



CODE OF CONDUCT

行为守则



FOREWORD

前言

The excellent reputation of our group of companies as a supplier of high-quality products and services in the fields of metallurgical plant engineering as well as automation systems is an important factor in competition. An essential foundation of the trust placed in our company by the customers, suppliers and the public is our respect for and adherence to legal and statutory provisions as well as company-internal rules and regulations (Compliance). Appropriate actions and conduct of every employee are the precondition for this.

The Code of Conduct specifies general requirements which shall provide standards and orientation for our daily work and thus contribute to strengthening our company's reputation.

The Code of Conduct is valid worldwide and binding for all employees of the SMS group. Should any special provision in an individual legal system comprise requirements going beyond those of our Code of

Conduct, these must be complied with additionally by the respective companies and their employees in the countries concerned.

作为冶金机械和设备及自动化系统领域的优质产品和服务的供应商，我们集团的良好声誉是我们在竞争中的决定性优势。客户、供应商及公众对我们的信任的重要基础在于我们尊重并遵守法律法规及公司内部的规章制度（合规）。其前提是每位员工都行事妥当、行为得体。

本《行为守则》详细规定了基本要求，为我们的日常工作提供了标准与方向并有助于提高我们公司的声誉。

本《行为守则》适用于西马克集团全球员工并对其具有约束力。如个别法律体系中的特殊条款的要求超出本《行为守则》的规定，则有关国家的公司及其员工还须遵守该等要求。

1. BEHAVIOR IN CONFORMITY WITH THE LAW

1. 依法行事

The SMS group regards the integrity of its employees as an essential prerequisite for sustainable business success. The adherence to legal and statutory provisions is of utmost importance to us. That is why we also expect every employee of the SMS group to act in compliance with the applicable rules and regulations. Violations may be considered an offence under criminal and civil law and will be prosecuted accordingly; not only affecting the individual employee, but the company group as a whole. Furthermore, disciplinary action will be taken against employees in breach of statutory provisions and in cases of non-compliance with our internal rules and regulations.

西马克集团视其员工的诚信为可持续的业务成功的必要前提。遵守法律法规对我们来说至关重要。这正是我们希望西马克集团每位员工依照适用的法律法规行事的原因。违反这些法律法规的行为可能导致刑法或民法的处罚；这不仅将影响到员工个人，还会影响到集团整体。此外，如果员工违反法律规定和不遵守我们内部的规章制度，将会受到纪律处分。

2. COOPERATION WITH CUSTOMERS, SUPPLIERS AND OTHER BUSINESS PARTNERS

2. 与客户、供应商及其他商业伙伴合作

2.1 FAIR COMPETITION

In the competition for market shares we commit ourselves to fairness and integrity. The SMS group shall never accept an order which can only be won by violation of the laws against restraints on competition. In particular, arrangements with competitors as regards prices, conditions, the division of customer groups and division of regions shall not be acceptable. Positions of market dominance must not be abused, in particular if the SMS group acts as a purchaser.

2.1 公平竞争

在市场份额的竞争中，我们秉承公平和诚信的原则。西马克集团绝不接受需要通过违反反对限制竞争的法律才能获得的订单。特别是，与竞争对手就价格、条件、客户的划分以及地域的划分所作出的交易是不可接受的。不得滥用市场支配地位，特别是在西马克集团作为买方时。

2.2 PROHIBITION OF CORRUPTION

Offering and granting advantages

Our approach to competition for customer orders is founded on the awareness of our first-class products and services and on our company's excellent reputation. Corruption as a means of winning orders is strictly prohibited. No employee shall be allowed to grant third parties unjustified advantages in the context of initiation, conclusion or handling of orders, such as monetary or material contributions. The same shall apply to dealings with authorities.

Gifts for hosts or promotional gifts shall be allowed insofar as they are generally and socially accepted, correspond to the local customs and are considered a matter of politeness in the respective country. The choice, scope and monetary value of the gift or invitation shall comply with the customary – and legal – framework in the respective country. Gifts of money are prohibited in all cases. In any case, when choosing or deciding on gifts and invitations, it must be ensured

that these do not suggest the intention to influence the actions or decisions of the persons receiving the gift due to their monetary value. Furthermore, transparency as regards gifts and invitations shall be ensured. Especially when dealing with public officials, the criteria for choosing and deciding on gifts and invitations shall be considered with particular strictness. Please also refer to the *Guideline for the Prevention of Corruption in the SMS group* in its most recently applicable version, currently in the version dated January 21, 2008.

Demanding and accepting advantages

Our employees are not permitted to demand or accept personal advantages. Only low-value gifts from hosts or promotional gifts may be accepted which are granted in the framework of the customary – and legally admissible – practice and which do not suggest the intention of wanting to influence our employees' decisions. When in doubt, our employees are obliged to obtain their superior's permission before accepting any advantage.

2.2 禁止腐败

提供和给予好处

我们凭借我们一流的产品和服务以及我们公司的良好声誉赢取客户的订单。严禁通过腐败方式获取订单。员工不得在订单商谈、订立或执行过程中给予第三方金钱或物质等不正当的好处。本要求同样适用于与政府的业务往来。

东道主礼品或促销礼品应仅在各普遍接受、符合当地风俗习惯并且被视为出于礼貌时方能采用。礼品或邀请的选择、范围及金钱价值应符合各国的风俗习惯和法律。任何情况下都禁止以金钱作为礼品。在任何情况下，选择或决定礼品和邀请时必须确保其不含因其金钱价值而影响收受之人的行为或决定之意图。此外，必须保证礼品与邀请的透明

性。在与公职人员往来时，选择和决定礼品与邀请的标准应更加严格。请参阅西马克集团最新版本的《反腐败准则》，当前为2008年1月21日之版本。

要求和接受好处

我们的员工不得要求或接受个人好处。员工可以接受价值较低的由东道主所赠的礼品或促销礼品，前提是其符合风俗习惯和法律并且不含影响我们员工的决定之意图。如有疑问，员工须在接受好处前获得其主管的批准。

2.3 PROTECTION OF COMPANY SECRETS AND INTELLECTUAL PROPERTY

In order to maintain and expand our leading position when it comes to technology, our products and processes must undergo continuous development. This also involves securing our technology by means of patents and other industrial property rights. We expect every employee to protect our intellectual property without fail. In particular, every employee is responsible for making absolutely sure that no information about our intellectual property is disclosed to third parties. In the same way in which we protect our own intellectual property, we also respect the intellectual property of others. Business secrets shall be treated confidentially; they may be disclosed to employees only within the framework of their business activities.

2.4 AVOIDING CONFLICTS OF INTERESTS

The private interests of an employee and the interests of the company must be clearly separated. Persons or companies with whom the SMS group maintains business relations may only be contracted by employees for private purposes in compliance with the conditions customary on the market. Engaging in a paid secondary activity shall be permitted only after express prior approval by the responsible Human Resources department. If employees feel that they are in a conflict of interest, they shall inform their superiors accordingly in order to find a solution.

2.5 DATA PROTECTION

With the ever-increasing presence of communication technology in our everyday lives, the correct handling of personal data (information on personal or material circumstances of an identified or identifiable individual)

has gained significant importance. Such data are capable of being stored and duplicated without restrictions. That is why the employees shall observe all relevant laws and company regulations also as regards the personal data of employees and third parties. Personal data of individuals may only be collected, processed and used in accordance with the statutory provisions and company regulations. In cases of doubt, the responsible data protection officer or a data protection expert shall be consulted.

2.3 公司秘密与知识产权保护

为维护并扩大我们在技术方面的领先地位，我们必须不断开发产品和工艺。这同样也涉及以专利及其他工业产权方式保护我们的技术。我们希望每位员工都保护我们的知识产权。尤其是，每位员工有责任确保我们知识产权的相关信息不被披露给第三方。如同保护我们自己的知识产权，我们也尊重他人的知识产权。商业秘密应予严格保密；它只能在其业务活动所涉及的范围披露给员工。

2.4 避免利益冲突

员工的个人利益与公司的利益必须清楚地区分。只有在符合市场惯例时，员工方能为私人目的而与同西马克集团保持业务关系的个人或公司订立合同。只有经人事部门明确的事先批准，员工方可从事有偿的兼职活动。如果员工认为存在利益冲突，应告知主管以找到解决方案。

2.5 数据保护

随着通信技术在我们日常生活中的日益发展，正确处理个人信息（身份确定或可确定之人的个人信息或资料）愈发重要。此类数据能够不受限制地被存储和复制。正因如此，员工应遵守有关员工和第三方个人数据的所有相关法律和公司规定。仅可根据法律和公司规模收集、处理和使用个人信息。如有疑问，请咨询相关数据保护主管或数据保护专家。

3. TREATMENT OF EMPLOYEES

3. 对待员工

3.1 GENERAL PRINCIPLES

The SMS group is responsible for all of its employees. We respect the personality of every individual. Excellent performance of our employees is the prerequisite for our business success. The SMS group will promote such talents who contribute to the sustainable success of the company group with their professional and social competence.

3.2 NON-DISCRIMINATION RULE

We do not accept any form of discrimination within our company group. All employees shall be treated equally both by their superiors and colleagues, regardless in particular of their ethnic background, skin color, sex, religion, national and social origin, personal circumstances, health and age. Every employee shall be given the same opportunities. Employment, remuneration, terms of employment as well as access to training and promotion shall without exception be in accordance with the requirements of the respective workplace.

3.1 一般原则

西马克集团对所有员工负责。我们尊重每位员工的人格。员工的优异表现是我们取得业务成功的前提条件。西马克集团将为那些以其专业与社会能力为集团的不断发展作出贡献的员工提供晋升机会。

3.2 不得歧视规定

在集团内部我们不允许任何形式的歧视。所有员工应得到其主管和同事的平等对待，而不论其种族、肤色、性别、宗教、国籍和社会出身、个人情况、健康及年龄。每位员工应得到平等的机会。雇佣、薪酬、雇佣条件及培训与晋升均应根据相关工作岗位的规定确定。

4. PROTECTION OF COMPANY PROPERTY

4. 保护公司财产

Company property may be used only for business purposes. Every employee shall be obliged to treat the company property entrusted to him/her with utmost care and to protect it against loss, damage and theft.

公司财产仅可用于商业目的。每位员工均有义务悉心照管公司托付的财产并保护其免受损失、损害或盗窃。

5. COMPLYING WITH THE CODE OF CONDUCT

5. 遵守行为守则

Every employee of the SMS group shall be provided with a copy of this Code of Conduct. The principles and rules of conduct specified therein shall be an integral part of our corporate life and be practiced by all of us in our day-to-day work.

All of the company's executives and managers have the duty to ensure that all employees know and comply with this Code of Conduct.

Superiors and/or compliance officers of the respective company, business area or the Head of Group Compliance are ready to answer questions concerning this Code of Conduct.

Every employee shall have the right and is expressly requested to notify his/her superior and/or the compliance officer of the respective company, business area or the Head of Group Compliance about any violations of which he or she is aware.

西马克集团的每位员工都将获得一份《行为守则》。本《行为守则》所规定的行为原则与规则应是我们日常工作不可分割的组成部分并应在我们每天的工作中得到执行。

公司所有高管与经理有责任确保所有员工了解并遵守本《行为守则》。

主管和/或各个公司、业务部门的合规官或集团合规总监可解答与本《行为守则》相关的问题。

在发现任何违规行为时，每位员工有权利并被明确要求通知其主管和/或其公司、业务部门的合规官或集团合规总监。

6. COMPLIANCE ORGANIZATION

6. 合规机构

The SMS group has established a compliance organization, which is incorporated both on the level of the SMS Holding GmbH and in the subsidiaries and majority holdings. The Group Compliance Central Department is managed by the Head of Group Compliance. On the local level, the Head of Group Compliance is supported by the local compliance officers in the respective subsidiaries. For details, please refer to the *Compliance Rules of Procedure of the SMS group* in their most recently applicable version, currently in the version dated September 15, 2009.

西马克集团分别在西马克控股有限公司和其子公司以及由西马克控股的公司两个层面设立了合规机构。集团合规中心部门由集团合规总监管理。在地方层面，各子公司的地方合规官向集团合规总监提供支持。具体请参阅最新版本的《西马克集团合规程序规则》，当前为2009年9月15日之版本。



Burkhard Dahmen
Management of
SMS Holding GmbH
西马克控股有限公司董事



Eckhard Schulte
Management of
SMS Holding GmbH
西马克控股有限公司董事



Dr. Heinrich Weiss
Chairman of
the supervisory board
of SMS Holding GmbH
Heinrich Weiss 博士
西马克控股有限公司监事会主席

DÜSSELDORF, SEPTEMBER 5, 2013

杜塞尔多夫, 2013年9月5日

ACKNOWLEDGEMENT OF "CODE OF CONDUCT"

关于《行为守则》的确认

I hereby acknowledge the receipt of the "Code of Conduct" which has been issued on September 5, 2013. I have read it and fully understood it and I agree to accept and to follow all of its contents and use it in my daily work.

本人在此确认收到《行为守则》(2013年9月5日版)。本人已认真阅读, 完全理解该守则, 并同意接受和遵守该守则的所有内容并将其用于日常工作。

Signature:

签名: _____

Date:

日期: _____



SMS group

Eduard-Schloemann-Strasse 4
40237 Düsseldorf, Germany

Phone: +49 211 881-0

Fax: +49 211 881-4902

Web site: www.sms-group.com

