

# **Code of Conduct**

## **Message from the Company:**

LianBio (the “Company” or “LianBio”) aims to improve patients’ and consumers’ health and quality of life with innovative and quality products. To achieve these goals, LianBio is committed to the highest standards of professional conduct to guide our business activities. This Code of Conduct reflects how we professionally manage our business, and, together with LianBio other corporate policies, also contains the Company’s requirements and expectations on employee behaviors.

Embracing its responsibility for ethics, society, and the environment, LianBio takes very seriously the fair treatment of employees, business partners, government agencies, and the general public. Our business success depends on the mutual trust we maintain with these important stakeholders. This Code of Conduct provides a basis for establishing and maintaining that trust.

LianBio firmly believes that the Code of Conduct plays a vital role in the relationship between the Company and its employees. LianBio will fully implement the provisions herein.

Yizhe Wang

LianBio CEO

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# **Code of Conduct**

## **Chapter I General Principles**

### **Article 1 Purpose**

LianBio (the “Company”) promulgates the Code of Conduct (the “Code”) to incentivize continuous and virtuous development; to promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission of the United States (the “ U.S. SEC”) and in other public communications made by the Company; and to establish compliance requirements and ethics standards in line with the Company’s business. For the purpose of the Code, references to the Company shall includes its subsidiaries, affiliates and branches.

### **Article 2 Applicability**

The Code applies to all Company directors and employees, including but not limited to, management personnel, full-time employees, part-time employees, and seconded employees. The Code supplements the policies, guidelines, and rules promulgated by the Company. The interpretation of other Company policies, guidelines, and rules should be in line with the spirit of the Code. The Code serves as a guide, and the Company expects all personnel to use good judgment and adhere to the high ethical standards to which the Company is committed.

## **Chapter II Personal Conduct**

### **Article 3 Compliance with Law**

Company employees must abide by the laws, regulations and policies of the countries and jurisdictions in which LianBio operates, and familiarize themselves with the relevant laws, regulations, and standards to the extent necessary to performing their job responsibilities. If any employee has questions or doubts regarding whether such employee can legally engage in certain conduct, such employee should seek advice from the Legal & Compliance Department.

### **Article 4 Compliance with Company Policies**

All LianBio employees must follow the Company's policies, and uphold the Company's values. Because we conduct business in the healthcare industry, all Company employees must prioritize patients' health, well-being, and safety, respect and protect their privacy, and establish and maintain proper and fair relationships with them.

#### **Article 5 Compliance with Social Ethics**

Company employees shall demonstrate responsibility to society and the environment in their work, and follow high standards of social ethics.

#### **Article 6 Anti-Discrimination**

Company employees shall treat their supervisors, peers and subordinates in a fair and respectful manner. Company employees shall not discriminate or harass other people based on nationality, race, ethnicity, religion, belief, political opinion, place of birth, gender, sexual orientation, physical disability, age, economic status, or any other basis or classification protected by applicable laws. Any employee who discriminates against another employee is subject to discipline up to and including termination.

#### **Article 7 Conflicts of Interest**

1. Company employees should conduct their business activities while protecting the Company's interests and should act and behave in the Company's best interests and not based on personal relationships or benefits. Please also refer to the Company's Global Conflicts of Interest Policy for detailed guidance.
2. No individual, business entity, company or any person related to any Company employee may obtain improper benefits from the Company by taking advantage of their relationship with Company employees. Moreover, no employees shall gain personal benefits by any improper means.
3. If any employee or such employee's close relatives hold financial interests (such as equity and debt) in, or acts as an employee, consultant, director, senior manager, shareholder, etc., of any upstream or downstream business partners of the Company, such employee should promptly report this interest or relationship to the Company and obtain written approval to continue the interest or relationship. Otherwise, such interest or relationship may be considered a conflict of interest. Please also refer to the Global Conflicts of Interest Policy for details.
4. If a Company employee is legally related to a shareholder, director, general manager, any other key decision makers of a Company's client, or their respective relatives, such employee should recuse themselves from any project involving such client.
5. Company employees should reach out to the Legal & Compliance Department

immediately after discovering any potential or actual conflict between personal interests and such employee's duties or the Company's interests. Failure to do so will constitute a serious violation of Company policies. The Company and the employee should endeavor to resolve the issues on the basis of trust.

## **Article 8 Use and Protection of Commercial Assets and Information**

1. Company employees should exercise caution when using and protecting the Company's commercial assets, and ensure any use of such assets is limited to legitimate business purpose. The Company forbids any employee to use Company funds or assets for any illegal or improper purpose, regardless of whether such use is for a personal benefit. To ensure the proper protection and use of Company assets, each employee shall:
  - (1) Adopt reasonable preventive measures to avoid theft, vandalism, or misuse of  
Company property;
  - (2) Promptly report any actual or suspected theft, vandalism, or misuse of  
Company  
property;
  - (3) Protect all electronic programs, data, communications, and written  
materials  
from unauthorized access.
2. The Company will take disciplinary measures against any employee who misuses Company assets in violation of Company policies.
3. Company employees shall exercise a high level of caution and adopt adequate measures to protect the confidentiality of information and commercial secrets, and when applicable, they should consult the Legal & Compliance Department regarding seeking additional protection by obtaining intellectual property rights. Employees possessing knowledge of the Company's or other companies' commercial information and secrets shall not disclose such information to any third parties, including friends and family (even if such disclosure is not motivated by a business reason), or use such information for any other non-proper Company business purposes.

4. Company employees should comply with relevant information protection requirements and follow Company rules about information classification and distribution. Employees should keep Company information confidential even in the absence of an executed, formal Confidentiality Agreement. The obligation to protect confidential information does not end when an employee leaves the Company.

## **Chapter III Proper Business Conduct**

### **Article 9 Providing Truthful Information and Accurate Records**

1. Company employees warrant that all materials provided by such employee to the Company are true, lawful, and valid, including but not limited to, personal information, orders, sales reports, discount applications, rebates, payment applications, and material change in company matters. All such materials should be true, accurate, and complete.
2. All Company records must be complete, accurate, and reliable. Under no circumstances can an employee include false or misleading content in Company records. All Company funds, outward payments, and collection of payments must be properly booked and recorded. The Company prohibits any transactions that are not properly booked and recorded. All employees are expected to understand and follow relevant Company policies regarding recordkeeping and document retention. Should any employees have any questions about such policies, please contact the Legal & Compliance Department for clarification.
3. The Company records mentioned above include, but are not limited to, booking information, salaries, attendance records, travel and lodging expense reports, invoices, emails, accounting and financial data, measurement and performance records, electronic documents, and any other records kept in the ordinary course of business operations.

4.

### **Article 10 Accuracy of Financial Statements**

1. The Company is committed to providing complete, fair, accurate, and timely information and records to maintain a sound understanding of the Company's business, financial status, and business performance. The Company requires its employees to strictly abide by all applicable laws, regulations, policies and standards, to ensure all the financial statements, accounts and information relating to Company transactions, estimates, and predictions: (1) accurately and fairly reflect the transactions and all material aspects of the Company's financial status,



business performance and cash flow; (2) comport with all Company policies and regulations; and (3) comply with generally accepted accounting principles. Inaccurate, incomplete, and untimely reporting may cause serious harm to the Company and lead to legal consequences.

2. Employees should retain sufficient and accurate documentation related to relevant transactions, and properly record such documentation in appropriate accounts and accounting periods. Each employee bears responsibility for ensuring that they are not party to a false or misleading accounting entry. Employees should remain vigilant and promptly report any known or suspected inaccurate or incomplete financial reporting, particularly noting the following points:
  - a) inconsistent financial statements and business performance;
  - b) transactions without obvious business purposes; and
  - c) any requests to circumvent applicable review and approval procedures.
3. All employees in the Finance Department of the Company assume a special responsibility to ensure the completeness, fairness, accuracy, timeliness, and comprehensiveness of the Company's financial disclosures. If Company employees notice any behaviors or circumstances that compromise these financial disclosure objectives, the Legal & Compliance Department should be notified immediately.
4. Company employees are forbidden from directly or indirectly coercing, manipulating, misleading, or fraudulently affecting the Company's auditors, including but not limited to in connection with the auditing process.

#### **Article 11 Anti-Bribery**

1. Company employees shall familiarize themselves with the then-current Anti-Corruption and Bribery Prevention Policy, Global Business Conduct Standards on Interaction with Customers, the Global Conflicts of Interest Policy, the Third Party Risk Management Policy, and the Business Travel and Entertainment Policy and other Company policies, and abide by these policies in conjunction with this Article 11.
2. Company employees shall not offer, or promise to offer any bribes or kickbacks, either directly or indirectly, to any healthcare professionals ("HCPs"), government officials ("GOs"), party organizations, or other commercial entities, in order to obtain or retain business, or improperly influence any decision-making process. Company employees shall not provide any improper gifts, business hospitalities,

or employment opportunities in order to gain improper or illegal benefits in return.

3. Company employees must ensure any payments, meals, travel, and meeting sponsorships provided to HCPs, GOs, party organizations, or other commercial entities are legitimate, transparent, approved, and properly recorded. Such benefits should not exceed a reasonable level expected for normal business interactions, and cannot be provided in exchange for a benefit (i.e., bribe).
4. All gifts, business meals, or hospitality provided to HCPs, GOs, party organizations, or other commercial entities must comply with the Company's policies on business expenses, and relevant rules and regulations promulgated by government agencies and legislation bodies. The requirement also applies to the provision or acceptance of gifts, meals, and hospitality during professional business activities or meetings.
5. Company employees shall not give or receive bribes or other improper benefits to or from upstream or downstream business partners of the Company, including but not limited to, cash, securities, or instruments. Company employees are also forbidden to provide improper business gifts or hospitality to business partners, including but not limited to, expensive gifts, high-value cultural gifts, tourism, and luxury travel accommodations.
6. If a Company employee receives a gift from any party with which the Company has or may potentially have a business or other relationship, such employee should promptly notify their supervisor. If a Company employee receives such a gift over USD 100 (RMB 700), such employee should report to the Legal & Compliance Department.
7. For the purpose of this Article, reference to HCPs, GOs, individuals in party organizations, other commercial entities, and upstream and downstream business partners of the Company shall include their respective family members and relatives.

## **Article 12 Anti-Trust and Anti-Unfair Competition**

1. The Company and its employees shall follow the principle and regulations of fair competition, and shall not violate applicable antitrust laws.
2. Company employees shall not, either individually or acting in concert, engage in any monopoly or unfair competition behaviors, including but not limited to, market segmentation by agreement or collusion, resale price maintenance, bid rigging, boycott, bundled sales, abuse of dominant market power, and other behaviors that infringe customers' interests.

### **Article 13 Prohibition of False Marketing and Promotion**

Company employees shall not make false or exaggerated statements of product characteristics and functions in the course of advertising or promotion activities.

### **Article 14 Prohibition of Fraud**

1. Employees are prohibited from engaging in fraudulent activities, including, but not limited to, fraudulent revenue recording, recognizing revenue in advance, deliberately delaying revenue recognition, or otherwise seeking to circumvent Company policies or applicable laws or regulatory requirements. Examples of prohibited activities include placing fake orders, fraudulently increasing client demands, executing dual contracts, providing fake order receipts or certifications, etc.
2. Employees are prohibited from forging or manipulating Company chops, signatures or official letters in any manner.◦

### **Article 15 Prohibition of Illegal Acquisition and Use of Competitor Information**

1. Company employees should not use any illegal or unethical means to acquire and use third parties' commercial secrets or other confidential information, including but not limited to, collecting and receiving proprietary or third-party confidential information from clients, competitors, or any other third parties.◦

### **Article 16 Prohibition of Unauthorized Promises**

1. Company employees cannot promise to provide anything to third parties that have not been authorized by the Company. If an employee discovers any other employee making such a promise without authorization, such employee should reject the promise and immediately report the issue to the Company.
2. A Company employee shall assume all the damages and costs as a result of such employee's unauthorized promises. Such employee shall indemnify the Company if the unauthorized promise results in the Company incurring any losses.

### **Article 17 Prohibition of Defamation**

Company employees should adhere to the principle of fair dealing. Employees should not defame the Company or its competitors. Employees are prohibited from making false or misleading statements regarding the Company's competitors or their products.

### **Article 18 Prohibition of Solicitation and Intervention**

1. Subject to the specific terms of a particular employee's written agreement with the Company, if any, Company employees shall not engage in any of the following behaviors during their employment at the Company, and for two years after they depart the Company.
  - 1.1. Solicit, or try to solicit, any employee of the Company to terminate such employee's employment with LianBio or its affiliates, either directly or indirectly; or recruit or employ, or encourage any employee of LianBio or its affiliates to participate, either directly or indirectly, in any recruitment plan.
  - 1.2. Solicit any client of the Company to terminate or reduce its cooperation and business with the Company, or to increase, either directly or indirectly, the difficulty in such cooperation and business.
2. Company employees shall not conduct business under the same, or similar names of, LianBio or its affiliates after their employment with the Company is terminated.

#### **Article 19 Prohibition of Insider Trading**

1. Employees who possess knowledge about confidential information in relation to the Company's or its affiliates' or partners' strategic alliances, mergers or acquisitions, investment redemption plans, or other material non-public information, shall not buy, sell, or trade the Company's or other relevant companies' securities, derivatives, or other securities, nor shall employees disclose such information to any other person. Please also refer to the Insider Trading Policy, which all employees must comply with, for further details. Any violation of the prohibition on insider trading is a serious policy violation and could also constitute a violation of applicable law.

#### **Article 20 Corporate Opportunities**

Employees are prohibited from taking, or directing a third party to take, a business opportunity that is discovered through the use of corporate property, information or position, unless the Company has already been offered the opportunity and turned it down. Employees are further prohibited from competing with the Company directly or indirectly during their employment with the Company and (if applicable) for a certain period after the termination of their employment with the Company as otherwise provided in any written agreement with the Company.

### **Chapter IV Media and Public Relationships**

## **Article 21 Media and Public Relationships**

1. Only certain authorized spokespersons from LianBio may communicate with the media and with investors. Please also refer to the Company's Regulation FD Policy which all employees must comply with.
2. Absent written pre-approval from the Legal & Compliance Department and the Investor Relations Department, no employee shall make, express, or provide in any other way, any oral or written statements concerning the Company, its employees, vendors, clients, contractors, directors, senior managers, or the Company's affiliated companies, to any parties affiliated with the media (including the press, television, broadcast, we-media or any other media representatives) or investors. Employees should also refrain from making any negative or defamatory comments against the Company, the Company's management, or other Company employees in public.
3. Without written pre-approval from the Legal & Compliance Department and the Investor Relations Department, employees shall not compose or publish any books, articles, or compositions based on Company information, or disclose Company information to public platforms such as media and the internet, or make comments therein.
4. Without written pre-approval from the Legal & Compliance Department and the Investor Relations Department, employees shall not agree to be interviewed or answer inquiries by any organizations (such as any media) in relation to the Company or Company business.

## **Chapter V**

### **Article 22 Performance**

The Code of Conduct is a critical component of the Company's policies and specifies standards for employees' routine business activities along with the Employee Handbook and other relevant policies. The Code is also an important basis for deciding proper disciplinary actions against employees. If an employee violates the Code of Conduct, the Company is entitled to take disciplinary actions against the employee in accordance with the Employee Handbook, other relevant policies, or applicable laws and regulations, including up to termination of employment.

Company management is entitled to include the Code of Conduct in employee training plans, and monitor its compliance and implementation.

### **Article 23 Monitoring**

Violating the Code of Conduct may adversely impact an employee's incentive plan and lead to disciplinary actions. If such violation constitutes a serious violation of Company policies, or seriously impacts the Company's reputation, or causes severe damage to the Company, the Company is entitled to terminate the employment immediately in accordance with the Employee Handbook, other relevant policies and applicable law. Additionally, the Company retains the right to seek full indemnification from an employee whose violation of the Code of Conduct caused damages to the Company.

### **Article 24 Amendments and Waivers**

Any amendment or waiver of this Code of Conduct must be approved in writing by the Board or its delegate, and promptly disclosed if necessary under applicable laws and regulations. Any waiver or modification of this Code of Conduct for the principal executive officer, principal financial officer, principal accounting officer, controller, or any other persons performing similar functions in the Company will be promptly disclosed to stockholders if and as required by applicable law or the rules of the Nasdaq Stock Market.

## **Chapter VI Other**

As to content not explicitly discussed in the Code, please ask yourself the following three questions when engaging in any conduct on behalf of the Company:

- If my conduct is reported by the press, would it be considered ethical?
  
- Would my family and friends think that my conduct is ethical?
  
- Am I willing to be treated in the same manner by others?

If any of your answers to the above questions are no, then your conduct is likely against the Code and you should not carry out the contemplated behavior. If in doubt, please consult the Legal & Compliance Department before carrying out the contemplated behavior.

If you know or reasonably believe that there has been a violation of this Code or any illegal behavior has occurred, you must report the violation to your supervisor or to the Legal & Compliance Department. No employee who in good faith reports a Code violation will be retaliated against or will otherwise be discriminated against in the terms and conditions of his or her employment.

*Adopted by the Board of Directors on September 15, 2021*