

# 利益冲突管理

## THE CONFLICT OF INTEREST POLICY

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# 1 总则 GENERAL PROVISIONS

## 1.1 目的 Purpose

为切实防范药明生物（以下简称“公司”）员工、董事及高级管理人员、关键岗位员工（以下统称“员工”）与公司之间的利益冲突，促进公司业务的规范发展，防止损害本公司及股东利益的行为发生，特制定本制度。

The Conflict of Interest Policy (hereinafter referred to as the “Policy”) is designed to protect the interests of WuXi Biologics (Cayman) Inc., (hereinafter referred to as “the Company”) and shareholders from conflict of interests between the Company and directors, officers, and employees (hereinafter referred to as “the employees”), and promote healthy development of Company.

## 1.2 定义 Definitions

1.2.1 本制度中所定义的可能在交易中获得利益的“相关人士”包括：

The following are considered Covered Persons for the purposes of this Policy who have an Interest in a Transaction:

- 公司董事

Each member of the Board of Directors of the Company (“Board”).

- 高级管理人员（同公司年报中披露人员）

Each member of senior management of the Company as disclosed in Annual Report.

- 关键岗位员工，由公司 CEO 指定。通常包括公司 VP 级及以上员工和 VP 级以下的职能负责人，以及其他 CEO 指定人员。上述关键岗位员工清单需在每年利益冲突申报启动前由人力资源部提交给内审部。

Each key employee shall mean employees designated by CEO as a “Key Employee”. The key employees usually include people of VP level and above and all functional heads below VP level, or other employees designated by CEO. Such key employee name list shall be provided to the Internal Audit Department by HR Department every year before the launch of Annual Conflict of Interest Declaration.

1.2.2 “利益”是指在任何承诺、投资、关系、债务或参与的过程中，发生直接或间接的经济或其他方面的补偿，即可能影响一个人的判断，包括但不限于以下情况：

“Interest” means any commitment, investment, relationship, obligation, or involvement, financial or otherwise, direct or indirect, that is

Compensation that may influence a person’s judgment, including but not limited to:

- 在与公司现有交易的实体或个人处有补偿安排；
- A compensation arrangement with any entity or individual with which the Company has a Transaction;
- 在与公司正在磋商交易的实体或个人处，拥有潜在所有权、投资利益或补偿安排。
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Company is negotiating a Transaction.

1.2.3 “补偿”包括直接或者间接的报酬，以及任何实质性的礼物或恩惠，或为员工及其关系密切的家庭成员、员工指定第三方提供生活、商务、旅行等具备实惠性质之便利。

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial, or conveniences related to casual, business and travel in nature of benefits for the employees, their close relatives or third parties designated by the employees.

1.2.4 当发生如下情况时，董事会可判定“利益冲突”发生：

A Conflict of Interest arises when, in the judgment of the Board:

“相关人士”在公司中拥有一定的职权，且在其决策权限内或利用其职权不恰当地影响其他部门的决策，可能获得个人经济利益（包括其关系密切的家庭成员、其他特殊关系人员、其个人涉足的其他经营业务活动中获得的间接利益），因此降低了为公司的最佳利益而公正履行其职责的可能性。

a Covered Person is in a position of authority over the Company—such as an officer, director, or Key Employee—and may benefit financially from a decision such person could make in such capacity or made by other department under his/her influence inappropriately (including indirect benefits such as to close relatives or other related person or businesses with which the Covered Person is closely associated), and as such reduces the likelihood that the Covered Person’s influence can be exercised impartially in the best interests of the Company.

“关系密切的家庭成员”：根据中国证券监督管理委员会令(第40号)《上市公司信息披露管理办法》中第七十一条规定，关系密切的家

庭成员是指员工的配偶、父母、年满 18 周岁的子女及其配偶、兄弟姐妹及其配偶，配偶的父母、兄弟姐妹，子女配偶的父母。

“Close relatives” refer to an employee's spouse, parents, children aged 18 years and above and their spouses, siblings and their spouses, parents-in-law, spouse's siblings and the children's parents-in-law, in accordance with Article 71 of Administrative Measures on Information Disclosure by Listed Companies, China Securities Regulatory Commission Order No. 40.

“其他特殊关系人员”：指基于特殊的身份关系而有可能与相关人士形成利益关联方，影响相关人士的判断或决策的人员。

“Other Related Person” refer to the person who, based on special identity relationship, may become interest-related party with the Covered Person and influence judgment or decision of the Covered Person.

1.2.5 “交易”是指发生在公司和利益相关人，或公司与任意第三方之间（其中“相关人士”在交易或任意一方存在利益关系）的交易、协议或安排。

Transaction means any transaction, agreement, or arrangement between a Covered Person and the Company, or between the Company and any third party where a Covered Person has an Interest in the transaction or any party to it.

### 1.3 适用范围 Applicable Scope

本制度适用于 WuXi Biologics (Cayman) Inc.（简称“药明生物”或“公司”）及其全球范围内控股的子公司及关联公司。

This Management Policy shall be applicable to WuXi Biologics (Cayman) Inc. (“WuXi Biologics” or “The Company”) and its worldwide holding subsidiaries and affiliated companies.”

## 2 程序 PROCEDURES

### 2.1 组织机构职责 Organization and Responsibility

董事会领导开展利益冲突管理工作，确定利益冲突调查的被调查对象。

The Board shall lead the management of conflicts of interest and determine the objects of conflicts of interest investigation.

对于需要上报董事会的利益冲突判定，由董事会负责审议申报中存在的利益冲突并判断交易是否可以正常进行。董秘办和内审部共同负责公司“相关人士”的利益冲突申报，发放《利益披露声明》，并汇总结果及文件归档。其中

董秘办负责董事及高级管理人员的利益冲突申报及汇总归档，内审部负责关键岗位员工的利益冲突申报，董秘办负责关键岗位员工的利益冲突汇总归档。部门管理层负责利益冲突日常宣传、培训、信息建立、冲突措施实施等管理工作，保证其有效执行。内审部是公司利益冲突调查归口管理部门，针对利益冲突举报进行调查。

For the determination of conflicts of interest that need to be reported to the Board, the Board shall review the conflicts of interest in the declaration and determining whether the Transaction could be carried out. The Board Secretary Office and the Internal Audit Department are jointly responsible for the declaration of conflicts of interest of “Covered Person”, issuing the “Conflict of Interests Declaration Form”, and summarizing the results and archiving documents. The Board Secretary Office is responsible for the declaration, summarizing and archiving of conflicts of interest of directors and senior managements, and the Internal Audit Department is responsible for the declaration, summarizing and archiving of conflicts of interest of Key Employees. Moreover, the department/functional head is responsible for daily publicity, training, information collection, reaction measures and other management work to ensure the Policy’s effective implementation. The Internal Audit Department is the centralized management department for the investigation of conflicts of interest.

## 2.2 申报方式 Declaration Methods

每年 3 月 31 日前董秘办和内审部组织完成“相关人士”就刚结束的年度末（12 月 31 日）利益冲突申报工作。董事及高级管理人员将签字确认后的《利益披露声明》提交董秘办，其他已经存在或可能存在利益冲突的关键岗位员工，需要将签字确认后的《利益披露声明》提交内审部。所有已申报的《利益披露声明》最终汇总给董秘办，供董事会查阅。

董事会审计委员会确定其他被调查对象，根据公司内审部的具体调查方案实施利益冲突调查。

The Board Secretary Office and Internal Audit Department shall organize and complete the declaration of conflicts of interest of “Covered Person” by March 31st every year for the just completed fiscal year ended December 31st. The directors and senior managements shall submit the signed “Conflict of Interests Declaration Form” to the Board Secretary Office, other Key Employees who have or may have conflicts of interest shall submit the signed “Conflict of Interests Declaration Form” to the Internal Audit Department. All the declared “Conflict

of Interests Declaration Form” will be summarized to the Board Secretary Office, and finally get ready for the review by the Board.

Audit Committee will identify the other respondents, and perform the Conflict of interest investigation according to the specific investigation plan of Internal Audit Department.

### 2.3 申报时间 Declaration Time

在本制度生效前已实际存在或潜在的利益冲突，必须在本制度生效之日起两个月内，向公司董秘办或内审部进行申报，包括本制度颁布时正在进行的行为或交易。对于其他任何实际存在或潜在的利益冲突，公司员工在知道或应当知道该实际存在或潜在的利益冲突可能发生时，应于 5 个工作日之内向公司董秘办或内审部进行申报。

For any actual or potential conflict of interest occurred before the effective date of this policy, a declaration must be made to the Board Secretary Office or the Internal Audit Department within two months from the effective date of this Policy, including the ongoing action(s) or transaction(s) during the Policy issuing process. If any other actual or potential conflict of interest is known or should be known, the employee shall report it to the Board Secretary Office or the Internal Audit Department within 5 working days.

### 2.4 利益冲突咨询 Conflict of Interest Consultation

如果公司董事、高级管理人员、关键岗位员工以及其他涉及员工在具体情形下不确定是否存在利益冲突，其本人有责任咨询公司董秘办或内审部，并向公司董秘办或内审部介绍有关该未确定利益冲突的所有情况。

If any person (director, senior management, Key Employee or other employee) is not sure whether there is a conflict of interest under a specific circumstance, such person shall have the responsibility to consult the Board Secretary Office or the Internal Audit Department, and report all the information about the undetermined situation to the Board Secretary Office or the Internal Audit Department.

### 2.5 披露职责 Duty of Disclosure

就任何现实存在或潜在的利益冲突而言，“相关人士”必须针对拟议的交易披露其利益所在，并有机会向管理层小组、董事会、审计委员会成员陈述所有重要事实。

In connection with any actual or potential Conflict of Interest, a Covered Person must disclose the existence of the Interest and be given the opportunity to disclose all material facts to the Management Group, Board and Audit Committee.

## 2.6 利益冲突判定 Judgment of Conflict of Interest

公司管理层代表，包括 CEO, CFO, CTO 和法务部负责人组成利益冲突判定小组，对于“相关人士”是否存在利益冲突，进行判定。利益冲突判定结果需得到管理层小组绝大多数成员（3 人及以上）一致意见。若无法达成管理层小组绝大多数成员一致意见的，则需提交董事会判定。

Company management representatives, including CEO, CFO, CTO and head of the Legal Department, work as a Management Team of Judgment of Conflict of Interest to determine whether there is a conflict of interest among “Covered Person”. The result of conflict of interest shall be agreed by the vast majority of the Management Team (3 and more). If an agreement cannot be reached, it shall be submitted to the Board for the further determination.

在管理层小组或者董事会讨论或决定是否是否存在利益冲突时，与该交易有关的“相关人士”不得在场。

The Covered Person(s) involved with the transaction shall not be present during the Management Team or Board’s discussion or determination of whether a conflict of interest exists.

## 2.7 处理程序 Procedures for Addressing a Conflict of Interest

对于判定存在利益冲突的情况，相关人士根据“主动回避”原则不介入相关交易的讨论、审批及后续处理。若根据“主动回避”原则，相关讨论、审批无法由利益冲突判定小组完成的（即审批人包括相关人士无法完成审批流程），则需提请董事会审议。董事会应该遵循以下第三部分所规定的程序内容，判断鉴于利益冲突的性质和严重程度，需要采取哪些措施保护公司的利益，以及决定是否继续交易，如果继续交易，需要确保交易的条款符合公司规定及利益不受损害。事实上，一笔交易存在利益冲突并不意味着董事会一定会终止该笔交易。

In connection with any actual or potential conflict of interest, the Covered Person(s) involved with the transaction shall not get involved in the discussion, approval or follow-up process according to the principle of “Active Avoidance”. If, according to the principle of “Active Avoidance”, the relevant discussion and approval cannot be completed by the Management Team of Judgment of Conflict of Interest (that is, the approvers, including Covered Person(s), cannot complete the approval process), it shall be submitted to the Board for further review. The Board shall follow the procedures in the Section 3 below to determine what measures are required to protect the interests of the Company in view of the nature and severity



of the conflict of interest and to decide whether to proceed with the Transaction and, if so, to ensure that the terms of the Transaction comply with the Company's rules and without causing harm to the interests of Company. The fact that a Transaction has a conflict of interest does not necessarily mean that the board will terminate the Transaction.

### **3 董事会审议 REVIEW BY THE BOARD**

董事会可向利益“相关人士”以及其他有关人员提出问题并听取他们的陈述，但须在他们不在场的情况下，就交易进行审议及表决。董事会应确定有关该交易的所有重要事实和所涉及人员的利益冲突已经完全披露，并利用适当的数据分析，例如可比性研究，来确定该交易的公平条款。

在完成尽职调查（包括不存在利益冲突情况下的替代方案的调查）后，董事会应该确定交易是否符合公司的最佳利益，是否符合董事会自身利益，以及该交易对公司是否公平合理；经出席董事会会议的大多数无利害关系的董事会成员批准，该交易可以正常进行。

The Board may ask questions of and receive presentation(s) from the Covered Person(s) and any other relevant person(s), but shall deliberate and vote on the Transaction in their absence. The Board shall ascertain that all material facts regarding the Transaction and the Covered Person's Conflict of Interest have been disclosed to the Board and shall compile appropriate data, such as comparability studies, to determine fair terms for the Transaction.

After exercising due diligence, which may include investigating alternatives that present no Conflict of Interest, the Board shall determine whether the Transaction is in the Company's best interest, for its own benefit, and whether it is fair and reasonable to the Company; the majority of disinterested members of the Board attending the meeting of the Board then in office may approve the Transaction.

### **4 记录程序 RECORDS OF PROCEEDINGS**

董事会依据本制度召开的会议记录应包括以下内容：

The minutes of any meeting of the Board pursuant to this Policy shall contain the following information:

#### **4.1 自行披露或以其他方式被确定为交易中利益“相关人士”的人员名单；**

The name of each Covered Person who disclosed or was otherwise determined to have an Interest in a Transaction;

#### **4.2 利益的性质以及是否被认定构成利益冲突；**

The nature of the Interest and whether it was determined to constitute a Conflict of

## Interest

### 4.3 可以替代的其它交易；

Any alternative transactions considered

### 4.4 出席就该交易进行审议的董事会成员、就该交易进行表决的董事会成员以及在何种程度上被排除在审议会议之外的相关人员；

The members of the Board who were present during the deliberations on the Transaction, those who voted on it, and to what extent the Covered Persons were excluded from the deliberations;

### 4.5 董事会取得并判断依据的数据资料和其它信息，以及这些资料的来源；

Any comparability data or other information obtained and relied upon by the Board and how the information was obtained;

### 4.6 投票表决结果，包括（如适用）已获批准的交易条款和批准日期。

And the result of the vote, including, if applicable, the terms of the Transaction that was approved and the date it was approved.

## 5 整改落实 IMPLEMENTATION AND RECTIFICATION

### 5.1 审批及反馈 Approval and Feedback

公司董事会对员工填写申报的《利益披露声明》进行审批，对于其中需要进一步调查的，应提请申报人补充说明，由公司内审部进行相关调查，公司相关部门和个人应积极配合。公司董秘办及内审部应将需整改的结果反馈给申报人。

The Board of the company shall review the “Declaration Form for Conflicts of Interests” submitted by the employee(s). If further investigation is required, the Board shall request the applicant(s) to provide additional explanations. The relevant investigation shall be performed by the Internal Audit Department, and the relevant departments and individuals shall cooperate actively. The Board Secretary Office or the Internal Audit Department shall feedback the rectification requirement to the applicant(s).

### 5.2 督促整改落实 Implementation and Supervision

申报人收到反馈结果后，应于规定的时间内按审批意见对利益冲突进行整改，公司内审部对申报人的落实情况进行跟踪督促，形成落实简报，报告公司董事会审计委员会。对于拒不按审批意见执行的申报人，公司有权采取措施强制执行。

After receiving the feedback, the applicant(s) shall rectify the conflict of interest according to the rectification requirement within the prescribed time. The Internal

Audit Department shall track and supervise the implementation of the applicant, form the implementation report(s) and report it to the Audit Committee. The Company has the right to take measures to enforce the applicant(s) who refuse to comply with the rectification requirement.

## 6 管理要求 MANAGEMENT REQUIREMENTS

为了减少由于利益冲突对公司利益的潜在影响，特制定如下管理要求，适用于全体员工：

In order to reduce the potential impact on the Company from conflict of interest, the Company has set up the following requirements which are applicable to ALL employees.

- 6.1 未经本公司批准，禁止员工受雇于竞争对手，不得在竞争对手任职或兼职、担任顾问、董事会成员或以其它任何方式为竞争对手提供服务，也不得向竞争对手提供信息。

Without the Company's approval, employees are not allowed to be employed by a competitor or serve as part-time employees, consultants and members of board of directors or provide services or disclose information to a competitor in any other form.

- 6.2 在受聘于本公司期间，本公司员工不得销售任何对本公司现有或潜在商业活动构成竞争的产品或服务。

During their employment by the Company, the Company's employees shall not sell any products or services that are competitive with the Company's existing or potential business activities.

- 6.3 未经本公司批准，禁止员工为其他企业或机构提供劳动或服务（包括但不限于在其他企业或机构担任董事、监事或高级管理人员的行为）。

Without the Company's approval, employees are not allowed to work for or provide services to other enterprises or institutions (including but not limited to serving as member of board of directors, supervisors or senior management in other enterprises or institutions).

- 6.4 未经本公司批准，员工不得担任本公司的供应商、客户、或供应商/客户的代表，也不能为本公司的供应商/客户工作，或担任其雇员、顾问、董事或股东等。员工不得因向供应商/客户提供有关本公司业务的建议或服务而接受金钱或任何形式的利益。

Without the Company's approval, employees may not serve as the Company's suppliers or customers, or representatives of the Company's suppliers/customers,

or serve as employees, consultants, directors or shareholders, etc. of Company's suppliers/customers. Employees shall not accept cash or benefits in any form for providing suggestions or services relating to the Company's business.

- 6.5 员工不得利用本公司未公开的商业信息（包括商业秘密）为自身或关系密切的家庭成员谋取利益。常见的未公开的商业信息包括：未公开的财务数据、机密的商业计划、拟实施的收购、投资或转让、计划中的新产品，以及不为公众所知悉、具有商业价值并经公司采取相应保密措施的技术信息和经营信息等。

Employees may not gain benefits for themselves or their close relatives from any undisclosed business information (including business secrets) of the Company. Common undisclosed business information includes: undisclosed financial data, confidential business plans, proposed acquisitions, investments or transfers, planned new products, unpublicized technical and business information that has commercial value and has been kept confidential by the company, and etc..

- 6.6 本公司不提倡员工与自己的关系密切的家庭成员设立的企业建立业务合作关系。有正当理由建立业务关系的，要事先主动向本公司申报和披露该亲属关系，并应在相关的业务活动中予以回避。

The Company does not encourage employees to establish business relationship with enterprises set up by their close relatives. If such a business relationship is necessary for legitimate reasons, the employee must report and disclose such relative relations voluntarily in advance and also excuse him/herself from relevant business activities.

- 6.7 员工向本公司推荐自己的关系密切的家庭成员在本公司任职的，应向人力资源部门提前申明。

Employees who recommend their close relatives to work in the Company must provide notice to the HR Department in advance.

- 6.8 假如其他商业实体的财务利益（包括所有权和其他形式），对员工在本公司履行的职责和义务产生负面影响，员工不能直接拥有、通过关系密切的家庭成员间接拥有该财务利益。

Employees may not directly own or indirectly own through their close relatives financial interests in other business entities (including ownership or other forms), if such financial benefits have negative impact on the employees' duties and obligations performed in the Company.

- 6.9 员工不得持有与本公司有竞争关系的非上市企业之所有者权益。

Employees may not hold any ownership interests in non-listed enterprises that have a competitive relationship with the Company.

6.10 员工在与本公司有竞争关系的上市公司中不得持有高于 1% 的净发行股。

Employees may not hold more than 1% of the net issued shares in any listed companies which have a competitive relationship with the Company.

6.11 员工不得以合资、入股、分红或购买股票方式（包括经他人之手间接投资），从本公司供应商或其他商业合作伙伴中获取资本收益。

Employees may not obtain capital gains from the suppliers or other partners of the Company by means of joint-venture, buy-in, dividends or purchases of shares (including indirect investments through other people).

上述“经本公司批准”，指获得药明生物董事长批准。

The "Company's approval" stated above means approval from the Chairman of WuXi Biologics (Cayman) Inc.

## 7 违反条款及处罚 VIOLATIONS AND DISCIPLINARY ACTIONS

### 7.1 违反条款 Violations

如果董事会有合理理由相信某个“相关人士”未能披露实际或潜在的利益冲突，包括与该人士交易的其他人员，董事会应该通知利益冲突涉及人员，并且给其提供一个机会来解释所谓的未能及时披露的原因。如果董事会在听取利益冲突涉及人员的回应并根据情况进行进一步的调查之后，认定利益冲突涉及人员没有披露实际或潜在的利益冲突，则董事会应该采取适当的处罚及纠正措施。

If the Board has reasonable cause to believe that a Covered Person of the Company has failed to disclose actual or potential conflicts of interest, including those arising from a Transaction with a related person, it shall inform such Covered Person of the basis for this belief and afford the Covered Person an opportunity to explain the alleged failure to disclose. If, after hearing the Covered Person response and making further investigation as warranted by the circumstances, the Board determines that the Covered Person has failed to disclose an actual or potential conflict of interest, the Board shall take appropriate disciplinary and corrective actions.

### 7.2 处罚 Disciplinary Actions

7.2.1 对于各类利益冲突的情形，员工既未主动申报的，也未主动回避的，或违反规定拒不解决利益冲突，一经发现，视情节严重程度，将给予留司察看及以上处分。对于情节严重、对本公司造成损失的，将给予

解除劳动合同处分；

With regards to conflicts of interest, employee(s) who does not actively report or avoid such conflicts of interest, disciplinary actions will be taken up to including retain post on probation or above depending on the severity of the violation upon discovery; if the violation is serious and has caused losses, the disciplinary action will be taken up to terminate the employment contract(s) with such employee(s);

7.2.2 公司员工已经因利益冲突损害了公司的利益时，公司有权要求其进行必要的赔偿或追究其法律责任；

If employee(s) commit a violation of this policy and harm to the interest of Company, the Company may demand the employee(s) to compensate for the losses or bring legal actions against such employees depending on the severity of the violation;

公司员工可举报利益冲突行为，举报邮箱：

[IA\\_Biologics@wuxibiologics.com](mailto:IA_Biologics@wuxibiologics.com);

[Compliance\\_Biologics@wuxibiologics.com](mailto:Compliance_Biologics@wuxibiologics.com);

受理人对举报保守秘密。任何被举报人不得对举报人进行打击报复。对于员工反映的问题，公司内审部应进行适当的调查并予以反馈；

Any violation or perceived violation of this Policy can be reported through the email box:

[IA\\_Biologics@wuxibiologicsc.com](mailto:IA_Biologics@wuxibiologicsc.com);

[Compliance\\_Biologics@wuxibiologics.com](mailto:Compliance_Biologics@wuxibiologics.com);

the receiver(s) shall keep confidential the relevant information. No individual shall retaliate against a reporter. For problems reported by employees, Internal Audit Department shall conduct appropriate investigations and provide feedback.

## 8 年度复核 ANNUAL REVIEWS

对本制度的年度复核可以是书面的，也可以是口头的。复核时应考虑本制度的遵守程度，持续适应性，以及是否应该修改及改进本制度。

The review may be written or oral. The review shall consider the level of compliance with the Policy, the continuing suitability of the Policy, and whether the Policy should be modified and improved.

## **9 聘请外部专家 USE OF OUTSIDE EXPERTS**

在进行第八节规定的年度评审时，公司可以但不强制规定使用外部专家。但即使使用外部专家，也不能使董事会定期审查利益冲突事项的责任有所免除。

When conducting the periodic reviews as provided for in Article 8, the Company may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.