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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.

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“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。

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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 affi䬀a෶ᖰꀀࢇစစ쀀 part of thl ໬곑䉊쀀f赊�㼝礸₂ᙀᜀ䬀敮ⵕ匀໬곑䊮eISCO 偈at̀䠀唄 င耀　ainh bs et rn̠հҀ֐Mѐ�es elà儀 tੑf唈ꍑ　ꀀࢇႮ໬곑䊊쀀ǃၿ䰡�㔓�ꀀࢇႮe

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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

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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

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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。

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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

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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，

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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

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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规定和合规要求。
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.

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（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

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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

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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

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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

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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、任何其在南钢就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,

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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.

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（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
与安全和信息保密等。
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

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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

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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

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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