

可持续供应链尽职调查管理手册

Sustainable Supply Chain Due Diligence Management Manual

1. 范围和目的

I. Scope and Purpose

1.1 目的

1.1 Purpose

1.1.1 规范供应链尽职调查流程，确保合规运营，满足国内外有关可持续发展的法律法规和行业规范要求。

1.1.1 To standardize supply chain due diligence processes, ensure compliant operations, and meet the requirements of applicable domestic and international laws, regulations, and industry standards on sustainable development.

1.1.2 系统识别、评估、预防和缓解供应链风险，包括人权风险、环境风险、商业道德风险。

1.1.2 To systematically identify, assess, prevent, and mitigate supply chain risks, including human rights risks, environmental risks, and business ethics risks.

1.1.3 建立透明、可追溯的供应链管理体系，确保信息披露和外部沟通的合规性。

1.1.3 To establish a transparent and traceable supply chain management system, ensuring compliance in information disclosure and external communications.

1.1.4 建立持续改进机制，提升供应链韧性和竞争力。

1.1.4 To establish a continuous improvement mechanism to enhance supply chain resilience and competitiveness.

1.2 范围

1.2 Scope

本政策适用于公司及所属分子公司，包括泰州中来光电科技有限公司、江苏中来光能科技有限公司、山西中来光能电池科技有限公司等，以及与公司业务相关的各类活动的所有一级供应商、承包商及业务合作伙伴，涵盖原材料采购、加工、生产、销售等全部供应链环节，并重点关注涉及高风险地区的供应链活动。

The Policy applies to the Company and its subsidiaries and branch offices, including Jolywood (Taizhou) Solar Technology Co., Ltd., Jolywood (Jiangsu) Solar Technology Co., Ltd., Jolywood (Shanxi) Solar Technology Co., Ltd., and all tier-one suppliers, contractors, and business partners engaged in various activities related to the Company's business. The Policy covers all supply chain stages, including raw material procurement,

processing, production, and sales, with a particular focus on supply chain activities involving high-risk regions.

1.3 制度管理与修订

1.3 System Management and Revision

本制度由法务部牵头制定与修订，相关职能部门配合执行。制度版本如需更新，应根据法规变化或管理需要，按程序报批后发布实施。

The Policy shall be developed and revised by the Legal Department as the leading department, with the cooperation of relevant functional departments for implementation. Where updates to the Policy version are required, they shall be submitted for approval in accordance with applicable procedures in response to regulatory changes or management needs, and shall be issued for implementation thereafter.

2. 声明

II. Statement

2.1 公司承诺

2.1 Company Commitment

苏州中来光伏新材股份有限公司郑重承诺，在公司及分子公司及供应链全流程中，严格开展供应链尽职调查，确保所有业务活动遵守国家法律法规和国际公认的环境保护、人权保障和商业道德标准。

Jolywood (Suzhou) Sunwatt Co., Ltd. solemnly commits to rigorously conducting supply chain due diligence throughout the Company, its subsidiaries and branch offices, and the entire supply chain, ensuring that all business activities comply with national laws and regulations and internationally recognized standards for environmental protection, human rights, and business ethics.

公司指定总经理办公会为本办法的最高负责人，全面负责供应链尽职调查工作的战略决策与监督。法务部为归口管理部门，统筹日常执行与持续改进。本办法适用于公司所有一级供应商、承包商及业务合作伙伴，并鼓励一级供应商将本办法要求向其上游传递，以推动供应链全链条合规。

The Company designates the General Manager's Office as the highest responsible body for the Policy, with overall responsibility for strategic decision-making and oversight of supply chain due diligence. The Legal Department serves as responsible management department, coordinating daily implementation and continuous improvement. The Policy applies to all tier-one suppliers, contractors, and business partners of the Company,

and tier-one suppliers are encouraged to cascade the requirements of the Policy upstream to promote compliance across the entire supply chain.

2.2 目标

2.2 Objectives

- 合规运营：确保供应链管理符合国内外相关法规与行业标准。
- Compliant Operations: Ensure that supply chain management conforms to applicable domestic and international regulations and industry standards.
- 风险防控：建立系统性的风险识别、评估和缓解机制，防范环境、人权和商业道德的风险。
- Risk Prevention and Control: Establish systematic risk identification, assessment, and mitigation mechanisms to prevent environmental, human rights, and business ethics risks.
- 信息透明：推进供应链可追溯性和信息披露，提升公司治理透明度。
- Information Transparency: Promote supply chain traceability and information disclosure to enhance the transparency of corporate governance.
- 责任落实：明确内部职责分工，形成跨部门协作和供应商共治机制。
- Accountability: Define internal roles and responsibilities to establish a mechanism for cross-departmental collaboration and joint governance with suppliers.
- 持续改进：通过 KPI 考核和年度审查，不断优化和完善尽职调查体系。
- Continuous Improvement: Continuously optimize and refine the due diligence system through KPI assessments and annual reviews.

2.3 执行原则

2.3 Implementation Principles

- 高层主导：公司总经理办公会对尽职调查政策实施承担最终责任，纳入公司战略和决策流程。
- Senior Leadership: The General Manager's Office bears ultimate responsibility for the implementation of the due diligence policy, integrating it into the Company's strategy and decision-making processes.
- 动态管理：制度和措施根据法规、业务及外部环境变化进行定期更新。
- Dynamic Management: Systems and measures are regularly updated in response to changes in regulations, business operations, and the external environment.
- 全员覆盖：所有相关员工必须接受培训，理解并履行本办法要求。
- Full Coverage: All relevant employees must receive training to understand and fulfill the requirements of the Policy.
- 合作遵守：一级 I 类、II 类供应商合作伙伴应在合同中明确承诺遵守本办法的各项规定，并接受公司组织的必要 ESG 风险评估。对于被识别为“中、高风险”的一级 I 类供应商，需要积极配合公司 ESG 审核活动。同时，我们鼓励一级 III、IV、V 类供应商、二级供应商或更上游的供应商和其他合作伙伴

遵循本办法的原则和要求，并配合相关尽职调查与改进活动。

- Cooperative Compliance: tier-one Category I and Category II supplier partners shall explicitly commit in the contracts to comply with all provisions of the Policy and accept ESG risk assessments organized by the Company. Tier-one Category I suppliers identified as “medium or high risk” shall actively cooperate with the Company’s ESG audit activities. Additionally, we encourage tier-one Category III, IV, and V suppliers, tier-two suppliers, upstream suppliers, and other partners to adhere to the principles and requirements of the Policy and to cooperate with relevant due diligence and improvement activities.

2.4 实施要求

2.4 Implementation Requirements

- 建立完整的供应链追溯系统，涵盖原材料来源、交易路径、供应商资质及合规信息。
- Establish a complete supply chain traceability system covering raw material sources, transaction pathways, supplier qualifications, and compliance information.
- 对来自高风险地区原材料（如冲突矿产等），收集矿山来源、加工与交易信息，并实施特别管控。
- For raw materials from high-risk areas (such as conflict minerals, etc.), collect information on mine origins, processing, and transactions, and implement special controls.
- 定期开展第三方独立审核，对高风险供应商进行核查，核查报告有效期不超过 12 个月。
- Conduct regular independent third-party audits to verify high-risk suppliers, with audit reports valid for no more than 12 months.
- 所有尽职调查相关资料保存不少于 10 年，以满足法规、审计和内部管控要求。
- Retain all due diligence-related documentation for no less than 10 years to meet regulatory, audit, and internal control requirements.

2.5 组织保障措施

2.5 Organizational Support Measures

- 法务部作为牵头单位，统筹供应链尽职调查工作，采购管理部及公司各 BU 采购部、质量管理部及质量部、人力资源部、证券部、信息部等部门共同参与，承担风险识别、预防措施执行、申诉与补救机制落实，以及可持续供应链尽职调查相关信息披露等职责。
- The Legal Department serves as the leading department, coordinating supply chain due diligence efforts. The Procurement Management Department and the procurement departments of each Business Unit (BU), the Quality Management Department and the Quality Departments, the Human Resources Department, the

Securities Department, the Information Department, and other relevant departments jointly participate in and assume responsibilities for risk identification, execution of preventive measures, implementation of grievance and remediation mechanisms, and disclosure of information related to sustainable supply chain due diligence.

- 各部门每年制定各自的专项预算，保障系统建设、外部审核、培训和整改跟进工作的顺利开展。
- Each department shall develop its own annual dedicated budget to ensure the smooth implementation of system development, external audits, training, and corrective action follow-up.
- 营造合规文化，确保员工和供应商充分理解尽职调查的重要性和必要性。
- Foster a compliance culture to ensure that employees and suppliers fully comprehend the importance and necessity of due diligence.

3. 内部管理系统

III. Internal Management System

3.1 可追溯性要求

3.1 Traceability Requirements

公司建设、完善信息系统，确保供应链数据可追溯。系统应覆盖以下要素：

The Company will develop and improve information systems to ensure supply chain data traceability. The systems will cover the following elements:

3.1.1 原材料信息和供应商信息

3.1.1 Raw Material Information and Supplier Information

公司建立、完善供应链信息系统，确保关键数据的可追溯性，覆盖采购、收货、加工、包装、储存、运输和销售各阶段。系统需完整记录物料类型、来源地、在产品中的比例、编码或批次号等信息，以及供应商资质、追溯能力评价、合作历史等信息。

The Company will develop and improve the supply chain information system to ensure the traceability of key data, covering all stages, including procurement, receipt, processing, packaging, storage, transportation, and sales. The system maintains complete records of information such as material type, origin, proportion in finished products, codes or batch numbers, as well as supplier qualifications, traceability capability assessments, and cooperation history.

3.1.2 第三方核查

3.1.2 Third-Party Verification

针对高风险供应商，公司委托具备资质的第三方机构进行独立审核，重点评估其现场运营与合规状况，审核报告有效期为 12 个月。

For high-risk suppliers, the Company shall engage qualified third-party institutions to conduct independent audits, with a focus on assessing their on-site operations and compliance status. Audit reports shall remain valid for 12 months.

3.1.3 记录保存

3.1.3 Record Retention

所有尽职调查相关记录均需保存至少 10 年，电子档案定期备份并严格管理访问权限，纸质档案按照公司档案制度分类归档并建立索引以便查阅。

All due diligence-related records shall be retained for at least 10 years. Electronic archives shall be regularly backed up with access permissions strictly managed. Paper archives shall be classified and filed in accordance with the Company's archive management system, with indexes established for easy reference.

4. 风险识别与评估机制

IV. Risk Identification and Assessment Mechanism

4.1 风险识别

4.1 Risk Identification

公司通过内部追溯系统、外部数据、利益相关方反馈及第三方报告等多渠道，全面识别供应链中在环境、人权和商业道德等方面的潜在风险，为风险评估与应对提供依据。

The Company shall comprehensively identify potential risks in the supply chain in environment, human rights, and business ethics through multiple channels, including internal traceability systems, external data, stakeholder feedback, and third-party reports, to provide the basis for risk assessment and response.

4.2 风险评估标准

4.2 Risk Assessment Criteria

公司根据供应商 KYS 风险评估总分，将其划分为三个等级：低风险（评估总分 80 分及以上，对应合规性问题较小、可控）、中风险（评估总分 60-80 分，对应存在一定影响或不符合行业标准）、高风险（评估总分 60 分以下，对应涉及重大合规问题或违反强制性法规）。这一标准有助于公司聚焦关键风险领域，对风险进行优

先级排序，合理分配审核资源，提升评估效率与准确性。

Based on the total score of the supplier KYS (Know Your Supplier) risk assessment, the Company classifies suppliers into three risk levels: Low Risk (total score of 80 or above, corresponding to minor and controllable compliance issues); Medium Risk (total score between 60 and 80, corresponding to certain impacts or non-compliance of industry standards); and High Risk (total score below 60, corresponding to material compliance issues or violations of mandatory regulations). These criteria enable the Company to focus on key risk areas, prioritize risks, allocate audit resources appropriately, and improve assessment efficiency and accuracy.

4.3 风险识别与评估

4.3 Risk Identification and Assessment

针对公司采购的核心原材料，绘制供应链地图、收集风险信息完成识别，再依据 KYS 评估表判定风险等级并对中高风险供应商审核，同时按首次、常规、特殊场景设定差异化评估频率。

For core raw materials procured by the Company, We shall map supply chains, collect risk information to complete identification, and then determine risk levels based on the KYS assessment form and conduct audits of medium- and high-risk suppliers. The Company shall also establish differentiated assessment frequencies based on initial, routine, and special scenarios.

4.4 预防与缓解措施

4.4 Prevention and Mitigation Measures

按照风险严重程度及发生概率行动，通过合同约定直接业务伙伴、制定分级整改计划，还可联合行业伙伴协作，对间接业务伙伴必要时采取合同保证或终止合作等措施。

The Company shall act according to the severity and likelihood of risks. Measures include constraining direct business partners through contracts, formulating graded rectification plans, and collaborating with industry partners. For indirect business partners, the Company shall, where necessary, take actions such as contractual guarantees or termination of cooperation.

4.5 补救措施

4.5 Remedial Measures

明确公司对自身及分子公司直接影响需补救、对业务伙伴影响可推动其补救，具体采取停止侵权、赔偿等措施，并记录披露补救过程及进展。

The Company shall clarify that direct impacts on itself and its subsidiaries and branch

offices require remediation, while impacts on business partners shall be addressed by promoting their remediation. Specific measures include cessation of infringement, compensation, and other actions, with the remediation process and progress recorded and disclosed.

4.6 持续改进机制

4.6 Continuous Improvement Mechanism

由法务部定期审查管理程序，结合审查结果与外部变化动态更新程序，以实现持续优化。

The Legal Department shall periodically review management procedures and dynamically update them in response to review findings and external changes to achieve continuous optimization.

5. 合作伙伴管理与合同保证机制

V. Partner Management and Contractual Assurance Mechanism

5.1 合同合规要求

5.1 Contractual Compliance Requirements

公司要求所有供应商及合作伙伴在正式开展业务合作前必须签署采购合同。合同条款中应明确包含履行社会责任和环境保护义务，确保原材料及产品来源合法合规，持续披露供应链结构变化及高风险环节信息，并配合公司及第三方进行尽职调查和合规审核。

The Company requires all suppliers and partners to execute procurement contracts prior to the formal commencement of business cooperation. Contractual provisions shall explicitly include obligations to fulfill social responsibility and environmental protection, ensure the legality and compliance of raw material and product sources, continuously disclose supply chain structural changes and information on high-risk segments, and cooperate with the Company and third parties in due diligence and compliance audits.

5.2 二、三级供应商管理

5.2 Tier 2 and Tier 3 Supplier Management

公司实施多级供应链管理制度，鼓励一级供应商对其上游二级及三级供应商履行同等尽职调查义务，并确保其遵守适用法律法规。若公司认为必要，有权越过一级供应商，直接对其次级供应商开展合规核查与尽职调查。一级供应商在此过程中必须予以充分配合，并负责协调其上游合作方提供所需信息、接受现场审核。

The Company implements a multi-tier supply chain management system, encouraging tier-one suppliers to perform equivalent due diligence obligations over their upstream tier-two and tier-three suppliers and to ensure their compliance with applicable laws and regulations. Where the Company deems necessary, it reserves the right to bypass tier-one suppliers and conduct compliance verification and due diligence directly on their sub-tier suppliers. Tier-one suppliers shall provide full cooperation throughout this process and shall be responsible for coordinating with their upstream partners to provide required information and accept on-site audits.

5.3 可持续供应链违规处置

5.3 Sustainable Supply Chain Non-Compliance Response

公司建立分级响应机制处理供应商违规行为：

The Company shall establish a graded response mechanism to address supplier non-compliance:

- 一般违规：指违反公司《供应商与合作伙伴行为准则》但未造成重大影响的行为（如现场管理存在轻微缺失、未按时提交所需数据或报告、非核心条款不符等），发出整改通知，给予 30-90 天整改期，可酌情减少订单；
- General Non-Compliance: Refers to violations of the Company's *Code of Conduct for Suppliers and Partners* but does not cause material impacts, (such as minor deficiencies in on-site management, failure to submit required data or reports on time, or non-conformity with non-core provisions). A corrective action notice shall be issued with a remediation period of 30 to 90 days, and order volumes may be reduced at the Company's discretion.
- 严重违规或拒不整改：指涉及严重违法违规（如违反国家强制性法规、存在童工/强迫劳动等重大 ESG 问题）、造成重大损失（如直接经济损失超过 50 万元，具体金额可根据公司规模调整）或严重损害公司名誉（如引发重大舆情、行业通报批评等）的行为，或经通知后拒不整改的，立即终止合作，并列入黑名单。
- Serious Non-Compliance or Refusal to Rectify: Refers to conduct involving serious violations of laws and regulations (such as breaches of national mandatory laws or regulations, or material ESG issues including child labor or forced labor), causing significant losses (such as direct economic losses exceeding RMB 500,000, subject to adjustment based on the Company's scale), or seriously damaging the Company's reputation (such as triggering major negative publicity, or industry-wide censure), or refusal to rectify after notification. Under these circumstances, cooperation shall be terminated immediately, and the supplier shall be placed on a blacklist.

处理过程中将全面考虑违规行为的性质、严重程度、可能造成的影响以及供应商的整改意愿和能力等因素。所有违规处理过程均需完整记录并归档，内容包括违规认

定材料、整改与跟踪记录、处理决定及执行情况等。

The nature, severity, potential impacts of the non-compliance, as well as the supplier's willingness and capability to rectify, shall be taken into full consideration throughout the handling process. All non-compliance handling processes shall be fully documented and archived, including non-compliance determination materials, rectification and tracking records, handling decisions, and implementation status.

6. 投诉与申诉机制

VI. Complaint and Grievance Mechanism

6.1 投诉渠道设立

6.1 Grievance Channels

公司设立公开透明的投诉渠道，包括专用电子邮箱、热线电话、官网或现场意见箱，用于接收供应链中涉及人权、环境及商业道德等方面的投诉。投诉人可选择实名或匿名方式提交，所有信息将被严格保密，且公司承诺对投诉人予以保护，避免其遭受任何形式的报复。

The Company has established open and transparent complaint channels, including a dedicated email address, hotline, official website portal, and on-site suggestion boxes, to receive complaints concerning human rights, environment, and business ethics within the supply chain. Complainants may choose to submit complaints by identified or anonymous means. All information shall be kept strictly confidential, and the Company commits to protecting complainants from any form of retaliation.

投诉部门：法务部

Complaint Department: Legal Department

投诉邮箱：jubao@jolywood.cn

Complaint Email: jubao@jolywood.cn

6.2 调查与处理

6.2 Investigation and Handling

投诉事项由法务部会同相关部门负责调查。一般事项应在 20 个工作日内完成初步调查并形成处理意见，重大或复杂事项可适当延长处理周期。调查过程包括听取投诉人、被投诉方及相关人员的陈述，并在必要时进行现场核实。调查结论分为投诉成立、部分成立或不成立，所有事项均需形成书面调查报告。

Complaint matters shall be investigated by the Legal Department in collaboration with relevant departments. General matters shall be subject to preliminary investigation and

formation of handling suggestion within 20 working days; the handling period for material or complex matters may be appropriately extended. The investigation process includes hearing statements from the complainant, the respondent, and relevant personnel, and on-site verification shall be conducted where necessary. Investigation conclusions shall be categorized as substantiated, partially substantiated, or unsubstantiated. A written investigation report shall be prepared for all matters.

6.3 申诉与补救

6.3 Appeal and Remedy

若投诉人对处理结果存有异议，可在收到结果后的 5 个工作日内提出申诉。公司将由法务部复核。对于经核实确认的违规行为，公司将要求责任方采取停止侵害、赔偿损失、恢复原状等补救措施。如发现系统性或重大管理问题，公司将及时修订相关制度，以防止问题再次发生。

If a complainant disagrees with the handling result, a grievance may be filed within 5 working days of receiving the result. The Company shall conduct review by the Legal Department. For violations verified upon investigation, the Company shall require the responsible party to take remedial measures such as ceasing the infringing conduct, compensating for losses, and restoring to the original state. Where systemic or material management deficiencies are identified, the Company shall promptly revise relevant systems to prevent recurrence.

所有投诉及申诉事项的处理记录均须完整保存不少于 10 年，并定期进行统计分析，持续优化投诉处理机制。

All handling records of complaints and grievances shall be fully retained for no less than 10 years, with regular statistical analysis conducted to continuously optimize the complaint and grievance handling mechanism.

7. 持续改进机制

VII. Continuous Improvement Mechanism

7.1 定期审查

7.1 Periodic Review

公司每年由法务部牵头，组织相关部门对供应链尽职调查政策的合规性、执行完整性和风险管理有效性进行全面评估，确保政策符合现行法规和行业标准。评估结果将形成书面报告，明确指出存在的问题并提出改进建议，提交管理层审议。

The Company shall conduct an annual comprehensive assessment, led by the Legal

Department in collaboration with relevant departments, of the compliance, implementation completeness, and risk management effectiveness of the supply chain due diligence policy, to ensure that the policy align with prevailing laws, regulations, and industry standards. Assessment results shall be documented in written reports that clearly identify existing deficiencies and propose improvement recommendations, to be submitted to management for deliberation.

7.2 动态更新

7.2 Dynamic Updates

公司根据年度审查结果和外部环境变化，对制度进行动态更新和完善。所有修订内容须经总经理办公会批准，并及时传达至公司内部各部门及相关供应商。

The Company shall dynamically update and improve the system based on annual review findings and changes in the external environment. All revisions shall be approved by the General Manager's Office and promptly communicated to all internal departments and relevant suppliers.

7.3 定期评估

7.3 Periodic Evaluation

公司定期对政策实施效果进行评估，重点关注高风险供应商整改完成率、投诉处理及时率、员工培训覆盖率等关键指标。评估结果将作为制度优化的重要依据，推动针对未达标事项制定专项改进计划，借鉴行业先进经验持续提升管理能力。

The Company shall periodically evaluate the effectiveness of policy implementation, with focused attention on key indicators including rectification completion rates for high-risk suppliers, complaint handling timeliness rates, and employee training coverage rates. Evaluation results shall serve as an important basis for system optimization, driving the formulation of targeted improvement plans for non-conforming items and leveraging industry best practices to continuously enhance management capabilities.