

**Zangge Mining Co., Ltd.**  
**Interim Measures for the Management of**  
**External Donations**



# **Interim Measures for the Management of External Donations**

## **Chapter I General Provisions**

### **Article 1**

To further regulate the external donation activities of Zangge Mining Co., Ltd. (the “Company” ) and its subsidiaries, strengthen the management of external donations, actively fulfill social responsibilities, and enhance the Company’ s image and reputation, these Measures are formulated in accordance with the Company Law of the People’ s Republic of China, the Law of the People’ s Republic of China on Public Welfare Donations, and other applicable laws and regulations.

### **Article 2 Definitions**

For the purposes of these Measures:

(1) “external donations” means the voluntary transfer by the Company, in its own name and without consideration, of lawful property that the Company is legally entitled to dispose of to eligible recipients for public welfare activities, including but not limited to disaster relief, ecological and environmental improvement, assistance to disadvantaged groups, and the enhancement of social welfare. External donations include cash donations and donations in kind.

(2) “subsidiaries” means enterprises directly or indirectly wholly owned or controlled by the Company, excluding companies in which the Company only holds an equity interest without having control.

### **Article 3**

The total amount of donations shall be included in the Company’ s budget and kept within the approved limits. Due consideration shall be given to the social impact of donations.

### **Article 4**

External donations made by the Company and its subsidiaries shall, in principle, be supported by compliant donation receipts or other valid supporting documentation.

## **Article 5**

Subsidiaries shall, in accordance with applicable legal procedures, incorporate these Measures into their internal rules and ensure effective implementation, and shall establish internal systems and mechanisms aligned with the Company' s management requirements.

Where any matter under these Measures is required to be submitted to the Company for review, approval or filing, subsidiaries shall fulfill their reporting obligations, implement the Company' s requirements, and procure the necessary internal decision-making and approval procedures in accordance with their corporate governance requirements.

## **Chapter II Principles Governing External Donations**

### **Article 6 Principle of Public Welfare**

External donations shall serve public welfare and relief purposes and shall not be used as a means of engaging in any profit-making activities.

### **Article 7 Principle of Overall Donation Amount Control**

The total annual amount of external donations shall be determined with due regard to the Company' s production and operating conditions for the relevant year.

### **Article 8 Principle of Making Donations Within the Company' s Means**

The Company shall actively participate in public welfare activities within its means. Enterprises that are operating at a loss or encountering difficulties in maintaining normal production and operations shall, in principle, not make external donations.

### **Article 9 Principle of Integrity and Good Faith**

Donations that have been reviewed and approved in accordance with internal decision-making procedures and publicly committed to society or donation recipients shall be honored in good faith. However, where the Company' s operating conditions deteriorate significantly and materially affect normal production and operations, the performance of the relevant donation obligations may be postponed or suspended upon approval by the Board of

Directors.

#### **Article 10 Principle of Appropriate Focus**

In addition to public welfare donations in areas such as education, healthcare, culture and environmental protection, as well as relief donations arising from earthquakes, other natural disasters or force majeure events, donations may be made with an appropriate focus on recipients that have made significant contributions to the Company' s development or are expected to have a significant impact on its future development.

### **Chapter III Types of External Donations**

#### **Article 11**

External donations include the following categories:

(1) Public Welfare Donations: Donations made in support of education, scientific research, culture, healthcare, sports, environmental protection, and the construction of public infrastructure.

(2) Relief Donations: Donations made for disaster relief, assistance to less-developed areas, including old revolutionary base areas, ethnic minority areas, border areas and impoverished areas, or aid provided to charitable associations, Red Cross organizations, federations for persons with disabilities, youth development foundations and other social organizations, as well as vulnerable groups and individuals in severe hardship, for purposes such as production support, living assistance, relief or aid.

(3) Other Donations: Support provided, within the Company' s means, for major activities organized by non-governmental organizations and social organizations.

### **Chapter IV Decision-Making Procedures and Management Provisions for External Donations**

#### **Article 12**

The Company' s external donations shall be divided into budgeted donations and non-budgeted donations and shall be subject to overall quota control.

The annual donation plan shall be prepared by the Safety, Environmental Protection & ESG Office in light of actual circumstances and incorporated into the annual budget for approval by the Board of Directors.

Non-budgeted donations shall be reviewed and approved on a case-by-case basis in accordance with the List of Authority for Major Business Matters.

The Safety, Environmental Protection & ESG Office shall, in light of actual circumstances, provide guidance to subsidiaries in the preparation of their donation plans and budgets. Upon review and approval by the Company, subsidiaries shall submit such plans to the relevant decision-making bodies, such as the shareholders' meeting or the board of directors, for deliberation and implementation in accordance with their respective corporate governance requirements.

#### **Article 13**

With respect to donations provided for under agreements concluded prior to the effective date of these Measures, such donations shall continue to be implemented during the term of the relevant agreements upon approval by the President or a person authorized by the President.

#### **Article 14**

Subsidiaries shall submit external donation matters to the Safety, Environmental Protection & ESG Office for overall coordination in accordance with the annual donation plan. Each individual budgeted donation shall be subject to internal review and approval by the relevant subsidiary in accordance with its corporate governance procedures. Non-budgeted donations shall be reviewed and approved on a case-by-case basis in accordance with the List of Authority for Major Business Matters.

#### **Article 15**

In the event that non-budgeted donations are required due to emergencies such as major natural disasters, such donations may be carried out promptly upon approval by the Chairman, and supplementary approval procedures shall thereafter be completed in accordance with the List of Authority for Major Business Matters.

#### **Article 16**

The Safety, Environmental Protection & ESG Office of the Company shall be responsible for the administration of donation-related matters.

#### **Article 17**

The Company shall centrally coordinate donation matters. Except in special circumstances, donations of the same nature to the same recipient entity shall, in principle, not be made repeatedly within the same year.

#### **Article 18**

The Safety, Environmental Protection & ESG Office of the Company shall establish and maintain a register for the Group's annual donation projects, track and manage the social impact of donations, and report relevant information to management in a timely manner.

#### **Article 19**

The departments responsible for handling donation matters within the Company and its subsidiaries shall properly retain and archive relevant approval documents, donation certificates, and documentary records (including photographs and written materials) relating to the implementation of donations for future reference, and shall submit electronic copies thereof to the Safety, Environmental Protection & ESG Office for recordkeeping.

### **Chapter V Supplementary Provisions**

#### **Article 20**

Any matters not provided for herein shall be governed by the applicable laws, regulations, regulatory provisions and the Articles of Association of the Company. In the event of any inconsistency between these Measures and any subsequently promulgated laws, regulations or regulatory provisions, or any duly amended Articles of Association of the Company, the latter shall prevail.

**Article 21**

These Measures shall be reviewed and approved by the Board of Directors of the Company and shall take effect as of the date of issuance.

**Article 22**

The Safety, Environmental Protection & ESG Office of the Company shall be responsible for the interpretation of these Measures.