

# American Accessories International Supplier Code of Conduct

## AAI 供应商守则

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# Letter From AAI Leadership

## 来自 AAI 领导层的信

At American Accessories International, we hold ourselves to the highest ethical standards and take responsibility for setting an example that reflects our beliefs. In fact, our recent growth is directly related to our commitment to placing integrity and fair treatment of employees, customers, suppliers, distributors and competitors at the core of all our business dealings.

在 AAI, 我们秉承最高的道德标准, 承担责任树立榜样, 以此反应我们的信仰。事实上, 我们的成长与我们恪守承诺并在业务往来中正直, 公平对待员工、顾客、供应商、经销商和竞争对手有着直接的关系。

As a proactive and agile company, AAI is never content with satisfactory. We are constantly striving for greater success, not only because our clients deserve the best but also because challenging ourselves to reach the next level is what sets us apart. AAI is a global company and we believe collaboration on our custom products is key at all levels of business.

作为一个具有前瞻性和发展性的公司, AAI 从不满足。我们不断奋斗争取更大的成功, 不仅仅因为我们的顾客值得最好的, 也因为我们的自我挑战促使我们更加优秀。AAI 是一个全球性的公司, 我们坚信共同发展, 合作开发是所有业务成功的关键。

To present our clients with the best products on the market, AAI considers our quality assurance and ethical business practices to be our top priority. At AAI quality is not a compromise, and our suppliers work with us to assure execution of products at the highest level. Our manufacturing and supply partners are not only an integral part of the production process, but also essential in helping us build and maintain our reputation of peerless quality, social conscience, and faultless compliance with all legislative and industry rules and regulations.

为了呈现给我们顾客市场上最好的产品, AAI 将品质保证及商业道德视为最首要考虑。AAI 对于质量是绝不会让步的, 我们的供应商与我们合作确保产品实现高标准的生产。我们的制造供应商不仅是生产过程中不可分割的一部分, 也是我们建立及维系出类拔萃的质量口碑, 社会道德, 以及无错误地符合所有立法的工业规章制度方面上必要的一部分。

This code is based on AAI's commitment to honesty, integrity, transparency, and trust. At AAI, we are committed to working with companies whose vision and ethics are aligned with ours. This document outlines what we expect from all of our manufacturing facilities, contract facilities, and supply partners, and what you can always expect from us.

此守则基于 AAI 恪守的诚实, 正直, 透明和信任的承诺。在 AAI, 我们致力于与愿景及道德标准与我们匹配的公司合作。这份守则概括了我们从所有的制造商工厂, 合同工厂及供应商伙伴身上所期待的, 以及你从我们身上所期待的。

Eric Zeana, President



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# 1. Code of Conduct

## 行为守则

This code of conduct describes the broad expectations for suppliers that provide goods and services to AAI. Honesty and integrity are top priority at AAI, and agents, representatives and consultants of AAI are expected to act in the Companies best interest and in accordance with the same high ethical standards. By forming a relationship with AAI, you can expect a commitment to operating with integrity and transparency, along with pursuit of continuous business improvements.

此份行为守则详述了我们对提供给 AAI 产品及服务的供应商的显著期望。在 AAI, 诚实和正直是首要因素, 并且 AAI 的代理商, 代表及咨询顾问也需要符合我们的道德标准要求。通过与 AAI 建立关系, 你可以得到正直透明的运作, 及追求持续改进的承诺。

The use of the words you, us, we etc. mean collectively the officers, directors, and associates of AAI and its subsidiaries.

你, 我们表示管理人员, 董事和 AAI 及其附属公司的统称。

### 1.1 Compliance with Applicable Laws, Regulations, and Contractual Obligations

#### 遵守适用法律, 法规和合同义务

AAI operates in a global environment, and as such we require our suppliers and partners to adhere to international norms as well as country, state, and local laws. If local law conflicts with the policy in this Code, you must comply with the law, however if local customs or policy conflicts with this Code, you must comply with the Code. If questions arise regarding application of the law, or appropriateness of a course of conduct, you must contact AAI's Compliance Officer at the earliest possible occasion.

AAI 在全球环境下运作, 同样的我们要求我们的供应商及伙伴遵守国际规范, 国家, 州和当地法律要求。如果当地法律与本守则相冲突, 您必须遵守法律要求。然而如果当地习俗或政策与本守则冲突, 必须遵守本守则。如果适用法律的过程中出现问题或不恰当的地方, 必须在可能的情况下尽早联系 AAI 合规官。

If you suspect violations of law or policy, promptly report the incident to management or AAI's Compliance Officer. All reports must be resolved in a timely manner. All statements, communications, and representations made to any AAI officer, director, or associate must be accurate and truthful.

如果您怀疑有违反法律或政策的行为, 请及时报告给管理层或 AAI 合规官。所有的报告必须及时处理。所有对 AAI 合规官, 管理层及员工的声明, 沟通, 陈述必须及时真实。

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We have designated compliance personnel who will be responsible for monitoring and reviewing compliance with this Code. The expectations in this Code do not replace specific requirements in contracts, this Code solely provides general guidelines for business conduct that we follow and expect our suppliers to follow as well.

我们指定的人员将负责监察及审核对于本守则的遵守。本守则的期望不更换在合同中的具体要求，本守则旨在为一般商业行为提供准则。

## 1.2 Entertainment and Gifts 娱乐与礼物

AAI prohibits gifts, both given to and offered by our employees. Due to our growth goals and the increased level of scrutiny around corruption policies on an international scale, we have decided to remove the burden of difficult and ambiguous business gifting decisions from our employees and partners. We expect suppliers to comply with this rule, as it could be construed as an attempt to secure favorable treatment. Business entertainment on a reasonable level will be reviewed on a case by case basis, provided that the purpose is to create goodwill and sound working relationships and not to gain an unfair advantage with customers or suppliers.

AAI 禁止礼物，包括给予我们员工或我们员工所提供的礼物。由于我们的成长目标以及国际范围内对贪污政策的审查的加强，我们决定为我们员工及制造商伙伴去除模糊不清的商业礼物行为。我们期待供应商遵守规则，否则它可能被解释为企图保护优惠待遇。合理程度内的业务招待将被逐一审查，其前提需是出于好意及建立良好的合作关系，而不是为了从顾客或供应商得到好处。

## 1.3 Bribes, Kickbacks, and Illegal Payment 贿赂，回扣以及非法支付

Bribery is illegal and subject to criminal penalties in the United States and many other countries. Bribery is forbidden under the U. S. Foreign Corrupt Practices Act as well as other laws and regulations. You may not give any bribes, kickbacks or other considerations to any person or organization to attract or retain business. All decisions related to the purchasing of goods and services must be able to be justified on the basis of competitive price, quality and performance. Conversely, you may not receive any bribes or kickbacks or other considerations.

贿赂是非法的，在美国及其他许多国家都属于刑事处罚。贿赂在美国的反海外腐败法及其他的法律规章都是禁止的。你不可以给予任何的贿赂，回扣或其他给任何人或组织从而引进或保持生意。所有关于货物服务买卖的决定必须在竞争价格，质量和业绩上能够被证明。相反的，你也不能接受任何贿赂，回扣或其他。

## 1.4 Payments to Government Personnel and Political Contribution 向政府人员付款和政治捐赠

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates to obtain or retain business. You are not allowed, under any circumstances to give illegal payments or entertainment to government officials or government affiliated individuals of any country on behalf of AAI.

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美国反海外腐败法禁止直接或间接，把任何有价值的物品给外国政府人员或外国政党人员以此获得或留住生意。在任何情况下，都不允许个人代表 AAI 进行非法支付或款待给到任何国家的政府官员或政府有关个人。

You may not use any assets of AAI, including associate's work time, premises or equipment or make direct monetary payments to any political candidate, political action committees, party or ballot on behalf of AAI.

个人不得代表 AAI 使用 AAI 的任何财产，包括员工的工作时间，房屋或设备或直接的金钱支付给到任何政党人员，政治行动委员会，党派或投票。

## 1.5 Proprietary Information 专有资料

Proprietary information is defined as information that was developed, created, or discovered by AAI, that has become known by, or was conveyed to AAI and that has commercial value in AAI's business. AAI's business and business relationships depend on confidential and proprietary information of AAI and of those with whom we do business. You have the duty to respect and protect the confidentiality of all such information. The use of confidential and proprietary information—whether AAI's or a third party's—is usually covered by a written agreement. You must act as though all pertinent terms of all such agreements apply to you personally.

专有资料定义为 AAI 开发，创造或发现的信息，已被知晓或转达到 AAI，并在 AAI 的业务中具有商业价值。AAI 的商业及业务关系取决于 AAI 机密专有资料 and 我们的生意伙伴。你有责任尊重及保护所有这些信息的机密性。机密专有资料的使用，无论是 AAI 或是第三方，都需要有一份书面协议。你必须做到适用所有这些协议。

## 1.6 Fiscal Integrity and Financial Reporting Responsibility 财务记录的完整性

Suppliers must maintain accurate books and records in compliance with all applicable laws, regulations, and contractual obligations.

供应商必须依照适用法律规章维持准确的报表记录。

## 2. Standards of Business and Quality Assurance 商业与质量标准

### 2.1 Quality Assurance 品质保证

AAI's Quality Control Program is designed to ensure the products we create, from conception to delivery are top of the line. Our overseas offices and suppliers are key partners in maintaining quality. The program consists of three major functions; supplier selection, specification controls and product inspection.

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AAI 的质量控制项目是为了确保我们创造的产品，从概念到交付都是最佳的。我们的海外办公室和供应商是维持质量的主要伙伴。该项目包括三个主要方面，供应商选择，规范控制和产品检验。

## 2.2 Social Compliance Standards 社会责任标准

At AAI, we believe respecting people is the only way to achieve success. We strongly promote a work environment that is lawful, and free of harassment, threats and discrimination that we expect all our suppliers to promote. AAI works with each factory to understand the factory and its processes, and recognizes that each factory may satisfy social responsibility standards in a differing manner. Standards and criteria are divided into 3 categories:

在 AAI，我们相信尊重个人是取得成功的唯一途径。我们推崇合法的，无骚扰，无威胁，无歧视的工作环境。我们希望所有的供应商都能够推广。AAI 理解工厂及其生产过程，意识到每个工厂有不同的方式满足其社会责任标准。其标准分为三个类别：

### 2.2.1 Level 1 Standards 第一层次标准

All suppliers and vendors must comply with these standards at the first social compliance audit, and all provisions are mandatory. AAI will not utilize suppliers who do not comply with these standards.

所有的供应商在首次社会责任审核中必须强制性遵守这些标准， AAI 不会使用不遵守这些标准的供应商。

- **Child Labor:** All workers should be 16 years of age, and each factory should be able to identify the age of all workers.  
童工：所有员工必须年满 16 周岁，工厂必须能够识别所有工人的年龄
- **Forced Labor:** No prison labor should be used by the factory, and all workers should be fairly compensated for their labor  
强迫劳动：工厂不得使用监狱劳工，并按照工人的劳动公平给予所有工人赔偿。
- **Involuntary Labor:** All workers should be voluntarily employed, free to leave the factory when desired, and no wages shall be withheld.  
非自愿劳动：所有工人必须自愿被聘用，当想要离开工厂时可以自由离开，工资不被扣留。
- **FCPA compliance:** All core factories must participate in AAI FCPA training and comply with FCPA laws. (Appendix A)  
FCPA 合规：所有核心工厂必须参与 AAI FCPA 培训并遵守其法律。
- **Conflict Minerals:** All core factories must verify, to a level of confidence to be specified by AAI, the origin of materials used to produce AAI’s products. (Appendix B)

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冲突矿物：所有核心工厂必须核实到一定程度用来生产 AAI 产品的材料来源。

### **2.2.2 Level 2 Standards** **第二层次标准**

All factories in AAI's network of suppliers should comply with these standards, and AAI allows correction of non-compliance in this level after the first audit. These standards include: Working Environment, Document Control, and Environmental Control.

AAI 供应商网络的所有工厂应遵守这些标准，AAI 允许首次审核后对于此层次标准不合规项目的改正。这些标准包括：工作环境，文件控制，环境控制。

### **2.2.3 Level 3 Standards** **第三层次标准**

These are standards and practices that are encouraged, but not strictly required by AAI. Many of these standards represent best practices within the industry, however AAI recognizes that every factory is unique and may need to adopt different practices to achieve the same level of corporate responsibility. These suggested improvements include: Industry Best Practices, GMP, HACCP Principles.

这些是我们所鼓励的标准和实践，但不强制要求。这些标准大部分代表了行业内最好的实践。然而 AAI 也意识到每个工厂都是独特的，需要采取不同的实践来达到同样层次的企业责任。这些建议性的改进包括：行业最佳实践，GMP, HACCP 原则。

## **3. Compliance, Monitoring, Assessment** **合规，监控，评估**

AAI utilizes its auditors to exercise initial evaluation, not just reporting. AAI auditors will follow applicable labor laws, environmental and domestic regulations to audit the factory. Additionally, AAI has defined internal social compliance standards to be maintained in the QA department.

AAI 使用检验员实行首次评估，不仅仅是报告。AAI 审核员将遵守劳动法，环境及国内法规对工厂进行审核。此外，AAI 内部确立了社会责任标准，并在品质部门加以维持。

### **3.1 Conflict Resolution and Reporting Standards** **冲突解决和报告标准**

At both AAI offices and all supplier facilities, we require the contact information of our Compliance Officer to be accessible upon request to all persons in both English and the local language. In our core supplier facilities, we also require our Code of Conduct to be available in the local language and accessible upon request to all workers and supervisors. Our Compliance Officer will be available to answer, investigate, and resolve any questions that may arise in partnership with the appropriate facility management.

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在 AAI 办公室和所有供应商工厂，我们要求我们合规官的联系信息以英语和当地语言可用的并任何人都可以看到。我们的核心供应商工厂，我们也要求我们的行为准则以当地语言，所有工人及管理层均能看到。我们的合规官将回答，调查及解决任何在与工厂合作过程中可能出现的问题。

AAI’s Compliance officer is committed to maintaining confidentiality with all questions, complaints, and forms received regarding to violation of this code. If you have any concerns or complaints, reporting options are available on our website. AAI pledges not to take or allow retribution or retaliation against any individual who submits a concern.

AAI 合规官致力于维持保密性，针对所有问题，投诉以及接受到的关于违反守则的表格。如果你有任何的关注或投诉，可使用我们网上的报告表格。AAI 保证不允许任何针对提交关注的个人的惩罚或报复。

For reports made regarding violations of this code, each facility’s Compliance Officer is responsible for contacting AAI’s Compliance Officer, who will conduct a review and investigate with appropriate management if necessary.

对于所有有关违反这份守则的报告，每个工厂的合规官有责任联系 AAI 的合规官，届时相关管理层将会实施调查。

### 3.2 Controls 控制

We require a list of FCPA red flags, as well as our Compliance Officer’s contact information to be available upon request to all supplier locations following FCPA training. AAI also recommends that its core facilities designate a Compliance Officer that will continually monitor their facility, and be a point of contact for other managers, employees, and AAI’s Compliance Officer.

我们要求将 FCPA 红旗的清单，以及我们合规官的联系信息张贴在所有接受过 FCPA 培训的供应商厂内。我们还要求核心工厂指派一名特定的合规事务员长期对工厂进行监管，同时与我们的其他经理，员工和合规官对接。

Core suppliers represent the strongest partners in AAI’s manufacturing network, and receive a high percentage of AAI’s orders. After the initial audit of quality and social standards, a 1<sup>st</sup> and 2<sup>nd</sup> follow up audit may take place to ensure all corrective action was taken, and the system is operating in accordance with the law and our standards. This audit will be valid for 2 years, with social compliance being continually monitored. AAI also has a large network of suppliers who are not considered core suppliers, but are still valuable and responsible for passing an initial audit. After an initial audit, a CAP follow up will occur when AAI returns for inspections, to make sure corrective action took place.

核心供应商代表了 AAI 制造商网络最强的合作伙伴，接下了 AAI 大部分的订单。在首次品质及社会责任审核后，我们将实施首次跟进和第二次跟进，以确保所有的纠正措施都有被执行，整个系统将依照法律及我们的标准运行。这一次审核将在两年内有效，期间社会责任将被持续监控。AAI 也有一个巨大的非核心供应商网络，此类工厂也是被看重的并需要通过一次首次审核。首次审核过后，当 AAI 进行中期检验时将会跟进纠正措施，确保纠正措施有被及时执行。

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AAI requires core and noncore facilities to provide confidential access to or directly contact our Compliance Officer in case of a suspected, confirmed, or resolved policy violation. AAI will conduct reviews of our social compliance standards on all manufacturing facilities currently running an AAI product.

AAI 要求其核心和非核心供应商在怀疑，证实，或解决违反政策事件的情况下直接联系或秘密访问我们的合规负责人。AAI 对正在为 AAI 进行生产的供应商的社会责任标准进行检验。

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## Appendix A: FCPA 附件 A: 反海外腐败法

### Compliance Training 反腐败合规培训

The upper management of our core manufacturing facilities must participate in a compliance training program when they are first brought on board with our company.

在初次与我们公司合作时，核心供应商的上层领导必须参加关于反腐败的合规培训。

### FCPA Policy 反海外腐败法政策

American Accessories requires full compliance with the United States' Foreign Corrupt Practices Act (hereinafter "FCPA") and all other international anti-bribery legislation, including the Travel Act, by all of its employees, subsidiaries, consultants, agents, distributors, resellers and other business partners (hereinafter "Parties") worldwide.

AAI 要求其全体员工，子公司，顾问，代理，分销商，经销商和世界各地的业务合作伙伴（以下简称“双方”）完全符合美国的“反海外腐败行为法”（以下简称“FCPA”）和所有其他关于反腐败的立法，包括“转移法”。

All American Accessories Parties are responsible for ensuring that American Accessories complies with the FCPA and that they proactively contact American Accessories with any questions or concerns. All Parties are expected to monitor compliance with the FCPA continually. Any action in violation of the FCPA or other anti-bribery legislation is prohibited. Any person who becomes aware of an FCPA violation, a possible FCPA violation or any planned action likely to result in an FCPA violation should contact the American Accessories Compliance Officer immediately.

所有缔约双方有责任以确保 AAI 符合“反海外腐败法”，如有任何问题或疑虑他们将会主动联系 AAI。所有缔约双方应持续监察遵守“反海外腐败法”。违反“反海外腐败法”或其他反贿赂立法的任何行动均是静止的。任何人如知悉违反“反海外腐败法”，可能违反反海外腐败法或任何计划的行动可能导致违反“反海外腐败法”应联系 AAI。

Violators of the FCPA are subject to severe criminal and civil penalties, including fines and prison time.

违反“反海外腐败法”是受到严厉的刑事和民事处罚，包括罚款和监禁时间。

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The basic requirements with which Parties must comply are:

缔约方必须遵守的基本要求是：

**FCPA Anti-Bribery Provisions**

**FCPA 的反贿赂条款**

The FCPA's anti-bribery and corrupt payment provisions make illegal any offer, payment, promise to pay or authorization to pay any money, gift or thing of value to any Foreign Official, political party, or candidate for office for the purpose of:

FCPA 的反贿赂和腐败的付款规定向任何外国官员，政党或候选人的办公室任何行贿，承诺支付或授权支付任何金钱，礼品或有价值的东西以达到以下目的都是非法的

- Influencing any act or failure to act by the recipient, in his or her official capacity, in order to obtain or retain business for anyone or direct business to anyone, or
  - 影响接收人的任何行为，利用他或她的官方身份，以为任何人获得或保留业务，
- Inducing the recipient to use influence to affect a decision of a foreign government or agency in order to obtain or retain business for anyone or direct business to anyone.

或诱导收件人使用的影响力来影响外国政府或机构的决定，以为任何人获得或保留业务，

- **"Foreign Official"** means **any** officer or employee of a non-U.S. government, a public international organization or any department or agency thereof or any person acting in an official capacity for such an entity. Foreign Officials include employees of state-owned enterprises, such as postal services, incumbent telephone and electric companies, national airlines and other national, state, provincial or local government-owned companies. Foreign Officials also include officials who represent provinces, states, territories, cities and regions. The FCPA applies to payments to any Foreign Official, regardless of rank or position. Payments to or offers, promises or authorizations to pay any other person, American or foreign, are likewise prohibited if any portion of the contemplated payment is subsequently given or promised to a Foreign Official, political party, or candidate for any of the illegal purposes outlined above. FOR EXAMPLE: A payment to a company (whether or not owned by a Foreign Official) or to a partner who will provide some or all of the payment to a Foreign Official could fall within the FCPA.

“外国官员”是指任何非美国政府，国际公共组织或任何部门或机构的高级职员或雇员或任何人在这样一个实体的官方身份。外交部官员包括国有企业的员工，如邮政服务，电话和电力公司，国家航空和其他国家，州，省或当地政府全资拥有的公司。外交部官员还包括代表省，州，地区，城市和地区的官员们。“反海外腐败法”适用于任何外国官员支付，无论排名或位置。支付或提出支付，承诺支付或授权任何其他他人支付，美国或外

国的也同样禁止，如果向外国官员、政党候选人提供或承诺的任何部分的付款。例如：付款的公司（不论是否拥有外国官员）或合作伙伴将提供部分或全部支付外国官员属于“反海外腐败法”。

## **Accounting Requirements**

### **会计规定**

Failing to report a transaction, mischaracterizing a transaction (for example, in order to disguise the payment of a bribe or other improper payment), or creating any false, inaccurate, misleading, or intentionally incomplete documentation, even if it has no impact on the revenues or obligations of American Accessories (for example, creation of a false invoice to accommodate a foreign customer's request), is strictly prohibited. Also, any use of corporate funds or access to corporate assets without proper authorization is strictly prohibited.

交易没有记录，改变交易的本质（例如，为了掩饰贿赂或其他不正当付款支付），或创建任何虚假，不准确的，误导性的，或故意不完整的文档，即使它没有影响到 AAI 的收入或义务（例如，创建一个虚假的发票以适应国外客户的要求）都是严格禁止的。此外，未经适当授权使用企业资金或接触企业资产也是严厉禁止的。

## **Travel Act**

### **旅游法**

The Travel Act provides – "Whoever travels in interstate or foreign commerce or uses the mail or any facility in interstate or foreign commerce, with intent to . . . promote, manage, establish, carry on, or facilitate the promotion, management, establishment, or carrying on, of any unlawful activity" and subsequently does so "shall be fined[,] . . . imprisoned not more than 5 years, or both." "Unlawful acts," for purposes of this law, include bribery in violation of the laws of the state from which a person traveled or in which a person used the telephone, mail, or email. Because U.S. states and other political subdivisions outlaw bribery of private parties, including publicly and privately held companies, it is illegal and in violation of this policy to bribe employees of companies or to take actions that would lead to others bribing private companies.

“旅游法”规定 – “凡在洲际内旅游或进行贸易或使用邮件或任何州际或对外贸易，意图..... 促进，管理，建立，进行或促进推广，管理，建立，或进行任何非法活动”，如果这样做，应处以罚款或监禁小于或等于 5 年，或两者兼而有之。“非法行为”，包括违反当事人前往或使用电话，邮件或电子邮件的州的贿赂法。由于美国各州和其他政治党派裁定对此人进行贿赂是违法的，包括公共和私人持有的公司。因此，在此法案下，对公司的员工行贿或采取行动导致他人贿赂私营公司都是违法的。

## **UK Bribery Act**

### **英国伯克利法案**

The UK Bribery Act applies to all companies carrying on a business or part of a business in any part of the United Kingdom, so it applies to AAI and to all of its operations, everywhere in the world. Like the Travel Act, the UK Bribery Act outlaws private bribery. It prohibits even facilitation payments, which are small payments to low-level officials to perform routine government functions that the payer is legally entitled to have performed. Most important, under the Bribery Act, the entire company could be prosecuted by the United Kingdom and

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fined heavily for the acts of a subsidiary or agent, of which the company's employees had no knowledge. The company is subject to strict liability for failure to prevent bribery. In order to prepare to defend itself in the event of an investigation by British authorities, AAI must implement the UK's six "principles": (1) procedures proportionate to the risk of bribery, (2) top-level commitment with a zero tolerance policy toward bribery, (3) periodic risk assessment, (4) due diligence, (5) training and monitoring and (6) review of changes in operations.

英国伯克利法案适用于所有在英国或英国部分地区进行所有或部分生意往来的公司。因此，此法案适用于 AAI 及其世界各得的所有商业行为。与旅行法案一样，英国伯克利法案禁止私人贿赂行为。此法案禁止加速费用，所谓加速费用是指向等级较低的官员支付小额的费用以使其提供贿赂人本就应该得到的服务。更重要的是，在英国伯克利法案下，全公司均可以因为其下属公司或代理商的违法行为而被罚款或起诉，即使公司员工对其下属公司或代理商的行为并不知情。总公司有义务承担未能及时制止贿赂行为所产生的后果。为了能够在面对英国的权威机构的调查时能够有效的进行辩护，AAI 必须要实行英国的 6 原则：（1）与贿赂风险成比例的防护政策，（2）顶级贿赂零容忍政策，（3）定期风险评估，（4）尽职调查的承诺，（5）培训和监测相称（6）审查经营程序的变化。

**Chinese Law**  
**中国法律**

Chinese criminal law includes prohibitions on paying or offering bribes, which can be in the form of cash, gifts of property or any other advantage, to Chinese government officials, to foreign government officials and to employees of state-owned and privately owned businesses and other organizations. The law against trading in influence makes it illegal not just to bribe decision makers to obtain or retain business from their employers or to induce them to act or fail to act contrary to their duties, but also to pay people to use the influence associated with their government or corporate positions improperly in other ways. In China, as it is elsewhere, accepting bribes as an employee of a company is a crime.

中国刑法禁止受贿或行贿，它可以是现金，礼品的财产或以任何其他的形式。人员包括中国政府官员，外国政府官员，国有企业和民营企业及其他组织的员工。在法律规定下，不仅仅是贿赂决策者以获得或保留业务或促使他们采取行动或不采取行动是违法的，同时，贿赂他人以使他人运用其在政府或企业的位置在其他方面产生影响。在中国，正如在其他地方一样，作为一个公司的雇员受贿是一种犯罪行为。

Chinese criminal law applies to Chinese citizens anywhere in the world, to anyone present in China and to companies and other entities organized under Chinese law, including Sino-foreign joint ventures, wholly foreign-owned enterprises and representative offices. Companies and other organizations are subject to fines for violating the criminal law, and each of the individuals responsible for crimes committed by companies and organizations is subject to prosecution and imprisonment. Paying "secret commissions" that are not clearly identified in a company's books and records and conduct related to certain kinds of bribes, even if not found to rise to the level of a criminal violation, can subject offenders to penalties under the Unfair Competition Law.

中国刑事法适用于在世界任何地方的中国公民，任何目前在中国个人，根据中国法律组建的公司及其他实体，包括中外合资企业，外商独资企业和代表处。企业和其他组织如触犯法律将会受到罚款，每个公司和组织所下的触犯法律的个人将受到起诉和监禁。支付“秘密佣金”，并且没有明确记录而且与某种贿赂相关联的，即使没有发现升至犯罪水平，可以受到反不正当竞争法的处罚。

## **International and Other Laws** **国际与其他法律**

Bribery is illegal under local law in most regions. The fact that others may engage in it does not indicate that a foreign company will not be prosecuted by a country in which it bribes government officials or private parties. Furthermore, many countries have laws against foreign bribery implementing the Organization for Economic Cooperation and Development Convention on Combatting Bribery of Foreign Public Officials and the United Nations Convention against Corruption, multilateral treaties that obligate parties to outlaw foreign and domestic bribery and to prosecute those who commit either. Countries that are parties to these treaties have assumed obligations to assist each other in prosecuting corrupt acts and to have in place mechanisms for cooperation with foreign law enforcement authorities.

在大多数地区，贿赂被当地法律定义为违法行为。国外企业有可能在当地因为贿赂当地政府官员或私人而被起诉。除此之外，许多国家实施联合国反腐败条约等条约，这些多边条约规定缔约方有义务禁止外国和国内的贿赂和起诉任何触犯法律的个人。这些条约的缔约国有相互协助查处腐败行为的义务并有与外国执法机关的合作机制。

Any questions or uncertainty regarding compliance with this policy should be brought to the attention of AAI’s Compliance Officer.

如对以上政策有任何的问题与疑问，请咨询 AAI。

## Appendix B: Conflict Minerals

### 附件 B: 冲突矿物

A questionnaire will be sent out for all core suppliers to fill out regarding to origins of materials they use to produce products for AAI. Based on this questionnaire and documents provided, AAI will assess if further investigation is needed.

我们将会向所有核心供应商发放一份调查问卷，填写有关 AAI 公司生产的产品的材料起源。根据此调查问卷提供的文件，AAI 将评估是否需要进一步调查。

### Conflict Minerals

#### 冲突矿物

AAI has taken a proactive stance pertaining to conflict minerals, and is committed to maintaining high ethical standards. AAI believes in only working with socially responsible suppliers, and upon customer request, we strive to verify the nature and origin of the minerals sourced for our customers products. The term Conflict Mineral refers to columbite-tantalite, cassiterite, gold, wolframite or their derivatives (including tin, tantalum, and tungsten), or any other mineral or its derivatives determined by the Secretary of State to be financing conflict in the Democratic Republic of Congo or an adjoining country (Angola, Burundi, Central African Republic, Congo Republic, Gabon, Rwanda, Sudan, Tanzania, Uganda and Zambia).

有关冲突矿物，AAI 公司已经采取了积极主动的姿态并致力于维持高道德标准。AAI 只与有社会责任感的供应商合作，并将根据客户的要求努力验证为我们的客户产品所采购的矿物质的起源。长期冲突矿物是指钽-铌，锡石，金，黑钨矿或衍生物（包括锡，钽，钨），或任何其他由国务卿裁定的用于资助民主刚果共和国或毗邻国家（安哥拉，布隆迪，中非共和国，刚果共和国，加蓬，卢旺达，苏丹，坦桑尼亚，乌干达和赞比亚）的武装冲突的矿物质。

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**ACKNOWLEDGEMENT OF RECEIPT:  
AAI SUPPLIER CODE OF CONDUCT  
AAI 供应商守则就收确认函**

By the signature below, \_\_\_\_\_ acknowledges that we have received the American Accessories International Supplier Code of Conduct. We acknowledge that we have read the entire document, and we understand that we are expected to abide by the policies and principles therein.

以下签名用以确认我们已收到 AAI 供应商守则并以完整阅读该文件。我们明白并将会遵守供应商守则中的所有政策与原则。

We acknowledge that this Code has no bearing or effect on existing contracts, and is meant only as a guideline for proper business conduct. We are aware that non-adherence to this Code may warrant investigation and corrective action up to and including retraction of our AAI certified supplier status.

我们承认本守则没有影响现有合约，并只作为适当商业行为的准则。我们都知道，不遵守本守则将导致调查和一系列的改正措施其中包括收回 AAI 认证的供应商的地位。

It is understood that AAI retains the right to add to, subtract from, modify, revise, or alter any part of this document at its discretion with or without notice. If we have questions or concerns about the meaning or application of any point in this document, we will directly contact AAI's Compliance Officer.

我们明白 AAI 享有增加，减去，修改，修订或更改本文件任何部分的权利。如果对此文件有任何的问题或疑虑，我们将直接联系 AAI。

<b>Company Representative Signature</b> 公司代表签名	<b>Date</b> 日期
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