

 Good Food, Good Life	NESTLÉ (CHINA) LTD. DOCUMENT		REFERENCE NUMBER: GR-R-DM-012-01
SUBJECT:	经销商新开、关闭、变更、注册供应商标准操作流程 Distributor Application/Termination/Change/Vendor Process		PAGE: Page 1 of 14
UNIT:	Mainland Grocery Retail Sales		EFFECTIVE DATE: Jan. 1 st , 2018
PREPARED BY: Frank Sun/Cilionda Xiong Arik Mo	REVIEWED BY: Oliver Si Doh Seungjo	APPROVED BY: William Chen	REPLACES:

第一部分 Part1 : 经销商新开申请流程 New Distributor Application Process

1. 目的 Purpose

规范雀巢新经销商申请操作流程，根据雀巢公司发展要求寻找目标经销商，并对目标经销商的完整信息进行合理评估，筛选出有合作意愿、有能力的经销商，同时降低公司的经营成本和财务风险。 Aligned with the Nestle develop direction, according the distributor evaluation & selection guideline and, to standardized Nestle distributor`s application process will help us to dig out the right distributor with high willing & ability, and reduce the operation & financial risk also.

2. 业务范围 Implement Range: 中国大陆雀巢流通食品业务单元 Nestle China Grocery

3. 全套申请材料 Application Requirement

材料提供方 Prepared	材料名称 Document	签署要求 Signed by
CGM	经销商新开评估表 Evaluation Form	RSM 意见、经销商签字盖章 RSM Comment & distributor stamp
经销商 Distributor	营业执照 Business Registration License	经销商公章 Distributor Stamp
	税务登记证 Tax Registration Certificate	
	组织机构代码证 (正本) Organization code certificate	
	食品经营许可证 Food business license	
	银行开户许可证 Bank Opening Certificate	
	一般纳税人认定表 General taxpayer's confirmation form	
	上年度财务报表、公司章程 financial statements/ articles of association	
	雀巢与经销商月度促销活动管理流程确认函 (新型经销商除外) Confirmation letter on monthly promotion management & process by distributor & Nestle(exclusive County Distributor)	经销商公章 (给到区域财务) distributor stamp(send to RCC)

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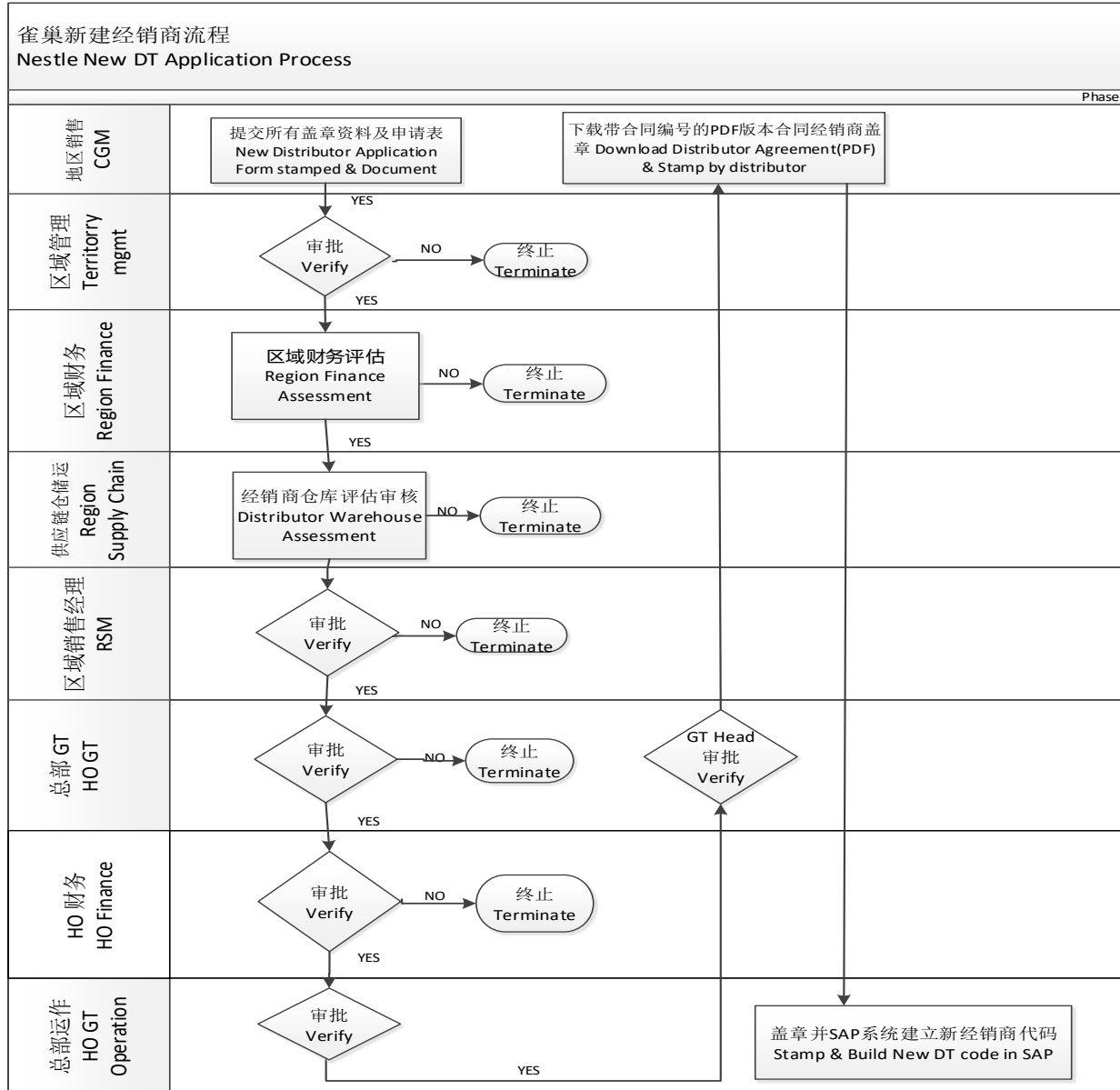
	雀巢与新型经销商的联合生意计划(关于 4+X%部分达成的确认函) JBP both sides & Confirmation letter on the KPIs& special incentive	CGM RSM 签字、经销商公章 (给到区域财务) CGM/RSM signed & distributor stamp
	供应商申请表 Vendor Application Form 相关资料 Related Document: 1. 营业执照、税务登记证、开户许可证 Business Registration License、Tax Registration Certificate、Bank Opening Certificate 2. 银行及财务联系人信息表 Bank & finance contactor information form 3. 《雀巢公司供应商规范》回执 Acknowledgement of Nestlé Supplier Code 4. 《利益冲突声明》回执 Declaration on Conflicts of Interests & Acknowledgement of Anti bribery Requirement 5. PQQ 评估表格 PQQ evaluation form	相关资料除 PQQ 评估表格外均需加盖供应商公章，供应商申请表需 RCC、CGM 签字确认，申请表中付款周期部分需要采购部经理和干货零售财务经理签字批准（给到区域财务）Except PQQ form, all need vendor to stamp and signed by Head of Procurement & Head of Grocery Retail F&C, then send to RCC
	客户注册表 SDR (银行信息) / MDR (客户信息)	经销商公章 distributor stamp
	全套《经销协议》(含附件) 一式两份) Distributor Agreement & related Attachment(in duplicate)	经销商公章 distributor stamp

注意：2015 年 10 月 1 日起，营业执照、组织机构代码证和税务登记证三证合一；

Remark: Since Oct 1st, 2015, Registration License/Organization code certificate/Tax Registration Certificate start to combine;

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4. 申请流程图 Application Process



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5.新经销商申请时间表 New Distributor Application Time Table

Role	M-1	M						
CGM	CGM 负责选择经销商，并准备经销商申请表 Distributor selection & application document prepare	两个工作日内系统提交申请表和评估表等相关资料以及经销商盖章资质资料 Workday+2: Submit application request & related evaluation form to RTM					第十五个工作日下午带编号的合同+附件七签字版+其他9个附件给到经销商盖章后寄总部运营 Workday+15: Download distributor Agreement with serial# +A7 signed+ another 9 attachment to distributor stamp & mail to HO Operation	
Region TM		第四个工作日内完成审批并与区域财务、SC 沟通 Workday+4: Verify and send to RCC &RSC		第八个工作日完成 RSM 审批 Workday+8:R SM Verify & submit to HO				
RCC			在第五个工作日完成财务评估 Workday+5: RCC Verify					
Region SC			在第七个工作日完成仓储物流评估 Workday+7: RSC Verify					
HQ GT				在第十个工作日完成总部 RTM 审批 Workday+10: Verified by RTM HO		GT Head 审批 Verify		
HO Finance						在第十二个工作日完成审批 Workday+12: Verified by HO Finance		
HQ GT Operation						在第十四个工作日完成审批 Workday+14: Verified by HO Operation	在第十八个工作日建新的经销商 Code Workday+18: Verify & Code Creation	在第二十个工作日 LGO 释放 Code Workday+20: LGO release Code

- 1) 经销商申请前一个月，CGM 根据经销商架构要求并结合区域实际情况，评估筛选新经销商；
CGM select new distributor base on city analysis month before;

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- 2) 当月第二个工作日，CGM 向大区区域管理提交新经销商申请表及评估相关资料；
Workday 2, CGM send application form & related evaluation form to region territory manager;
- 3) 当月第四个工作日，区域管理完成除财务、仓储其他方面审核；
Workday 4, region territory manager verify the finance/supply chain evaluation;
- 4) 当月第五个工作日，联合区域财务部门一起核查新经销商财务资质并评估其财务状况；
Workday 5, RCC evaluation the distributor finance status;
- 5) 当月第七个工作日，联合区域 SC 一起完成经销商仓储运审核和评估；
Workday 7, Region supply chain verify & evaluate distributor;
- 6) 当月第八个工作日，完成 RSM 审批并提交至总部 RTM；
Workday 8, RSM verify & submit to HO RTM;
- 7) 当月第十个工作日，总部 RTM 部门审核完毕并提交给 HO Finance 审核；
Workday 10, HO RTM verify & submit to HO Finance;
- 8) 当月第十二个工作日，总部 Finance 完成提交给 HO GT Operation 审核；
Workday 12, HO Finance verify & submit to GT Operation.
- 9) 当月第十四个工作日，总部 HO GT Operation 完成提交给 Head of GT 做最终审核；
Workday 14, submit to HO Head of GT for final approve.
- 10) 当月第十五个工作日前，CGSA 下载带编号的合同及附件盖章并邮寄至 HO Operation；
Workday 15, CGSA download the Distributor Agreement with serial # & attachment and sent to distributor for stamp, then mail to HO GT Operation.
请先到 Bank Key 网站 (<http://gcrintranet/bankkey/>) 上查询 Bank key ,如系统中没有相应代码，请在内网递交 Bank Key 申请，在取得正确代码后再进行经销商申请；
Pls check the distributor "Bank Key" @ <http://gcrintranet/bankkey/> in advance, if without related code pls submit request internal after get the right bank key then applicate.
- 11) 当月第十八个工作日前，总部在 SAP 系统中建立新经销商代码等信息；
Workday 18, HO GT Operation registrant in SAP.
- 12) 当月第二个工作日，总部 LGO 部门核查通过后，由总部运作邮件通知区域。之后，将签署盖章后的《经销协议》寄给经销商，新经销商正式生效；

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Workday 20, HO LGO release the code & HO Operation inform the region and mail the "Distributor Agreement & Attachment "to the distributor. Then the new distributor application process finish.

13) 经销商生效后，区域财务需要将供应商申请提交到总部销售财务，总部完成签字流程后，由区域财务提交给 MDC，MDC 创建系统供应商编码；经销商须通过总部采购部 PQQ 评估合格后，方可在系统中建立供应商。

After then, RCC may send the signed "Vendor Application Form" to MDC for vendor registrant.

6.经销商信息变更申请 Distributor Registration Information Change Application

变更项 Change Item	材料名称 Document	说明 Instruction	签署要求 Signature Request
经销商更名 Name change	经销商变更申请书 name change application form	需包括以下内容 Content Include : 1) 原经销商客户全称和新经销商客户全称 original & new name 2) 工商局出示的“更名核准书” " Name Changing Approval Certification" by industrial and commercial bureau.	经销商盖章， 法人代表签字 distributor stamp & signature by legal person
	客户登记表 MDR&SDR	新公司名称的 SDR&MDR information with new distributor	RSM 签字&经销商盖章 distributor stamp & signature by RSM
	经销商资料 document by distributor	营业执照、税务登记证、食品经营许可证、组织机构代码证、开户银行信息、开户许可证 Registration License/Tax Registration Certificate、Food business license/Organization code certificate / Opening Bank information/Bank Opening Certificate	经销商盖章 distributor stamp
营业地址变更 Registration	经销商变更申请书 change application form	需包括原地址和新地址 include original & new address	经销商盖章， 法人代表签字 distributor stamp &

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address change			signature by legal person
	客户登记表 MDR	MDR (仅填写需变更的地址) (only for changes address part)	RSM 签字&经销商盖章 distributor stamp & signature by RSM
	经销商资料 document by distributor	营业执照、税务登记证、食品流通许可证、组织机构代码证 Registration License、Tax Registration Certificate、Food business license、Organization code certificate	经销商盖章 distributor stamp
增加或变更税号信息 add or change tax	经销商变更申请书 change application form	需包括原税号和新税号 include original & new tax	经销商盖章， 法人代表签字 distributor stamp & signature by legal person
	客户登记表 MDR	MDR	RSM 签字&经销商盖章 distributor stamp & signature by RSM
	经销商资料 document by distributor	税务登记证、开户许可证 Tax Registration Certificate、Bank Opening Certificate	经销商盖章 distributor stamp
收货地址变更 ship to address change	经销商变更申请书 change application form	需包括原地址和新地址 include original & new ship to	经销商盖章， 法人代表签字 distributor stamp & signature by legal person
	客户登记表 MDR	MDR	RSM 签字&经销商盖章 distributor stamp & signature by RSM
	一次性/临时收货地址变更申请 One time/temperate	填写《更改发货地址申请表》 Fill "ship to change application form"	RSM/SC/区域财务签字 经销商签字盖章 distributor stamp &

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	address change application		signature by RSM/SC/RCC
银行信息变更 bank information change application	经销商变更申请书 change application form	需要包括原付款银行和新付款银行信息 Include original & new bank information	经销商盖章， 法人代表签字 distributor stamp & signature by legal person
	客户登记表 SDR	SDR	经销商盖章 distributor stamp
	开户许可证 Bank Opening Certificate		经销商盖章 distributor stamp

备注 Remark :

- 1) 所有经销商变更申请书都需 CGM 签字 ; all change application form need signature by CGM
- 2) 在变更申请书和 MDR 上需标明客户编号 ; customer code must fill in application form & MDR
- 3) 客户登记表只需填写更改部分 , 未做更改部分不要填写 ;
only fill change part on SDR/SDR, no change part no need to fill.
- 4) 涉及到 SDR 表时 , 请先到 Bank Key 网站 (<http://gcrintranet/bankkey/>) 上查询 Bank key ,如系统中没有相应代码 , 请在内网递交 Bank Key 申请 , 在取得正确代码后再进行经销商申请 ;
Involve SDR, pls check the distributor "Bank Key" @ <http://gcrintranet/bankkey/> in advance, if without related code pls submit request internal after get the right bank key then applicate.
- 5) 经销商信息的变更会影响到客户开具增值税发票 , 如经销商需要开具增值税发票 , 请务必检查并确认 MDR 所填信息与经销商营业执照等三证信息完全吻合 ;
Any information change must effect on the value-added tax invoice, if need the invoice pls make sure the information aligned with the Registration License 3 in 1 before submit.

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7. 供应商信息变更申请 Vendor Registration Information Change Application

变更项 Change item	材料名称 Document	说明 Instruction	签署要求 Signature Request
供应商更名 Name change	供应商变更申请表 change application form	申请表需填写：MDR 部分 – 基本信息 General Data (+ 银行信息 Bank Data)	RCC , CGM
	供应商资料 document by vendor	营业执照、税务登记证、开户许可证、银行及财务联系人信息表、《雀巢公司供应商规范》回执、《利益冲突声明》回执、更名声明 Registration License/Tax Registration Certificate/Bank Opening Certificate/Opening Bank & finance contactor information/Opening Bank information/Declaration on Conflicts of Interests & Acknowledgement of Anti bribery Requirement/Chang name statement	供应商盖章，更名声明需加盖新旧公章，如无旧章需提供说明 stamp by vendor with old & new one
增加或变更税号信息 add/change tax information	供应商变更申请表 Vendor change application form	申请表需填写：MDR 部分 – 基本信息 Fill general data in MDR	RCC , CGM
	供应商资料 vendor information	税号变更说明、营业执照、税务登记证 Tax change state/Registration License/Tax Registration Certificate	供应商盖章 stamp by vendor
银行信息变更 Bank information change	供应商变更申请表 change application form	申请表需填写：MDR 部分 – 银行信息 Only Bank Data in MDR	RCC , CGM
	供应商资料 document by vendor	银行及财务联系人信息表、银行开户许可证、银行帐号变更说明 Bank Opening Certificate/Opening Bank & finance contactor information/Opening Bank information/Bank account change state	供应商盖章 stamp by vendor
备注 Remark :			
1) 所有供应商变更申请表都需 CGM 和 RCC 签字 ; All change application form need signature by CGM/RCC.			
2) 在变更申请表上必须填写供应商编号 ; Vendor code must be include in the change application form.			

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3) 涉及到开户行变更, 请先到 Bank Key 网站 (<http://gcrintranet/bankkey/>) 上查询 Bank key ,如系统中没有相应代码, 请在内网递交 Bank Key 申请, 在取得正确代码后再进行供应商申请; Involve opening bank information change, pls check the distributor "Bank Key" @ <http://gcrintranet/bankkey/> in advance, if without related code pls submit request internal after get the right bank key then apply.

第二部分：经销商关闭流程 Distributor Terminate Process

1. 目标 Purpose

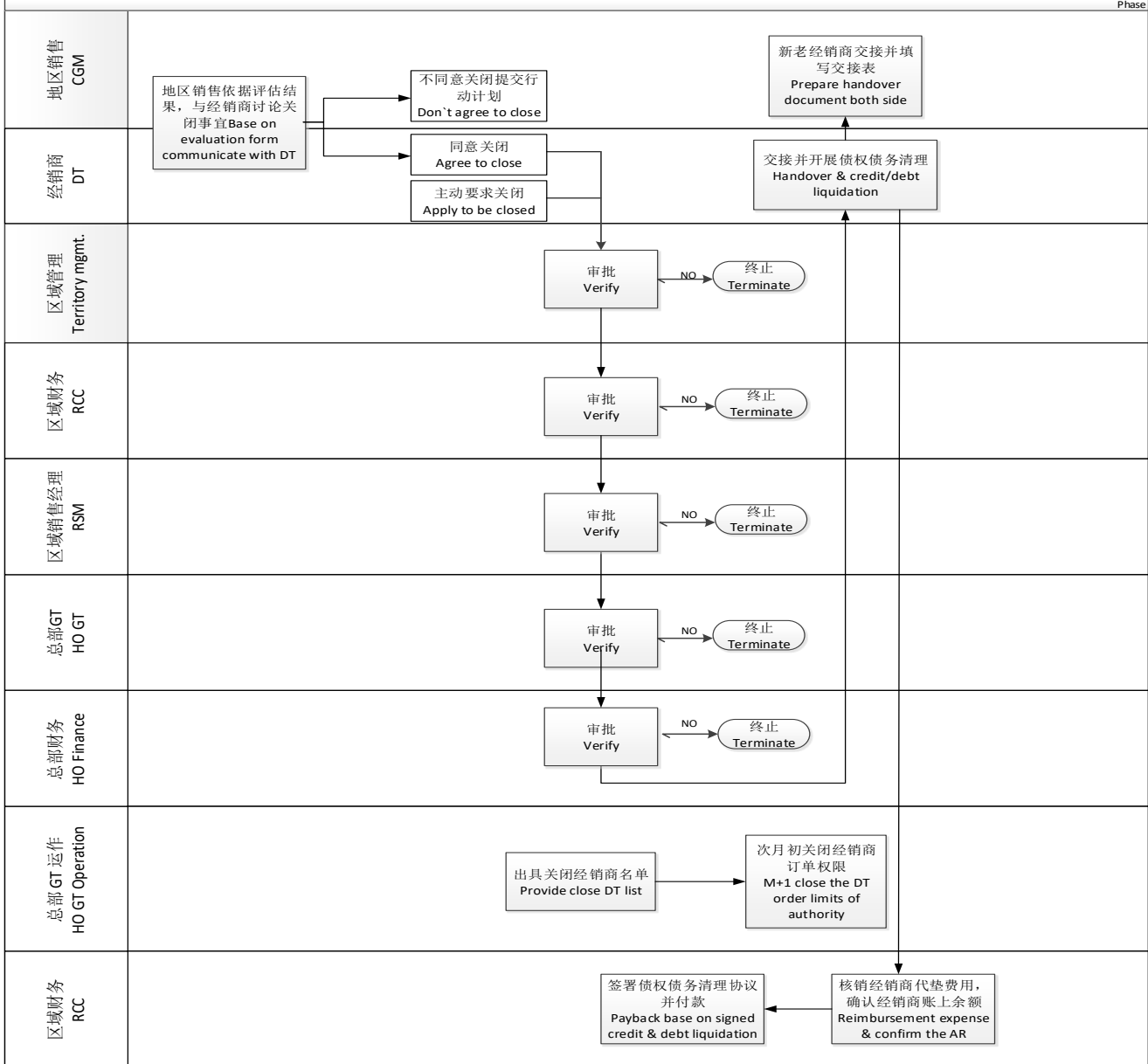
规范雀巢经销商关闭流程, 一方面保障新老经销商及市场的顺利交接, 另一方面规范经销商清账流程降低公司风险。Standardized Nestle distributor`s terminate process will help us to dig out the right distributor with high willing & ability, and reduce the operation & financial risk also.

2. 业务范围 Implement Range: 中国大陆雀巢流通食品业务单元 Nestle China Grocery

3. 经销商关闭流程 DT Terminate Process

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雀巢关闭经销商流程
 Nestle DT Termination Process



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4. 经销商关闭时间表 Distributor Terminate Time Table

Role	M			M+1	
CGM	第一~三个工作日 CGM 和经销商共同确认关闭事宜 Workday1-3: Communicate & Confirm with distributor	第五个工作日向区域管理提交关闭确认函 Workday+5: Submit Terminate Request Form	开展老经销商代垫费用清理,新老经销商交接并签订经销商关停并转交接表 Reimbursement base on Signed Credit & Rebate Liquidation and handover with new distributor		
DT					
Region TM			第七个工作日关闭确认函区域管理 RSM 审批 Workday+7: Verify and signature by RTM/RCC/RSM		
RCC					
HQ GT			在第十个工作日完成总部 RTM 和 Head of GT 审批, Workday+10: Verified by RTM HO & Head		
HO Finance			在第十五个工作日完成总部财务审批, Workday+15: Verified by HO Finance		
HQ GT Operation			在第二十二个工作日依据签署的经销商关闭确认函和新开客户出具 keeping list Workday+12: Up date keeping list	M+1 月初总部运作在系统锁住经销商的进货权限 M+1: Block the distributor order authority	
Region Finance				经销商代垫费用上账,债权债务清理协议签署 Reimbursement expense & Confirm the AR, Sign the Credit & Rebate Liquidation	

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UNIT:	Mainland Grocery Retail Sales		EFFECTIVE DATE: Jan. 1st, 2018
PREPARED BY: Frank Sun/Cilionda Xiong Arik Mo	REVIEWED BY: Oliver Si Doh Seungjo	APPROVED BY: William Chen	REPLACES:

1) 当月第一~三个工作日，CGM 和经销商共同确认关闭事宜；

Workday 1-3, CGM communicate & confirm with distributor on the terminate application;

2) 第五个工作日，CGM 向区域管理提交《经销商关闭确认函》（经销商盖章）和库存反及处理建议，并通知区域财务；

Workday 5, CGM submit “Distributor terminate confirm letter” (stamped version) and stock & action plan to RCC;

3) 第七个工作日，区域管理审核、RSM 审核；Workday 7, Region RTM/SRM verify;

4) 第十个工作日，总部 RTM/Head of GT 审批；Workday 10, HO RTM/GT Head verify;

5) 第十五个工作日，总部财务审核；Workday 15, HO Finance verify

6) 第二十二个工作日，总部运作依据签署的《经销商关闭确认函》和新开客户出具 keeping list 给到区域及相关部门；Workday 22, HO GT Operation base on “distributor terminate confirm letter” & new application send update keeping list to region & related department;

7) M+1 月第一个工作日，总部运作根据《经销商关闭确认函》在 e-order 系统中锁住确认不合作经销商的订货权限；M+1 Workday 1, HO GT Operation block the limits of authority in e-order system;

8) 关闭确认函签署之日起，CGM 需要主导新老经销商进行交接，包括但不限于门店、渠道、SR、库存等，要求在 M+1 月交接完成并签订《经销商关停并转交接表》，此表区域自行拟定格式，区域留存；

Since the signature date of “distributor terminate confirm letter”，CGM need to initial the transition between the original & new distributor, including (but not limitation) service stores/channel/sales person/stock, etc. within one month and signed handover list draft locally.

9) 若有未解决或未使用完的费用包括但不限于 AR 余额、市场退货费用、折让单以及市场活动代垫费用，CGM 应联合财务部门尽快完成该经销商费用核销，费用的结算清账操作必须符合公司政策要求。考虑到市场退货费用结算时间较长，需在市场活动代垫费用结清的情况下，与经销商签订《市场费用清账协议》；在经销商提供完整的结算材料并且签署正式的《债权债务清理协议》后，由雀巢（中国）有限公司（亦代表上海雀巢产品服务有限公司）完成最终所有费用的核销和清算；完成结算后，经销商与雀巢之间无任何的经济关系及债权债务关系，亦不存在任何关于货款及费用的争议。

Any pending issue including (but not limitation) AR/MR payback/Credit Letter/reimbursed expenses, CGM should unite finance together to finalize all reimbursed expense payment aligned with company principle. Consider the market return process, we need to sign “Trade

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investment clearance agreement” with distributor before final payment process. After then, we need to sign the “Credit & Rebate Liquidation” officially, then all pending payment will be clear by SNPSL. Then distributor & Nestle will have no economic/credit/rebate relationship, meanwhile no issue on goods & expense.

5. 经销商关闭注意事项 Distributor Termination Matters Need to Attention

- 1) 关闭的经销商，仍需要妥善处理经销商的费用问题，需要加快关闭经销商代垫费用的核销，需要关注经销商 MR 的进度，在签订《市场费用清账协议》/《债权债务清理协议》之前，仍需要与经销商开展季度对账；

Already terminated distributor need to reconciliation quarterly before all reimbursed expense clearance and “Trade investment clearance agreement” / “Credit & Rebate Liquidation” signed. Also need to monitor market return carefully.

- 2) 对于关闭经销商或者承接经销商是小规模纳税人，请在市场退货及折让单给与特别关注，比如小规模纳税人不要承接关闭经销商的库存；小规模纳税人经销商签订《债权债务清理协议》之前需将折让单用完；

Pay attention the terminated distributor or new distributor, if they are small-scale VAT taxpayer, especially on the MR&CL. For example, if the distributor is the small-scale VAT taxpayer, should not take over the original distributor’s stock; should use all CL before sign the “Credit & Rebate Liquidation” .

- 3) 关闭经销商在签订《债权债务清理协议》之前，仍需要在 EDMS 系统录出货，并按时向公司提交效期报告。

Before sign “Credit & Rebate Liquidation” , distributor still need to upload the sell-out data in eDMS and send stock report with shelf life as so to monitor the stock status.