



# 美国赛生

药业股份有限公司

## Corporate Code of Business Conduct and Ethics (including "Whistle blowing" in the case of Violations of Company Policies)

### 企业的商业行为与道德守则（包括“揭弊”公司政策违规行为）

#### A. Policy Statement

##### A. 政策声明

SciClone is committed to providing a work environment reflecting good corporate citizenship and appropriate business behavior. This Code of Conduct applies to all officers, full and part time employees, contract workers, directors and anyone who conducts business with SciClone. Conduct in violation of this policy is unacceptable in the workplace and in any work-related setting outside the workplace. Any officer, director, employee or contract worker who violates this Code of Conduct will be subject to disciplinary action, up to and including termination of his/her employment or engagement. References to "you" in this Code of Conduct refer to each of our officers, employees, directors and contract workers.

赛生致力于提供能够体现良好企业社会责任和恰当商业行为的工作环境。本行为守则适用于赛生公司的所有高管、全职和兼职雇员、合同职工、主管以及任何与赛生公司进行交易的人员。违反本政策的行为在工厂或工厂以外任何与工作有关的环境都是不被接受的。任何高管、主管、雇员或合同职工，一经违反本行为守则，将受到纪律惩处，甚至包括终止他/她的雇用或聘用。本行为守则提及的“您”是指我们公司的每位高管、雇员、主管和合同职工。

#### B. Compliance with Laws and Regulations and Conflicts of Interest

##### B. 法律法规的遵守和利益冲突

You must comply with all federal, state and local laws of the communities in which we work. You must also perform your duties to SciClone in an honest and ethical manner. You should avoid situations in which your personal, family or financial interests conflict or even appear to conflict with those of SciClone or compromise its interests. You should handle all actual or apparent conflicts of interest between your personal and professional relationships in an honest and ethical manner. Conflicts are not always clear-cut. Examples of actual or potential conflicts of interest can be found in Section 130, Conflicts of Interest and Employment of Relatives, of this handbook. If you become aware of a conflict or potential conflict of interest, contact your own or any other SciClone manager for further guidance.

您必须遵守我们工作所在团体的所有联邦、州和地方的法律。您还必须以诚实和道德的态度履行您对赛生公司的职责。您应当避免您个人、亲属或财务利益与赛生公司的利益冲突，或潜在冲突，又或者是损害赛生公司利益的情况。您应当以诚实和道德的态度处理您个人和职业关系之间的所有实际或明显的利益冲突。冲突不总是清晰可辨的。实际或潜在利益冲突的示例请见本手册第 130 节，利益冲突和亲属的雇佣……如果意识到利益冲突或潜在利益冲突，请联系您的上级经理或赛生公司的其他经理，取得进一步的指示。

#### C. Full, Fair, Accurate, Timely and Understandable Disclosure

## C. 完整、公正、准确、及时、易懂的披露

It is of paramount importance to SciClone that all disclosure in documents filed by SciClone with the Securities and Exchange Commission or in other public communications by SciClone is full, fair, accurate, timely and understandable. All officers, directors, employees and contract workers must take all steps necessary to assist SciClone in fulfilling these responsibilities, consistent with each person's role in the Company. You should give prompt, accurate answers to all inquiries in connection with SciClone's preparation of public disclosures and reports.

在赛生公司呈递于证券交易委员会的文件中或其进行的其它大众传播中，所有披露事项的完整、公正、准确、及时和易懂对其至关重要。所有高管、主管、雇员和合同职工必须依照各人在公司中的角色采取所有必要的措施协助赛生公司履行这些责任。对于和赛生公司的公开披露以及报告的准备工作有关的所有质询，您应当给予迅速准确的答复。

## D. Fair Dealing

### D. 公正交易

Our goal is to conduct our business with integrity. You should deal honestly with SciClone's customers, suppliers, competitors and employees. Under federal and state laws, SciClone is prohibited from engaging in unfair methods of competition, unfair or deceptive acts and practices.

Examples of prohibited conduct include, but are not limited to:

我们的目标是诚信交易。您应当与赛生公司的客户、供应商、竞争对手和雇员诚实交易。依照联邦和州法律，严禁赛生公司参与不公平竞争方法、不公平的或欺诈性的行为和实践。

受禁行为的示例包括但不限于：

- bribery or payoffs to induce business or breaches of contracts by others (see also discussion on Bribery and Corruption, below);
  - acquiring a competitor's trade secrets through bribery or theft;
  - making false, deceptive or disparaging claims or comparisons about competitors or their products or services; or
  - mislabeling products or services.
- 收受他人贿赂或回扣从而导致交易或终止合同（也请见下文关于贿赂和贪污的讨论）；
  - 通过贿赂或盗窃获取竞争对手的商业机密；
  - 对竞争对手或其产品或服务进行虚假、欺诈性或毁谤性的索赔或对比；或者
  - 错误标示产品或服务；

## E. Bribery and Corruption

### E. 贿赂和贪污

SciClone prohibits payments of any kind to any person either to obtain advantage in selling goods or services or to advance our interests with government authorities. This prohibition applies to all SciClone employees and to any such payment made anywhere in the world. This prohibition also covers offers to

make such payments, whether the actual payment is accepted or not. In our business, we must be particularly sensitive to bribery and corruption issues because a country's government may be both the regulator of our products and a major customer.

赛生公司严禁对任何人员给予任何形式的付款用以在商品销售或服务中获取有利地位或用以推进与政府当局的利益。本禁令适用于所有赛生公司雇员以及在全世界任何地点给予的任何此类付款。本禁令亦涵盖进行对此类付款的提议，无论实际付款被接受与否。在交易中，我们必须对贿赂和贪污问题特别敏感，因为一国政府可能既是我司产品的监管者又是大客户。

## **F. Reporting Violations of Company Policies and Receipt of Complaints Regarding Reporting or Accounting Issues ( "Whistle blowing" )**

### **F. 举报公司政策违规行为和对举报或会计问题投诉的受理 ( "揭弊" )**

If you become aware of conduct by an officer, director, employee or contract worker which you believe in good faith is a potential violation of this Code of Conduct, you should notify your own or any other SciClone manager, the Chief Executive Officer or, as set forth in the next paragraph, the Chair of the Audit Committee as soon as possible. You should also report any complaint or concern regarding SciClone's accounting, internal accounting controls, or auditing matters, or any concerns regarding questionable accounting or auditing matters. Managers are required to refer all reports of possible violations to the Chief Executive Officer or the Chair of the Audit Committee.

如果意识到您认为诚信的某一高管、主管、雇员或合同职工的行为是对本行为守则的潜在违反，您应当尽快通知您的上级经理，或者赛生公司的其他经理，首席执行官或按照下段所述，通知审计委员会主席。您亦应当举报与赛生公司的会计、内部会计控制、或审计事项有关的任何投诉或质疑，或与可疑会计或审计事项有关的任何质疑。要求经理人把所有潜在违规行为提报于首席执行官或审计委员会主席。

Alternatively, if you wish to report such matters anonymously, you may submit a description of the concern or complaint to the attention of the Chair of the Audit Committee, by mail to: 950 Tower Lane, Suite 900, Foster City, California 94404 or by e-mail to [whistleblower@sciclone.com](mailto:whistleblower@sciclone.com), or toll free from China by telephone at 400-631-2210. For Hong Kong callers, local call charges will apply when dialing 0086 400 631 2210. For callers from the rest of the world, international long distance charges will apply when dialing +8621 5308 9100; this number is connected to the 400 toll-free number in China. Persons outside SciClone may also report complaints or concerns regarding SciClone personnel; such matters should be reported promptly on receipt to your own or any other SciClone manager, the Chief Executive Officer, or the Audit Committee Chair. Managers are required to report such matters as noted above. All reports of complaints or concerns shall be recorded in a log, indicating the description of the matter reported, the date of the report and a brief summary of the disposition. The log shall be maintained by the Chief Financial Officer and shall be reviewed periodically with the Audit Committee. This log shall be retained for five years.

或者，如果您希望匿名报告此类事项，可以提交对质疑的描述或投诉，发送给审计委员会主席，通过邮寄至：950 Tower Lane, Suite 900, Foster City, California 94404 或者电邮至：[whistleblower@sciclone.com](mailto:whistleblower@sciclone.com)，另外中国员工还可以免费致电 400-631-2210。香港员工可以拨打 0086 400-631-2210，按当地话费收取。其他国家的员工可以拨打+8621 5308 9100，按国际长途费用收取话费。此电话和中国的免费 400 电话是捆绑在一起的。赛生公司以外的人员也可以提报投诉或对赛生公司员工的质疑；此类事项一经受理应立即提报于您的上级经理人或赛生公司的任何其他经理人、首席执行官或审计委员会主席。要求经理人按照上文所提上报此类事项。所有对投诉或质疑的举报应当载入记录，注出所举报事项的描述、举报日期和描述摘要。记录应当由首席财务官保存，并由审计委员会定期复核。记录应当保存五年。

Allegations of violations of the Code should be made only in good faith and not to embarrass or put someone in a false light. If you become aware of suspected or potential violation do not try to investigate or resolve it on your own. Prompt disclosure under this Code is vital to ensuring a timely and thorough investigation and resolution. You are expected to cooperate in internal or external investigations of alleged violations of the Code.

对违反守则的行为的指控应当如实进行，不得刁难或置某人于被误解的地位。如果您意识到可疑或潜在的违反行为，请不要试图自行调查或解决。依照本守则进行的迅速披露对于确保及时透彻的调查和决议是关键。您应当配合对本守则的可疑违规行为的内部或外部调查。

In response to every report made in good faith and regarding conduct which may be a possible violation of the Code of Conduct, SciClone will undertake a prompt and thorough investigation, and if improper conduct is found SciClone will take appropriate corrective action. SciClone will attempt to keep its discussions with any person reporting a violation confidential to the extent reasonably possible without compromising the effectiveness of the investigation. If you believe your report is not properly explained or resolved, you may take your concern or complaint to the Audit Committee of the Board of Directors or to the Company's outside counsel or auditors as appropriate.

作为对各个如实进行的举报的答复和关于可能是对行为守则的潜在违反行为，赛生公司将进行迅速透彻的调查，如果发现不恰当行为，赛生公司将采取适当的纠正行动。赛生公司将尝试与违规行为的所有举报者进行讨论，在不损害调查的效力的情况下保密至可能的合理程度。如果您认为您的举报没有被恰当解释或解决，必要时您可以将您的质疑或投诉送交董事会的审计委员会或公司的外部法律顾问或审计员。

Employees and contract workers are protected by law from retaliation for reporting alleged activities outside the Code of Conduct or for participating in procedures connected with an investigation, proceeding or hearing conducted by SciClone or a government agency with respect to such complaints. SciClone will take disciplinary action up to and including the immediate termination of any employee or contract worker who retaliates against another employee or contract worker for reporting any of these alleged activities.

雇员和合同职工受到法律保护，免于因举报行为守则以外的可疑行为或因参与赛生公司或政府机构就此类投诉进行的调查、诉讼或听证相关的程序而受到报复。赛生公司将采取纪律处分，甚至包括立即解雇任何对举报可疑行为的另一雇员或合同职工进行报复的雇员或合同职工。

Please contact the Chief Executive Officer or the Chief Financial Officer if you have any questions about this policy or require further information on the subject.

如果您对本政策有任何疑问或需要关于本主题的详细信息，请联系首席执行官或首席财务官。

The most current version of this Code will be posted on the Company's website, and this Code's location on the Company's website will be listed in the Company's Annual Report on Form 10-K. Any substantive amendment or waiver of this Code may be made only by the Board of Directors upon a recommendation of the Audit Committee, and will be disclosed, including the reasons for such action, on the Company's website within four business days following the date of any such amendment or waiver, and in accordance with the Company's annual report filed on Form 10-K. SciClone will maintain disclosure about such amendment or waiver on the website for at least twelve months and shall retain the disclosure concerning the action for at least 5 years.

本守则的最新版本将公告于公司网站，本守则在公司网站的位置将列于表单 10-K 的公司年度报告。本守则的任何实质性修改或弃权只能由董事会依照审计委员会的提议做出，并在任何此类修改或弃权发生之日起四个工作日内按照表单 10-K 的公司年度报告公布于公司网站，包括此类行为的理由。赛生公司将在网站上保持对此类修改或弃权的披露至少十二个月，并保留关于此行为的披露至少 5 年。

The Company will, at least annually, review this Code of Conduct with all officers, employees, directors and contract workers.

公司将对所有高管、雇员、主管和合同职工至少每年一次检查本行为守则。