

浙江吉利控股集团反贿赂合规管理制度（2023 版）

Zhejiang Geely Holding Group Anti-Bribery Compliance Policy (2023 Edition)

1 目的 Purpose

为规范集团反贿赂合规管理工作，确保吉利遵循业务所在国家和地区关于公平竞争、反贿赂和反腐败等方面的法律法规，促进业务活动在公平、公正、透明的市场环境中开展，防止出现任何可能导致贿赂风险的支付或其他行为，特制定本制度。

This Anti-Bribery Compliance Management Policy (hereinafter referred to as the "Policy") is formulated to ensure that Geely Holding Group (hereinafter referred to as "the Group" or "Geely") complies with the laws and regulations of the countries and regions in which it operates in respect of fair competition, anti-bribery and anti-corruption.

2 适用范围 Scope

本制度适用于控股集团及业务集团/业务板块/公司（以下简称“各单位”）。境外或公开上市的子公司可根据适用法律法规和上市规则制定与本制度原则基本一致的制度。

This Policy applies to the Group and the business groups/business segments/companies under its control (hereinafter referred to as the "Units"). Overseas or publicly-listed subsidiaries may, in accordance with applicable laws and regulations and listing rules, formulate their own policies that are consistent with the principles of this Policy.

吉利将积极推动商业伙伴及可能与吉利业务有关联的组织和个人，认同和执行本制度。

Geely will actively promote the adoption and implementation of this Policy by its business partners and organizations and individuals who may be associated with Geely's business.

3 定义 Definitions

3.1 贿赂：直接或间接向公共部门或私营企业的任何人员提议、承诺、给予（或授权给予）金钱及任何有价值物，以不当影响收受方的正当职责或行为，获取其他不当利益。

Bribery: The offering, promising, giving (or authorizing the giving) of money or anything of value, directly or indirectly, to any person in the public sector or in a private enterprise, with a purpose to unduly influencing the proper duties or conduct of the recipient or obtaining other improper advantage.

3.2 礼品：包括但不限于礼物、现金、艺术品、珠宝、有价证券、支付凭证、优惠折扣、贷款等。其中，支付凭证包括购物券、消费券及各种会员卡、商业预付卡等。

Gifts: Including but not limited to gifts, cash, artwork, jewelry, securities, payment certificates, preferential discounts and loans. Among them, payment certificates include shopping vouchers, consumption vouchers, various membership cards and commercial prepaid cards.

3.3 招待：因工作需要陪同客户、合资合作伙伴、第三方等人员参加活动，包括但不限于工作餐、宴请、娱乐、文化或体育赛事等活动场所的邀请或入场券，及任何相关的旅行、食宿和休闲活动。

Hospitality: Accompanying clients, joint venture partners, third parties, etc. for work-related activities, including but not limited to invitations or tickets to working meals, banquets, entertainment, cultural or sporting events, and any related travel, accommodation and leisure activities.

3.4 疏通费：给予公职人员的一定费用或其他利益，以保证或加快实施某种例行的或必要的行动，且支付人在不支付上述费用或利益的情况下有法定权利要求实施这种行动（比如发放许可证、货物报关、警察保护及取信或发信等），也被称为通融费。

Facilitation Payments: Expenses or other benefit granted to officials to secure or expedite the implementation of routine or necessary actions, where the payer has the legal right to request such actions without making the aforementioned payments or benefits (e.g., obtaining permits, customs clearance of goods, police protection, mail pick-up and delivery, etc.)

3.5 差旅费：与公务出行相关的费用，包括但不限于交通费、住宿费、出差补

助及招待费等。

Travel Expenses: Expenses related to business travel, including but not limited to transportation, accommodation, travel allowance and hospitality.

3.6 慈善捐赠: 基于慈善公益目的而自愿、无偿地赠与财物等活动。

Charitable Donations: Activities involving voluntary and gratuitous gifting of property with charitable purposes.

3.7 政治捐款: 从事竞选活动或其他政治相关活动的个人或团体，接受外部对其无偿提供的动产、不动产、不相当对价给付、债务免除或其他经济利益等。

Political Donations: The acceptance by a person or group of persons engaged in election campaigns or other politically related activities of tangible or intangible property, payments of unequal consideration, forgiveness of debts or other economic benefits from external sources without compensation.

3.8 公职人员: 政府部门、机构的官员或员工；代表政府部门、机构履行公职的人员；由政府全部出资或部分出资的公司/业务官员/员工（例如国有企业）；公共国际组织的官员或员工（例如世界银行或联合国）；政党或代表政党履行公职的官员或员工；政治职务候选人；法律、法规所规定适用的其他公职人员。

Officials: Officers or employees of government departments or agencies, personnel performing public duties on behalf of government departments or agencies, officers or employees of companies/enterprises partly or wholly funded by the government(e.g., state-owned enterprises),officers or employees of public international organizations (e.g., World Bank or United Nations), officers or employees of political parties or those performing public duties on behalf of political parties, candidates for political office and other public officials as specified by laws and regulations.

3.9 商业伙伴: 与吉利有业务关系及受公司委托的外部组织或个人，包括客户、合资合作伙伴、供应商、承包商、经销商、广告公司、公关公司、咨询公司、货运代理商、 托运人、代表人、代理商、律师、经纪人、顾问等。

Business Partners: External organizations or individuals that have business relationships with Geely, including clients, joint venture partners, suppliers, contractors, distributors, advertising companies, public relations companies, consulting firms, freight forwarders, shippers, representatives, agents, lawyers, brokers, consultants and others.

4 基本政策 **Basic Principles**

4.1 禁止任何形式的贿赂行为 **Prohibiting Any Form of Bribery**

吉利始终坚持诚实守信、合规经营的理念，力求培育高标准、符合商业道德的企业文化，禁止任何形式的贿赂行为。吉利员工和以吉利名义开展业务的商业伙伴不能因不正当商业目的向任何组织或个人（包括但不限于代理或中介、顾问、经销商、供应商、客户、合作伙伴或公职人员）提供贿赂或其他不当好处，包括疏通费。

Geely is committed to integrity and compliance in its business operations, striving to cultivate a high-standard business ethics, and prohibits any form of bribery. Geely's employees and business partners doing business on behalf of Geely are not allowed to offer bribes or provide other improper benefits, including facilitation payments, to any organization or individual (including, but not limited to, agents or intermediaries, consultants, distributors, suppliers, clients, partners, or officials) for improper business purposes.

4.2 加强费用管控 **Managing Expenses Carefully**

所有礼品、招待、向外部人员提供差旅、慈善捐赠等相关费用须是合理的，不得用于非正当目的，且须遵守吉利相关政策与内部制度。各层级业务单位负责人应采取适当合规管控举措，确保所辖单位支出上述相关费用的真实性、合理性及合法合规性。

All expenses related to gifts, hospitality, travel of external parties, charitable donations, etc. shall be reasonable, not used for improper purposes, and shall comply with Geely's relevant policies. Heads of business Units at all levels shall implement appropriate compliance control measures to ensure the authenticity, reasonableness, and legality of the above expenses incurred by their Units .

5 防范具体场景中的贿赂风险 **Preventing Bribery Risks in Specific Scenarios**

5.1 赠送礼品与提供招待 **Gifts and Hospitality**

员工在业务活动中赠送礼品与提供招待应遵循以下基本要求：应符合业务所在国家或地区的法律法规和商业惯例，及已知的接受方单位的合规要求；应有合理的商业目的；不得成为获得不正当利益的途径；不得以现金或现金等价物形式；不得造成不道德或不诚信印象；针对同一接受人赠送礼品或提供招待的总价值及频率不得过高或具有奢侈性质，须始终遵循商业惯例；赠送礼品与

提供招待的费用应按吉利费用报销制度进行报销，并确保提交的业务信息及报销资料的真实性。

Employees shall comply with the following basic requirements when providing gifts or hospitality in the course of business activities:

- (I) Providing gifts and hospitality shall comply with the laws and regulations of the country or region where the business is conducted, and the known compliance requirements of the recipient's organization.
- (II) Providing gifts and hospitality shall be for reasonable commercial purposes.
- (III) Providing gifts and hospitality shall not serve as a means to gain improper benefits.
- (IV) Gifts and hospitality shall not be in cash or cash-equivalent forms.
- (V) Providing gifts and hospitality shall not create an unethical or dishonest impression.
- (VI) Total value and frequency of gifts or hospitality provided to the same recipient shall not be excessive or luxurious, and shall always conform to standard business practices.
- (VII) Expenses for gifts and hospitality shall be reimbursed according to Geely's expense reimbursement policy, ensuring the authenticity of the records of reimbursements.

5.2 向外部人员提供差旅 **Providing Travel for External Parties**

员工在向吉利外部人员提供差旅时应遵循如下基本要求：向外部人员提供差旅开支应有合理的商业目的，并符合商业惯例及已知接受方单位的合规要求；不得向外部人员提供不当娱乐活动，包括但不限于违法活动、不道德活动或色情活动；不得为受邀对象之外的人员支付差旅费用；应确保相关支出符合受邀对象所应遵守的要求；员工不得借向外部人员提供差旅之机获私利。

Employees shall comply with the following requirements when providing travel expenses to external parties:

- (I) Travel expenses shall have a legitimate business purpose and be consistent with business conventions and known compliance policies of the recipient's company .
- (II) Employees shall not provide improper hospitality activities, including but not limited to illegal activities, unethical activities, or erotica activities.

- (III) Employees shall not pay travel expenses for individuals other than the invited parties.
- (IV) Relevant expenses shall comply with the requirements that the invited party must meet.
- (V) Employees shall not gain improper personal benefits under the pretext of providing travel for external parties.

5.3 慈善捐赠与政治捐款 **Charitable Donations and Political Donations**

5.3.1 慈善捐赠 **Charitable Donations**

吉利致力于对其业务经营所在区域做出积极贡献，但不借助慈善捐赠谋取不当优势。所有慈善捐赠活动均须透明公开并经相关程序批准，以确保捐赠用于正当目的。

Geely is committed to making a positive contribution to the regions where it operates, and will not use charitable donations to gain improper advantages. All charitable donations shall be transparent and approved through relevant internal procedures to ensure the donations are used for legitimate purposes.

慈善捐赠应遵守以下原则及审批流程：

Charitable donations shall comply with the following principles and approval processes:

符合相关法律、法规及行业标准，包括但不限于相关税务法规；频率和金额均应合理；仅出于公益目的，不能作为利益交换，不得以不当获得保持业务，或得到不正当的利益或优势为目的；受赠对象应为依法成立的公益性社会团体和公益性非营利的事业单位，不得为公职人员个人或其他个人。原则上不能向客户推荐、选择或指定的机构提供捐赠；捐赠应真实存在，对所有捐赠均应要求捐赠接收方出具书面的捐赠确认函。如捐赠金额超过 1000 元人民币，应在捐赠前与捐赠接收方签订合同，合同须标明捐赠金额、时间、目的和使用范围；捐赠资金应以支票或转账形式提供；应根据相关会计准则对捐赠真实合理记账。

- (I) Charitable donations shall comply with relevant laws, regulations and industry standards, including but not limited to relevant tax regulations.
- (II) The frequency and value of donations shall be reasonable.
- (III) Charitable donations shall be only for public welfare purposes, not for exchanging benefits or improperly maintaining business or obtaining improper benefits or advantages.

- (IV) Recipients shall be legally established public welfare social organizations or non-profit entities, not individual officials or other individuals.
- (V) Charitable donations generally shall not be made to institutions recommended, selected, or designated by clients.
- (VI) Charitable donations shall be real and substantiated, and a written donation confirmation letter from the recipient shall be obtained for all donations.
- (VII) If the charitable donation exceeds 1,000 RMB, a contract shall be signed with the recipient before the donation, and the contract shall specify the amount, time, purpose, and scope of the use.
- (VIII) Funds of charitable donations shall be provided by check or bank transfer.
- (IX) Charitable donations shall be recorded reasonably and truthfully according to relevant accounting standards.

5.3.2 政治捐款 **Political Donations**

在全球经营活动中，未经控股集团合规管理部门事先批准，不得向任何政党或政府候选人无偿提供资金、服务、财产、设施、债务免除或其他经济利益。政治捐款也不得以使吉利在行政、立法、管理或其它方面得到不当支持为目的。

Without prior approval from Group's compliance management department, funds, services, property, facilities, debt forgiveness, or other economic benefits shall not be provided to any political party or government candidate. Political donations shall not be aimed at obtaining improper support for Geely in government administration, legislation, or other aspects.

吉利员工以个人名义进行政治捐款属于员工个人行为，吉利不承担上述个人捐款费用。

Political donations made by Geely employees in their personal capacity are personal actions. Geely will not be responsible for the costs of these individual donations.

5.3.3 审批程序与权限 **Approval Procedures and Authority**

代表吉利的慈善捐赠和政治捐款仅在完全符合上述要求并经过相关部门审批后方可进行，其中慈善捐赠应通过捐赠事项所在集团的董事会审批并报控股集团董事局办公室备案，无证明文件的紧急慈善捐赠还应通过控股集团合规管理部门审批；政治捐赠应通过控股集团合规管理部门的审批。

Charitable donations and political donations on behalf of Geely can only be made after full compliance with the above requirements and approval from relevant departments. Charitable donations shall be approved by the Board of Directors of the Unit which is making the donation and filed with the office of the Group's Board of Directors. Urgent charitable donations without supporting documents and political donations shall be approved by the holding group's compliance management department in advance.

6 账簿及记录管理 **Books and Records**

根据法律要求，吉利应合理、准确地保管其账簿、记录及账目，以公允反映所有交易、付款、费用及资产处置的细节。吉利员工不得以任何理由篡改/伪造公司账簿/记录/遗漏应计入账簿的交易记录；不得违反相关会计控制流程；不得提供不真实的付款及费用描述记录；不得违反适用的会计及财务报告相关标准、原则、法律或惯例；不得在法定会计账簿之外另设账簿；不得违规编制相关的报告和记录。

According to applicable laws, Geely shall maintain its books, records and accounts reasonably and accurately so as to fairly reflect the details of all transactions, payments, expenses, and asset disposals.

Geely employees shall not, for any reason, (i)distort or forge the company's books and records, or fail to record any transaction in its books, (ii)violate relevant accounting control processes, (iii)provide false descriptions of payments and expense records, (iv)violate applicable accounting and financial reporting standards, principles, laws, or practices, (v)maintain separate books outside of statutory accounting records, (vi)improperly compile relevant reports and records.

7 报告可能的违规 **Reporting Possible Violations**

7.1 吉利鼓励员工和外部人员实名或匿名报告任何可能违反本制度的行为。如发现可疑情形，可向直属上级、所在单位合规管理部门或控股集团合规管理部门报告。各单位合规管理部门应在接到报告后 2 个工作日内上报控股集团合规管理部门。

Geely encourages its employees and outsiders to report, either in real name or anonymously, any possible violation of this Policy. If you find any suspicious circumstances, reports can be made to your immediate supervisors, the compliance management department of your Unit, or compliance management department of the

Group. The compliance management department of each Unit shall report to the Group's compliance management department within 2 working days of receiving the report.

吉利会严格保密报告人信息，并严格禁止对报告人进行打击报复或给予不公正待遇。如举报人受到任何威胁、不公正待遇或打击报复，亦可通过如下渠道向控股集团合规管理部门进行报告。

Geely will keep the information of the reporter in strict confidence and strictly prohibit any retaliation or unfair treatment to the reporter. If the reporter faces any threats, unfair treatment, or retaliation, he/she may also report to the compliance management department of the Group through the following channels.

7.2 咨询或报告方式 Consultation or Reporting Channel

控股集团合规管理部门联系方式：

电话：400 057 1840

邮箱：coc@geely.com

官网：<http://zgh.com/whistleblowing/>

Contact information for the Group's compliance management department:

Tel: 400 057 1840

Email: coc@geely.com

Official website: <http://zgh.com/whistleblowing/>

8 纪律处分 **Disciplinary Actions**

违反反贿赂相关法律法规或本制度可能导致员工个人、吉利及其商业伙伴受到严重的民事、行政及刑事处罚，也可能使相关员工受到包括终止劳动协议在内的纪律处分。

Violating anti-bribery laws, regulations or this Policy may result in severe civil, administrative and criminal penalties for the individual employee, Geely, or its business partners, and may also lead to disciplinary actions against the relevant employees, including termination of the employment contract.

附加说明 Additional explanation:

本办法由控股集团法务合规中心负责起草、修订和解释。中英文版本，如有歧义，以中文为准。

This Policy is drafted, updated, and interpreted by the Compliance Department of the Group. If there is any difference between the English and Chinese versions of the Policy, the Chinese version shall prevail.