反贿赂反贪污政策

Anti-Bribery and Anti-Corruption Policy

1 目的

1 Purpose

为了树立KAMATIVI MINING COMPANY诚实守信、守法诚信、切实维护公司的良好形象和信誉，建立公司反贿赂及贪污的机制，保护公司利益，特依据津巴布韦有关法律法规制定本政策。

This policy establishes KMC's anti-bribery and anti-corruption requirements in accordance with applicable Zimbabwean law and supports lawful, ethical and transparent business conduct.

2 适用范围

本政策适用于KAMATIVI MINING COMPANY（以下简称“KMC”）及其所有员工、承包商、分包商、代理、顾问及任何代表本公司行事之第三方。各单位须依程序执行、记录、保存与报告，并接受综合部的监督检查。

This policy applies to Kamativi Mining Company, its workers, contractors, subcontractors, agents, advisers and any third party acting on its behalf. Responsible units shall implement, document, retain and report required controls and shall be subject to oversight by the Administration Department.

3 名词定义

3 Definitions

本政策所规定的贿赂及行为是指：

The bribery and conduct as stipulated in this policy refer to:

3.1 违反法律规定，以获得商业交易机会或不正当利益为目的，在正常交易之外以回扣、促销费、宣传费、劳务费或报销各种费用，以提供境内外旅游等各种名义直接或间接给付或收受现金、实物和其他利益的不正当竞争行为；

3.1 Unfair competition behavior that violates laws and regulations, with the aim of obtaining business transaction opportunities or improper benefits, by giving or receiving cash, physical goods and other benefits directly or indirectly in the form of kickbacks, promotion fees, publicity fees, labor fees or reimbursement of various expenses, under the guise of providing domestic and overseas tours and other names, beyond normal transactions.

3.2 利用职务上的便利，将公司财产占为己有，或者挪用公司资产归个人或他人使用。

3.2 Taking advantage of one's position to appropriate company property for personal use or misappropriating company assets for personal or others' use.

4 流程图：无。

4 Flowchart: None.

5 相关政策

5 Relevant Policies

5.1 政策承诺

5.1 Policy Commitment

5.1.1 公司致力于维持较高的商业道德及企业管理标准，以诚信和公平的态度经营所有业务。因此，公司承诺致力于遵循津巴布韦及各地方的反贿赂及贪污法律法规。

5.1.1 The company is committed to maintaining high standards of business ethics and corporate governance, and conducts all its business with integrity and fairness. Therefore, the company pledges to adhere to the anti-bribery and anti-corruption laws and regulations of Zimbabwe and all localities.

5.1.2 公司与他人或外单位业务往来时，需采取本政策中的措施以防止本公司内部及相关方的贿赂及贪污行为。违反这些规则可能招致严重后果，包括但不限于公司缴付罚款、涉事人员或被判入狱。此外，违反适用法律可能导致本公司的品牌及声誉受到无法弥补的损害。

5.1.2 When the company conducts business with others or external entities, it must take the measures stipulated in this policy to prevent bribery and corruption within the company and among related parties. Violation of these rules may lead to serious consequences, including but not limited to the company paying fines and the individuals involved being imprisoned. Moreover, violation of applicable laws may cause irreparable damage to the company's brand and reputation.

5.1.3 本反贿赂及贪污政策列明本公司期望员工达到的行为准则，以及本公司采纳的合规程序，并重申本公司致力于遵守国家及地方反贿赂法规的合规事宜为所有相关方提供指引。

5.1.3 This Anti-Bribery and Anti-Corruption Policy defines expected conduct and KMC's compliance procedures and provides guidance on applicable anti-bribery and anti-corruption requirements.

5.1.4 遵守本政策对维护本公司的声誉和良好品牌至关重要。如任何相关方在任何时候对本政策、反贿赂法规或不被允许的行为存在任何问题或疑虑，请联系综合部。

5.1.4 Questions or concerns about this policy, applicable anti-bribery law or prohibited conduct shall be raised with the Administration Department.

5.2 反贿赂反贪污政策

5.2 Anti-bribery and Anti-corruption Policy

5.2.1 本公司业务所在的所有地方均禁止贿赂及贪污行为。

5.2.2 根据适用的反贿赂法规，如任何员工或相关方直接或间接提供或支付、收取或索取任何有价物品以换取不当利益或履行职能或活动的影响，本公司及员工将会面对刑事责任。

5.2.3 请注意：

5.2.3.1 即使只是尝试行贿亦不能接受，即使对方没有接受提供的贿赂或给予贿款未能达到预期的结果，此等仍属违规行为；

5.2.3.1 Even an attempt to offer a bribe is unacceptable. Even if the other party does not accept the offered bribe or the bribe money fails to achieve the expected result, such actions still constitute a violation.

5.2.3.2 如有人认为存在贿赂行为，会对本公司的品牌及声誉造成无法弥补的损害。

5.2.3.2 If there is any suspicion of bribery, it will cause irreparable damage to the company's brand and reputation.

5.2.4 遵守所有反贿赂规定或法规，包括津巴布韦国家立法机构及各地方的相关规定对发生的任何贿赂或贪污行为都可能适用，因此本公司所有员工都必须遵守相关法律法规。

5.2.4 Comply with all anti-bribery regulations or laws, including those of the national legislative body of Zimbabwe and local regulations. Any act of bribery or corruption may be subject to these regulations and laws, so all employees of the company must abide by the relevant laws and regulations.

5.3 反贿赂规定：据本公司的政策，所有员工均须遵守反贿赂政策，维持高标准的廉洁准则，公司所有生产经营管理活动中，禁止以下行为：

5.3 Anti-bribery Provisions: According to the Company's policy, all employees must abide by the anti-bribery policy and maintain high standards of integrity. In all production, operation and management activities of the Company, the following behaviors are prohibited:

5.3.1 廉洁自律：在任何情况下，员工均不得利用职务之便获取、窃取、骗取、侵占、虚假报销或其他方式将公司的财物和利益占为己有；不得利用工作便利谋取私利，或以亲友名义谋利，或与公司的业务关联人合伙套取公司利益；不坐支、挪用现金，不报销履行职务之外的任何费用；不得泄露工作和商业秘密，不利用公司商业秘密和商业机会谋取私利，或让亲友和关联人获取利益。

5.3.1 Integrity and Self-discipline: Under no circumstances shall employees take advantage of their positions to obtain, steal, defraud, embezzle, falsely claim reimbursement or otherwise appropriate the company's property and interests for personal gain; they shall not use work convenience to seek personal benefits, or seek benefits under the names of relatives and friends, or collude with business partners of the company to obtain company benefits; they shall not misappropriate or divert cash, or claim reimbursement for expenses unrelated to their duties; they shall not disclose work and business secrets, nor shall they use the company's business secrets and business opportunities to seek personal benefits or allow relatives, friends and related parties to obtain benefits.

5.3.2 收受利益：公司一贯提倡公开、透明的企业管理制度，在各项业务活动中奉行廉洁的工作原则，不参与宴请，不索取、收受礼品、回扣、佣金及有现金价值的卡券；不以本人或家庭成员的婚丧、寿宴、乔迁等事宜收受或敛取财物。

5.3.2 Acceptance of Benefits: The company consistently advocates an open and transparent corporate management system and adheres to the principle of integrity in all business activities. It does not participate in banquets, nor does it solicit or accept gifts, kickbacks, commissions, or cash-value cards and vouchers. It does not accept or collect property under the guise of personal or family members' weddings, funerals, birthdays, housewarmings, or other events.

5.3.3 提供利益：在任何情况下，员工均不得向任何与本公司有业务往来的人士或公司提供利益，借此在业务往来中对该人士或本公司构成影响。不应向潜在或现有客户提供价值过高或过于频密的礼物，可以赠送印有本公司商标的礼物。

5.3.3 Offering Benefits: Under no circumstances shall employees offer any benefits to any person or company that has business dealings with the Company in order to influence such person or company in the course of business. Excessive or overly frequent gifts should not be given to potential or existing clients. Gifts bearing the Company's logo may be presented.

5.3.4 利益指财务优惠或任何其他利益，包括有形或无形的现金或实物利益，例如金钱、礼物、贷款（包括免除贷款）、收费、奖励、佣金、付款、免除、解除、合约、服务、承诺、餐饮、款待、机票或折扣、旅游或其他类别的代金券、提供就业机会、慈善捐款及任何其他好处。

5.3.4 "Benefits" refer to financial advantages or any other benefits, including tangible or intangible cash or in-kind benefits, such as money, gifts, loans (including loan waivers), fees, rewards, commissions, payments, waivers, releases, contracts, services, commitments, meals, hospitality, air tickets or discounts, travel or other types of vouchers, job offers, charitable donations and any other advantages.

5.3.5 任何由本公司提供的礼物、款待、酬劳及旅游，必须出于正当的商业目的，并应记录在案。本公司会发还直接与该等具正当商业目的有关的合理及真实开支，如合理的旅费、膳食费或住宿费。

5.3.5 Any gifts, hospitality, rewards and tours provided by the Company must be for legitimate business purposes and be recorded. The Company will reimburse reasonable and genuine expenses directly related to such legitimate business purposes, such as reasonable travel expenses, meal expenses or accommodation expenses.

5.3.6 无论如何，不得提供不合理的附带旅游或任何金额的每日现金津贴。请注意，任何免费旅游或旅费均被视为有价物品；未经所属主管或管理层事先同意，严禁提供或接受此类物品。

5.3.6 Under no circumstances should unreasonable incidental tours or any amount of daily cash allowances be provided. Please note that any free tours or travel expenses are regarded as valuable items; without prior consent from the supervisor or management, it is strictly prohibited to offer or accept such items.

5.3.7 政府官员：本公司严禁向任何政府官员直接或间接提供或给予有价物品。出于正当商业目的而向政府官员提供节日或特殊场合的礼物、款待、酬劳或旅游是允许的，但应格外小心处理，以免出现为求从公职人员获取任何利益之嫌，并须事先取得相关业务或职能部门主管（视情况而定）的批准。如有政府官员或他人声称代表任何政府官员就替本公司取得业务或商业利益而提出任何要求，必须予以拒绝，并及时向本公司的管理层、综合部汇报。

5.3.7 Government Officials: The Company strictly prohibits the direct or indirect provision or giving of valuable items to any government official. It is permissible to offer gifts, hospitality, remuneration or travel to government officials on festivals or special occasions for legitimate business purposes, but such actions should be handled with extreme caution to avoid any suspicion of seeking any benefits from public officials, and prior approval from the relevant business or functional department head (as the case may be) must be obtained. If any government official or any other person claiming to represent any government official makes any request for the Company to obtain business or commercial benefits, such requests must be refused and promptly reported to the Company's management and the Administration Department.

5.3.8 不当利益“必报必记”：

5.3.8 Mandatory Reporting and Recording of Improper Benefits:

5.3.8.1 任何员工或承包商一旦向/自公职人员或业务伙伴之员工（含通过第三方）给予或收受任何不当金钱或其他利益（“不当利益”）的提议、要求、承诺、尝试或实际发生，须在 24 小时内通过第 5.6 所列渠道内部报告，并由综合部登记在册。

5.3.8.1 A worker or contractor who offers, receives, requests, promises, attempts or becomes aware of an improper monetary or other benefit involving a public official, business-partner employee or third party shall report it through the channels in section 5.6 within 24 hours. The Administration Department shall register the report.

5.3.8.2 “不当利益”系指具有货币价值之任何利益（如现金、礼品、佣金、回扣、旅游、招待、折扣、合同承诺、职位安排、捐赠等），以影响或试图影响对方履职或业务决策为目的或效果。

5.3.8.2 "Improper benefit" refers to any benefit of monetary value (such as cash, gifts, commissions, rebates, travel, hospitality, discounts, contract promises, job placements, donations, etc.) intended or having the effect of influencing or attempting to influence the other party's performance of duties or business decisions.

5.3.8.3 涉及第三方/代理人的情形同样适用。

5.3.8.3 The same applies to situations involving third parties/agents.

5.4 合作伙伴及供应商

5.4 Partners and Suppliers

本公司在合法、高效、公平交易的基础上建立与合作伙伴及供应商的关系。希望合作伙伴及供应商在与其员工、当地社区及本公司的商务关系中，遵守相关的法律、法规，本公司的合作伙伴及供应商须同时遵守本公司有关环保、卫生安全、人权等方面的

相关规定。所有员工须采取一切合理措施，确保已将本守则的反贿赂原则通报任何合作伙伴，并鼓励将这些原则应用在他们的商业行为上。

Our company builds relationships with partners and suppliers on the basis of legal, efficient and fair transactions. We hope that partners and suppliers will abide by relevant laws and regulations in their business relations with their employees, local communities and our company. Our partners and suppliers must also comply with our company's relevant regulations on environmental protection, health and safety, human rights, etc. All employees must take all reasonable measures to ensure that the anti-bribery principles of this code have been communicated to any partners and encourage them to apply these principles in their business practices.

5.5 反贿赂及反贪污培训（含承包商）：

5.5 Anti-bribery and Anti-corruption Training (Including Contractors):

5.5.1 适用对象：公司全体员工与承包商（含长期驻场供应商、代理与顾问）。

5.5.1 Applicable Subjects: All employees of the company and contractors (including long-term on-site suppliers, agents and consultants).

5.5.2 频次与内容：入职/入场必训 + 每年复训；内容至少包括：政策与程序要点、第三方风险识别、礼品/款待合规、政府官员接触合规、必报必记要求与举报保护。

5.5.2 Frequency and Content: Mandatory training upon joining/entry + annual refresher training; content must at least include: key points of policies and procedures, third-party risk identification, compliance with gift/hospitality regulations, compliance with government official contact regulations, mandatory reporting and recording requirements, and protection for whistleblowers.

5.5.3 记录管理：综合部保留培训材料、签到记录、测验/考核与承诺书，保存期限不少于 5 年。

5.5.3 Record Management: The Administration Department retains training materials, sign-in records, tests/assessments and commitment letters for a period of no less than five years.

5.6 投诉举报

5.6 Whistleblowing and Reporting

5.6.1 所有员工有责任就任何与本公司有关的可疑或实际不当行为（包括任何可能违反本政策的行为）提出举报。举报方式如下：

5.6.1 All workers shall report suspected or actual misconduct that may violate this policy through one of the following channels:

5.6.1.1 向上级口头报告；

5.6.1.1 Oral report to the superior;

5.6.1.2 写举报信投入意见箱；

5.6.1.2 Submit a written report through the suggestion box;

5.6.1.3 发送邮件至举报邮箱： kmc@scyahua.com；

5.6.1.3 Send an email to the reporting mailbox: kmc@scyahua.com;

5.6.1.4 拨打举报热线： +263782435991；

5.6.1.4 Call the reporting hotline: +263782435991;

5.6.2 举报人保护政策：

5.6.2 Whistleblower Protection Policy:

5.6.2.1 除按照法律或法例的规定进行披露、出于法律或审计目的，或本公司将个案交由有关监管机构或执法部门处理的情况外，公司对接获的一切举报资料均会保密；举报人亦必须对已作出举报一事、举报事宜的性质、以及相关人员的身份保密，以免妨碍调查。

5.6.2.1 Except for disclosures made in accordance with legal or regulatory requirements, for legal or auditing purposes, or when the Company refers a case to the relevant regulatory authority or law enforcement

department for handling, the Company will keep all received whistleblowing information confidential. Whistleblowers must also keep confidential the fact that they have made a report, the nature of the report, and the identities of the relevant individuals to avoid hindering the investigation.

5.6.2.2 本公司确保所有在本政策下作出如实、恰当举报之举报人获公平对待，包括保护免于遭受不公平解雇、迫害或不当的纪律处分。本公司将采取合理措施，保护举报人不会因为在本政策下作出举报而遭到报复或不利对待。

5.6.2.2 KMC shall take reasonable measures to protect a person who makes a good-faith report from unfair dismissal, retaliation, discrimination or improper disciplinary action.

5.6.2.3 任何人员对根据本政策作出诚实举报的举报人不利，乃违反本政策之行为。若任何人员对举报人发起或威胁报复，本公司保留对其采取适当行动的权利。

5.6.2.3 Any person who acts adversely towards a whistleblower who has made an honest report in accordance with this policy is in violation of this policy. If any person initiates or threatens to retaliate against a whistleblower, the Company reserves the right to take appropriate action against such person.

5.6.3 专项报告要求：涉及第5.3.8所述“不当利益”的情形，举报人须注明对象类别（公职人员/业务伙伴员工/第三方），事实经过、金额或估值、时间地点、相关证据等信息。综合部收到后当日登记并发送收讫回执。

5.6.3 Reports concerning improper benefits shall identify, where known, the subject category, facts, amount or estimated value, date, location and supporting evidence. The Administration Department shall register the report on the day of receipt and issue an acknowledgement.

5.7 违纪后果及纪律处分：如本公司员工不遵守本政策任何条文，将受到纪律处分。如实际或涉嫌触犯反贿赂法规或其他适用法律，将视情况呈报当地公安机关或相关司法部门。

5.7 Consequences of Violation and Disciplinary Action: A substantiated violation may result in proportionate disciplinary action. Actual or suspected violations of applicable anti-bribery or other law may be reported to the competent regulatory or law-enforcement authority.

5.7.1 处分范围：对涉贿或腐败行为的员工或承包商/第三方，公司将视情节给予直至解除劳动/合同关系的处分，并依法移交有权机关处理。相关处分决定与执行过程纳入纪律档案管理。

5.7.1 Scope of Disciplinary Actions: For employees or contractors/third parties involved in bribery or corruption, the company will impose disciplinary actions ranging from warnings to termination of employment/contractual relations, depending on the severity of the case, and will hand over the cases to the competent authorities in accordance with the law. The relevant disciplinary decisions and the implementation process will be included in the disciplinary record management.

5.8 记录保存

5.8 Record Keeping

本公司所有员工必须根据财务及内部控制准则、要求及一般公认的做法，保存所有证明有关付款（包括但不限于以现金或等同现金方式给予的礼物、款待及旅游）具商业理据的财务记录或其他记录。所有与业务相关的开支报销均按照本公司的相关政策提交，并明确记录支出原因。

All employees of the Company must maintain financial records or other records that prove the business justification of all payments (including but not limited to gifts, hospitality and travel given in cash or cash

equivalents) in accordance with financial and internal control standards, requirements and generally accepted practices. All business-related expense reimbursements are submitted in accordance with the Company's relevant policies and clearly record the reasons for the expenditures.

5.8.1 登记台账：设立《礼品/款待/捐赠登记台账》与《不当利益报告与处置台账》，字段含：发生/发现日期、当事人、对象类别（公职人员/业务伙伴员工/第三方）、事项描述、金额或估值、线索来源、调查与处置情况、审批与归档信息。

5.8.1 Registers: Maintain a Gifts, Hospitality and Donations Register and an Improper Benefits Reporting and Disposition Register, recording the date, parties, subject category, description, amount or value, information source, investigation and disposition status, approvals and filing details.

5.8.2 关联凭证：与报销、支付、合同往来等财务与业务单据应相互勾稽。

5.8.2 Associated Vouchers: Financial and business documents such as reimbursement, payment, and contract transactions should be interlinked.

5.8.3 保存期限：上述台账与凭证保存不少于 7 年。

5.8.3 Retention period: The above-mentioned ledgers and vouchers shall be retained for no less than 7 years.

6 相关资料：无

6 Relevant Materials: None

7 组织与职权：综合部

7 Organization and Authority: Administration Department

8 注意事项

8 Precautions

本政策未尽事宜以相关法律、行政法规、规范性文件以及公司章程的规定为准。

Matters not covered by this policy shall be governed by relevant laws, administrative regulations, normative documents and the provisions of the company's articles of association.

9 附件：无

9 Attachments: None

10 说明

10 Explanation

10.1 本政策原则上每三年更新一次；必要时，可适时讨论更新；其解释权归KMC公司。

10.1 This policy shall normally be reviewed every three years and may be updated earlier where necessary. KMC is responsible for interpreting this policy.

10.2 本政策自下发之日起执行。

10.2 This policy shall come into effect as of the date of its issuance.