

奇瑞捷豹路虎政策程序文件：
第三方尽职调查与风险管理政策
Chery Jaguar Land Rover Procedure for
**Third Party Due Diligence and Risk
Management Policy**



部门 Department 业务办公室 **Business Office** 发行部门 Issuing Dept. 业务办公室 **Business Office**
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1. 目的

奇瑞捷豹路虎有限公司（以下称“CJLR”）在与第三方的业务往来中致力于维持最高的反贿赂反腐败标准。CJLR 没有也不会进行任何行贿和受贿，同时也不允许任何第三方以 CJLR 的名义进行行贿和受贿。CJLR 所使用的第三方遵守公司的反贿赂反腐败政策以及所有相关的法律法规并不参与任何腐败的活动对 CJLR 至关重要。在与第三方、第三方的子代理或其使用的其他的第三方签订合约之前，我们需要充分了解这些第三方给我们提供的服务以及与服务相关的贿赂和腐败的风险。

本程序规定了对第三方的尽职调查流程并对如何完整、准确、及时的记录整个流程提供了指导。

2. 适用范围

本程序文件适用于所有 CJLR 实体，包括奇瑞捷豹路虎汽车有限公司、奇瑞捷豹路虎汽车销售有限公司、奇瑞捷豹路虎汽车有限公司上海分公司及其他后续可能成立的子公司、分公司。

所有申请与第三方开展合作的 CJLR 部门都需遵守本程序。此程序在与第三方建立业务关系之前必须完成。

3. 定义/术语

3.1 第三方：此处第三方是指与 CJLR 有合同关系的，或者任何可能受聘于 CJLR 为公司提供货物或服务或者代表公司进行商业活动的但未被 CJLR 直接持有、控制或雇佣的公司、组织或个人。

这包括但不限于：

- 任何直接或间接受聘于CJLR为公司提供货物或者服务的第三方，包括厂商、供应商、顾问、代理商、经纪人、代表，或由第三方聘请为CJLR供货物或服务或其他中介；

1. Purpose

Chery Jaguar Land Rover Automotive Co., Ltd (“CJLR”) is committed to maintaining the highest level of anti-bribery and anti-corruption standards in doing business with third parties. CJLR does not, and will not, offer, pay or accept bribes, nor will it permit any Third Party to do so on its behalf. It is important that the third parties that CJLR deal with comply with CJLR's Anti-Bribery and Anti-Corruption Policy and all the relevant applicable laws and regulations and do not engage in corrupt practices. Before entering any contract with the Third Parties, including any sub-agents or other third parties used by those directly engaged by CJLR, we need to understand fully what they are doing for us and what the bribery and corruption risks associated with them are.

Third Party Due Diligence Procedure (the “Procedure”) sets out the processes Third Party Due Diligence as well as guidelines on how to provide a complete, accurate and timely record of the process.

2. Scope

This Procedure is applicable to all CJLR entities, including Chery Jaguar Land Rover Automotive Co., Ltd., Chery Jaguar Land Rover Automotive Sales Co., Ltd., Shanghai Branch of Chery Jaguar Land Rover Automotive Co., Ltd. and all the subsequent subsidiary and branch.

The respective CJLR department, which is seeking to engage a Third Party, is subject to follow this Procedure. The relevant requirements shall be completed before CJLR establishes any business relationship with the Third Party.

3. Definition/Glossary

3.1 Third Party: Here Third Party is defined as any firm, organisation or individual not owned, controlled or employed by CJLR, and already have a contract or agreement with CJLR, or intended to be retained by CJLR to provide goods or render services, or engage in business activities on behalf of CJLR.

This includes, but not limited to:

- Any Third Party who is retained directly or indirectly to provide goods or services to CJLR, including suppliers, suppliers, consultants, agents, brokers, representatives, or other intermediaries that are engaged by the Third Party in connection with the goods or services provided to CJLR.

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- 任何代表CJLR开展要求或涉及与政府官员或者政府机关接触的工作或业务的第三方；
- 任何协助CJLR向政府官员或者政府机关取得监管部门批准（例如执照、许可证或者清关）的第三方，比如海关代理、运输公司、进出口商、物流公司和签证代理；
- 任何协助CJLR解决纠纷、投诉、债务、或涉及政府官员或政府机关的审计，比如税务和财务顾问，会计师、收债人和律师；
- 任何销售中间商，包括经销商、分销商、或类似的其它销售渠道；
- 任何慈善捐赠接收方，公益性赞助接受方，或其他类似组织机构；
- 任何接受CJLR提供的任何形式的促销、折扣、车辆使用权等商业利益的第三方；
- 任何其他的会代表CJLR与政府官员或者政府机关接触并可能对CJLR的现有或者潜在的业务产生影响的第三方；
- 任何第三方的子代理或代表第三方的中介；
- 特别地，废品收集和回收相关的第三方也要遵守本政策

- Any Third Party that provides services that require or involve interactions with Government Officials or Government Entities on behalf of CJLR.
- Any Third Party that assists CJLR with obtaining a regulatory approval (such as a license, permit or customs clearance) from a Government Official or Government Entity, for example custom brokers, freight forwarders, importers and exporters, logistic companies, and visa application agency.
- Any Third Party that assists CJLR with the resolution of a dispute, claim, debt or audit involving a Government Official or Government Entity, for example tax and financial advisors, accountants, debt collectors and lawyers.
- Any sales intermediary in the form of resellers, distributors, dealers, or similar sales channels.
- Any charitable donation recipient, non-profitable sponsorship recipient or other similar organizations.
- Any Third Party that receives promotion, discount, fleet usage right or other forms of benefits from CJLR.
- Any other Third Party that interacts with Government Officials or Government Entities, or employees thereof, on behalf of CJLR, that have some discretionary authority over a matter that could impact CJLR's existing or potential business.
- Any sub-agents or other intermediaries acting on behalf of a Third Party.
- Specifically, the third parties involved in dealing with scrap collection or recycling shall also follow this policy.

3.2 业务部门：申请与第三方开展合作的 CJLR 相关部门。

3.2 Business Department: The respective CJLR department which is seeking to engage a Third Party.

3.3 主管部门：与第三方谈判并实际签订合同的 CJLR 相关部门。例如，对于供应商采购部为主管部门、对于经销商市场部为主管部门。

3.3 Department-in-Charge: The respective CJLR department that has actual contract relationship with a third party. For example, Purchasing Department is the department-in-charge for suppliers, and Marketing Department is the department-in-charge for dealers.

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4. 第三方尽职调查流程

第三方尽职调查流程分三个阶段。

4.1 第一阶段 - 发送并回收第三方尽职调查问卷

在与新的第三方开展业务之前，主管部门应向第三方发送第三方调查问卷（“问卷”）并回收填写完整的问卷。此问卷的目的在于收集第三方的基本信息并对潜在业务关系进行合规方面的评估。

4.2 第二阶段 - 进行风险评估

在确认第三方已对问卷中所有的问题提供了完整的回答并从第三方取得问卷中要求的所有文件之后，主管部门应开始进行风险评估。具体评估步骤如下：

1. 风险评估表自动生成对评估表中 1-2 项问题的评分；
2. 主管部门回答评估表中 3-6 项问题；
3. 合规办公室回答评估表中 7-10 项问题；
4. 风险评估表将根据对 1-10 项问题的回答，自动生成一个低、中或高的风险评级。

在评估与第三方相关的风险时，主管部门与合规办公室应考虑以下方面，但不限于：

- 第三方提供信息的真实完整性
- 第三方的信誉
- 第三方提供服务的性质
- 第三方和政府官员或政府机构的关系
- 第三方的情况（例如由顾客、政府官员或者政府机关引荐）
- 给第三方提供的报酬
- 第三方和 CJLR 的之间的关系（例如利益冲突和之前与此第三方的合作）
- 第三方的财务状况

4. Third Party Due Diligence Process

Third Party Due Diligence is a three-staged process.

4.1 Stage 1 – Send and Collect Third Party Due Diligence Questionnaire

Before engaging any new Third Party, the Department-in-Charge shall send the Third Party Due Diligence Questionnaire (the “Questionnaire”) to the potential Third Party and collect the completed Questionnaire. The purpose of sending the Questionnaire is to gather the Third Party’s company information and to further evaluate its compliance risks.

4.2 Stage 2 – Perform Risk Assessment

The Department-in-Charge shall start to perform the risk assessment once it is confirmed that the Third Party has provided full answers to all the relevant questions and obtained all the required documents in the Questionnaire from the Third Party. Assessment steps are listed below:

1. The assessment form generates the answer for Question 1-2;
2. Department-in-Charge completes Question 3-6;
3. Compliance Office completes Question 7-10;
4. The assessment form generates a High, Medium or Low Risk rating based on the answers to Question 1-10.

When evaluating the risks associated with this Third Party relationship, the Department-in-Charge and Compliance Office shall consider the following factors, but not limited to:

- The completeness and accuracy of information provided by the Third Party
- The reputation of the Third Party
- The nature of services provided by the Third Party
- The Third Party’s links to Government Officials or Government Entities
- The circumstances of the Third Party (i.e. referred by a customer, Government Official or Government Entity)
- The proposed remuneration to the Third Party
- The relationship between the Third Party and CJLR (i.e. conflicts of interest, previous experience dealing with this Third Party)
- The financial status of the Third Party

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4.3 第三阶段 - 控制危险因素并审批

尽职调查的过程中会发现某些危险指标，被称作是危险因素。危险因素的出现可能会将现有的风险分数提高一级。在和第三方建立任何业务关系之前尽职调查中所发现的危险因素必须全面的考查，记录和解决。

4.3.1 低风险和中风险第三方

对于低风险和中风险的第三方，如风险评估过程中有显示任何风险因素，主管部门应咨询合规办公室并采取相应风险减缓措施。风险因素及相应的减缓措施应完整地记录在风险评估审批表中。

4.3.2 高风险第三方

一般情况下，CJLR 不鼓励聘请高风险第三方。

如果业务部门坚持聘请高风险的第三方，必须完整地在风险评估审批表中解释选择高风险第三方的充分理由以及应对风险的措施。此申请及相关的支持性文件须由合规官、主管部门副总裁和执行副总裁审核批准。

合规办公室将最终决定是否继续与存在风险因素的第三方的业务关系。

合规办公室在进行分析评估后会以书面形式通知主管部门：（a）同意第三方；（b）拒绝第三方；（c）提供额外的信息或聘请一个外部尽职调查服务商做进一步的尽职调查。

4.3.3 审批

当所有的危险因素已经解决，审批人在审批前应检查是否所有的尽职调查的步骤已经完成，审阅所有取得的信息，

4.3 Stage 3 – Mitigate Identified Risks and Obtain Final Approvals

The due diligence process may identify certain indicators of risk, referred to as Red Flags. The presence of red flags may increase the existing risk assessment score by one level. Any red flags identified during the due diligence process must be fully explored, documented and resolved before a business relationship may be consummated.

4.3.1 Low and Medium Risk Third Party

For low or medium risk Third Parties, if any red flags are identified during the risk assessment process, the Department-in-Charge shall consult Compliance Office and take relevant steps to address the risk(s) properly. The identified risk(s) and mitigation steps shall be fully documented in the *Third Party Risk Assessment and Approval Form*.

4.3.2 High Risk Third Party

In general, CJLR does not encourage the business departments to engage high risk Third Parties

The business department which needs to recommend/hire a high risk Third Party shall provide sufficient reason(s) in writing to explain why to select a high risk Third Party and propose relevant steps to mitigate or control the risks(s) for the high-risk relationship. Compliance Officer, and VP and EVP from the Department-in-Charge shall review the request and relevant supporting documents for final approval.

The decision whether to proceed with a Third Party where red flags have been identified lies with CJLR Compliance Office.

Based on Compliance Office's analysis and discussion with relevant departments, Compliance Office will inform Department-in-Charge in writing that it: (a) has approved the Third Party; (b) has rejected the Third Party; or (c) requires more information or engages an outside service provider to perform additional due diligence.

4.3.3 Approval Matrix

After all the red flags being resolved, the relevant approver(s) will be required to check that all the Due Diligence steps have been completed, review all the

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并确认发现所有的危险因素都得到了合理的解决。

information obtained and ensure all the identified red flags have been dealt with to an appropriate level prior to the approval of the Third Party.

关于最后批准的审批者，请参照以下“第三方尽职调查审批表”。

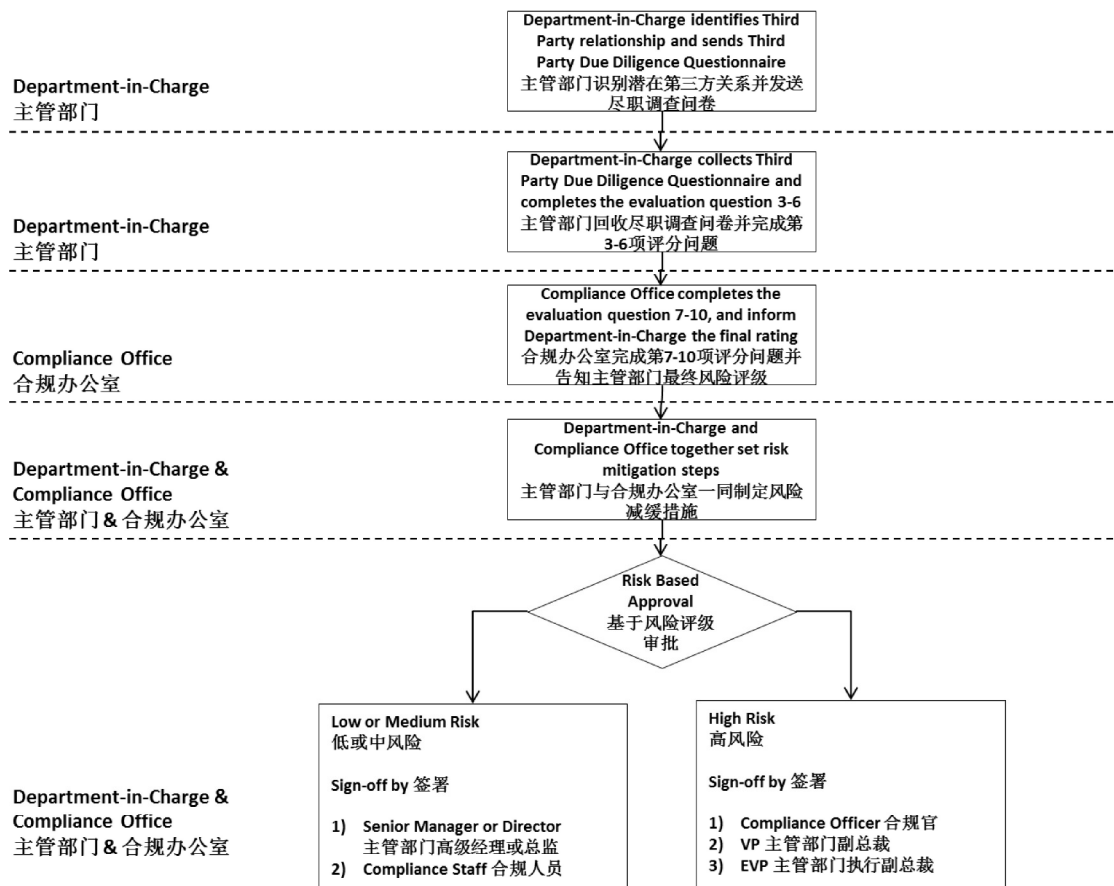
See the “Third Party DD Approval Matrix” below for the required approvers of the final sign-off.

第三方尽职调查审批表	
风险级别	要求的审批级别
低和中风险	1) 高级经理或总监 2) 合规人员
高风险	1) 合规官 2) 副总裁 3) 执行副总裁

Third Party DD Approval Matrix	
Risk Rating	Required Approval Level
Low & Medium Risk	1) Senior Manager or Director 2) Compliance Staff
High Risk	1) Compliance Officer 2) VP 3) EVP

4.4 流程图

4.4 Flowchart



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5. 第三方签约/雇佣流程

5.1 合同

签订时点

在第三方未完成尽职调查并被相关部门批准之前，不能与其签订任何合同或协议。

合同条款

与第三方签订的合同必须包含有恰当的反贿赂反腐败语言以及对第三方的审计权。

合同审阅

法务办公室应审阅合同的条款保证合同中已含反贿赂反腐败条款且该条款是最新的版本。

5.2 第三方在系统中的建立

由采购部负责系统中新供应商的设立。自本政策发布之日起，采购部在未收到第三方已通过尽职调查并被批准的确认之前不允许在系统中建立供应商。

6. 未通过尽职调查的第三方管理

合规办公室应维护未通过尽职调查的第三方的名单或数据库，应包含详细的公司信息，被拒绝的理由，时间等。

7. 第三方后续管理

7.1 向第三方支付款

所有第三方的付款必须通过电汇方式支付到第三方的经营所在地或者公司注册所在地的银行账户或服务提供所在地的银行账户。

对任何要求支付给海外银行账户或与第三方不相关的银行账户的付款请求应立即提高警觉，并在付款前进行调查。款项必须只支付到和第三方名称完全一致的银行账户（不能是一个相似的银行账户名称）收款人的姓名和账号信息必须与在尽职调查过程中提供的银行账户信息相对应。

5. Third Party Contracting / Engagement Process

5.1 Contract

Timing

No contract or agreement with a Third Party can be signed unless the Third Party goes through the Due Diligence process and has been approved based on the Third Party DD approval matrix.

Contract Terms

Contracts with third parties shall contain appropriate anti-bribery and anti-corruption ("ABAC") language and audit rights to the Third Party.

Contract Review

Contract terms and conditions shall be reviewed by Legal Office to ensure the ABAC clauses are attached and most updated.

5.2 Third Party Setup in System

The responsibility of new supplier set-up stays in Purchasing Department. Purchasing Department cannot set up any new supplier in the purchasing system unless it has been confirmed that the Third Party went through DD process and has been approved as required.

6. Rejected Third Parties Management

Compliance office shall maintain a list or database of rejected Third Parties, with detailed company information, rejection reason, date, and etc.

7. Third Party Management

7.1 Payment to Third Parties

All payments to Third Parties must be made through wire transfer and into the Third Party's bank account, either in the country in which the Third Party is resident or incorporated or the territory where the services are provided.

Any payment request to pay into an offshore bank account or bank account in a foreign country not relevant to the Third Party shall raise an immediate alert and be investigated before making any payment. Payments must only be made to a bank account in the exact name of the Third Party (not a bank account in a similar name) and the

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在付款时不能使用除供应商建立时设置的银行账号以外的任何其他的银行账号信息。供应商银行账号的变更须遵守 CJLR 《供应商信息维护指导书》中规定的相关审批流程。

7.2 第三方审查和审计

合规办公室有权对基于风险情况挑选的第三方进行审查。上述审查可由 CJLR 或 CJLR 聘请的合规或审计服务提供商进行。

7.3 培训

确保所有第三方都维持公司所要求的道德标准对 CJLR 来说至关重要。因此,可以对第三方提供定期的培训同时在其进行重新审查时也可提供培训。合规办公室应组织第三方参加培训并了解 CJLR 的合规政策。详细规定请参照 CJLR 《培训政策》。

7.4 重新审查

除非本程序中另有规定,否则出现以下情况时应重新审查各第三方:

1. 发生下述重大情势变迁:

- a) 如果业务部门察觉第三方在所有权、管理层、控制权、业务种类方面的重大变更,或者关键员工管理架构、公司架构、股权/股份分配和/或股本结构变更,该业务部门应立即将该变更书面告知主管部门和合规办公室,而合规办公室将确定是否需要重新审查。
- b) 如果业务部门希望雇用经批准的第三方提供先前获批范围以外的服务,必须通知主管部门和合规办公室。合规办公室将确定是否需要重新审查。

payee's name and account number details must correspond to the bank account information provided during the Due Diligence process.

No payment can be made to the bank account other than that recorded in the supplier setup process; any update in the supplier's bank account shall follow the proper approval flows specified in CJLR's *Supplier Information Maintenance Work Instruction*.

7.2 Third Party Review and Audit

Compliance Office has the right to conduct reviews or audits of Third Parties selected on the basis of risk. Such reviews or audits may be conducted by CJLR, or a compliance or audit service provider hired by CJLR.

7.3 Training

It is vital to ensure that all Third Parties maintain the ethical standards required by CJLR. Training therefore can be provided to Third Parties on a regular basis and as part of the renewal process. Compliance Office shall organize training sessions to Third Parties and keep them informed on CJLR's Compliance Policies. Refer to CJLR *Training Policy* for more details.

7.4 Re-screening

Unless otherwise noted in the procedure, all Third Parties shall be re-screened:

1. In the event materially changed circumstances (as described below):

- a) If any Business Department becomes aware of a material change of ownership, management, control, line of business or change of administrative structure regarding the key employees, the corporate structure, the stock/shares distribution and/or capital structure of a Third Party, that Business Department shall promptly and in writing inform the Department-in-Charge and Compliance Office of the change. Compliance Office will determine whether re-screening is required.
- b) If Business Department wishes to hire an approved Third Party for services different from those for which the Third Party was previously approved, it must notify the Department-in-Charge and Compliance Office. Compliance Office will

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**Third Party Due Diligence and Risk
Management Policy**



部门 Department 业务办公室 **Business Office** 发行部门 Issuing Dept. 业务办公室 **Business Office**
编写者 Originator 杨军 **Jun Yang** 批准者 Authorized By 张猛 **Meng Zhang**

determine whether re-screening is required.

2. 距离合规办公室前一次批准该第三方之日满两年；或者
3. 合规办公室认定有必要进行重新审查时。

2. Two years from the date on which the Third Party was last approved by Compliance Office; or
3. When Compliance Office determines that such re-screening is needed.

8. 遗留第三方管理

对于在发布本政策前正在与 CJLR 发生正常业务往来或已经在库的第三方（以下称“遗留第三方”），合规办公室应与主管部门合作展开一个“遗留第三方尽职调查项目”通过设置优先级和制定相应的时间表以便在一定时期内完成对所有遗留第三方的尽职调查。指定的主管部门的项目负责人将与合规办公室合作，完成具体的第三方尽职调查程序。现有项目暂时不受未进行第三方尽职调查的影响。

其余第三方将严格按照本政策执行第三方尽职调查。

9. 文件保存

合规办公室应当保存所有与第三方尽职调查有关的支持性文件。所有的文件必须集中安全存放并且记录至少要保存 5 年以上。

10. 参考文件

CJLR-PUR-PC-W001 供应商信息维护程序
CJLR-PUR-PN-F001 非生产采购供应商信息维护表

11. 附件

不适用

8. Legacy Third Party Management

For the existing Third Parties (hereinafter referred as “Legacy Third Parties”) that have already been engaged by CJLR before the issuance of this procedure, Compliance Office shall develop a “Legacy Third Party DD Program”, through collaborating with the Department-in-Charge, to prioritize and rollout a timeline to complete DD for those Legacy Third Parties. The designated staff from the Department-in-Charge shall cooperate with Compliance Office and complete the relevant due diligence procedures for the identified Third Parties. Those existing Third Parties will not be affected by the lack of third party due diligence procedure.

All other third parties must go through the DD procedure before being set up in CJLR systems.

9. Document Retention

Compliance Office should keep all the records that relating to third party DD. All documents shall be retained for a minimum of 5 years and safely kept at a centralized place or database.

10. Related References

CJLR-PUR-PC-W001 Supplier Information Maintenance Procedure
CJLR-PUR-PN-F001 Non Production Supplier Information Maintenance Form

11. Appendices

N/A

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12. 修订历史

12. Revision History

发行/修改日期 Date of Issue/Revision	编写/修改人 Written/Revised by	发行版本 Issue Level	增加/更新的内容的概要和原因 Summary of and Reason for the new issue/revision
2016/05/31	杨军 Jun Yang	01	首次发布 First release