建议或其他服务方面有其自身内部的规定，我们也应严格遵守该等内部规定。

When we make contributions to medical institutions, universities and other external organizations, we shall confirm that our contributions are not illegal. We should strictly refrain from making contributions that lack transparency, as well as making unjust payments under the name of consulting fees, advisory fees, or the like. We shall make contributions based on a pure intent without requesting any trade-offs from the recipient and shall not use contributions as a means to unjustly induce business from the recipient.

当我们向医疗机构、大学和其他外部组织进行捐赠时，我们应当确保捐赠行为的合法性。对于缺乏透明性的“捐赠”，以及以咨询费，顾问费或其他类似费用为名义但实则输送不正当利益的“捐赠”，我们应当予以严格禁止。我们的捐赠行为应当建立在纯粹目的，无需接受者给予任何回报的基础之上，我们不得利用捐赠不正当地从接受者处诱导任何商业机会。

2.1.3 Promoting Activities

推广活动

We must recognize that promotional activities involve a noble mission: we must provide accurate information, and we are responsible to deliver sufficient information for the proper use of drugs. For this purpose, Company must develop and establish an appropriate in-house system.

我们必须认识到推广活动的光荣使命：即我们应当提供准确的信息，并且我们有责任传递关于合理使用药物的充足信息。基于此使命，公司应当建立适当的公司内部机制。

When we engage in promotional activities for medical institutions and others, we shall comply with applicable laws and regulations (including Anti-unfair Competition Law of the People's Republic of China, Anti-monopoly Law of the People's Republic of China, RDPAC (China Association of Enterprises with Foreign Investment R&D Based Pharmaceutical Association Committee) Code of Practice etc.), internal rules and the like to ensure fair and transparent activities. 当我们向医疗机构和其他有关机构开展推广活动的时候，为确保推广活动的公正性和透明性，我们应当严格遵守相关适用的法律法规（包括《中华

《中华人民共和国反不正当竞争法》、《中华人民共和国反垄断法》、《RDPAC 行为准则》等），公司内部规定以及其他类似规定。

We shall learn the medical and pharmaceutical knowledge necessary for promotional activities, and provide proper information to promote the proper use of drugs or the like in accordance with applicable laws and regulations such as Drug Administration Law of the People's Republic of China.

为开展推广活动之目的，我们应当学习必要的医药知识，并根据适用的法律法规（例如《中华人民共和国药品管理法》）提供适当信息，以倡导合理用药。

We shall observe applicable laws and regulations as well as corporate ethics to appropriately conduct advertising activities. We shall ensure fairness in the contents and expressions of advertising activities so that such activities are not regarded as false or exaggerated advertisement, nor will it constitute social discrimination or violation of the human rights.

我们应当遵守适用的法律法规和企业伦理道德，合理开展广告宣传活动。我们应当确保广告活动内容和表述的合理性，防止该等活动被认为是虚假或夸大宣传，或被认为是构成社会歧视或侵犯人权。

We shall maintain a healthy relationship with physicians, pharmacists and others in public medical institutions so as not to violate, or be suspected of violating, Criminal Law of the People's Republic of China (crime of bribery), Anti-unfair Competition Law of the People's Republic of China, and other applicable laws and regulations.

我们应当和医务人员、药剂师和其他公共医疗卫生机构的工作人员保持健康的关系，以确保不违反或涉嫌违反《中华人民共和国刑法》（贿赂相关罪名）、《中华人民共和国反不正当竞争法》和其他相关适用的法律法规。

In the sale and marketing of, and information communication for our products, we shall conduct fair sales activities in accordance with applicable laws and regulations and corporate ethics. We must properly review and respond to inquiries and requests about our products.

在药品销售、市场推广和信息沟通中，我们应当按照相关适用的法律法规和企业伦理道德开展公平的销售活动。我们应当妥善地审视与回应关于我们的产品的任何询问和诉求。

2.2 Product and Product Development

产品和产品开发

2.2.1 Clinical Studies

临床研究

When we conduct clinical studies, we shall comply with applicable laws and regulations as well as internal rules. Observing rules such as Administrative

Standards on Good Clinical Practice (GCP) is a major prerequisite for conducting clinical development and is the responsibility of pharmaceutical companies. We shall sufficiently investigate whether the relevant medicinal agent deserves to have clinical studies conducted based on the data that was obtained through research and development. To ensure transparency with respect to clinical trial information, clinical trial information needs to be disclosed in accordance with the applicable laws and regulations.

在开展临床研究的时候，我们应当严格遵守相关适用的法律法规和公司内部规定。制药企业有责任确保在严格遵守相关规定（例如《药物临床试验质量管理规范》等）的前提下开展临床研究。我们应当根据以往研究和开发中所获的数据充分研究相关的医药代理机构开展临床研究的合理性和必要性。为了确保临床研究信息的透明性，临床试验相关信息应当根据相关适用的法律法规予以披露。

When we conduct clinical studies, we shall give utmost respect to the human rights of the subjects. We shall adequately provide the necessary information to the medical institutions, and should we become aware of any safety issue or determine that the relevant drug has no efficacy, we will immediately revise the relevant study plan and appropriately determine whether to continue the study. Furthermore, we shall be prepared for any chance of the occurrence of health damages to the subjects in all clinical studies that we conduct.

在开展临床研究的时候，我们应当充分尊重受试者的人权。我们应当向医疗机构提供充分和必要的信息。如果我们知晓任何安全问题或确定相关药品丧失疗效，我们应当立即修正相关临床研究方案，并且妥善决定是否继续临床研究。此外，我们应当就临床研究开展过程中对受试者可能造成健康损害做好准备。

When we request medical institutions to conduct clinical studies, we shall conclude a written contract. We shall clarify the method of payment of expenses to medical institutions and shall not make any payment under the name of a scholarship contribution, manuscript fees or the like, which is different from the actual service.

当我们需要医疗机构参与临床研究的时候，应当与医疗机构签署书面协议。我们应当向医疗机构明确临床研究费用的支付方式，并且不得以捐赠奖学金、稿费或其他类似与实际服务情况不相符的名义支付任何费用。

In our relationship with physicians or the like who are working for public medical institutions where we request the conduct of clinical studies, we shall maintain a healthy relationship with them so as not to violate or be suspected of violating Criminal Law of the People's Republic of China (crime of bribery), Anti-unfair Competition Law of the People's Republic of China, RDPAC (China Association of Enterprises with Foreign Investment R&D Based Pharmaceutical Association Committee) Code of Practice and other applicable laws and regulations.

我们应当与医生或其他类似供职于开展临床研究的公共医疗机构的人员保持健康的关系，以确保我们不会构成违反或涉嫌违反《中华人民共和国刑法》（贿赂相关罪名）、《中华人民共和国反不正当竞争法》、《RDPAC 行为

准则》以及其他适用的法律法规。

2.2.2 Application, Manufacturing and Logistics

申请批文、生产和物流

When we apply for the manufacturing and marketing approval (including applications for partial changes and/or the filing of minor change notice), we shall comply with applicable laws and regulations as well as internal rules, and only use application materials that accurately describe data and facts based on studies that were conducted ensuring the scientific quality and credibility of the results. We shall never use data obtained from studies conducted in a manner that deviated from applicable laws and regulations or internal rules, nor shall we ever be involved in fraudulent acts including falsification, replacement or concealment of data. When we outsource such studies to outsourcing contractors, we shall sufficiently manage and supervise those outsourcing contractors to ensure that the studies and obtainment of data are carried out properly.

当我们申请生产和上市许可（包括部分内容变更申请和/或细微内容变更申请）的时候，我们应当严格遵守适用的法律法规以及公司内部规定，并确保以具备科研质量和可信度的研究结果为依据制备申请材料、使其准确反映数据和事实。我们不得使用以违反适用的法律法规或公司内部规定的方式而获得的数据，我们也不得有任何包括伪造、篡改或隐瞒数据在内的欺骗行为。当我们将该等研究外包给外部承包商的时候，我们应当充分管理和监督外部承包商，确保其以适当的方式开展研究和获取数据。

We shall be aware of the fact that our products are related to people's lives and ensure the stable supply of products to patients through medical institutions in a timely and appropriate manner. The inability to provide sufficient treatment to patients due to out-of-stock products or the like must be avoided at any cost.

我们应当意识到我们的药品与人的生命息息相关，应当确保药品能及时适当地通过医疗机构持续稳定地向患者供应。我们应当不惜代价地避免由于库存不足或其他类似原因而导致的无法充足向患者提供的情况。

We shall observe applicable laws and regulations as well as internal rules in manufacturing products, and fully implement manufacturing and quality control measures through the entire process of manufacturing. If any problem arises with respect to product quality, we shall promptly take appropriate measures, including product recovery, placing the first priority on the prevention of health damages. In addition, we shall identify the root cause and take necessary measures to prevent recurrences.

我们应当在药品生产过程中严格遵守适用的法律法规和公司内部规定，在生产全程充分贯彻生产和质量控制措施。一旦发生任何与药品质量有关的问题，我们应当立即采取适当措施（包括药品回收），将预防健康损害置于首位。此外，我们应当查明问题根源，采取必要的措施防止类似问题的再次发生。

In running plants and manufacturing equipment, we shall observe applicable laws

and regulations as well as internal rules and take appropriate measures in order to prevent accidents and disasters, including fires and explosions and to ensure the safety of the employees and local community.

在管理厂房和生产设备的时候，我们应当严格遵守适用的法律法规和公司内部规定，采取适当措施防止包括火灾、爆炸在内的事故和灾难的发生，确保公司员工和当地民众的安全。

When we handle chemical substances such as raw materials used for manufacturing products, we shall observe applicable laws and regulations as well as internal rules with respect to the handling of chemical substances to be used in production activities, and water discharge and emission from plants and take appropriate measures, taking into account the effects on the health of employees during the manufacturing process and the environmental impact due to external emissions.

在我们处理诸如用于生产药品的原材料之类的化学物质的时候，应当严格遵守与生产活动中的化学物质的处理和工厂污水废物排放有关的适用的法律法规和公司内部规定，采取适当措施，充分考虑生产过程中这些化学物质对员工身体健康的影响以及因外部排放而产生的环境影响。

We shall observe applicable laws and regulations as well as internal rules in relation to logistics, import and export of products, raw materials, equipment, devices, or the like, and appropriately carry out such logistics, import and export operations.

我们应当严格遵守与药品、原材料、设备、装置或其他类似的物流运输、进出口有关的适用的法律法规和公司内部规定，并恰当开展该等物流运输和进出口运营活动。

2.2.3 Drug Safety Management and Surveillance

药品安全管理和监督

In order to ensure the safety of drugs or the like after manufacturing and marketing and to establish the proper use thereof, we shall conduct post-marketing safety management operations and post-marketing surveillance in compliance with applicable laws and regulations as well as internal rules.

为确保上市后药品的安全性及药品的合理使用，我们应当按照适用的法律法规和公司内部规定的要求进行上市后药品的安全管理和监督。

We shall collect, report and examine safety management information derived from various sources and exert efforts to ensure the safety, including implementation of various safety measures, in compliance with applicable laws and regulations as well as internal rules.

我们应当根据相关适用的法律法规和公司内部规定，收集、报告和分析各种来源的药物安全相关信息，采取各种形式的安全措施，以进一步确保临床药物的安全使用。

We shall conduct surveys and studies in compliance with applicable laws and

regulations as well as internal rules, to collect and create re-examination or re-evaluation materials, and also as a part of activities to monitor the safety of drugs or the like.

我们应当按照适用的法律法规和公司内部规定开展调查和研究，收集并创建经过复核的材料，并对药品的安全性等进行常规监测。

2.3 Following Laws and Regulations

遵循法律法规

2.3.1 Prohibition of Unfair Trade Practices

禁止不当交易行为

In our relationship with medical institutions, competitors, business partners and others, we shall follow the rules set by Anti-monopoly Law of the People's Republic of China, Anti-unfair Competition Law of the People's Republic of China and other applicable regulations, to ensure fair, legitimate and transparent corporate activities.

在与医疗机构、竞争对手、商业伙伴以及其他人士的交往中，为确保公司活动的公正性、合法性和透明性，我们应当严格遵守《中华人民共和国反垄断法》、《中华人民共和国反不正当竞争法》和其他适用的法律法规。

In our business activities, including in promotional activities and sales activities, we shall not give illegal or unjust gifts, entertainment, rebates or the like to healthcare professionals, persons in charge of relevant dealings at our business partners, university staff, researchers, medical institutions, wholesalers and patient organizations.

在包括推广和销售行为的经济活动中，我们不应向医务专业人员、交易合作伙伴中负责交易事项的人员，大学教职工，研究人员，学术研究机构，批发商和患者组织，提供任何非法的或不正当的礼品、娱乐、回扣或类似的好处。

Officers and employees who are involved in any form of business must not make an arrangement among competitors on product pricing, quantity, sales destinations (markets) and the like, and must not limit the competition in the market. Such an act is prohibited by Anti-monopoly Law of the People's Republic of China as an unreasonable restraint of trade (horizontal level). In a meeting among competitors, topics that could unjustly restrict competition in the market shall not be brought up, including pricing and sales terms. Should such a topic come up in a conversation, you must refuse and leave the meeting immediately.

开展商业活动的管理人员与员工均不得就产品价格、数量、销售区域（市场）等与具有竞争关系的经营者达成任何协议安排（根据《中华人民共和国反垄断法》，该等行为是不当限制竞争行为（横向垄断）），并且不得从事任何会限制市场竞争的行为。在与有竞争关系的经营者开会时，应当避免任何可能不当限制市场竞争的话题，包括价格与销售条款。如果会议中出现该等不恰当的话题，参会者应当拒绝并立即离席。

Anti-monopoly Law of the People's Republic of China prohibits, as unreasonable restraints of trade, the restrictions of resale price of products that shall be generally determined by customers such as pharmaceutical wholesalers, for sale to medical institutions and pharmacies; or the unjust imposition of a disadvantage against customers by abusing a dominant position in the market.

《中华人民共和国反垄断法》禁止限制产品的转售价格（通常情况下应当由诸如药品批发商等客户自行决定，以便其自行销售到医疗机构及药房），并禁止滥用市场支配地位而向客户施加不正当的条件。这些行为均被视为不当限制竞争行为。

2.3.2 Anti-bribery and Corruption

反商业贿赂和腐败

We shall not provide, offer or promise to provide, unjust profit (money, goods, etc.) to government officials, deemed government officials or any individual designated under special laws (hereinafter collectively referred to as "Government Officials"). Furthermore, we shall firmly refuse a request to provide unjust profit.

我们不得向政府官员、或被视为政府官员的人员、或在特定法律条件下的被认定为政府官员的人员（以下统称为“政府官员”）提供或承诺提供不正当利益（金钱、财物等）。此外，我们将坚决抵制任何要求提供不正当利益的行为。

We shall not provide, offer or promise to provide, unjust profit to Government Officials of foreign countries in compliance with applicable corrupt practices laws and regulations.

我们应当严格遵守所适用的反商业贿赂的法律法规，不得向国外的政府官员提供或承诺提供任何不正当利益。

We shall exert efforts to build a healthy and transparent relationship with the government and administration.

我们应当努力与政府管理部门建立健康和透明的关系。

We shall not make any unjust monetary payment or other similar payment to political parties, politicians, political organizations or the like, regardless of the name under which such payment is made.

我们不得以任何名义向政治团体、政要、政治组织或类似团体或个人进行不正当的金钱支付或类似的支付。

2.4 How We Conduct Our Business

我们如何开展业务

2.4.1 Business Partners

商业伙伴

Third Parties which act for or on behalf of the Company or otherwise work with the Company (e.g., sales agents, distributors, contractors, advisers, suppliers, partners, consultants, etc.) play a very important role in the Company and the development of its business. Actions which Third Parties take in connection with the Company usually will be regarded as actions taken by the Company and, thus, the actions and behaviors of Third Parties affect the Company's image and reputation.

为公司行事或代表公司行事或以其他方式与公司一起工作的第三方（例如销售代理商、经销商、承包商、顾问、供应商、合作方、咨询师等）在公司和公司业务开发中扮演着非常重要的角色。第三方采取的与公司有关的行动通常视同于公司的行动，因此，第三方的行动和行为影响到公司的形象和声誉。

Any Third Party used by the Company should be subject to strict appraisal and approval to confirm that the Third Party has (i) adequate qualifications to perform the services for which it will be engaged by the Company; and (ii) a good reputation. No Third Party may be used unless it has successfully passed through such appraisal and approval process. The documentation from or in relation to each Third Party must be accurate and complete, and the Company must have a complete set of confirmed information on such Third Party. Employees should be very alert to improper actions by or improper proposals from Third Parties.

应当对公司启用的任何第三方加以严格评估与核准，以确认该第三方 (i)具备履行公司聘用其所供服务的充分资质，并(ii)享有良好信誉。没有成功通过评估与核准程序的第三方不能启用。自每一第三方取得的或与之相关的资料文件必须准确齐全，公司必须对启用的第三方拥有完整的确认资料。员工应对第三方不当行动或不当建议保持高度的警觉性。

Contracts with Third Parties must be in writing, and must be prepared and handled in accordance with all relevant Policies.

与第三方的合同必须是书面形式，并须按照所有相关政策编制和办理。

2.4.2 Avoidance of Conflict of Interest

避免利益冲突

We shall avoid potential conflicts of interest, such as situations where our judgment or conduct is affected by direct or indirect (e.g., through a relative and/or friend) personal interest or, even broader, place the interests of a third party above those of the Company when conducting the Company's business.

我们应当避免潜在的利益冲突，例如直接或间接（例如通过亲属及/或朋友）的个人利益影响其判断或行动的情形，或者更宽泛而言，在执行公司的业务时将第三方的利益置于公司利益之上的情形。

Personally receiving rebates, monetary offers, gifts or entertainment from business partners or the like in relation to work can distort business decision-making and also create conflicts of interest. It might also constitute a violation of Criminal Law of the People's Republic of China (crime of bribery) in severe cases. We shall maintain a fair and healthy relationship with business partners

and others, and shall not receive, request for or promise illegal or unjust benefits (money, goods, entertainment, favors, etc.) in relation to a position or power at work.

个人从商业伙伴或者其他与工作相关联的类似方处获得回扣，经济上的好处，礼品或娱乐招待会干扰正常的商业决策，并且也会构成利益冲突。在具有严重情节的情形下，还有可能构成违反《中华人民共和国刑法》（贿赂相关罪名）的刑事犯罪。我们应当和商业伙伴和其他人士保持公正和健康的关系，我们不得接受、要求或承诺任何与工作或职权有关的非法或不正当的利益（诸如金钱、财物（包括礼品）、娱乐、优惠待遇等）。

Without the Company's prior written consent, employees of the Company may not hold the position of chief officer, adviser, employee, representative or agent of any supplier, competitor or organization, no matter whether it does business or is seeking an opportunity to do business with the Company. Employees must immediately report, in writing, to their manager and to the CCO, if their spouse or any lineal relatives takes up a position as a Government Official, or with any organization that does business with, or is seeking an opportunity to do business with, the Company.

未经公司事先书面同意，公司的员工不得在无论是同公司有业务往来的，还是正在寻求机会与公司发生业务往来的任何供应商、竞争对手或组织中担任总监、顾问、雇员、代表或代理的职位。如果员工的配偶或任何直系亲属担任政府官员职务或同公司有业务往来或正在寻求机会与公司发生业务往来的任何组织内担任职务，员工必须立即向其经理和首席合规官书面汇报。

The Company expects every employee to devote his/her time and effort, during working hours, to the Company business. While employed by the Company, without the Company's prior written consent, employees are not allowed to engage in any other occupation or derive any interest outside working hours in direct or indirect competition (or conflict) with the business or interests of the Company or of any of its affiliates or other subsidiaries, regardless of whether doing so on a remunerated or an unremunerated basis.

公司希望每位员工在工作时间里将其全部的时间与精力投入到公司业务中。在员工受雇于公司期间，未经公司事先书面同意，则不允许其在工作时间以外从事同公司或其任何联营公司或其他下属公司业务或利益有直接或间接竞争（或冲突）的其他职业或获得利益，无论是有偿的还是无偿的。

2.4.3 Company Assets and Information

公司资产和信息

Company Assets - We shall use funds, goods or other assets of the Company only for its business operations, and will not use them for illegal purposes or for individual or third party's interests. Officers and employees are required to draw a line between business interests and private interests and use company assets with restraints.

公司资产 - 我们应当仅为公司经营活动的需要使用资金、货品或其他公司资产，我们不得为了非法目的、个人或第三方的利益之目的使用它们。管理人

员和员工应当严格区分公司利益与个人利益，并有限制地使用公司资产。

We shall effectively utilize the Company's information system and devices, and will not utilize them for individual or third party's interests.

我们应当有效使用公司信息系统和设备，并不得为了个人或第三方利益之目的使用它们。

Company Information - During employment with and after termination of employment (for whatever reason) from the Company -- unless receiving explicit authorization from the Company to do so -- employees may not communicate to any person, or use for any purpose other than the business of the Company, any such information concerning the Company or another employee of the Company that should not be made public. Such information includes technical secrets, confidential research, production processes, formulas, inventions, patents, plans and policies (e.g., those concerning marketing, sales, clinical trials, research), and any other confidential financial or business information of the Company.

公司信息 - 在受雇于公司期间以及与公司的雇用关系（无论因何种原因）终止后，除非得到公司明示授权，否则员工不得将有关公司或公司其他员工的任何不应该公开的信息告诉任何人，也不能用于公司业务以外的任何其他用途。这些信息包括技术秘密、机密研究工作、工艺流程、配方、发明、专利、计划和政策（如关于营销、销售、临床试验、研究的计划和政策）以及任何其他机密的财务或业务信息。

We shall not wrongfully obtain, use or disclose the confidential information of other companies and of any other third party.

我们不得以任何不当的方式取得、使用或披露其他公司或任何第三方的保密信息。

We shall not disclose within the Company, or use for the Company, the confidential information of a third party that we had acquired prior to joining the Company and the confidential information of a third party that we had learned through temporary transfers and other similar arrangements.

我们不得在公司内部披露、或为公司利益使用加入公司前我们已经获悉的第三方保密信息，以及我们通过临时派遣和其他类似安排而获悉的第三方保密信息。

We shall properly manage confidential information in electronic format equally as confidential information in printed format.

我们应当同等程度地妥善处理书面和电子文档形式的保密信息。

2.4.4 Intellectual Property

知识产权

Employees acknowledge that the Company is the first owner of all work created by employees during their employment with the Company. For the purpose of

further confirming IP ownership, each employee agrees to assign to the Company all intellectual property generated during their employment with the Company, including but not limited to patents, inventions, technical knowhow, trade secrets, copyright and any other right concerning publications, including the right of attribution, the right to benefit and the right to obtain copyright registration.

员工承认其在职期间创作的所有作品，公司为作品的第一拥有人。为了进一步明确知识产权的权属，每一员工同意将其在职期间产生的所有知识产权转让给公司，包括但不限于专利、发明、技术秘密、商业秘密、著作权和出版物的任何权利（包括归属权、受益权以及获得著作权登记的权利等）。

We shall respect the intellectual property rights (patent rights (including rights on inventions, utility models and exterior designs), trademark rights, copyrights, trade secrets, etc.) of a third party equally as those of the Company, and shall not infringe the same.

我们应当如同尊重公司的知识产权（专利权（包括发明、实用新型和外观设计）、商标权、著作权、商业秘密等）一般，尊重并绝不侵犯第三方的知识产权。

We shall observe applicable rules concerning employee inventions and promote research and development activities.

我们应当遵守有关员工发明创造的相关适用规定并鼓励研究和发明活动。

2.4.5 Financial Integrity

财务完整性

We shall accurately record business activities in preparing, creating and keeping accounting records and documents to be submitted to public offices.

在准备、创建和制作提交给有关政府部门的会计记录与账簿时，我们应当准确记录交易信息。

We shall always recognize that the payment of taxes is an obligation of citizens and shall observe tax laws.

我们始终认为纳税是公民应尽的义务并应当严格遵守税法。

2.4.6 Protection of Personal Information

个人信息的保护

We shall recognize the importance of personal information protection and shall comply with applicable laws and regulations as well as internal rules. We shall also appropriately establish and manage a system to promote the protection of personal information and prevent the leakage of personal information.

我们应当认识到个人信息保护的重要性，并应当严格遵守适用的法律法规以及相关的公司内部规定。我们也应当适当地建立与管理相应的系统，以促进个人信息的保护并防范个人信息的泄露。

We shall take necessary and appropriate measures to protect personal information, such as through the proper acquisition of personal information, notification and publication of the purpose of use, prohibition of use for unintended purposes, safe management, education of employees and others, restriction on the provision of such information to a third party, and the development and operation of procedures to respond to requests for actions, such as the disclosure of owned personal data.

我们应当采取必要和适当的措施保护个人信息，例如合理取得个人信息，告知使用目的、禁止未经允许的使用、进行安全管理、对员工和其他相关人员进行教育培训、限制向第三方提供个人信息、以及制定相关操作流程，以应对披露其所持有的个人信息等要求。

2.4.7 Social Media

社交媒体

When Company makes a digital communication utilizing social media or the like, we must recognize that Company shall bear all responsibility for the contents of such communication. We must confirm compliance with applicable laws and regulations before engaging in these activities, including compliance by the concerned parties, planning companies, agencies and the like.

当公司采用社交网络或其他类似数据通讯工具的时候，我们必须认识到公司应当就该等通讯方式上的内容承担全部责任。我们应当在开展这些活动之前确保遵守相关适用的法律法规，并确保相关方，企划方，代理机构或其他类似机构均已遵守相关适用的法律法规。

When we use social media or the like personally, we must fully understand their characteristics (e.g. the fact that information spreads spontaneously and extensively, and remains on the media permanently). We must not release any information that may be confidential of, disgrace or discredit Company or any third party, infringe the rights of Company or any third party, or otherwise violate any applicable laws and regulations, or internal rules.

当我们个人在使用社交网络或者类似通讯工具的时候，我们应当充分理解其属性（即该等媒介上的信息会自发地且广泛地予以传播，并且可能会永久地存在于该等媒介之上）。我们不得在该等媒介上披露任何公司的保密信息，或者发布任何有损公司或任何第三方声誉，侵犯公司或任何第三方的权利，或违反任何适用法律法规或内部规定的信息。

2.4.8 Public Relations

公共关系

We shall disclose the information that society needs in a timely, appropriate and fair manner and also listen to the expectations and requests from society, and thereby facilitate communication with society.

我们应当及时、合理、公平地披露公众所需的信息，听取公众的期望和要求，促进与公众的交流沟通。

We must strive to provide, in addition to the Company corporate information, information that may be needed from a customer's point of view. As a member

of the life science industry, we are expected to actively disseminate health-related information, including the promotion of a healthy lifestyle, awareness campaigns for early detection of diseases and prevention of major disease, or the like.

除了公司的公司信息，我们必须努力提供客户所需要的信息。作为生命科学领域的一员，我们应当主动发布健康相关的信息，包括宣扬健康的生活方式，提升大众关注早期疾病检查和重大疾病防范的意识，以及其他类似信息。

2.5 Our Staff and Workplace

我们的员工及工作环境

2.5.1 Prohibition of Harassment including Discrimination

禁止包含歧视在内的骚扰行为

We shall not discriminate or harass anyone both within and outside the Company based on race, nationality, ethnicity, gender, age, religion, faith, belief, sexual orientation, academic background, disability, disease and the like.

无论在公司内部还是在公司外部，我们不会因人种、国籍、种族、性别、年龄、宗教、信仰、性取向、教育背景、残疾、疾病和诸如此类的原因而歧视或骚扰任何人。

We shall respect the human rights of workers and shall not tolerate any form of harassment including sexual harassment and power harassment in the workplace so as to create a pleasant and comfortable working environment.

为创建愉快而舒适的工作环境，我们应当尊重劳动者的人权，且绝不允许在工作场所内发生任何形式的骚扰行为，包括性骚扰和利用职权的骚扰行为。

2.5.2 Working Environment with Safety and Health

安全健康的工作环境

We shall comply with Labor Law of the People's Republic of China, Labor Contract Law of the People's Republic of China, Law of the People's Republic of China on Work Safety and other applicable employment related laws and regulations. In addition, we shall make continued efforts for the prevention of industrial accidents and maintenance of employees' health by creating a working environment that gives consideration to safety and health and comfortable working conditions.

我们应当严格遵守《中华人民共和国劳动法》、《中华人民共和国劳动合同法》《中华人民共和国安全生产法》以及其他劳动用工方面适用的法律法规。此外，我们应当不断努力，通过创建足够安全、健康和适宜的工作环境，防止工伤事故发生、维护员工的人身健康。

We shall be aware of the need for compliance in all aspects of business activities, including in the workplace, and shall not be engaged in any behavior that may disgrace or discredit people inside and outside the Company.

我们应当意识到确保公司经营的所有方面（包括在工作场所内）合规的必要性，我们也不得在公司内部或外部有任何有损他人声誉的行为。

We shall ensure full compliance with laws and regulations related to employment so that the Company will not be engaged in illegal staffing dispatch.

我们应当确保严格遵守有关劳动用工方面的法律法规，确保公司不会从事任何非法的劳务派遣。

We shall endeavor to create a non-smoking workplace and promote appropriate measures against passive smoking in the workplace.

我们应努力构建一个无烟的工作场所并对被动吸烟采取适当应对措施。

3. Corporate Citizenship

企业公民意识

3.1 Care for the Environment

环境保护

We shall observe environment-related laws and regulations as well as internal rules, and always conduct business activities in a manner that is considerate of the effects on the global environment and the environment of local communities.

我们应当遵守与环境有关的法律法规和公司内部规定，在开展经营活动时，始终全面考虑对全球和地区环境的影响。

3.2 Support Charitable Donations and Aid

支持慈善捐款和捐助

The Company does not regard the making of profit as its only goal. Rather, the Company stresses corporate social responsibility, and emphasizes the enhancement of its corporate values by building its own social responsibility system.

公司并非把企业盈利看作是唯一的目标，而是强调企业的社会责任，强调通过自身社会责任理念体系的构筑，创造更深层次的企业价值。

All charitable donations and aid are subject to strict examination beforehand, including the submission of a written proposal identifying the organization (or person) proposing the donation or aid, and the purpose thereof. Charitable donations or aid must comply with all applicable laws and regulations as well as with the relevant requirements of the Company and of the donee. A valid official receipt must be obtained for each donation or instance of giving aid.

所有的慈善捐款和捐助在实施前应经过严格的审查，包括书面的倡议书、发起捐助或捐款的机构（或人）以及目的。慈善捐款或捐助必须遵守一切适用法律和法规以及公司和受捐人的相关要求。每一笔捐款或捐助都必须获得有效的正式收据。

Donations may not be made in cash, nor may they be remitted to bank accounts of individuals.

慈善捐款或捐助不得以现金的形式进行捐款，也不得给个人的帐户汇款。

The possibility that any Government Official(s), MIs, or HCPs could derive any private gain from the donation or aid should be excluded.

应当杜绝任何政府官员、MI 或HCP 从慈善捐款或捐助中谋取任何私利的可能性。

4. Internal Communication and Reports of Concerns

内部交流和汇报

4.1 Speak-up System

举报体制

The Company makes efforts to promote communication between management and employees. Any employee believing that someone has acted or is acting in violation of applicable laws, this Code of Conduct, or any of the Policies should notify the Company immediately, by reporting such to his/her manager. However, if the employee does not feel comfortable raising the issue with his/her manager, the employee may submit the report to the CCO in-person or by mail. The employee may also make a report via the Company's compliance hotline, which can be accessed via the following avenues:

公司致力于推动管理层和员工的对话。如有员工认为有人已经或者正在违反适用法律、本行为准则或任何政策，则应立即通过向其经理报告的方式通知公司。但是，如员工认为不便向其经理提出该问题，其可亲自或通过邮件向首席合规官报告。员工还可通过公司的合规热线进行报告，合规热线可通过下述方式联系：

Email: hotline@sumitomo-pharma.com.cn

电子邮件: hotline@sumitomo-pharma.com.cn

Telephone: 4009213301

电话: 4009213301

Enterprise WeChat: Quick Linkage for Compliance Hotline on Enterprise WeChat Platform

企业微信端: 合规热线企业微信举报端

The details of submitting the report to SMP Compliance Hotline please refer to <SOP on Use of the Company's Compliance Hotline>.

SMP 集团合规热线的使用详情请见《合规热线运用标准操作规程》。

Employees of the Company will not suffer adverse consequences if filing a report in good faith. But filing a report in bad faith is a serious disciplinary issue, because it may harm employees identified in the report. Any report made through the hotline may be made anonymously¹, and the Company will keep the information confidential to the

extent consistent with investigating the matter in question.

公司员工不会因善意举报而遭到不利。但出于恶意提交的举报则是严重的纪律问题，因为这会使被举报的员工受到伤害。员工可通过热线匿名¹ 举报，公司将在与调查举报事项相符的范围内对信息予以保密。

4.2 Response to Violations

违规行为的回应

Any violation of the Code of Conduct could subject an employee to face disciplinary action, including but not limited to, a warning, a demotion or even termination of his/her employment, depending on the seriousness of the circumstances. Disciplinary action will also be taken against any supervisor who guides or approves of an employee's breach of laws or the Code of Conduct, or who is aware of a violation but fails to take timely action to correct the same in accordance with the Code of Conduct and Policies.

任何违反本行为准则的行为都可能使员工受到纪律处罚，这些处罚包括却不仅限于警告、降级或解雇，视情节轻重而定。另外，对引导或认可他人违反法律或本行为准则的行为的任何主管人员，以及虽然知情但没有遵照本行为准则和政策及时采取行动纠正的主管人员，也将受到纪律处分。

¹ Please note, however, if a report is made anonymously, it can be more difficult for the Company to investigate the matter appropriately and makes it nearly impossible to provide feedback to the reporting employee.

但请注意，如属匿名举报，则公司对该事项进行适当调查会更加困难，而向举报员工提供反馈则几乎不可能。

5. Amendments

修订

The Code of Conduct and Policies will be periodically reviewed and updated to satisfy the requirements of the external legal environment as well as those of the developments and changes experienced by the Company and its business.

本行为准则和政策将定期加以审查和更新，以满足外部法规环境和公司及其业务不断发展变化的要求。

The Board of Directors of the Company reserves the right to amend this “CODE OF CONDUCT” as appropriate at any time, without prior notice.

公司董事会保留在适当的时候在没有通知的情况下修改本准则的权利。

UNDERTAKING
承诺书

The Undersigned, as an employee of the Company has read the Code of Conduct formulated by the Company and hereby undertakes to abide by the Code of Conduct in all of his/her work and activities for the Company.

本人作为公司的员工，已阅读公司制定的《行为准则》，并在此承诺，在为公司开展的所有工作和活动当中，本人将遵守《行为准则》的要求。

Undersigned (please print full name):
承诺人姓名（正楷）:

Signature of the Undersigned:
承诺人签字:

Department/region:
所属部门/区域:

Date of signature:
签字日期: