

# 南京钢铁股份有限公司 行为准则

## **Nanjing Iron & Steel Co., Ltd. Code of Conduct**

### 第一条 总则

#### **I General Rules**

南京钢铁股份有限公司（以下简称“南钢”或“公司”）一直致力于遵守所有可适用的法律法规，代表着诚信、品质、技术、创新、可持续的价值观并积极承担企业社会责任，在以合规为前提的管理框架下努力实现国内和国际业务中的持续发展，通过合规创造并保护价值。本准则下的“合规”是指遵守适用于南钢及其员工的所有法律法规，以及南钢的内部政策和程序。此外，南钢及其员工还应遵守国际公认的适用于企业活动的原则，包括保护基本人权、遵守劳工标准、促进环境保护、打击腐败等。违反合规性将使南钢及其员工面临严重的后果。同时，为促进整个价值链的合规性，南钢希望其商业合作伙伴遵守前述法律法规、国际标准及原则的规定。

Nanjing Iron and Steel Co., Ltd. (hereinafter referred to as "NISCO" or the "Company") has been committed to complying with all applicable laws and regulations, representing values of integrity, quality, technology, innovation, sustainability, and actively undertake its corporate social responsibility. Within the framework of compliance-based management, NISCO strives to achieve sustainable development in its domestic and international business, as well as to create and protect value through compliance.

“Compliance” under this Code means compliance with all laws and regulations applicable to NISCO and its employees, as well as NISCO's internal policies and procedures. In addition, NISCO and its employees should abide by internationally recognized principles applicable to corporate activities, including the protection of fundamental human rights, compliance with labor standards, promotion of environmental protection and combating corruption etc. Violations of compliance will lead NISCO and its employees into serious consequences. At the same time, in order to promote compliance throughout the value chain, NISCO expects its business partners to comply with such laws, regulations, international standards and principles mentioned above.

本准则是一套将不时更新的基本规范，任何对本准则的修订都将向公司各部门、南钢下属各级公司以及公司具有管辖职权的境外主体、代表处、办事处等组织机构（以下简称“各单位”）发出通知，南钢全体员工应确保对本准则最新版本的了解。

This Code is a set of basic norms which will be updated from time to time. Any revision to this Code will be notified to all departments of the Company, all subsidiary companies of NISCO and other overseas entities, representative offices, offices and other organizations that the Company has jurisdiction over (hereinafter referred to as the "Units"). All NISCO employees are expected to keep informed of the most current version of this Code.

本准则无法穷尽所有合规要求，或为所有业务行为提供直接指引，但南钢全体员工应在工作的各个方面保持高度的合规性，并根据南钢《境外经营合规管理办法》及出口管制、经济制裁、反洗钱、外汇管制等相关专项合规指引的具体规定开展工作。

This Code does not exhaust all compliance requirements or provide direct guidance for all business activities, but all NISCO employees should maintain a high degree of compliance in all aspects of their work, and work in accordance with The Measures for the Administration of Compliance in Overseas Operations of NISCO and specific provisions of the relevant compliance guidelines on export control, economic sanctions, anti-money laundering and foreign exchange control.

在当地的商业惯例与本准则存在冲突，本准则要求更严格时，或本准则比当地法律要求更严格时，必须遵守本准则。如本准则的任何内容与当地法律存在冲突，则应遵守当地法律。此外，如本准则的部分内容被主管政府机关根据当地法律认定为无效，其他部分的可执行性不受影响。

This Code must be complied with when local business practices conflict with this Code and requirements of this Code are more stringent or when this code is more stringent than local laws. In the event that any provision of this Code conflicts with local laws, such local laws shall prevail. Furthermore, if any part of this Code is held invalid by competent governmental authorities in accordance with local laws, the enforceability of the other parts shall not be affected.

南钢有权自行解释本准则。

NISCO reserves the right to interpret this Code on its own.

## 第二条 适用范围

### **II Coverage**

本准则南钢各单位全体员工，包括普通员工、高级管理人

员、临时员工、工作人员、劳务人员（以下统称“南钢员工”）。

This Code shall apply to all employees of all Units, including ordinary employees, senior management personnel, temporary employees, staff and workers (hereinafter collectively referred to as the "NISCO employees").

与南钢商业伙伴（即各单位拟合作的合资公司、收购对象、代理商、顾问及其他中介、客户、经销商、承包商及分包商、供应商、服务提供商等）工作的南钢员工必须：要求商业伙伴同意遵守南钢合规政策；为商业伙伴提供合规政策要求的信息和讲解；发现商业伙伴没有遵守南钢合规政策时需要及时采取行动。

NISCO employees working with NISCO's business partners (i.e., joint ventures, acquisition targets, agents, consultants and other intermediaries, customers, distributors, contractors and subcontractors, suppliers, service providers, etc. that each Unit intends to cooperate) must: require business partners agree to comply with NISCO's compliance policies; provide business partners with information and explanations required by compliance policies; and take timely action when a business partner is found not complying with NISCO's compliance policies.

### 第三条 细则

## III Detailed Rules

### （一）贸易管制

#### 1. Trade Control

作为一家跨境经营的全球化公司，南钢致力于使其全球业务遵守所有可适用的出口管制、经济制裁、海关以及付款等贸

易相关法律法规的相关法定要求，并接受此类法律法规对公司经营活动限制。这些限制不仅基于产品的性质，还可基于原产国或目的国，甚至客户的身份。

As a global company with cross-border operations, NISCO is committed to making its global business comply all applicable statutory requirements in relation to export control, economic sanctions, customs, payment and other relevant trade-related laws and regulations, and accepting restrictions imposed by such laws and regulations on the Company's business activities. These restrictions may be based not only on the nature of the product, but also on the country of origin or destination, and even on the identity of the customer.

其中，出口管制普遍适用于货物、服务、硬件、软件或技术的跨境转移，包括受管制的跨境信息交流、电子传输手段等。涉及此类进出口业务的南钢员工必须遵守适用的出口管制、经济制裁以及进口法律法规，同时严格执行南钢及其所属业务部门为此制定的任何相关政策与流程。

In particular, export control generally applies to the cross-border transfer of goods, services, hardware, software or technology, including controlled cross-border information exchange and electronic transmission methods, etc. NISCO employees involved in such import and export operations must comply with applicable export control, economic sanctions and import and export laws and regulations, and must strictly comply with any relevant policies and procedures formulated by NISCO and its business units in this regard.

违反贸易管制相关法律法规，将可能引发民事违约、行政

处罚、刑事责任及其他一系列不利后果，并可能对公司造成严重的经济利益损失和商誉影响，公司高管及相关岗位员工也可能面临个人法律责任的风险。

Violation of applicable trade control laws and regulations may lead to civil breach of contract, administrative penalty, criminal liability and a series of other adverse consequences, and may also cause serious loss of economic profits and impact on goodwill of the Company. Company executives and employees in relevant positions may also face risk of individual legal liability.

## (二) 反洗钱

### **2. Anti-money laundering**

洗钱是指通过隐瞒、掩饰非法资金的来源和性质，通过某种手法把非法资金变成看似合法资金的行为和过程。为确保透明、合法的业务关系，南钢对潜在客户、商业合作伙伴以及其他第三方的身份和证明文件均采取谨慎的核查措施。

Money laundering means any action or process of turning illegal funds into seemingly legitimate funds by concealing and disguising the source and nature of illegal funds. In order to ensure transparent and legitimate business relationships, NISCO carries out prudent verification of identities and supporting documents of prospective customers, business partners and other third parties.

南钢致力于与从事合法商业活动且资金来源合法、声誉良好的商业伙伴进行商业往来，拒绝为洗钱活动提供任何便利。南钢员工必须遵守适用的反洗钱法律规定以及南钢相关内部制度、政策及流程，时刻警惕并及时报告商业伙伴的可疑行为，以保护南钢的企业声誉，避免任何可能的法律风险、合规风险。

NISCO is committed to doing business with reputable business partners engaged in legal business activities with legal sources of funds. NISCO refuses to provide any facilities for money laundering activities. NISCO employees are required to comply with applicable anti-money laundering laws and regulations as well as NISCO's internal rules, policies, and procedures, and to remain vigilant and timely report the suspicious activities of their business partners in order to protect NISCO's corporate reputation and avoid any possible legal or compliance risks.

### (三) 反腐败

#### **3. Anti-corruption**

南钢一贯坚持诚信经营，严格遵守规则，公平对待所有商业伙伴，并致力于以优质的产品和服务争取业务、获得商业成功，坚决打击任何形式的腐败或贿赂行为。

NISCO always adheres to operation honestly, strictly observes rules, treats all business partners fairly, commit to striving for business and commercial success with high quality products and services, and resolutely combating corruption or bribery in any form.

南钢各部门及员工不得向国内外公务人员或任何其他政府官员提供任何性质的利益。在聘请代表南钢与政府官员进行沟通的服务提供商时，必须确保这些服务提供商遵守所有可适用的反腐败法律法规。此外，南钢各部门及员工也不得直接或在工作活动中向其他公司的员工提供个人利益，南钢员工也不得以任何形式收受或主动索取此类利益。

All departments and employees of NISCO shall not provide any benefits of any nature to foreign and domestic civil servants or

any other government officials. When hiring service providers who communicate with government officials on NISCO's behalf, NISCO must ensure that these service providers comply with all applicable anti-corruption laws and regulations. In addition, all departments and employees of NISCO shall not directly or in the course of work activities provide personal benefits to employees of other companies, nor shall NISCO employees accept or actively solicit such benefits in any manner.

#### （四）礼品与招待

#### **4. Gifts & Entertainment**

通常，与商业伙伴及其员工之间进行任何形式的个人利益收受行为，均应被禁止。但是，在良好的商业交往过程中，有时可能会基于合理理由和商业礼节提供适当的礼品或招待。在此种情况下，南钢各部门及员工应根据可适用的法律法规以及南钢内部与此相关的制度、政策及流程，谨慎处理礼品和招待行为。

Generally, any form of accepting of personal benefits with business partners and their employees shall be prohibited. However, in the course of good business dealings, sometimes appropriate gifts or entertainment may be provided based on reasonable reasons and business courtesy. In such circumstances, each department and employee of NISCO shall handle this matter in accordance with applicable laws, regulations and relevant internal rules, policies and procedures with due caution.

一般而言，应只提供或接受价值适当的礼品，以避免因动机被误解而给南钢造成任何可能的企业声誉损害，甚至造成法律风险、合规风险。同时，不应提供或接受现金或现金等价物，

如礼品卡或购物券。在与公务人员或政府代表进行联络、交往时应特别谨慎，并应严格遵守全部适用的法律法规，包括但不限于中国及当地法律法规的相关规定。

Generally, only gifts of appropriate value should be provided or accepted in order to avoid any possible damage to NISCO's corporate reputation due to misunderstood motives, and even legal or compliance risks. At the same time, cash or cash equivalents, such as gift cards or shopping vouchers, shall not be offered or accepted. Particular care shall be taken in liaising or dealing with civil servants or government representatives, and shall strictly comply with all applicable laws and regulations, including but not limited to relevant provisions of Chinese and local laws and regulations.

#### **（五）环保、健康与安全**

### **5. Environmental Protection, Health & Safety**

南钢高度重视保护环境和节约自然资源，并努力以环保的方式开展业务经营。南钢将与商业伙伴密切合作，在全球业务中高标准执行环境管理相关法律要求及合规要求。

NISCO attaches great importance to environmental protection and conservation of natural resources, and endeavors to conduct its business operations in an environmentally friendly manner. NISCO will work closely with its business partners to implement legal and compliance requirements regarding environmental management with high standards in its global operations.

南钢对其在包括采购、生产、仓储、运输等环节在内的整个商业流程上的行动负责，采取必要且合理的安全防范措施，并致力于确保南钢产品在南钢向客户提供的常规使用方法的

范围内、在客户负责任的使用产品时，不会对人或环境造成风险。在发生突发事件或紧急情况时，南钢将积极采取或协助采取一切必要行动，以确保符合环保相关法律法规和合规要求。

NISCO is responsible for its actions throughout the business processes, including purchase, manufacturing, warehousing, transportation, etc. and takes necessary and reasonable safety precautions and strives to ensure that Products do not pose a risk to people or the environment when used in a responsible manner within the scope of the customary methods of use provided by NISCO to customers. NISCO will actively undertake or assist in the undertaking of all necessary actions in the event of emergency, to ensure compliance with relevant environmental legal and compliance requirements.

此外，南钢高度重视保护员工在工作场所的健康与安全。公司及各单位应采取周密的事事故防范措施以保障员工安全，工作环境应采取符合健康、安全要求的设计标准。南钢员工也应关注工作安全和职业健康问题，为不断强化、健全安全经营及职工健康工作机制和作出努力。

In addition, NISCO attaches great importance to the protection of the health and safety of employees at the workplace. The Company and all Units shall take careful accident prevention measures to ensure the safety of employees. The working environment shall adopt standards that meet health and safety requirements. NISCO employees should also be concerned about work safety and occupational health and make efforts and continuous strengthening and perfection of safe operations and health of employees.

## （六）劳工权利

### **6. Labor Rights**

南钢坚持以尊重、公平的态度对待所有员工，倡导兼容并蓄的工作环境，不容忍基于年龄、种族、肤色、国籍、性别、性取向、宗教或任何其他人格特征或偏好所进行的歧视或骚扰。前述原则也适用于南钢所有人事决策，如招聘、雇佣、晋升、福利、纪律处分或者终止劳动关系等。

NISCO persists to treat all employees with respect and fairness, advocates workplace culture of belonging, diversity and inclusion and will not tolerate discrimination or harassment on age, race, skin color, nationality, gender, sexual orientation, religion or any other personal characteristics or preferences. The foregoing principles also apply to all human resource decisions of NISCO, including recruitment, employment, promotion, benefits, disciplinary sanction or termination of employment.

南钢承诺遵守国际劳工标准（ILS，International Labor Standards），同时作为全球商业活动的参与者，南钢倡导其商业伙伴遵守同样的标准，为保障劳工权利共同努力。

NISCO is committed to adhering to International Labor Standards (ILS). As a participant in business activities globally, NISCO advocates its business partners to observe the same standards and endeavor to protect labor rights.

## （七）财务控制

### **7. Financial Controls**

作为一家值得信赖的公司，南钢的财务记录及报表将真实反映公司的交易和业务活动，并严格遵守所有适用的有关会计

和财务报告的法定要求以及税务法律法规要求。保持准确的记录，也有利于公司商业活动的公平、透明和完整。

As a reliable company, NISCO's financial records and statements will give a true view of the Company's trade and business activities, strictly comply with all applicable statutory requirements regarding accounting and financial reporting and tax laws and regulations. The maintenance of accurate records will also contribute to the fairness, transparency and integrity of the Company's business activities.

公司的文档与记录保存，将按照真实性和完整性的标准，并遵守所有相关的公司制度、政策以及可适用的法律法规。任何财务或财报中的违规行为会都可能对公司及负责人员造成严重后果。

The Company's files and records are retained in accordance with standards of authenticity and integrity and in compliance with all relevant Company policies, and applicable laws and regulations. Any violation in financial or accounting reporting could lead to material consequences to the Company and responsible personnel.

## （八）反垄断

### **8. Antitrust**

公平竞争有助于市场自由发展，从而带来更大的社会效益。

Fair competition inspires development of free market, which accordingly brings greater social benefits.

南钢致力于在自由公平竞争的基础上开展业务，并严格遵守所有适用的法律法规。作为所在行业的市场领导者之一，南钢有义务在符合反垄断法的法定要求的基础上以促进公平竞

争的方式开展业务，南钢员工在日常工作中应遵守公平竞争原则，并对可能被视为有害于自由和公平竞争的情况保持警惕。

NISCO is committed to conducting its business on a free and fair basis and in strict compliance with all applicable laws and regulations. NISCO, as one of the market pioneers in industry, has an obligation to conduct its business in a manner that promotes fair competition in compliance with the statutory requirements of anti-monopoly laws. NISCO employees should observe fair competition principles in their day-to-day work and be vigilant in situations that may be deemed harmful to free and fair competition.

任何违反反垄断法的行为都可能对南钢造成高额罚款、复杂的反垄断诉讼、损害赔偿等不利后果，并将导致公司声誉严重受损。就相关员工个人，则可能面临纪律处分甚至刑事犯罪的结果。

Any violation of anti-monopoly laws may result in high fines, complex anti-monopoly lawsuits, penalty for damages, and other adverse consequences for NISCO, and will jeopardize the Company's reputation. The individual employee concerned may face disciplinary sanction or even a criminal offence as a result.

### （九）利益冲突

## **9. Conflicts of Interest**

南钢员工均有责任确保将个人利益与公司利益进行有效区分，任何个人关系和利益都不应以任何方式影响公司商业活动或商业决策，潜在或既有的利益冲突应按照相关内部制度向公司进行披露。南钢各单位及员工的任何活动，都不应损害南钢的商业声誉与良好社会形象。同时，禁止利用南钢的公司资

源或影响力为个人或关联关系人谋取任何违法违规利益；禁止滥用南钢的公司资源或影响力，以避免对公司造成负面影响。对于公司的资产、财产，南钢各单位及员工仅应将其用于业务目的。在使用公司资产时，应当保持应有的谨慎，避免产生不必要的成本。

Each NISCO employee is responsible for ensuring that personal interests are well segregated from the Company's interests and that no personal relationship or interest should in any way interfere with the Company's business activities or business decisions. Potential or existing conflicts of interest should be disclosed to the Company in accordance with relevant internal regulations. All activities of each Unit and employee of NISCO should not damage the business reputation and good social image of NISCO. At the same time, use of NISCO's corporate resources or influences to pursue any illegal advantage for any individual or its affiliates is prohibited; and the misuse of NISCO's corporate resources or influences is also prohibited to avoid any negative impact on NISCO. The Company's assets and properties shall be used by each Unit and employee of NISCO solely for the purpose of the business and operation. Due care is required in the use of the Company's assets so as to avoid unnecessary costs.

需要指出的是，多数情况下，存在利益冲突本身并不直接导向违法、违规或不当行为，但对利益冲突的不当处理（如未及时披露）则将轻则违反南钢政策，重则涉及违法违规。及时披露潜在的利益冲突，可以有效避免个人相关风险并有效降低公司业务决策被不当影响的风险。

It should be noted that, in most cases, the existence of a conflict of interest does not by itself directly lead to violations of

laws, irregularities or improper conduct. However, improper treatment of conflicts of interest (e.g., failure to timely disclosure) would constitute a violation of NISCO's policies or even breach of laws. Timely disclosure of potential conflicts of interest can effectively mitigate personal risks and effectively reduce negative impact on the Company's business decisions.

#### (十) 信息保密、保护与网络安全

### **10. Confidentiality of Information, Protection and Cyber Security**

南钢员工确保,在其与南钢的劳动/用工关系终止之前或之后,如未经南钢事先书面许可,则不得向任何第三方披露任何南钢商业秘密、任何其在南钢任职期间内获悉的南钢负有保密义务的商业秘密及保密信息。

NISCO employees shall ensure that without prior written consent no NISCO trade secrets and confidential information that he/she acquired during the employment shall be disclosed to any third party either before or after the termination of their employment relationship with the Company.

南钢员工知悉的南钢任何重大非公开信息及其相关信息,均不得用于获取个人利益或为他人牟利,例如利用职务便利,通过对南钢内部信息或任何非向社会公开的信息的获取、披露、交易及任何方式的使用,在南钢或南钢相关方的相关证券交易活动中,直接或间接获取违法、违规或其他不当利益。

Any important non-public information of NISCO, and information associated therewith, of which the employees become aware, shall not be used to pursue personal interests or make profit for others, such as abusing of their position privilege to acquire,

disclose, trade or otherwise use any internal or any non-public information for the purpose of obtaining any illegal, irregular or other improper advantage in related securities dealings.

南钢尊重个人隐私，对于与员工、客户和商业伙伴等有关的个人资料，均将按照适用的隐私和信息安全法律法规进行收集、处理和使用，并确保以安全的方式存储个人资料，以防止任何未经授权人士的读取、使用。

NISCO respects personal privacy by collecting, processing and using Personal Data relating to its employees, customers and business partners in accordance with applicable privacy and information security laws and regulations and by ensuring that the Personal Data is stored in a secure manner to prevent any unauthorized access or misuse.

南钢遵守有关信息保密、信息保护和网络安全的所有适用法律法规、政策要求和指导方针，并以此为依据规范保密信息及个人信息的使用和披露。南钢将采取一切合理措施保护公司所有的网络、系统、设备以及信息安全，仅将信息用于合法合规的用途并保持合规的访问控制。

NISCO respects all applicable laws, regulations, policy requirements and guidelines relating to confidentiality, information protection and network security, subject to which NISCO regularizes the use and disclosure of confidential information and personal information. NISCO takes all reasonable measures to protect the Company's networks, systems, equipment and information security, makes use of such information only for legitimate and compliant purposes and maintain authorized and legal access control.

## （十一）慈善与捐赠

### **11. Philanthropy and Donations**

南钢积极回馈社会，注重自身社会责任担当，禁止以慈善与捐赠的形式掩盖腐败目的，要求采取有效措施确保慈善与捐赠活动的透明、合法。

NISCO actively gives back to the society and pays attention to its own social responsibility, prohibits covering up corrupt purposes in the form of charity and donation, and requires effective measures to ensure that charity and donation activities are transparent and legal.

## **第四条 培训**

### **IV Training**

南钢不定期组织开展针对行为准则各项议题的讲座、培训，包括反歧视、反骚扰、反腐败、反洗钱、反垄断、环境、健康与安全与信息保密等。

NISCO irregularly organizes lectures and training on various topics of the Code of Conduct, including anti-discrimination, anti-harassment, anti-corruption, anti-money laundering, anti-trust, environment, health and safety and information confidentiality, etc.

## **第五条 投诉与建议**

### **V Complaints and Suggestions**

对于违反本准则或存在潜在违规风险的行为，南钢员工均可向合规管理部门、所在业务部门或根据南钢具体合规制度文件所指定处理投诉的其他人/单位进行投诉。

Any NISCO employee may file a complaint against a violation

of this Code or a potential risk of violation to the Compliance Department, his/her business unit or other responsible person/entity that is designated to handle such a complaint under specific compliance policy.

所有投诉均可秘密且匿名地提交。公司会对所有投诉进行调查，必要时，将进一步采取相应的纠正措施。在法律许可的范围内，公司将对所有投诉相关文件予以保密，不允许任何针对投诉人的报复行为。

All Complaints may be submitted confidentially and anonymously. The Company will investigate all complaints and, when necessary, take remedy measures. To the extent permitted by law, the Company shall keep all documentation relating to a complaint confidential and will not allow retaliation against the Complainant.

南钢鼓励各部门及员工积极参与公司的合规建设，如对本准则或公司其他合规文件、合规管理事项的执行、改进有任何建议，均可参照前述投诉渠道进行提交。

NISCO encourages departments and employees to actively participate in the Company's compliance program. Any suggestions on the implementation or improvement of this Code or other compliance documents or compliance management matters of the Company may be submitted referring to the foregoing complaint channels.

## 第六条 执行与监督

### VI Execution and Supervision

南钢管理层成员应积极推动本准则的广泛分发，并确保本

准则的有效贯彻执行。

The management of NISCO shall actively promote the wide distribution of this Code and ensure the effective implementation of this Code.

凡违反本准则的行为，需受到相应的处理，处理的方式包括：经济考核、组织处理、纪律处分等。违反本准则构成犯罪的，交由相关机关追究其刑事责任。

Any violation of this Code must be dealt with accordingly, in the following ways: financial assessment, organizational treatment, disciplinary action and so on. Any violation of this Code constituting a crime shall be referred to the relevant organs for criminal responsibility.

南钢各单位均设有合规管理组织和/或联络人员，定期监督检查南钢全球商业活动遵守可适用法律法规法律及执行本准则的情况。

Each NISCO Unit has set up a compliance management department and/or a liaison officer to regularly monitor and inspect NISCO compliance with applicable laws and regulations during its business activities worldwide and the implementation of this Code.

## 第七条 更多信息

### **VII More Information**

南钢员工还可登陆南钢内网查询公司全部合规制度文件、政策及流程要求、培训材料以及其它指引。

NISCO employees may also visit the NISCO OA to access to all Company's compliance documents, policy and process

requirements, training materials and other guidelines.

如有任何合规方面的疑问，请随时通过以下方式与南钢取得联系：

电子邮箱：hg@njsteel.com.cn

If you have any questions about compliance, please do not hesitate to contact NISCO at:

E-mail: mailto:hg@njsteel.com.cn