



POLICY ON MANAGING REPORTS OF  
COMPLIANCE CONCERNS OR COMPLAINTS  
合规举报管理制度

## CONTENT

### 目录

1. Objective 目的.....	2
2. Applicability 适用范围.....	2
3. Scope of Reports Covered by This Policy 本制度涵盖的举报范围.....	3
4. Reporting Concerns and Complaints 举报问题和投诉.....	4
5. Treatment of Compliance Reports 合规举报的处理 .....	6
6. Confidentiality and Non-Retaliation 保密和不报复 .....	8
7. Documentation and Recordkeeping 文件和记录保存 .....	10
8. Administration and Amendment 管理和修改 .....	10
9. Disciplinary Actions 纪律处罚措施.....	11
10. Languages 语言 .....	11

## 1. Objective 目的

Duality Bio is dedicated to upholding the highest standards of ethical conduct, integrity, and compliance with all applicable laws and regulations. This Policy on Managing Reports of Compliance Concerns or Complaints (this “**Policy**”) sets out the procedures for the receipt, investigation, and handling the reporting of concerns or complaints about actual or suspected unethical, illegal, fraudulent, or otherwise undesirable conduct by directors, officers, full-time and part-time employees, interns (collectively referred to as “**employees**”), agents, or vendors. This Policy is designed to ensure that any reports of compliance concerns or complaints (collectively, “**Reports**”) are addressed in a timely and transparent manner while providing a fair and impartial process for resolution and fostering an environment of trust and responsibility.

映恩生物致力于维护最高的道德标准、诚信和遵守所有适用的法律法规。本《合规举报管理制度》（本“**制度**”）规定了接收、调查和处理有关董事、管理人员、全职和非全职员工、实习生（统称为“**员工**”）、代理或供应商实际或涉嫌不道德、非法、欺诈或其他不良行为的举报或投诉的程序。本制度旨在确保公司及时、透明地处理任何有关合规问题的举报或投诉（统称为“**举报**”），并提供公平公正的解决方案，营造一个可信任和有责任感的环境。

## 2. Applicability 适用范围

This Policy applies to Duality Biologics (Suzhou) Co., Ltd., its subsidiaries, and affiliates (collectively, “**Duality Bio**” or the “**Company**”).

本制度适用于映恩生物制药（苏州）有限公司及其子公司、关联公司（统称为“**映恩生物**”或“**公司**”）。

This Policy should be read and understood at all times in conjunction with Duality Bio’s Code of ***Business Conduct and Ethics*** (the “**Code**”) and other relevant policies of the Company.

本制度应与映恩生物的《**商业道德行为准则**》（“《**行为准则**》”）以及公司的其他相关政策一并阅读和理解。

Under this Policy, “affiliate(s)” has the same meaning as defined in the Code.

在本制度下，“关联公司”的含义与《行为准则》中的定义相同。

### 3. Scope of Reports Covered by This Policy 本制度涵盖的举报范围

Duality Bio encourages employees, business partners, stakeholders, and other parties, based on the principle of good faith, to report Violations to the Company in a timely manner. The term “Violations” in this Policy covers:

基于诚信原则，映恩生物鼓励员工、业务合作伙伴、利益相关方和其他各方及时向公司举报违规行为。本制度中的“违规行为”包括：

- (1) Actual or suspected violations of applicable laws and regulations or fraudulent activities, such as dishonesty, fraud, corruption, bribery, infringement of trade secrets or intellectual property rights, non-compliance with confidentiality obligations, embezzlement, theft, conflicts of interest, insider trading, health and safety hazards, public security incidents, or any misuse of the Company’s property and resources, etc.;

实际或涉嫌违反适用的法律法规的行为或欺诈活动，如不诚实、欺诈、腐败、贿赂、侵犯商业秘密或知识产权、不遵守保密义务、职务侵占、盗窃、利益冲突、内幕交易、健康和安全隐患、公共安全事件或任何滥用公司财产和资源的行为；

- (2) Actual or suspected violations of the Company’s Code and other compliance policies, including but not limited to *Guidelines on Interactions with Healthcare Professionals*, *Vendor Management Policy*, *Guidelines on Donations*, *Guidelines on Conflicts of Interest*, *Guidelines on Gift & Entertainment*, and *Conference and Event Management Policy*;

实际或涉嫌违反公司的《行为准则》和其他合规政策的行为，包括但不限于《与医疗卫生专业人士互动指南》、《供应商管理制度》、《捐赠指南》、《利益冲突指南》、《礼品与招待指南》以及《会议与活动举办管理制度》；

- (3) Disreputable conduct and unfair treatment, including violence, discrimination, sexual harassment and abuse, mental or physical coercion, bullying, public humiliation or verbal abuse, whether from superiors, subordinates, colleagues, or a third party;

不端行为和不公平的待遇，包括暴力、歧视、性骚扰和性虐待、精神或肉体胁迫、欺凌、当众羞辱或辱骂，无论是来自上级、下级、同事还是第三方；

- (4) Any statements that impair the interests or reputation of the Company, departments, or employees, such as inappropriate remarks in the media or social media without the authorization of the Company, regardless of whether negative consequences have already

occurred;

任何有损公司、部门或员工利益或声誉的言论，如未经授权在媒体或社交媒体上发表不当言论，无论是否已造成负面影响；

(5) Any other types of unethical, illegal, fraudulent or undesirable conducts, etc.; and  
任何其他类型的道德、非法、欺诈或不良行为等；

(6) Intentional concealment, cover-up, or deceit involving any of the above conducts.  
故意隐瞒、掩盖上述任何行为，或涉及上述任何行为的欺骗行为。

#### 4. Reporting Concerns and Complaints 举报问题和投诉

4.1 The Company's employees and business partners and any third party (collectively, "**Reporting Persons**") may report their concerns or complaints, openly or on a confidential or anonymous basis, to the Company by the following means:

公司员工和业务合作伙伴以及任何第三方（统称“**举报人**”）均可通过以下方式公开或以保密或匿名的方式向公司举报问题或进行投诉。

(1) Whistleblower Hotline 举报热线

(a) China: Tel: +86 21 2601 8730 Fax: +86 21 2601 8729  
中国 电话: +86 21 2601 8730 传真: +86 21 2601 8729

(b) US and other areas or regions: +1 908 758 1484  
美国和其他地区或区域: +1 908 758 1484

(2) Whistleblower email address 举报邮箱地址

[HR@dualitybiologics.com](mailto:HR@dualitybiologics.com)

[Legal@dualitybiologics.com](mailto:Legal@dualitybiologics.com)

(3) Direct communication with immediate supervisors or relevant departments 直接与直接主管或相关部门沟通

Employees may make Reports directly to their immediate supervisors. If an employee

is uncomfortable approaching their immediate supervisor, or if the response is unsatisfactory, the employee may consult senior management, the HR Department, or the Legal Department. If an alleged violation involves a member of the HR Department or the Legal Department, the employee should report the conduct to the Chief Executive Officer. Third parties may directly contact the appropriate business manager, the HR Department, or the Legal Department of the Company.

员工也可以直接向其直接主管提出举报。如果与其直接主管联络不方便，或得到的答复不令人满意，员工可向高级管理层、人力资源部或法务部咨询。如果指控的违规行为涉及人力资源部或法务部成员，员工应向首席执行官举报该行为。如果涉及首席执行官，则应向公司董事会举报。第三方可直接联系相应的业务经理、公司的人力资源部或法务部。

The immediate supervisor or department which receives a Report should promptly forward it and any relevant information to the Legal Department.

收到举报的直接主管或部门应及时将举报及任何相关信息转交给法务部。

4.2 Reports should be factual rather than a speculative or conclusory and should contain as much specific information as possible to allow for proper assessment, including, for example, the background of the concern, the names of individuals suspected of Violations, the relevant facts of the Violations, how the Reporting Person became aware of the Violations, any steps previously taken by the Reporting Person, who may be harmed or affected by the Violations, and, to the extent possible, an estimate of losses to the Company as a result of the Violations. Even if a Reporting Person does not have all the facts, he or she is encouraged to report the concern as soon as possible. The Company will not take disciplinary action against an employee if a genuine concern later turns out to be mistaken or unsubstantiated. However, Reporting Persons should not knowingly make false allegations against any individuals or entities.

举报应实事求是，而不是推测或断章取义，并应包含尽可能多的具体信息，以便于进行适当评估，例如，应包含问题的背景、涉嫌违规的个人姓名、违规行为的相关事实、举报人如何了解到违规行为、举报人之前采取的任何措施、违规行为可能对谁造成伤害或影响，以及尽可能估计违规行为给公司造成的损失。即使举报人不掌握所有事实，公司也鼓励其尽快举报。如果一项真实的疑虑后来被证明是错误的或未经证实的，公司不会对员工采取纪律惩罚措施。但是，举报人不得故意对任何个人或实体进行虚假指控。

## 5. Treatment of Compliance Reports 合规举报的处理

### 5.1 Assessment and Investigation 评估和调查

Upon receiving a Report, the Legal Department should accurately record the contents of the Report and assess the nature of the Report and the severity of alleged Violation and, when necessary, report the assessment results to Compliance Committee if the alleged Violation is severe.

收到举报后，法务部应准确记录举报的内容，并评估举报的性质和所称违规行为的严重程度，如果所称问题严重，必要时向合规委员会报告评估结果。

Where, upon assessment, a reported issue constitutes an actual or suspected Violation, the Legal Department will conduct an analysis of all allegations and evidence provided, initiate a compliance investigation, or engage an independent third party to conduct a compliance investigation upon the approval of the Compliance Committee. The compliance investigation should be thorough, unbiased, and confidential, which may involve interviews, evidence collection, analysis, and the proposing of remedial measures. If necessary, the Legal Department may contact the Reporting Person for further information or cooperation with the compliance investigation.

如果经评估，举报的问题确实构成实际或涉嫌违规行为，法务部将对所有指控和提供的证据进行分析，启动合规调查，或经合规委员会批准，聘请独立第三方开展合规调查。合规调查应彻底、公正和保密，可能采取访谈、证据收集、分析、提出补救措施。如有必要，法务部可联系举报人，要求其提供进一步信息或配合合规调查。

Where the reported issue does not fall within the scope of Reports covered by this Policy, the Legal Department should forward the issue to other relevant departments of the Company for handling.

如果举报的问题不属于本制度涵盖的举报范围，法务部应将问题转交公司其他相关部门处理。

### 5.2 Recusal 回避

If the Reporting Person believes that anyone in charge of receiving or handling their Report has a close relationship with or has conflicts of interest with a subject of the Report, which may affect the objectivity and fairness of the investigation, the Reporting Person has the

right to make a request to the Legal Department for the recusal of such individual. If the Legal Department verifies such circumstances as true, the relevant individual must recuse him/herself.

如果举报人认为负责接收或处理其举报的任何人与被举报人关系密切或存在利益冲突，从而可能影响调查的客观性和公正性，举报人有权向法务部申请该人回避。如果法务部核实情况属实，相关人员必须回避。

If an alleged Violation involves a member of the Legal Department, the reported Violation should be investigated by an independent third party under the supervision of the Compliance Committee.

如果所指控的违规行为涉及法务部成员，则应在合规委员会的监督下，由独立的第三方对所报告的违规行为进行调查。

### 5.3 Corrective Actions 纠正措施

Once the investigation is complete, the Legal Department will promptly submit a follow-up report, which includes (i) the identity of the Reporting Person (unless anonymous, in which case the report will so indicate); (ii) a description of the substance of the Report; (iii) the status of the investigation; (iv) any conclusions reached by the investigator; and (v) findings and recommendations, to the Compliance Committee for appropriate action, including but not limited to disciplinary actions, policy revisions, adjustment of SOPs, or resorting to legal proceedings.

调查完成后，法务部将及时提交一份后续报告，其中包括：(i) 举报人的身份（匿名举报除外，在这种情况下，将在报告中注明）；(ii) 对举报中的实质内容的描述；(iii) 调查的开展情况；(iv) 调查人员得出的结论；以及 (v) 调查结果和建议，以便合规委员会采取适当行动，包括但不限于纪律处罚措施、制度修订、SOP 的调整或诉诸法律程序。

A Reporting Person who intentionally makes a false allegation against any individual or entity, such as fabricating facts, falsely accusing or framing another person, or engaging in harassment by making a false report, will be treated seriously by the Company in accordance with Company policies. If his/her actions constitute a crime, the Reporting Person will be referred to judicial organs in accordance with applicable laws and regulations.

举报人若故意对任何个人或实体进行虚假指控，如捏造事实、虚假指控或陷害他人，

或通过虚假举报进行骚扰，公司将根据公司政策严肃处理。若举报人的行为构成犯罪的，公司将根据适用的法律法规将举报人移交司法机关处理。

#### 5.4 Communication and Feedback 沟通和反馈

The Legal Department will respond to the Reporting Person in a timely manner, ensuring transparency throughout the process. Depending on the actual circumstances of each Report, the Legal Department may contact the Reporting Person to inform them of:

法务部将及时回复举报人，确保整个过程的透明度。根据每次举报的实际情况，法务部可能会联系举报人，告知他们以下情况：

- (1) Receipt of the Report;  
已收到报告；
- (2) Additional information required for verification and investigation; and/or  
核实情况和开展调查所需的补充信息；和/或
- (3) Cooperation needed from the Reporting Person for the investigation.  
需要举报人配合调查。

The Legal Department is not obligated to provide a response to a Reporting Person if he/she does not provide any contact information, fails to provide further information after being contacted, or fails to respond to inquiries made by the Company's investigation team. 如果举报人未提供任何联系方式，或与举报人联系后其未提供进一步信息或未回复公司调查小组的询问，法务部没有义务向举报人提供回复。

## 6. Confidentiality and Non-Retaliation 保密和不报复

### 6.1 Confidentiality 保密

All Reports will be treated confidentially to the extent possible. The Company will keep strictly confidential the identity of named Reporting Persons and limit access to information related to Reports, Reporting Persons, witnesses, information carriers, and any subsequent investigation, which will only be disclosed to or discussed with those who require such information to carry out his/her duties or functions or as required by applicable laws or regulations.

所有举报将尽可能以保密方式处理。公司将对实名举报人的身份严格保密，并限制

访问与举报、举报人、证人、信息载体和任何后续调查有关的信息。公司仅会将这些信息披露给为履行其职责或职能或根据适用法律或法规的要求需要了解该等信息的人员，或与其进行讨论。

Employees who receive and handle Reports must act in strict accordance with applicable laws, regulations, and Company policies to protect the legitimate rights and interests of the Reporting Person. When receiving a Report and investigating the reported allegations, the following requirements should be adhered to:

接收和处理举报的员工必须严格按照适用的法律、法规和公司制度行事，以保护举报人的合法权益。在受理举报并对举报指控进行调查时，应遵守以下要求：

- (1) In-person Reports should take place in confidential places and unrelated employees are not allowed to participate, listen, or make inquiries;  
面对面举报应在保密的场所进行，不允许无关的员工参与、旁听或询问；
- (2) Investigations should be carried out confidentially without revealing the identity of the Reporting Person or presenting Report-related materials to unrelated personnel;  
应以保密方式开展调查，不得向无关人员透露举报人的身份或展示与举报有关材料；
- (3) The investigation team should abide by the principles of fairness, reasonableness, and impartiality and not hold pre-set positions; and  
调查团队应遵守公平、合理、公正的原则，并不得预设立场；并且
- (4) The subject of the Report should be given an opportunity to explain himself/herself.  
应给予被举报人解释的机会。

## 6.2 Protection of Reporting Persons and Non-Retaliation 保护举报人和禁止报复

The Company strictly prohibits retaliation, in any form and for any reason, against Reporting Persons who in good faith seek help or report actual or suspected Violations. Retaliation against Reporting Persons is itself a serious Violation, and the individual(s) engaged in retaliation will be subject to severe disciplinary actions by the Company in accordance with the **Compliance Disciplinary Policy**, i.e., termination of employment or even legal consequences if the retaliatory action constitutes a violation of applicable laws

and regulations or a crime.

公司严禁以任何形式、任何理由对善意寻求帮助、举报实际或可疑违规行为的举报人进行报复。报复举报人本身就是严重的违规行为，参与报复的个人将受到公司根据《合规惩戒制度》采取的严厉纪律处罚措施，如解除劳动关系，如果报复行为违反适用法律法规或构成犯罪的，甚至要承担法律后果。

Reporting Persons who suffer from retaliation may report to the Company according to **Section 4** of this Policy.

遭受报复的举报人可根据本制度**第4章节**向公司报告。

## **7. Documentation and Recordkeeping** 文件和记录保存

The Legal Department shall accurately retain and establish files for all Reports received. Accurate and comprehensive records of Reports, evidence, investigations, and outcomes will be maintained for reference, auditing purposes, and to fulfil potential legal requirements.

法务部应准确保存收到的所有举报并建立档案。将对举报、证据、调查和结果进行准确而全面的记录，以供参考和审计，并满足可能的法律要求。

## **8. Administration and Amendment** 管理和修改

### **8.1 Responsibility for Administration** 管理的责任

It is the responsibility of all employees to be familiar with this Policy and to abide by the letter and spirit of its provisions at all times. Each officer of the Company and all managers within the Company are responsible for the implementation and administration of this Policy within their respective departments.

所有员工均有责任熟悉本制度，并始终遵守其规定和主旨。公司的每位高管和所有管理人员都有责任在各自部门内执行和管理本制度。

### **8.2 Interpretation, Review and Amendment** 解释、审查和修改

The Legal Department is responsible for the interpretation and periodic review of this Policy.

法务部负责解释和定期审查本制度。

In addition, the Legal Department may amend this Policy from time to time to adapt to legislative changes or new regulatory or industry requirements.

此外，法务部可随时修订本制度，以适应立法更新、新的监管或行业要求。

## 9. Disciplinary Actions 纪律处罚措施

Employees who violate provisions outlined in this Policy may be subject to appropriate disciplinary actions, including termination, in accordance with the provisions under the *Code* and the *Compliance Disciplinary Policy* applicable to the Company in different jurisdictions. 根据本制度、《行为准则》的规定以及适用于公司和/或其不同司法管辖区的子公司的《合规惩戒制度》，违反本制度规定的员工可能会受到适当的纪律处分，包括解除劳动合同关系。

## 10. Languages 语言

This Policy is drafted in English and Chinese versions. If any conflict occurs between the translation, the Chinese Version will prevail.

本制度以英文和中文起草。若两种语言存在冲突，以中文版本为准。