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吴刚, 全球内控内审小微主

谭丽霞(主任)

周云杰

梁海山

杨传新

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Haier

海尔集团

第三方商业

行为准则

(2017 双语版)

二零一七年六月

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1. Introduction 介绍

Being the world leading brand of major household appliances, Haier is committed to leading the industry by example and setting high standards of business conduct. The strength of Haier's reputation is based, not only on our own conduct, but also on the actions of those with whom we do business with. For that reason, we aspire to work only with Third Parties who share our values and reflect the same high ethical standards.

海尔集团作为世界领先家用电器品牌，承诺以身作则遵守高标准的商业行为准则。我们坚信制定和维持一套健全透明的政策与做法，能指引我们以统一的方式回应业务所面临的挑战。海尔的声誉不仅表现于海尔员工自身的行为，也体现在海尔生态圈中与我们有业务往来的第三方合作伙伴上。因此，我们要求与海尔合作的第三方伙伴都能够遵循与共享海尔的价值观和诚信标准。

Scope and Responsibility 适用范围与责任

Haier Third Party Code of Business Ethics has been developed to convey our expectations regarding the ethical conduct we expect from non-employee individuals or entities (Distributors, Contractors, After-sale Service Centers, Suppliers, Brokers, Consultants etc.) referred to as “Third Parties” in this code that perform services or work for or on behalf of Haier.

海尔集团第三方商业行为准则，旨在规范我们对经销商、承包商、服务商、供应商、中间商、顾问以及与我们合作的所有其他第三方（以下统称“第三方合作伙伴”）所设定的关于合规和道德的要求。

We require our Third Parties to take reasonable steps to ensure that this Third Party Code of Business Ethics is communicated throughout their organizations and made available to their employees and other related parties who engage in business with Haier. We expect you, as our Third Party, to share our commitment to comply with the following standards to the extent they are applicable to our business relationship. It is your responsibility to ensure that your employees, agents and other related parties conducting business with Haier understand and comply with this Third Party Code of Business Ethics. Failure to adhere to this Third Party Code of Business Ethics or any applicable law is grounds for Haier to terminate the business relationship.

海尔要求与海尔合作的第三方合作伙伴采取合理措施，确保在其组织中传达《海尔第三方商业行为准则》，并将其提供给从事海尔业务的员工，以及与海尔业务相关的合作方。我们要求第三方合作伙伴承诺在与海尔业务往来的范围内遵守可适用的法律法规及以下的各项准则。您有责任确保您从事海尔业务的员工，以及与海尔业务相关的合作方了解并遵守《海尔集团第三方商业行为准则》。海尔有权与不遵守该准则或任何相关法律法规的第三方合作伙伴终止业务往来。

2. Promoting a Positive Workplace and Respecting Others 倡导积极正面的工作环境与尊重他人

Haier places a high value on making socially responsible decisions and doing what's right for our global communities. Haier expects this same commitment from our Third Parties. Some principles we follow to demonstrate good corporate citizenship include:

- Respect human rights, prohibit all forms of forced or compulsory labor, and ensure that child labor is not used in any operations

- Providing fair wages and benefits according to local laws and practices.
- Not tolerating human rights abuses including, but not limited to, slave labor, child labor.

海尔重视做出具有社会责任感的决定并坚持对海尔生态圈有益的做法。作为海尔第三方合作伙伴，海尔希望大家秉持相同的理念坚持以下基本原则：

- 鼓励多元化员工队伍，提供无歧视、无报复、无骚扰、无任何形式虐待的工作场所
- 根据当地法规和文化，保证公正的工作报酬与福利
- 绝不容忍侵犯人权（包括但是不限于强制劳动、使用童工）

3. Health, Safety and Environment 健康、安全、环保

3.1 Commitment to a Healthy and Safe Workplace 承诺一个健康安全的工作环境

Haier is committed to providing healthy and safe workplace. Any Third Party's providing products, on-site services and participating in projects in Haier's facility is required to abide by related laws & regulations and Haier's health and safety guide lines, create a healthy and safe working environment. Its employees shall accept health and safety trainings from Third Party prior to entering any Haier facility. Third Parties shall provide health and safety trainings also provide healthy and safe working conditions to their employees.

海尔致力于提供健康安全的工作环境，且凡是在海尔工作场所内提供产品、服务，参与项目的第三方应该自觉遵守国家相关法律法规、海尔的健康安全准则，为相应第三方员工提供健康安全培训，确保健康无害的工作环境。海尔的第三方也应当给自己的员工提供健康和安全的的工作环境。

3.2 Environmental Protection 环境保护

Haier is committed to protecting the environment by engaging in responsible business practices and advocating the development of environmental friendly products. We expect our Third Parties to comply with applicable environmental laws and regulations. Any person providing on-site services in Haier facility is required to adhere to Haier's environmental standards.

海尔致力于负责任的业务操作以及倡导环保产品的研发来保护环境。海尔的第三方合作伙伴必须遵守适用的环境法律法规。任何在海尔工厂提供现场服务的人员都必须遵守海尔的环保标准。

3.3 Product Quality and Safety 产品质量与安全

Haier seeks the highest product quality, safety and performance at all times. Our business, reputation and success depend on our commitment to compliance with government and industry standards and we expect the same from our Third Parties.

海尔追求卓越的产品质量、安全和性能。我们的业务、品牌名誉和成功都源于我们对国家和行业标准严格遵循的承诺。海尔要求与海尔合作的第三方伙伴也同样必须遵守这些政府和行业标准。

4. Intelligent Property & Data and Security Requirements 知识产权&其他信息安全要求

4.1 Intelligent Property 知识产权

Third Parties shall observe and respect all Haier patents, trademarks and copyrights and comply with such restrictions or prohibitions on their use as Haier may from time to time establish. Only use Haier information and property (including tools, drawings and specifications) for the purpose for which they are provided to the Third Parties and for no other purposes

第三方合作伙伴应当尊重海尔所有的专利权、商标权和著作权并遵守海尔规定的对其知识产权使用的限制和禁止，只将海尔的信息和财产（包括工具、图纸、说明书）用于授权的特定用途并不得用于其他用途。

4.2 Data Privacy & Protection 数据保密与保护

As our Third Parties, you are expected to respect the privacy and protect the data of our customers, suppliers, employees, our company and other Third Parties. We require our Third Parties to collect, process, store and transmit such data lawfully, for business purposes only, and maintain appropriate safeguards to prevent unauthorized use or disclosure of the data.

第三方合作伙伴必须尊重以及保护海尔客户、供应商、员工、海尔集团、以及海尔其他第三方伙伴的隐私和数据。我们要求第三方合作伙伴仅限于合同约定的业务用途下，依法收集、处理、保存和传输数据，并且采取适当的保护措施以避免数据在未经授权的情况下被使用或外泄。

4.3 Protecting Confidential Information 保护机密资料

Third Parties have a duty to protect the confidential business information of Haier. Examples of confidential information are but not limited to: non-public information, finance and accounting data, business plans, business reports, pricing data, market and sales data, market intelligence reports, trade secrets, HR information, organization structure. Such information may only be disclosed by authorized personnel in accordance with Haier's relevant policies and procedures.

第三方合作伙伴有义务保护海尔的机密信息。海尔机密资料包括但不限于：非公开信息，财务和成本数据、业务计划、营业报表、定价信息、市场和销售数据、商业活动信息、商业机密、人事信息和组织架构图。对海尔资料的披露只能由经授权人员依据海尔相关规定进行。

Third Parties shall obtain written confirmations prior to releasing any press in regard to Haier by newspaper, magazine, radio, TV, Internet or any other means publicly.

第三方合作伙伴通过报纸、杂志、广播、电视、网络或其他形式公开发布任何涉及海尔的新闻或报道前，需经过海尔集团书面确认。

5. Conflicts of Interest 利益冲突

Third Parties must be free of conflicts of interest that jeopardize their ability to act in the best interest of Haier. A "conflict of interest" occurs whenever a Third Party has to make a decision between the fulfilling their obligation towards Haier and the interest of another party, or when a Third Party's employee performs a business action for his or her personal benefit or the benefit of a family member or close friend to the detriment of the business interests of Haier.

第三方合作伙伴必须确保与海尔无利益冲突。利益冲突是指第三方合作伙伴在与海尔进行商业活动的过程中，因为其对海尔的责任和其他外部利益之间存在冲突而影响其商业判断；或指第三方合作伙伴的员工在进行商业活动时为其个人、家庭成员或亲友谋取利益，直接或间接导致海尔的商业利益受损。

Haier expects Third Parties to immediately disclose any actual or potential conflicts of interest to Haier, such as if a Third Party's employee or their family member has a relationship with Haier or a Haier employee who can make decisions affecting the Third Party's business.

海尔要求第三方合作伙伴立即向海尔披露任何已存在或潜在的利益冲突，例如第三方合作伙伴的员工或其家庭成员与海尔集团有关系，或第三方合作伙伴的员工或其家庭成员与海尔员工（该员工具有影响第三方合作伙伴业务决策能力）之间有关系。

Haier's employees are not allowed to gain any economic benefits from counterparties or any competitors (with the exception of holding the aforesaid institutional stock and trading in the public stock market). Third Parties should respect this policy and refrain from offering any Haier employees (or family member of a Haier employee) any lavish gifts or economic benefits, actively or passively. Third parties shall report any Haier employee who solicits bribery via the channels listed in Chapter 7. Third Parties have the duty to cooperate with investigations on any active or passive bribery.

海尔规定员工不得在与海尔有业务交易或与海尔有竞争关系的机构中享有经济利益（持有前述机构股票且在公开股票交易市场进行交易的除外）。第三方合作伙伴应当尊重此政策且不应该主动或被动向任何海尔员工（或员工的家庭成员）提供任何昂贵的礼品或其他任何形式的经济利益或承诺，以试图影响海尔员工的商业决策或行为。第三方合作伙伴应当按照第七章的渠道向海尔汇报任何海尔员工向第三方合作伙伴索贿的行为。第三方合作伙伴有义务就主动或被动向海尔员工行贿的行为配合海尔的调查。

Third Parties and affiliated companies shall not employ any in-service or resignation Haier employees of similar roles (Including but not limited to directors, managers, staff, etc.) by any means, whether in business period or after the termination of business.

第三方保证在与海尔业务往来期间及合作终止后，不对海尔在职或者离职的同类业务人员（包括但不限于董事、经理、职员等）采取任何手段使其到第三方或其关联公司任职或服务，或者接受该等业务人员到第三方或其关联公司任职或服务。

6. Doing Business with Integrity 诚信经营

6.1 Anti-Corruption 反腐败

At Haier, we compete solely on the basis of our product/service quality, pricing and reputation. Haier forbids our employees from offering or accepting bribes or any other unlawful payments as a way to get new business or to retain existing business, directly or indirectly. Bribes can take many forms, including but not limited to:

- Money, gifts or gratuities
- Negotiable securities
- Travel & Entertainment
- Kickbacks
- Discounts
- Anything else of value

海尔的核心竞争力在于产品与服务质量、价格及商誉。海尔反对贿赂，不允许任何员工存在直接或通过第三方来间接接受或提供贿赂来获得新业务或保留现有业务的行为。贿赂可以有多种形式，包括但不限于：

- 现金、礼品及赠品
- 有价证券
- 旅行或娱乐

- 回扣
- 折扣
- 任何通过其他形式提供的不正当利益

Bribery is prohibited not just for all Haier employees, but also for Third Parties that conduct business on our behalf, including but not limited to Distributors, Contractors, After-sale Service Centers, Suppliers, Brokers, Consultants etc. In short, if we can't do it, neither can our Third Parties. Always exercise your best judgment, ask questions and be alert to any and all red flags. Be familiar with the requirements of the U.S. Foreign Corrupt Practices Act (FCPA) and similar laws in other countries, including applicable local laws, as well as Haier business courtesy policy.

禁止贿赂行为不仅针对海尔员工，也针对任何代表海尔进行业务的第三方，包括但不限于我们的经销商、承包商、服务商、供应商、中间商、顾问等。第三方必须随时进行正确的判断，学习《美国海外反腐败法》和其他类似的可适用的当地法规，以及海尔在商务招待方面的政策。

6.2 Fair Competition 公平竞争

Haier is committed to a fair global market. In all dealings with competitors, customers and suppliers we must act honestly, impartially and in compliance with fair competition laws and regulations. We also expect our Third Parties to conduct their business in full compliance with the applicable competition laws.

海尔承诺一个公平的全球市场。当我们面对竞争者、客户和供应商，我们必须保持诚信公正的态度并遵守公平竞争法规。我们也要求海尔的第三方合作伙伴完全遵守适用的竞争法。

6.3 Anti-Money Laundering 反洗钱

Money laundering is the process where an individual or unit conceals the source of illegal funds so that they appear to have originated from a legitimate source. We must observe applicable anti-money laundering laws and prevent money laundering when carrying out business activities and this extends to Haier's Third Parties as well.

洗钱是指将违法所得及其产生的收益，通过各种手段掩饰、隐瞒其来源和性质，使其在形式上合法化的行为。我们必须遵守反洗钱法案并且避免参与任何洗钱行为。我们也要求海尔的第三方合作伙伴完全遵守适用的反洗钱法。

6.4 Insider Trading 内幕交易

During the course of any engagements with Haier, Third Parties may come into possession of privileged information that is not publicly available, and must not use such information as a basis to trade in Haier related shares or securities. The unauthorized use of which could result in violation of insider trading laws.

第三方合作伙伴在与海尔进行任何交易过程中，可能会掌握关于海尔或其相关公司的重要内幕信息。海尔不允许第三方合作伙伴利用这些未公开的信息来进行任何股票或证券的交易。未经授权的使用此信息可能会导致违反内幕交易法。

6.5 International Trade 国际贸易

Haier is committed to compliance with all applicable international trade laws and regulations. International trade controls may apply to any import or export activity. Various government trade controls and sanctions restrict Haier from directly or indirectly engaging in trade with certain countries, entities, vessels and persons. In addition, many countries have trade

restrictions, such as economic sanctions, embargoes and boycotts. As a multinational corporation, we are required to comply with these trade controls and sanctions and we expect the same compliance by our Third Parties relating to the export, re-export, transfer or retransfer of Haier products and other items.

海尔承诺遵守所有国际贸易法规。国际贸易法规适用于进出口贸易。不同的政府贸易管控会直接或间接限制海尔与某一些国家、企业、货船或人士进行贸易往来。同时，有些国家也受到例如经济制裁、禁运或抵制等贸易限制。作为一个跨国公司，海尔需要遵守这些贸易管控，也要求与海尔合作的第三方合作伙伴对海尔产品和海尔其他物品的出口、转口、运输或转运符合相关的法规要求。

7. Asking Questions, Raising Concerns and Getting Guidance 提出问题、指出疑虑、获得指导

We encourage our Third Parties to ask questions, raise concerns and get guidance about compliance or ethical behavior. If you know of or suspect a possible legal or ethical violation involving or affecting Haier, including if you are uncertain whether your own conduct is proper, you have a responsibility to report, in good faith, that information to Haier. Use the resources below if you need to ask a question or raise a concern:

Fraud or business malpractice concern : www.haier.ethicspoint.com (global hotline) / www.haierchina.ethicspoint.com/ www.haierchina.ethicspoint.com (for China domestic reports)
Compliance questions: compliance@haier.com

我们期望第三方合作伙伴对于合规或道德行为提出问题、指出疑虑、获得指导。当您有诚信方面的与海尔相关或影响海尔的诚信方面的疑虑时，包括您不确定自身行为是否适当，您都有责任善意向海尔报告该信息。如需提问或指出疑虑，请使用以下资源：

举报舞弊行为，请登录：www.haier.ethicspoint.com（国际合规热线）/
www.haierchina.ethicspoint.com（中国合规热线）
有关诚信合规的问题或疑虑，请发送邮件到：compliance@haier.com

8. Audit and Penalties 审计和处罚

Third Parties will permit Haier audit rights on Third Parties' books and records relating to the business with Haier.

海尔针对第三方与海尔业务相关的帐簿和记录拥有审计权。

Haier reserves the right to claim economic compensation and legal liability on any losses, damages, liabilities, costs, expenses, liens incurred by Third Parties' breach of Haier Third Party Code of Business Ethics as well as any agreements signed between Third Parties and Haier

对于第三方违反本准则或与海尔签订的合作协议引发的一切损失、损坏、责任、费用，海尔保留追究经济赔偿和法律权利的权利。

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