



中国有色集团
CNMC

中国有色矿业集团有限公司 诚信合规手册

China Nonferrous Metal Mining (Group) Co., Ltd.
Integrity and Compliance Manual

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董事长致辞 Chairman's Speech



文岗
China Nonferrous Metal Mining (Group) Co., Ltd. Chairman
中国有色矿业集团有限公司 董事长

中国有色矿业集团有限公司是我国有色金属工业企业“走出去”开展国际化经营的“先行者”，是保障国家战略资源安全的“排头兵”。自成立以来，我们聚焦提高企业核心竞争力，走出了一条以矿产找资源、工程换资源、贸易争资源、科技提升资源、深加工节约资源的资源报国之路。我们拥有重有色金属资源量约2000万吨，冶炼技术达到全球领先水平，冶炼规模进入行业第一梯队。四十余年的境内外投资经营实践证明，“依法合规经营”是我们面对国际化经营挑战，始终行稳致远的坚实保障。

China Nonferrous Metal Mining (Group) Co., Ltd.(CNMC) is a “pioneer” among Chinese nonferrous metal industry enterprises to implement the “going abroad” strategy and to carry out international operation, and a “front-runner” in guaranteeing the security of national strategic resources. Since the establishment of CNMC, we have focused on improving the core competitiveness of the enterprise, and explored a way to serving the country with resources by finding resources through minerals, exchanging resources with engineering, competing for resources through trade, enhancing resources through science and technology, and saving resources through deep processing. We have approximately 20 million tons of heavy non-ferrous metal resources, with globally leading smelting technology and smelting scale entering the top tier of the industry. Practice in domestic and overseas investment and operation for over forty years has proved that “lawful and compliant operations” is a solid foundation that enables us to navigate the challenges of international operations steadily and sustainably.

我们始终秉持“诚信为本、务实创新、资源报国、合作共赢”的核心价值观，积极践行“依法合规、恪尽职守、风险可控、创造价值”的合规理念，严格遵守境内外法律法规、行业准则及公司规章制度。充分发挥“关键少数”带头作用，严以律己、率先垂范；持续推进“全员合规”，切实将合规要求内化于心、外化于行，努力做到“人人合规、事事合规、时时合规、自觉合规”。

We have always adhered to the core value of “Integrity-based, Pragmatic and Innovative, Serving the Country with Resources, and Cooperating for a Win-win Situation”, actively practiced the compliance concept of “Lawful and Compliant Operations, Due Diligence, Risk Control, Value Creation”, and strictly complied with domestic and international laws and regulations, industry standards, and company regulations. We fully leverage the leading role of the “key few”, hold oneself to high standards, and set an example for others. We will continue to promote “full compliance”, internalize and externalize compliance requirements, and strive to achieve “compliance for all, compliance in everything, compliance at all times, and compliance with consciousness”.

我们积极通过设立法治建设及风控合规管理委员会、任命首席合规官及业务合规官、建立健全合规管理制度体系、建立健全合规管理“三道防线”、分级分类开展全员合规培训等一系列合规举措，把合规要求延伸到各级企业、融入业务流程、嵌入各个岗位，推动合规管理体系不断巩固提升，有效防控境内外重大风险，有力支撑企业高质量发展。

We have taken a series of compliance initiatives such as establishing the Risk Control and Compliance Management Committee, appointing the Chief Compliance Officer and Business Compliance Officer, establishing and improving the compliance management system, establishing and improving the “three lines of defense” for compliance management, and carrying out tiered and categorized compliance training for all employees, so as to have the compliance requirements extended to the enterprises at all levels, integrated into the business processes and embedded in the various positions; to promote the continuous consolidation and improvement of the compliance management system; to effectively prevent and control major risks at home and abroad, and to firmly support the high-quality development of the enterprise.

我们始终牢记“守法诚信是企业安身立命之本”，在境内外投资经营中严守底线、不碰红线，做守法诚信的积极践行者、模范引领者和坚定捍卫者。中国有色集团全体员工将遵守《诚信合规手册》之全部内容，自觉抵制违规行为，共同构建并遵从企业合规文化，为打造具有全球竞争力的世界一流矿业企业贡献力量。

We always keep in mind that “law-abiding and honesty is the foundation of a secure life”, strictly abide by the bottom line and do not touch the red line in domestic and overseas investment and operation, and be an active practitioner, exemplary leader and firm defender of law-abiding and honesty. All the employees of CNMC will abide by all the contents of Integrity and Compliance Manual, consciously resist violations, jointly build and comply with the CNMC compliance culture, and contribute to building a world-class mining enterprise with global competitiveness.

董事长：文岗
Chairman:

01

编制及使用说明 Preparation and Usage Instructions



编制目的
Purpose of preparation

《诚信合规手册》旨在为公司和员工经营管理行为提供原则性合规指引，帮助中国有色集团及员工合法合规开展各项经营管理活动。发布《诚信合规手册》是中国有色集团贯彻落实全面依法治国战略、适应经济社会发展趋势的迫切需要，是建设法治央企的重要举措，也是公司自身行稳致远、做强做优做大的内在要求。

Integrity and Compliance Manual aims to provide principle compliance guidelines for the Company and its employees in their operation and management behaviors, and to help CNMC and its employees to carry out various operation and management activities in a lawful and compliant manner. The release of Integrity and Compliance Manual is a response to the urgent need to implement the strategy of law-based governance on all fronts and to adapt to the development trend of the economy and society, is an important measure for CNMC to build a centralized enterprise under the rule of law, as well as an intrinsic requirement for the company itself to make a steady progress and to be stronger, better and bigger.

适用范围
Scope of application

《诚信合规手册》适用于集团公司和出资企业。“出资企业”是指集团公司直接或间接出资且拥有实际控制权的子企业。

Integrity and Compliance Manual applies to Group Company and invested enterprises. An “invested enterprise” refers to a subsidiary in which the Group Company has direct or indirect equity investment and holds actual control.

中国有色集团要求境内外商业合作伙伴、第三方合作伙伴等（包括但不限于供应商、专业顾问和承包商）均保持诚信合规，并促使其行为与《诚信合规手册》的要求保持一致。

CNMC requires its domestic and overseas business partners, third-party partners, etc. (including but not limited to suppliers, professional consultants, and contractors) to maintain integrity and compliance, and to promote the consistency of their behavior with the requirements of Integrity and Compliance Manual.

主要内容
Main content

《诚信合规手册》包括董事长致辞、编制及使用说明、中国有色集团介绍、总则、依法合规经营要点以及合规承诺书六个部分。其中，总则介绍了合规相关概念、中国有色集团的合规理念、合规目标以及合规管理原则。依法合规经营要点根据《中国有色矿业集团有限公司合规管理办法》（中色法律〔2023〕33号）第二十条关于合规管理重点领域的规定，结合中国有色集团有色金属矿产资源开发、新材料、建筑工程、相关贸易及服务四大主营业务，确定了本手册的合规管理重点领域，包括公司治理、投资管理、安全环保、财务税收、采购管理、工程建设、贸易合规、劳动用工、知识产权、公平竞争、ESG合规等十一个重点领域，并对每位员工应当做、禁止做的主要事项进行了列举。

本手册以截至2024年12月底境内外法律法规、公司规章制度、公司经营情况等为依据编制，如上述内容发生变化，相应合规要求随之变化。

Integrity and Compliance Manual includes six sections: Chairman’s Speech, Preparation and Usage Instructions, Introduction to CNMC, General Provisions, Key Points of Lawful and Compliant Operations, and Compliance Commitment Letter. Among these, the General Provisions section introduces compliance-related concepts, CNMC’s compliance concept, compliance objectives, and principles of compliance management. The Key Points of Lawful and Compliant Operations are based on Article 20 of the Compliance Management Measures of China Nonferrous Metal Mining (Group) Co., Ltd. (China Nonferrous Legal [2023] No. 33), which outlines the key areas of compliance management. Combining CNMC’s four main business sectors—nonferrous metal mineral resource development, new materials, construction and engineering, and related trade and services—this Manual defines eleven key compliance management areas: corporate governance, investment management, safety and environmental protection, finance and taxation, procurement management, engineering and construction, trade compliance, labor and employment rights, intellectual property, fair competition, and ESG compliance. It also lists the main actions that employees should or should not undertake.

This Manual is compiled based on domestic and overseas laws and regulations, company regulations, and the Company’s operating conditions as of the end of December 2024. If any of the above contents change, the corresponding compliance requirements will be adjusted accordingly.

释义
Explanation of the meaning of words or phrases

“中国有色集团”“公司”指中国有色矿业集团有限公司集团总部及各级出资企业。
The terms “CNMC” “the Company” refers to the headquarters of China Nonferrous Metal Mining (Group) Co., Ltd. and its subsidiaries at all levels.

“集团公司”仅指中国有色矿业集团有限公司集团总部。
The term “Group Company” refers only to the Group Headquarter of China Nonferrous Metal Mining (Group) Co., Ltd.

使用要求
Usage requirements

中国有色集团每位员工或以中国有色集团名义从事各项工作的人员都应知悉并掌握《诚信合规手册》的内容和要求，在工作中自觉遵守。

Every employee of CNMC or personnel engaged in various jobs in the name of CNMC shall know and master the contents and requirements of Integrity and Compliance Manual, and consciously adhere to it in their work.

违规举报
Violation reporting

公司鼓励员工举报违反《诚信合规手册》的行为和事件。中国有色集团将按照相关规定对信息予以保密。以下经营管理违规举报平台受理集团公司及员工、二级出资企业（管理层级）及其领导班子成员相关的违规举报。二级出资企业经营管理违规举报平台受理本企业员工（领导班子除外）、下属企业及员工相关的违规举报。

CNMC encourages employees to report behaviors and incidents that violate Integrity and Compliance Manual. CNMC will keep the information confidential in accordance with relevant regulations. The following operational management violation reporting platform accepts reports related to the Group Company and its employees, as well as to second-tier invested enterprises (management level) and their leadership teams. The operational management violation reporting platforms of second-tier invested enterprises accept reports related to employees (excluding leadership teams) of the second-tier invested enterprises itself, as well as its subsidiaries and their employees.



02

中国有色集团介绍

Introduction to CNMC



中国有色矿业集团有限公司成立于1983年，是国务院国资委管理的大型中央企业，主营业务为有色金属矿产资源开发、新材料、建筑工程、相关贸易及服务，肩负保障国家战略资源安全 and 有色金属新材料供应安全“两个主力军”责任使命。

Founded in 1983, China Nonferrous Metal Mining (Group) Co., Ltd. is a large-scale centralized enterprise under the administration of the State-owned Assets Supervision and Administration Commission of the State Council (SASAC), with its main business in the development of nonferrous metal mineral resources, new materials, construction and engineering, and related trade and services. CNMC shoulders the dual responsibilities and missions of being the “two main forces” in safeguarding the security of national strategic resources and the supply of new non-ferrous metal materials.

中国有色集团是我国有色金属工业企业“走出去”开展国际化经营的“先行者”，是保障国家战略资源安全的“排头兵”，是在海外开发铜资源时间最长、产业链最完备、项目数量最多的企业，特别是在中南部非洲已形成产业集群。中国有色集团的业务已覆盖全球40多个国家，拥有重有色金属资源量约2000万吨，涵盖40余个有色金属品种，拥有各级企业201家，其中各级境外企业103家、上市公司4家。在赞比亚、刚果（金）、蒙古、缅甸、泰国等国家和地区建成并经营着一批标志性矿业开发项目。

覆盖全球 40 多个国家	金属资源量 2000 万吨	涵盖 40 余个有色金属品种
拥有各级企业 201 家	各级境外企业 103 家	上市公司 4 家

CNMC is a “pioneer” among Chinese nonferrous metal industry enterprises to implement the “going abroad” strategy and to carry out international operation, a “front-runner” in guaranteeing the security of national strategic resources, and the enterprise with the longest time of developing copper resources, the most complete industrial chain and the largest number of projects overseas, especially in south-central Africa, where an industrial cluster has been formed. CNMC’s business spans over 40 countries worldwide, with approximately 20 million tons of heavy nonferrous metal resources, covering more than 40 types of nonferrous metals. The Company has 201 enterprises at various levels, including 103 overseas enterprises and 4 listed companies. CNMC has built and operated a number of landmark mining development projects in Zambia, Congo (DRC), Mongolia, Myanmar, Thailand and other countries and regions.

近年来，随着中国企业国际化步伐的加快、国际经济形势、社会环境的复杂多变和国内行政执法的日益严格，加强合规管理、强化合规意识、依法合规经营正日益成为世界一流企业高度重视和不断强化的工作。中国有色集团在“走出去”过程中自觉遵守当地法律法规和风俗习惯，积极运用法治思维和法治方式维护合法权益，持续强化合规管理，不断推动从“要我合规”向“我要合规”转变。这是适应国际国内经济社会环境变化的必然选择，是贯彻党中央全面依法治国战略部署的重要举措，是推进国有企业治理体系和治理能力现代化的应有之义，也是中国有色集团深化改革、提升管理水平和核心竞争力、建设具有全球竞争力的世界一流矿业企业的内在要求。

In recent years, with the acceleration of the pace of internationalization of Chinese enterprises, the increasingly complex and volatile international economic situation and social environment, and the growing stringency of domestic administrative enforcement of law, strengthening compliance management, reinforcing compliance awareness and operating in compliance with laws and regulations have become tasks that world-class enterprises attach great importance to and continue to strengthen. CNMC consciously complies with local laws and regulations and customs in the process of “going abroad”, actively uses the thinking and approached of the rule of law to safeguard legitimate rights and interests, continuously strengthens compliance management, and constantly promotes the transition from “forced compliance” to “voluntary compliance”. This is an inevitable choice to adapt to the changes in the overseas and domestic economic and social environment, an important measure to implement the strategic plan of the CPC Central Committee to rule the country according to the law in an all-round way, an integral component to promote the modernization of the governance system and governance capacity of state-owned enterprises, and an inherent requirement for CNMC to deepen reform, enhance management levels and core competitiveness, and build a world-class mining enterprise with global competitiveness.



03

总 则

General Provisions



定义
Definitions

合规，是指集团公司、出资企业经营管理行为和员工履职行为符合我国及项目所在国/地区法律法规、监管规定、行业准则和国际条约、规则，及公司章程、相关规章制度等要求。

Compliance means that the business operations of the Group Company and its invested enterprises, as well as the performance of duties of employees, comply with the laws, regulations, regulatory requirements, industry standards, international treaties and rules of China and the host country/region, as well as the Articles of Association and relevant company regulations.

合规风险，是指集团公司、出资企业及其员工在经营管理过程中因违规行为引发法律责任、造成经济或声誉损失及其他负面影响的可能性。

Compliance risk refers to the possibility of legal liabilities, economic or reputational losses and other negative impacts arising from non-compliance with laws and regulations by Group Company, invested enterprises and their employees in the course of operation and management.

合规管理，是指集团公司、出资企业以有效防控合规风险为目的，以提升依法合规经营管理水平为导向，以企业经营管理行为和员工履职行为为对象，开展的包括建立合规制度、完善运行机制、培育合规文化、强化监督问责等有组织、有计划的管理活动。

Compliance management refers to the organized and planned management activities carried out by the Group Company and invested enterprises, including the establishment of a compliance system, improvement of operation mechanism, cultivation of compliance culture and strengthening of supervision and accountability, for the purpose of effectively preventing and controlling compliance risks, and oriented towards enhancing the level of lawful and compliant operations, and with the operation and management behaviors of the enterprises and the performance of duties of the employees as the objects.

合规理念
Compliance concept

依法合规
Lawful and compliant operations

“依法合规”，是中国有色集团打造法治央企的应有之义和必经之路。合规，首先是对法律法规的遵从。中国有色集团在运营过程中严格遵守境内外法律法规、行业准则和公司规章制度，确保经营活动的合法性、公正性和规范性，保障国有资产的安全和保值增值，同时维护市场秩序和社会公共利益。

“Lawful and compliant operations” is a fundamental requirement and inevitable path for CNMC to build a central state-owned enterprise governed by the rule of law. Compliance begins with adherence to laws and regulations. CNMC strictly follows domestic and foreign laws, industry standards, and company regulations in its operations to ensure the legality, fairness, and standardization of its business activities. This safeguards the security, preservation and appreciation of state-owned assets, while maintaining market order and public interest.

恪尽职守
Due diligence

集团公司及各级出资企业主要负责人履行推进法治建设第一责任人职责，强化合规管理体系建设。充分发挥“关键少数”带头作用，一级做给一级看，使守法合规成为“广大多数”的行为自觉。全体员工严格执行规章制度，履行本岗位合规义务，忠诚敬业、履职尽责。

The principal leaders of the Group Company and its invested enterprises at all levels assume the primary responsibility for promoting the construction of the rule of law, and strengthen the compliance management system. The “key few” should lead by example, with each level demonstrating compliance to the next, making compliance with laws and regulations a conscious behavior for the “vast majority”. All employees must strictly follow the regulations, fulfill compliance obligations in their respective roles, and act with loyalty, dedication, and due diligence.

风险可控
Risk control

防控合规风险是合规管理的核心。中国有色集团通过建立健全合规管理体系，将合规风险管控融入岗位、融入业务、融入流程，防范重大合规风险，减少各类风险事件的发生。

Preventing and controlling compliance risks is the core of compliance management. CNMC integrates compliance risk management into roles, business operations, and processes by establishing and improving the compliance management system. This aims to prevent major compliance risks and reduce the occurrence of various risk events.

创造价值
Value creation

充分发挥合规管理体系作用，持续优化公司管理制度和流程，提升管理效能，有效防控风险，维护公司诚信经营的良好形象，增强合作伙伴信任，助力企业高质量发展。

CNMC makes full use of the compliance management system in continuously optimizing company management systems and processes, improving management efficiency, effectively controlling risks, maintaining the Company's image of integrity in operations, enhancing trust with partners, and supporting the high-quality development of the Company.

■ 合规目标
Compliance objectives

通过建立健全上下贯通、协同配合、切实有效的合规管理领导体系、组织体系、制度体系及运行机制，明确合规管理职责，落实合规管理要求，确保公司各项经营管理活动符合境内外法律法规及公司规章制度，有效防控合规风险，厚植全员合规文化，为将中国有色集团建设成为具有全球竞争力的世界一流矿业企业保驾护航。

Through establishing and improving the leadership system, organizational system, institutional system and operational mechanism of compliance management that is consistent, coordinated and effective, CNMC clarifies the responsibilities of compliance management, implements the requirements of compliance management, ensures the Company's various business management activities compliant to the domestic and foreign laws and regulations as well as company regulations. CNMC effectively prevents and controls compliance risks, and cultivates a culture of compliance among all staff members, so as to provide solid guarantee for CNMC to become a world-class mining enterprise with global competitiveness.

■ 合规管理原则
Compliance management principles

01

坚持党的领导
Adhere to the leadership of the CPC



充分发挥企业党委领导作用，落实全面依法治国战略部署有关要求，把党的领导贯穿合规管理全过程。

Give full play to the leading role of the Company's committee of the CPC, implement the requirements of the strategic plan for the rule of law in a comprehensive manner, and carry out the CPC's leadership throughout the entire process of compliance management.

02

坚持全面覆盖
Adhere to comprehensive coverage



将合规要求嵌入经营管理各领域各环节，贯穿决策、执行、监督全过程，落实到各部门、各企业和全体员工，实现多方联动、上下贯通。

Compliance requirements will be embedded in all areas and links of operation and management, running through the entire process of decision-making, implementation and supervision, and will be implemented by all departments, enterprises and all employees, realizing multi-party linkage and upward and downward communication.

03

坚持权责清晰
Adhere to clear authority and responsibility



按照“管业务必须管合规”要求，明确业务及职能部门、合规管理部门和监督部门职责，严格落实员工合规责任，对违规行为严肃问责。

In accordance with the requirement that “those who manage business must manage compliance”, CNMC clarifies the responsibilities of business and functional departments, compliance management departments and supervisory departments, strictly implements the responsibility of employee compliance, and holds violators strictly accountable.

04

坚持务实高效
Adhere to pragmatism and efficiency



建立健全符合企业实际的合规管理体系，突出对重点领域、关键环节和重要人员的管理，充分利用大数据等信息化手段，切实提高管理效能。

CNMC establishes a sound compliance management system in line with the actual situation of the Company, highlights the management to key areas, key links and key personnels, and makes full use of information technology measures such as big data to effectively improve management effectiveness.

04

依法合规经营要点

The Key Points of Lawful and Compliant Operations



（一）公司治理
Corporate governance

中国有色集团聚焦高质量发展导向，始终坚持依法依章程治理，建立健全各司其职、各负其责、协调运转、有效制衡的法人治理结构，保障公司各项经营管理目标顺利实现。公司遵守法律法规、社会公德、商业道德，诚实守信，接受政府和社会公众监督，积极履行社会责任。

CNMC focuses on the orientation of high-quality development. CNMC always adheres to governance in accordance with the laws, regulations and articles of association, and perfects the corporate governance structure of clear mandates, defined accountability, coordinated operation and effective checks and balances, so as to ensure the smooth realization of all the Company's operation and management objectives. CNMC complies with laws and regulations, social morality and business ethics. CNMC acts in good faith, accepts the supervision from the government and the public, and actively fulfills its social responsibilities.

中国有色集团严格按照《中华人民共和国公司法》和所在国/地区相关法律法规、公司章程规定，构建完善的公司法人治理结构，依法合规行使股东会、董事会、经理层职责权限，建立建强权责法定、权责透明、协调运转、有效制衡的公司治理机制。

CNMC strictly adheres to the provisions of the Company Law of the People's Republic of China and relevant laws and regulations of the host country/region, as well as the Company's Articles of Association. CNMC establishes a sound corporate governance structure in accordance with the law, ensuring the lawful and compliant exercise of the rights and responsibilities of the shareholders' meeting, board of directors, and management team. CNMC has built a governance mechanism that is legally defined in terms of authority and responsibility, transparent in its operations, coordinated in its functions, and effectively balanced in its checks and balances.

董事会权限及授权事项清单管理

Management of the Board of Directors' authority and authorization list

中国有色集团严格按照公司董事会工作规则、董事会授权管理办法等制度规范会议召集、召开、表决程序，落实议案总经理办公会审议、党委会前置研究、董事会专门委员会审议、合法合规性审核等前置程序，确保各项决策依法合规，指导出资企业规范董事会运行，动态修订董事会权限及授权事项清单。

CNMC strictly follows the Company's Board of Directors' working rules, Board of Directors' authorization management measures, and other company regulations for convening meetings, conducting sessions, and voting procedures. It implements preliminary procedures such as the review of proposals by the General Manager's office meeting, preliminary research by the Party Committee, review by the Board's specialized committees, and legal and compliance audits to ensure that all decisions are made in accordance with the law and compliance. It also guides invested enterprises in standardizing the operation of their boards of directors and dynamically revises the Board of Directors' authority and authorization list.

“三重一大”决策管理

Management of the "Three Major and One Large" decision-making process

“三重一大”决策管理是公司合规运营的重要保障。中国有色集团不断完善公司“三重一大”集体决策制度，强化监督检查、严肃责任追究。坚决杜绝个人或少数人擅自决定、独断专行，任何以传阅会签或会上会未上会、决策数量与企业规模不相匹配等个别征求意见方式替代集体决策的行为，将依法追究相关责任人。

The "Three Major and One Large" decision-making management system is an important safeguard for the Company's compliant operations. CNMC continually improves the collective decision-making system for the "Three Major and One Large" issues, strengthens supervision and inspection, and enforces strict accountability. CNMC resolutely opposes any decisions made unilaterally by individuals or a small group of people. Any behavior that substitutes collective decision-making with individual opinion-gathering methods, such as circulating for signatures or bypassing meetings, or making decisions that are disproportionate to the scale of the enterprise, will lead to legal accountability for the responsible individuals.

具体业务的一般性决策程序要求

General decision-making process requirements for specific operations

根据业务需要或上级要求，依职权确定主责部门，由主责部门负责制定相应方案（包括但不限于请示、报告和计划的形式），经主责部门负责人（业务合规官）审核通过后，征求相关部门或出资企业意见，同步征求或单独征求法律合规部门意见，法律合规部门进行合法合规性审核，并由总法律顾问（首席合规官）签署审核意见。在前述程序中，主责部门按照制度规定或根据实际需要报分管领导审核。按照制度规定完成审核程序后，依职权报总经理/董事长审批，或董事会/股东会审批。

Based on business needs or higher-level requirements, the department responsible is determined according to its authority. The department responsible is tasked with formulating the corresponding plan (including but not limited to requests, reports, and plans). After being reviewed and approved by the head of the department responsible (Business Compliance Officer), the plan seeks the opinions of relevant departments or invested enterprises, and simultaneously seeks or separately seeks the opinions of the legal and compliance department. The legal and compliance department conducts a legal and compliance review, and the General Counsel (Chief Compliance Officer) signs off on the review comments. In the aforementioned process, the department responsible submits the plan for review by the supervising leader according to institutional requirements or based on actual needs. After completing the review process as stipulated by the system, the plan is submitted to the General Manager/Chairman for approval, or to the Board of Directors/Shareholders' Meeting for approval.

按照制度规定需经党委会前置研究或审计与风险委员会等其他委员会、领导小组审议的事项，从其规定。

Matters that, according to regulations, shall obtain prior reviews by the Party Committee, by other committees such as the Audit and Risk Committee, or by leadership groups, shall follow the regulation accordingly.

按照制度规定需报上级单位审核、审批、备案的事项从其规定，公司制度对部分事项决策程序有专项规定的从其规定。

Matters that, according to regulations, shall be submitted to the superior organization for review, approval, or filing, must follow the relevant regulations. For matters where the company regulations have specific provisions on decision-making procedures, the specific provisions shall prevail.

（一）公司治理 Corporate governance

中国有色集团要求每名员工： CNMC requires all employees to:

1.严格执行公司章程、董事会权限及授权事项清单、“三重一大”决策事项清单及各项业务制度中关于业务事项决策权限及程序的规定，厘清业务事项的目的、可行性及实施步骤，形成完整方案，按程序报批。

Strictly implement the Company's Articles of Association, the Board of Directors' authority and authorization list, the "Three Major and One Large" decision-making matters list, and the relevant provisions on decision-making authority and procedures of business matters; clarify the aim, feasibility, and implementation steps of business matters, develop a complete plan, and submit it for approval according to the prescribed procedures.

2.严格执行公司决策机构的决议，同时对管理层的行为进行监督，确保公司运营的合规性。

Strictly implement the resolutions of the Company's decision-making bodies, and supervise the behavior of the management concurrently, to ensure the compliance of the Company's operations.

3.主动维护公司形象，积极宣传和弘扬企业文化，以促进公司发展、维护公司的良好声誉为己任。

Actively maintain the Company's image, promote and uphold the corporate culture, and take it as a personal responsibility to contribute to the Company's development and protect its good reputation.

4.遵守关于公司治理的其他要求。

Comply with other requirements related to corporate governance.

（一）公司治理 Corporate governance

中国有色集团严禁每名员工： CNMC prohibits all employees from:

1.拒不执行或变相不执行、拖延执行国务院国资委、行业管理部门等有关部门依法作出的决定。

Refusing to execute or indirectly refusing to execute, or delaying the execution of decisions made in accordance with the law by the State-owned Assets Supervision and Administration Commission of the State Council, by industry management departments, or by other relevant authorities.

2.拒不执行或擅自改变公司股东会、董事会、职工代表大会等集体依法作出的重大决定。

Refusing to execute or unilaterally changing major decisions made by the Company's Shareholders Meeting, Board of Directors, Employee Representative Assembly, or other collective decisions made in accordance with the law.

3.违反规定的职责权限和决策程序，擅自审核、审批公司重大决策、重要人事任免、重大项目安排、大额度资金运作等事项。

Violating prescribed duties, authority, and decision-making procedures; unilaterally reviewing or approving major company decisions, important personnel appointments or removals, major project arrangements, large-scale financial operations, and other matters.

4.故意规避、干涉、破坏集体决策，个人或少数人决定公司重大决策、重要人事任免、重大项目安排、大额度资金运作等事项。

Intentionally evading, interfering with, or undermining collective decision-making, where individuals or a small group of people make major company decisions, personnel appointments or removals, major project arrangements, or large-scale financial operations, and other matters.

5.从事任何违反公司治理要求的其他行为。

Engaging in any other behavior that violates corporate governance requirements.

（二）投资管理
Investment management

中国有色集团遵循战略引领、效益优先、能力匹配、合法合规、风险可控、生态保护的投资原则，在国有企业“做强做优做大”的号召下，优化股权投资、固定资产投资。通过执行《投资管理办法》《境外投资管理办法》等制度，不断提高公司投资决策水平，实行计划管理，落实战略规划和投资专项规划、优化经济布局 and 产业结构、促进工艺技术和装备升级、提升产品质量、提高投资效益。对投前、投中、投后进行全过程监督管理。

CNMC follows the investment principles of strategic leadership, benefit priority, capacity matching, legal compliance, controllable risk and ecological protection. CNMC optimizes equity investment and fixed asset investment under the call of making state-owned enterprises “stronger, better and bigger”. Through the implementation of Investment Management Measures and Overseas Investment Management Measures and other regulations, CNMC continuously improves the level of capacity in making investment decision, implements plan management, implements strategic planning and investment special planning, optimizes economic layout and industrial structure, promotes the upgrading of technology and equipment, improves product quality, and enhances the efficiency of investment. CNMC carries out the supervision and management for the whole process of pre-investment, investment and post-investment.

对于矿产资源开发类项目，充分做好资源核实、采选工艺论证等工作，为项目开展可行性研究提供必要的技术支撑；充分做好投资项目的可行性研究论证工作，详尽分析风险，并提出切实可行的风险防控措施，为投资项目决策提供充分依据。严格按照公司相关制度履行必要的决策程序。

For mineral resource development projects, CNMC thoroughly conducts resource verification, mining and processing technology evaluation, and other tasks to provide essential technical support for the projects’ feasibility study. CNMC conducts a comprehensive feasibility study for investment projects with detailed analysis of risks, and proposes practical risk prevention and control measures to provide sufficient basis for project investment decisions. CNMC strictly follows the necessary decision-making procedures according to the company’s relevant regulations.

对于固定资产投资和股权投资项目，需严格按照公司对不同类型投资项目的决策实行限额授权管理，在投资决策通过前，禁止进行实质性投资。投资责任单位应持续提升可行性研究及尽职调查的充分性和准确性，并在投资完成后两年内开展投资后评价工作。

For fixed asset investment and equity investment projects, CNMC strictly implements quota-based authorization management for decision-making on different types of investment projects in accordance with company regulations. No substantial investment is allowed before the investment decision is achieved. The organization responsible for investment should continuously improve the adequacy and accuracy of feasibility studies and due diligence, and should conduct post-investment evaluations within two years after the investment is completed.

境外投资风险管理
Overseas investment risk management

“境外投资”是指在境外从事的以货币、实物、无形资产等形式投入以获取收益或控制权的经济活动。

“Overseas investment” refers to economic activities carried overseas in the form of monetary, physical or intangible assets in order to obtain income or control.

中国有色集团坚持战略引领、合法合规、能力匹配、合理回报、风险可控的境外投资原则，对境外投资项目实行“分类、分级、限额授权”管理模式，建立境外投资项目负面清单，设定禁止类和特别监管类投资项目。

CNMC adheres to the overseas investment principles of strategic leadership, legal compliance, capacity matching, reasonable return and risk-controllable, implements the management mode of “classification, grading and quota-based authorization” for overseas investment projects, establishes the negative list of overseas investment projects, and sets up prohibited and special supervisory categories of investment projects.

中国有色集团对境外投资项目进行全过程风险管理。投资责任单位应针对境外投资项目制定风险管理方案，明确风险管控责任，规范风险控制流程和措施。严格执行境外投资决策程序，做好项目可行性研究、尽职调查等工作。建立灵活可靠的反应与监督机制，密切关注投资环境和投资条件的变化，建立重大问题及时沟通汇报机制。

CNMC conducts comprehensive risk management for overseas investment projects. The organization responsible for investment should develop risk management plans for overseas investment projects, clearly define risk control responsibilities, and standardize risk control processes and measures. CNMC strictly follows the overseas investment decision-making procedures, and conducts project feasibility studies, due diligence, and other necessary work. CNMC establishes a flexible and reliable response and supervision mechanism to closely monitor changes in the environment and conditions of investment and sets up a mechanism for timely communication and reporting of major issues.



（二）投资管理 Investment management



中国有色集团要求每名员工： CNMC requires all employees to:

1.严格按照公司投资管理决策流程开展境内外投资，确保项目投资报告、可研报告、尽职调查报告等材料内容的科学性、准确性，并严格遵守项目所在国/地区关于外商投资准入的各项要求。

Conduct both domestic and overseas investments strictly in accordance with CNMC's decision-making process for investment management, ensuring the scientific and accurate content of project investment reports, feasibility reports, due diligence reports and other materials; and strictly comply with the entry requirements for overseas investment of the host country/region.

2.对与投资决策相关的资料、数据等信息的完整性、真实性、准确性承担责任。

Take responsibility for the completeness, authenticity, and accuracy of the materials, data, and other information related to the investment decision.

3.对投资项目的经济、技术可行性进行充分研究论证。

Conduct adequate research and verification of the economic and technical feasibility of investment projects.

4.了解公司投资项目执行情况，对不规范、不合理的投资行为进行举报、制止。

Understand the implementation of CNMC's investment projects, report and stop irregular and unreasonable investment behavior.

5.遵守关于投资管理的其他要求。

Comply with other requirements related to investment management.

（二）投资管理 Investment management



中国有色集团严禁每名员工： CNMC prohibits all employees from:

1.在投资项目的调研、论证及申报过程中，故意隐瞒或谎报投资信息。

Intentionally concealing or misrepresenting investment information in the process of research, verification and declaration of investment projects.

2.利用因工作关系获取的尚未公开的、对投资项目有重大影响的信息，提前进行投资操作，为自己或他人谋取不正当利益。

Utilizing undisclosed information obtained due to work with a significant impact on investment projects to advance investment operations and to seek improper benefits for oneself or others.

3.将用于特定投资项目的资金挪作他用。

Diverting funds intended for specific investment projects to other uses.

4.对项目的进度、质量、成本等方面缺乏有效的监督和管理，导致项目出现严重的延误、质量问题或成本超支等情况。

Failing to supervise and manage the progress, quality and cost of the projects effectively, resulting in serious delays, quality problems or cost overruns.

5.将投资项目涉及的商业计划、技术方案、客户信息等商业秘密泄露给竞争对手或其他无关第三方，损害公司利益。

Disclosing commercial secrets related to investment projects, such as business plans, technical solutions, customer information, etc., to competitors or other unrelated third parties, thereby damaging the Company's interests.

6.违规干预或干涉投资项目的决策、实施、变更、后评价等工作。

Illegally intervening or interfering in the decision-making, implementation, amendment and post-evaluation of investment projects.

7.从事任何违反投资管理要求的其他行为。

Engaging in any other violations against investment management requirements.

（三）安全环保
Safety and environmental protection

安全生产
Safe production

中国有色集团坚持“人民至上、生命至上”，坚持“安全第一、预防为主、综合治理”的安全管理方针，坚持“管业务必须管安全”“管生产必须管安全”“管经营必须管安全”，落实安全生产主体责任。在生产开发领域做好安全生产合规建设，加强安全生产源头治理，保障安全生产投入，持续改善安全生产条件，强化安全风险预防控制和隐患排查治理，防范生产安全责任事故发生。

CNMC adheres to the principles of “people first, life first” and “safety first, prevention first, and comprehensive governance” in its safety management approach. CNMC insists that “those who manage business must manage safety” “those who manage production must manage safety” and “those who manage operations must manage safety” and implements the primary responsibility for safety production. In the field of production and development, CNMC focuses on the construction of safety production compliance, strengthens safety production at the source, ensures safety production investment, continuously improves safety production conditions, enhances safety risk prevention and control, and conducts regular hazard identification and management to prevent production safety accidents.

中国有色集团严格执行公司《安全生产管理办法》等系列管理制度，坚持建立健全安全生产制度体系、责任体系，明确各个业务环节的特点、任务、责任范围、风险隐患等，制定具有针对性的安全生产制度章程和操作规程；坚持建立安全生产组织体系，设立安全生产监督管理机构和应急救援机构，对各类安全风险制定科学的应对措施，完善企业风险应对体系，包括制定详细的安全隐患排查计划、建立应急响应机制、定期更新安全风险清单，确保所有风险均有可行的应对方案等。坚持营造安全生产文化氛围，健全重视安全生产的导向激励机制，落实安全生产常态教育宣传机制，激励全体员工安全生产意识，增强全体员工对安全生产建设的责任感。

CNMC strictly implements its Safety Production Management Measures and other related management regulations, and consistently establishes and improves the safety production system and responsibility framework. CNMC identifies the characteristics, tasks, responsibility scope, risks and hidden dangers of each business link, and formulates targeted regulations and operational procedures on safe production. CNMC also insists on establishing a safety production organizational system. CNMC sets up safety production supervision and management institutions, and emergency rescue organizations. CNMC develops scientific response measures for various safety risks, and improves its risk response system by developing detailed safety hazard identification plans, establishing emergency response mechanisms, and regularly updating safety risk lists to ensure that all risks have feasible response plans. Additionally, CNMC is committed to fostering a culture of safety production, improving the incentive mechanism oriented to safety production, implementing a regular safety education and publicity system, motivating all employees' safety awareness, and strengthening the awareness of responsibility for safety production construction among all employees.

中国有色集团坚持优化运行“双重预防体系”，定期开展安全生产风险辨识、评估，建立并实施安全风险分级管控制度和风险防范化解机制，按照安全风险分级严格落实符合标准规范的管控措施，采取技术、管理措施，及时发现并消除事故隐患，实施事故隐患主动报告、举报奖励和挂牌督办机制，聚焦安全风险突出领域，提高安全管理规范化，落实日常安全报告，确保安全生产形势稳定可控。

CNMC adheres to optimizing the “dual prevention system” for operations and regularly conducting safety production risk identification and assessment. CNMC establishes and implements safety risk classification and control regulations, as well as a risk prevention and resolution mechanism. CNMC enforces control measures that meet standards and regulations based on the classification of safety risks, which enables CNMC to promptly identify and eliminate potential hazards, implement a proactive reporting and reward system for hazard identification, and enforce a monitoring mechanism for addressing major issues. CNMC focuses on areas with critical safety risks, enhances the standardization of safety management, and ensures daily safety reporting to maintain a stable and controllable safety production environment.

（三）安全环保-安全生产
Safety and environmental protection-Safe production

中国有色集团要求每名员工：
CNMC requires all employees to:

- 1.接受安全生产教育和培训，提高安全生产技能和安全生产意识，增强事故预防和应急处理能力。
Attend educational activities and trainings on safety production to improve safety production skills and awareness, as well as to enhance the ability to prevent accidents and handle emergencies.
- 2.掌握并严格遵守自身岗位职责相关的安全生产法律法规、公司制度和操作规程。
Understand and strictly abide by the safety production laws and regulations, company regulations and operating procedures related to one's job responsibilities.
- 3.作业活动前，进行危害识别和风险评估，掌握控制方法。
Conduct hazard identification and risk assessment and master control methods before executing working activities.
- 4.正确佩戴、使用必须的防护装备和劳动保护用品。
Correctly wear and use the necessary protective equipment and labor protection supplies.
- 5.及时、如实报告潜在的安全隐患、安全问题以及安全生产事故。
Timely and accurately report potential safety hazards, safety issues, and safety production accidents.
- 6.熟悉安全事故应急预案，掌握岗位应急处置措施，参加应急演练。
Familiarize oneself with emergency response plans for safety accidents, manage emergency handling measures for one's own position, and participate in emergency drills.
- 7.遵守关于安全生产的其他要求。
Comply with other requirements related to safety production.

中国有色集团严禁每名员工：
CNMC prohibits all employees from:

- 1.从事无相应资质或无法胜任的工作。
Engaging in work without necessary qualifications or capacity to perform competently.
- 2.违章指挥、强令违章作业，违反操作规程作业。
Commanding violations, forcing illegal operations, and violating operating procedures.
- 3.明知存在重大事故隐患而不排除，仍冒险作业。
Yet still engaging in risky operations, with clear acknowledge to significant hazard of accident, but taking no efforts to eliminate it.
- 4.瞒报、迟报、谎报安全事故。
Concealing, delaying or falsely reporting safety accidents.
- 5.在工作场所和工作时间内饮酒或使用违禁药物。
Taking alcohol or prohibited drugs in the workplace and during working hours.
- 6.不履行或不依法履行安全生产管理职责，导致发生安全生产事故。
Failing to fulfill responsibilities to safety production management, or to fulfill in accordance with the laws, and resulting in safety accidents.
- 7.从事任何违反公司安全生产要求的其他行为。
Engaging in any violations against CNMC's safety production requirements.

低碳环保
Low-carbon and environmentally friendly

中国有色集团树立和践行“绿水青山就是金山银山”的发展理念，不断完善能源节约与生态环境保护管理体系，建立健全环境保护责任制，并在矿山勘察、开采、加工、运输等生产经营活动中落实节能环保措施，强化污染防治、环保风险识别和隐患排查治理，打造资源节约型和环境友好型企业，推动经营业绩和环保绩效稳步提升。

CNMC establishes and practices the development value of “lucid waters and lush mountains are invaluable assets”, and continuously establishes and improves the management system for energy conservation and ecological environmental protection and for environmental protection responsibility. CNMC also implements energy-saving and environmental protection measures in production and operation activities such as mine exploration, mining, processing and transportation and strengthens environmental pollution prevention, environmental risk identification, and hazard investigation and management, to create a resource-saving and environmentally friendly enterprise, as well as to promote steady improvement performance in both business and environmental protection.

中国有色集团遵循联合国环境规划署编制的《采矿作业环境准则》，在公司管理与决策层中建立环境责任，在矿产开采前进行矿山环境影响评估，在采矿活动中采取稳健的环境技术以降低对环境产生的负面影响。

CNMC follows the Mining Operations Environmental Guidelines developed by the United Nations Environment Programme (UNEP), establishes environmental responsibilities at the Company’s management and decision-making levels, conducts environmental impact assessments prior to mineral extraction, and implements robust environmental technologies during mining activities to minimize negative impacts on the environment.

中国有色集团积极践行“双碳”战略，遵循中央企业碳达峰工作要求，结合自身产业现状与《中华人民共和国环境保护法》《中华人民共和国矿产资源法》《有色金属行业绿色矿山建设规范》（DZ/T 0320-2018）等法律法规及行业标准文件，制定并印发了《节约能源管理办法（中色安环〔2024〕3号）》《碳达峰行动方案》，提升各层级节能降碳管理水平，持续推动公司绿色低碳发展。根据国家部委关于落后低效设备淘汰替代最新要求，持续开展高耗能落后机电设备淘汰更新，推动完成碳达峰重点项目。

CNMC actively practices the “twin goals of carbon peak and carbon neutrality”, and follows the requirements to carbon peak for central enterprises. Combining with the status quo of its own industry with laws and regulations and industry standards, such as the Environmental Protection Law, the Mineral Resources Law, and the Code for the Construction of Green Mines in the Nonferrous Metals Industry (DZ/T 0320-2018), etc., CNMC has drafted and issued the Energy Conservation Management Measures and the Carbon Peak Action Program, to enhance the management capacity of energy conservation and carbon reduction at all levels, and continue to promote CNMC’s development in a green and low-carbon way. In accordance with the latest requirements from national ministries and commissions regarding the elimination and replacement of outdated and inefficient equipment, CNMC continues to phase out and upgrade high-energy-consuming outdated electromechanical equipment, and to promote the completion of key projects of carbon peak.

在开展生产作业前，对可能造成的周围环境不良影响进行调查、预测和评定，识别可能存在的环保合规风险，预先制定防治大气污染、水污染、土壤污染、固体废物污染、噪声污染的相关制度。

Before carrying out production operations, CNMC investigates, predicts and evaluates the possible adverse impacts on the surrounding environment, identifies the possible environmental compliance risks, and formulates the relevant regulations in advance for the prevention and control of air pollution, water pollution, soil pollution, solid waste pollution and noise pollution.

在生产作业时，采取有效措施防止、减少环境污染和生态破坏，以更严格的标准控制和减少废水、废气、废物的排放及噪声、扬尘等污染，降低温室气体排放，保护生态环境，节约能源消耗，自觉履行环境保护法定义务和社会责任。

During production operations, effective measures are implemented to prevent and reduce environmental pollution and ecological damage, to control and reduce emissions of wastewater, exhaust gas, waste and pollution from noise and dust with stricter standards, to reduce greenhouse gas emissions, to protect the ecological environment, and to conserve energy consumption. CNMC consciously fulfills the legal obligations and social responsibilities for environmental protection.

（三）安全环保-低碳环保

Safety and environmental protection-Low-carbon and environmentally friendly



中国有色集团要求每名员工：
CNMC requires all employees to:

- 1.在日常工作中节约用纸、用水、用电，节约使用办公资源。
Conserve paper, water and electricity in daily work and use office resources efficiently.
- 2.在生产环节使用环保型设备设施，淘汰高污染高能耗的设备设施。
Use environmentally friendly equipment and facilities in production processes, and eliminate high-pollution, high-energy-consuming equipment and facilities.
- 3.发现有害物质泄漏或其他可能破坏环境的情况，及时报告。
Promptly report leakage of hazardous substances or other situations that may damage the environment upon discovery.
- 4.严格按照操作规程进行标准化操作，减少设备热停工，提高设备运行效率，减少各类能源消耗。
Strictly follow standardized operating procedures, reduce equipment downtime, improve equipment operating efficiency, and minimize energy consumption across various types of resources.
- 5.遵守关于低碳环保的其他要求。
Comply with other requirements related to low-carbon and environmental protection.



中国有色集团严禁每名员工：
CNMC prohibits all employees from:

- 1.使用不符合强制性能源效率标准的用能产品、设备。
Using energy-using products and equipment that do not meet mandatory energy efficiency standards.
- 2.使用国家明令淘汰的用能设备或生产工艺。
Using energy-consuming equipment or production processes that have been explicitly eliminated by the state.
- 3.违规排放污染物或处置废弃物。
Discharging pollutants or disposing waste against laws or regulations.
- 4.在碳排放数据统计核查中造假。
Falsifying in the statistical verification of carbon emission data.
- 5.从事任何违反低碳环保要求的其他行为。
Engaging in any violations against low-carbon and environmental protection requirements.

（四）财务税收

Finance and taxation

财务管理

Financial management

中国有色集团严格按照决策审批权限及程序筹集和使用资金，依法设置会计账簿，如实、科学记录各项财务信息，确保各类会计账簿真实、准确，严格按照各项要求发放职工薪酬福利。严守国有资产监管有关规定，防止过度负债导致债务危机，规范融资渠道、担保活动等各项金融相关行为。

CNMC raises and uses funds in strict accordance with the decision-making and approval authority and procedures, sets up accounting books in accordance with the law, records all financial information in a truthful and scientific manner, ensures that all kinds of accounting books are true and accurate, and pays out employees' remunerations and benefits in strict accordance with the requirements. CNMC strictly abides by the relevant regulations on the supervision of state-owned assets, prevents over-indebtedness from leading to debt crises, and regulates financing channels, guarantee activities and other financial behaviors.

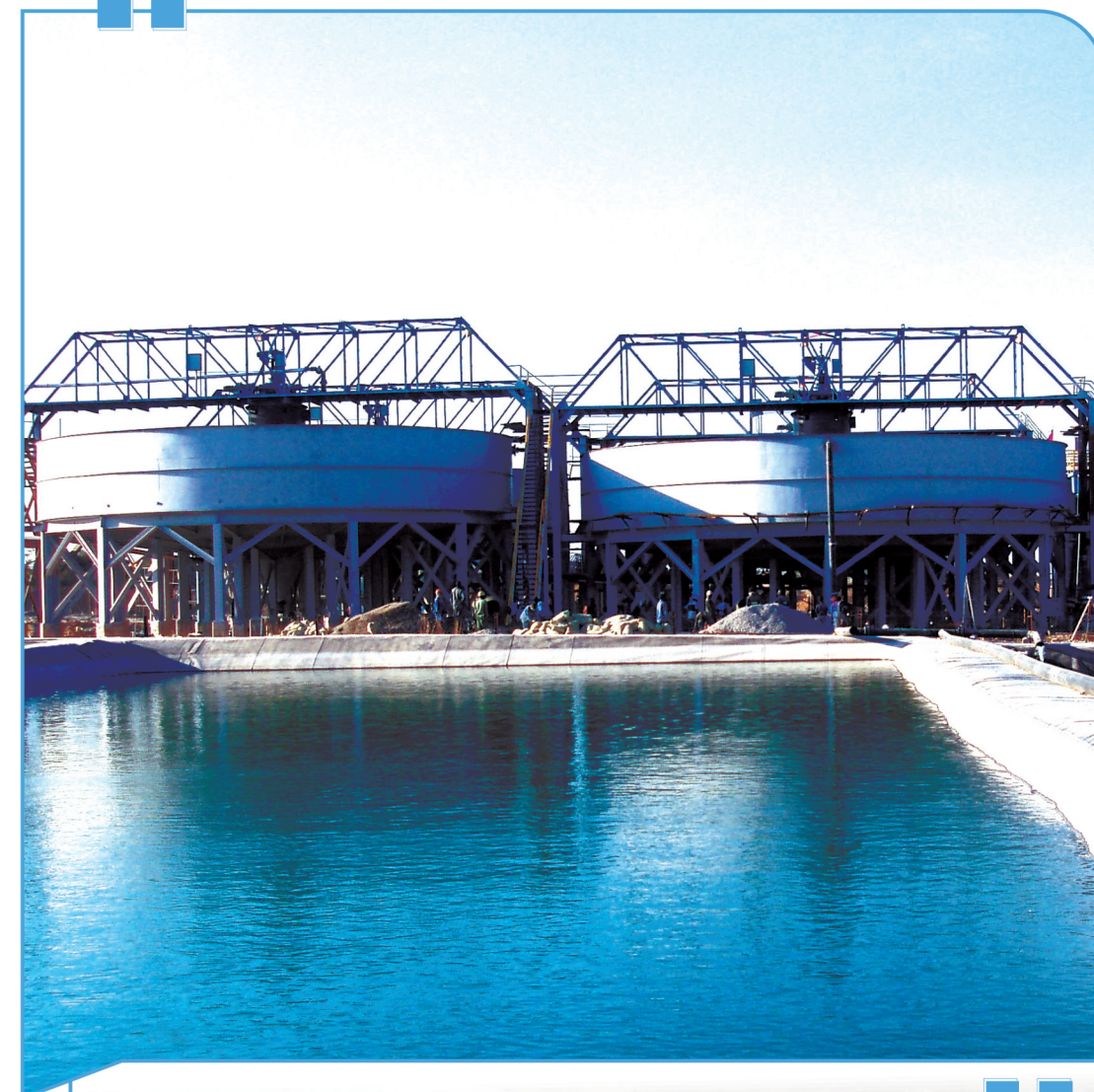
税务管理

Tax administration

中国有色集团构建涉税合规制度体系，建立全流程业务监控机制，健全违规行为举报查处机制以促使员工严格遵守国家、地方、境外投资企业所在地的税收相关的法律法规及规章制度，依法履行纳税义务。构建涉税风险防范体系，建立税务合规风险识别应对机制，在购销业务、资金收付、仓储保管、发票开具等环节厘清责任；开展税务管理相关培训，不断增强公司员工依法纳税意识，如实向税务机关反映生产经营和执行财务制度情况，按有关规定提供相应报表和资料。通过健全权力制约制衡的公司管理制度以避免公司发生涉税违法犯罪行为。

CNMC builds a tax-related compliance system, establishes a whole-process business monitoring mechanism, and improves the mechanism for reporting and investigating irregularities, so as to urge its employees to strictly abide by the laws and regulations related to taxation of the country, localities and the locations of the overseas-funded enterprises, and fulfill their tax obligations in accordance with the law. CNMC also builds a tax-related risk prevention system, establishes a tax compliance risk identification and response mechanism, clarifies responsibilities in purchase and sale operations, receipt and payment of funds, warehousing and storage, invoicing, etc.; carries out tax management training to continuously improve the awareness of the Company's employees of paying taxes in accordance with the law, truthfully reflects the production and operation and implementation of the financial system to the tax authorities, and provides corresponding statements and information in accordance with the relevant regulations. To prevent the Company from committing tax-related criminal acts, CNMC improves the internal regulations of power constraints and checks and balances.

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（四）财务税收

Finance and taxation



中国有色集团要求每名员工： CNMC requires all employees to:

1. 对外支付、财务借支和报销严格履行相关审查审批程序。
Proceed external payments, financial debits and reimbursements in strict compliance with the relevant review and approval procedures.
2. 如实开具和取得发票。
Issue and obtain invoices honestly.
3. 真实、准确、完整反映生产经营和执行财务制度情况，配合税务审计要求。
Truthfully, accurately and completely reflect the production and operation and implementation of the financial system, and cooperate with tax audit requirements.
4. 遵守涉税相关法律法规及规章制度的其他要求。
Comply with other requirements of tax-related laws, regulations, and rules.

（四）财务税收

Finance and taxation



中国有色集团严禁每名员工： CNMC prohibits all employees from

1. 一切伪造、变造、隐匿、故意销毁会计凭证、会计账簿，编制虚假财务会计报告等违法违规行为。
All violations of the law such as forgery, alteration, concealment, intentional destruction of accounting documents, accounting books, preparation of false financial and accounting reports.
2. 打击报复会计、统计人员。
Retaliating against accountants and statisticians.
3. 设立“小金库”。
Establishing “petty cash”.
4. 虚列支出套取资金。
Obtaining funds by falsifying expenditure.
5. 未经批准进行资金调动。
Transferring funds without authorization.
6. 利用交叉持股关系违规调节资产归属、收入、成本和利润确认。
Using cross-shareholding relationships to irregularly reconcile the attribution of assets, revenue, costs and profit recognition.
7. 违反外汇管理相关的法律规范。
Violating legal norms related to foreign exchange management.
8. 要求或配合虚开税务票据。
Requesting or cooperating in the fraudulent issuance of tax invoices.
9. 申请报销未实际发生的或非因业务发生的费用。
Claiming for reimbursement of expenses not actually incurred or not attributable to operations.
10. 违反规定进行坏账核销，处置不良资产。
Writing off bad debts and disposing of non-performing assets in violation of regulations.
11. 从事任何违反涉税相关法律法规及规章制度要求的其他行为。
Engaging in any other violations against tax-related laws, regulations, and rules.

（五）采购管理
Procurement management

招投标管理
Tender and bid management

中国有色集团严格执行《中华人民共和国招标投标法》《中华人民共和国招标投标法实施条例》及项目所在国/地区有关招投标的法律法规及公司招投标管理制度。

CNMC strictly follows the Tendering and Bidding Law of the People's Republic of China, Implementation Regulations of the Tendering and Bidding Law of the People's Republic of China, the relevant tendering and bidding laws and regulations of the host country/region, and the Company's tender and bid regulations.

中国有色集团依法建立健全招投标管理体系，对进行招投标活动的合法性、合规性进行事先审查，对高风险环节进行重点合规审查与内部审计，持续规范招投标流程、健全反串通投标机制，有力防范串通投标及外部风险。

CNMC establishes and improves its tender and bid management system in accordance with laws and regulations. CNMC conducts prior review of the legality and compliance of tender and bid activities, compliance audits and internal audits on high-risk areas, continuous standardization of the tender and bid processes, and strengthens mechanisms to prevent bid-rigging, to effectively prevent bid-rigging and external risks.

非招标采购管理
Non-Tender Procurement Management

中国有色集团严格按照《非招标采购管理办法》的相关要求开展非招标采购。公司针对采购要求的技术规格与标准选择合适的采购方式，通过强化采购事前、事中、事后的全流程监管确保采购过程公开公平公正，防范采购过程中可能产生的违规行为，形成合理高效的科学采购体系。

CNMC conducts non-tender procurement strictly in strict accordance with the relevant requirements of Non-Tender Procurement Management Measures. CNMC selects an appropriate procurement method based on the technical specifications and standards required for procurement, and strengthens full-process supervision before, during, and after the procurement, to ensure an open, fair, and impartial procurement, to prevent potential violations during the procurement, and to form a reasonable, efficient, and scientific procurement system.

（五）采购管理
Procurement management



中国有色集团要求每名员工：
CNMC requires all employees to:

1. 遵守国家相关法律法规，遵循公开、公平、公正、诚实信用的基本原则开展招投标工作。
Conduct tender and bid in accordance with China's relevant laws and regulations, and the basic principles of openness, fairness, impartiality, honesty and trustworthiness.
2. 规范操作行为，提升自身业务水平。
Standardize operation and execution and improve one's business capacity.
3. 增强保密意识，做好招投标保密工作。
Enhance confidentiality awareness and ensure proper confidentiality measures in tender and bid.
4. 及时检举招投标过程中出现涉嫌舞弊的行为。
Promptly report suspected fraudulent activities during tender and bid.
5. 遵守关于采购管理的其他要求。
Comply with other requirements related to procurement management.



中国有色集团严禁每名员工：
CNMC prohibits all employees from:

1. 以任何方式违规干涉招投标活动。
Illegally interfering with tender and bid.
2. 在采购过程中采用不合规、不清晰的评审方式或评审过程不规范、不严谨。
Adopting noncompliant or unclear evaluation methods, or conducting evaluation processes in an irregular or imprecise manner during procurement.
3. 做出影响供应商选择最优化的行为，如选择履约资质能力不足的供应商等。
Hindering the optimization of supplier selection, such as selecting suppliers with insufficient performance qualification.
4. 从事任何违反采购管理要求的其他行为。
Conducting any other actions that violate procurement management requirements.

（六）工程建设
Engineering and construction

质量管理
Quality management

中国有色集团贯彻质量第一、效益优先的发展理念，依照国务院《建设工程质量管理条例（2019修订）》及公司相关制度等对公司工程质量实行全过程控制、改进与监督。坚持先勘察、后设计、再施工的原则，采用先进成熟的新技术、新材料和先进合理的管理方法，保证建设工程质量，使其符合项目所在国/地区现行的关于工程质量的法律、法规、技术标准和规范等的有关规定。

CNMC adheres to the development value of “quality first, efficiency prioritized”, and implements full-process control, improvement, and supervision of project quality in accordance with the State Council's Regulations on the Quality Management of Construction Projects (2019 Revision) and CNMC's related regulations. CNMC follows the principle of “survey first, design second, and construction last”, and utilizes advanced and proven new technologies, materials, and rational management methods, to ensure the quality of construction projects in compliance with relevant effective laws, regulations, technical standards, and specifications on engineering quality in the host country/region.

进度管理
Progress management

中国有色集团开展基本建设项目时，严格执行公司《基本建设项目建设管理办法》等相关制度。公司根据各进度计划执行效果分析计划执行情况与进度控制，若出现执行误差，及时采取纠偏措施，确保建设项目各项计划目标如期实现，减少项目逾期可能带来的违约风险。

CNMC implements basic construction projects strictly in accordance with its Measures for the Management of Basic Construction Project and other relevant regulations. CNMC analyzes the execution of schedule and progress control based on the effectiveness of the execution. Corrective measures shall be taken promptly if discrepancies occur, to ensure that the planned objectives of the construction projects can be realized as scheduled and to reduce the risk of default due to project delays.

资金管理
Fund management

中国有色集团工程建设资金管理包括资金预算、资金筹措、资金使用等。通过建设单位编制的项目资金计划对资金 usage 情况进行跟踪、监督，确保资金的使用效率，控制项目的运营成本，减少工程建设中的造价浪费。

CNMC's fund management on engineering and construction includes budgeting, fundraising and utilization. Fund utilization is tracked and supervised through the project funding plan prepared by the construction unit to ensure the efficiency of fund utilization, control project operating costs, and reduce the waste of cost during construction.

安全管理
Safety management

中国有色集团注重工程建设过程中的安全风险防范，公司形成严密的安全管理组织体系与安全事件处置流程，按照“统一领导、分级管理、逐级负责、分类监管、全员参与”的原则开展安全生产工作。各级安全生产委员会在同级党委和经理层领导下，研究、部署、指导、协调安全生产工作，改进安全管理模式，从源头上防范化解重大安全风险。

CNMC focuses on the prevention of safety risks in the process of engineering and construction. CNMC has formed a strict internal safety management organization system and disposal process of safety accidents, and carries out safe production work in accordance with the principle of “unified leadership, hierarchical management, tiered responsibility, classified supervision and full participation”. Safety production committees at all levels, lead by the committees of CPC and managers at the same level, research, deploy, guide and coordinate the tasks on safe production, improve the mode of safety management, and prevent and resolve major safety risks at the very beginning.

(六) 工程建设
Engineering and construction



中国有色集团要求全体员工：
CNMC requires all employees to:

- 1.严格执行基本建设程序，坚持先勘察、后设计、再施工的原则。
Strictly implement the basic construction procedures and adhere to the principle of “survey first, design second and construction last”.
- 2.执行国家或项目所在国/地区涉及质量监督管理各项法令，采取科学方法与管理工具提供品质优良的工程服务。
Comply with the laws and regulations related to quality supervision and management of China or the host country/region, and adopt scientific methods and management tools to provide high-quality engineering services.
- 3.按照公司部门职责分工，配合参与涉及服务质量的相关工作。
Cooperate and participate in related tasks involving service quality according to the division of responsibilities of the Company's departments.
- 4.发现重大质量隐患及时报告。
Report major quality hazards promptly upon discovery.
- 5.依据编订的进度计划执行工程建设任务。
Execute engineering and construction tasks in accordance with the scheduled plan.
- 6.依据编制的项目资金计划进行资金使用、分配。
Use and allocate funds based on the prepared project fund plan.
- 7.严格遵守国家和项目所在国/地区安全生产法律法规及公司有关管理制度，按照安全技术标准、规范进行设计与施工。
Strictly comply with the laws and regulations on safe production of China and of the host country/region of the projects, as well as the relevant regulations of CNMC, and implement the design and construction in accordance with the safety technical standards and norms.
- 8.发生安全生产事故或有发生安全生产事故隐患时应当及时上报，采取必要措施防止事故发生/再次发生。
Report safety accidents or hazards of potential accidents promptly, and take necessary measures to prevent accidents from occurring/reoccurring.
- 9.遵守关于工程建设的其他要求。
Comply with other requirements related to engineering and construction.

(六) 工程建设
Engineering and construction



中国有色集团严禁每名员工：
CNMC prohibits all employees from:

- 1.违反国家质量法律法规、公司相关制度规定进行项目建设。
Implementing construction in violation of quality laws and regulations of China, or CNMC's related regulations.
- 2.漏报、虚报可能导致质量事故发生的行为。
Failing to report or misrepresenting behavior that may lead to quality accidents.
- 3.不落实整改措施、怠于履行监管职责等可能造成安全隐患的行为。
Failing to implement corrective measures, negligence in fulfilling supervisory responsibilities and other behaviors that may cause safety hazards.
- 4.不服从建设单位管理，消极怠工或建设完成不力。
Disobeying the management of the construction unit, working passively and negligently or failing to complete constructions effectively.
- 5.通过伪造虚假单据或合同，谋取个人私利，导致公司资金流失。
Forging documents or contracts to seek personal gain, resulting in the loss of the Company's funds.
- 6.违反安全技术标准、规范进行设计与施工，引起生产事故隐患。
Designing and constructing in violation of safety technical standards and norms, causing production accidents or hazards.
- 7.对可能发生的安全生产事故隐患隐瞒不报。
Concealing the potential hazard of safety accident.
- 8.从事任何违反工程建设要求的其他行为。
Conducting any other violations against requirements on engineering and construction.

(七) 贸易合规
Trade compliance

严禁虚假贸易

Strict prohibition of fake trade

中国有色集团坚决落实国务院国资委贸易业务“十不准”禁令，严格按照公司《贸易业务管理办法》等相关制度加强贸易管控，未经集团公司核准，任何企业不得开展贸易业务。各级出资企业作为贸易主体风险管理责任主体，应对本企业开展的贸易业务进行定期检查。

CNMC firmly implements the SASAC's "Ten Prohibitions" on trade and business. CNMC strictly strengthens trade management in accordance with its Trade and Business Management Measures and other relevant regulations. No enterprise shall engage in trade activities without approval from the Group Company. As the primary entities responsible for risk management in trade, each level of invested enterprises should conduct regular inspections of their trade activities.

期货和衍生品管理

Futures and derivatives management

中国有色集团建立健全商品类衍生业务套期保值管理体系，推行专业化集中管理，按照期现匹配、目标确定的原则开展套期保值操作，有效利用金融衍生工具对冲大宗商品价格波动风险。交易品种与主业经营密切相关，不超越公司经营范围。

CNMC establishes and improves the hedging management system of commodity derivative business, implements specialized and centralized management, conducts hedging operations in accordance with the principles of futures-spot matching and target determination. CNMC effectively uses financial derivative tools to hedge against the risk of commodity price fluctuation. The types of transactions shall be closely related to the main business operations without exceeding the company's business scope.

中国有色集团不断加强对操作主体业务资质的管控力度。各层级的操作主体建立事前防范、事中监控和事后处理的风险管理体系，严格控制场外业务，审慎选择场外业务交易对手。

CNMC has continuously strengthened its efforts to approve the business qualifications of the operating entities. The operating entities at all levels shall establish a risk management system of pre-emptive, monitoring and post-treatment, strictly control the OTC business and prudently select the counterparties of the OTC business.

进出口合规与出口管制

Import and export compliance and export control

中国有色集团坚持总体国家安全观，全面遵守《中华人民共和国对外贸易法》《中华人民共和国出口管制法》《中华人民共和国两用物项出口管制条例》及项目所在国/地区的法律法规及相关政策；遵守我国缔结或参加的国际条约及国际惯例。遵守联合国相关制裁决议，尊重欧盟、美国等各个国家和地区关于贸易管制的相关政策，确保境外进出口通关过程中的各项申报信息真实、准确、规范。尊重项目所在国/地区文化、宗教、习俗。

CNMC adheres to the overall value of national security and fully complies with the Foreign Trade Law of the People's Republic of China, Export Control Law of the People's Republic of China , Regulations on the Export Control of Dual-Use Items of the People's Republic of China and the relevant laws, regulations, and policies of the host countries/regions of the projects. CNMC also abides by international treaties and practices to which China is a party. CNMC complies with United Nations sanctions resolutions and respects the trade control policies of the European Union, the United States, and other countries/regions. CNMC ensures that all declaration information during the import and export customs clearance process is truthful, accurate, and standardized. CNMC respects the culture, religion, and customs of the countries/regions where its business is located.



(七) 贸易合规 Trade compliance



中国有色集团要求每名员工： CNMC requires all employees to:

1.开展贸易业务前，应针对贸易项目制定业务计划书，明确该项业务的关键风险点及核心盈利方式，并围绕价格风险、资金风险、货物风险等方面设定相应的风险管理机制。

Formulate a business plan before conducting a trade operation to clarify its key risks and core profitability, and set up corresponding risk management mechanisms around price risk, capital risk, cargo risk and others.

2.对贸易合作方要实行严格准入并进行动态评价，业务开展中要严格规范合同签订、控制执行风险。

Implement strict access controls and dynamic evaluation for trade partners; strictly regulate the contract signing and control execution risks during business operations.

3.不断提升自身专业能力、职业道德、保密意识等综合素质，从事套期保值业务时注重风险防范。

Continuously enhance professional capacities, ethical standards, confidentiality awareness, and overall competence. Prioritize risk prevention when conducting hedging activities.

4.对于需要申请许可出口的货物、技术和服务，及时申领许可证并严格按照许可证范围、条件和有效期实施出口活动。

For goods, technologies, and services that require export licenses, apply for the necessary licenses in a timely manner and strictly implement export activities in accordance with the scope, conditions, and validity period of the licenses.

5.关注是否违背国际组织或其他国家/地区的管制与制裁清单，如联合国安全理事会制裁委员会的制裁名单、世界银行等多边银行制裁名单，以及美国、欧盟相关管制与制裁清单等。

Pay attention to potential violations of the control and sanction lists issued by international organizations or other countries/regions, such as the sanction lists of the United Nations Security Council Sanctions Committee, multilateral banks such as the World Bank, the United States, the European Union, and other relevant entities.

6.遵守关于贸易活动的其他要求。

Comply with other requirements related to trade activities.

(七) 贸易合规 Trade compliance



中国有色集团严禁每名员工： CNMC prohibits all employees from:

1.开展国务院国资委和集团公司禁止的贸易业务。

Implementing trade activities prohibited by the SASAC and the Group Company.

2.编造并且传播影响证券、期货交易的虚假信息，操纵证券、期货市场，提供虚假信息或伪造、变造、销毁交易记录，诱骗投资者买卖证券、期货合约。

Fabricating and disseminating false information affecting securities and futures transactions, manipulating the securities and futures markets, providing false information or forging, modifying or destructing transaction records, and inducing investors to buy or sell securities and futures contracts.

3.利用第三方（如物流供应商、代理商或经销商）规避适用的制裁或出口管制的法律和规定。

Using third parties (such as logistics providers, agents, or distributors) to circumvent applicable sanctions or export control laws and regulations.

4.使用伪造、变造、失效的监管证件。

Using forged, altered, or expired regulatory documents.

5.违反规定与列入管控名单的进口商、最终用户进行有关两用物项交易。

Engaging in transactions involving dual-use items with importers or end users listed on control lists in violation of regulations.

6.任何逃避进出境监管、规避国家贸易管制政策的行为。

Conducting any actions aimed at evading import/export controls or circumventing national trade control policies.

7.从事任何违反中国制裁或出口管制要求的其他行为。

Engaging in any other activities that violate China's sanctions or export control requirements.

（八）劳动用工
Labor and employment

员工招聘管理

Employee recruitment management

中国有色集团致力于建立公平、透明的招聘和考核制度。在员工选拔与招聘、入职与试用、薪酬待遇与绩效考核、奖励与惩处等环节，为每位员工提供平等机会。在雇佣中不因国籍、种族、性别等任何特征而歧视任何员工或求职者，坚持同工同酬原则，依法与员工签订劳动合同。坚持遵守中国及项目所在国/地区关于雇佣期限、工作时间、工资标准、工资发放、社会保险、工作环境、福利保障等方面的强制性规定。

CNMC is committed to establishing a fair and transparent recruitment and assessment system. In the areas of employee selection and recruitment, onboarding and probation, compensation and performance evaluation, rewards and penalties, equal opportunities are provided for every employee. No discrimination on nationality, race, gender, or any other characteristic during employment is allowed, and the principle of equal pay for equal work is upheld. Employment contracts should be signed with employees in accordance with the law. CNMC adheres to mandatory regulations in China and the host country/region of projects regarding employment duration, working hours, wage standards, wage distribution, social insurance, working environment, and welfare protection.

劳动合同管理

Labor contract management

中国有色集团不断完善劳动合同管理制度，规范劳动合同签订、履行、变更、续约和解除，通过规范合同文本，明确公司与员工各自的权利义务，保障双方合法权益。

CNMC continuously improves regulations on employment contract management, and standardizes the signing, performance, modification, renewal, and termination of employment contracts. By standardizing contract texts, CNMC clearly defines the rights and obligations of both the company and its employees, and protects the legal rights and interests of both parties.

竞业限制

Non-competition

中国有色集团建立合理的竞业限制体系，明确竞业限制人员范围，通过劳动合同或保密协议约定竞业限制义务。在保障公司核心商业秘密不外泄、维护公司合法权益的同时，减少对员工再就业的干涉。对于承担竞业限制义务的员工，及时合理补偿；对于违反竞业限制义务、损害公司利益的员工，公司保留追究其法律责任的权利。

CNMC establishes a reasonable non-compete system, clearly defining the scope of individuals subject to non-compete restrictions, and stipulating non-compete obligations through labor contracts or non-disclosure agreements. While safeguarding the Company's core trade secrets and protecting its legal rights, CNMC minimizes interference with employees' reemployment opportunities. For employees subject to non-compete obligations, the Company promptly pays reasonable compensation. In cases where employees violate non-compete obligations and harm the Company's interests, CNMC reserves the right to hold the employees legally accountable.

员工关怀与人权保护

Employee care and human rights protection

员工是中国有色集团宝贵的财富，是公司高质量发展的保障。中国有色集团尊重和重视员工的权利，依照国际标准尊重人权，依据联合国《国际人权法案》和《国际劳工组织关于工作中的基本原则和权利宣言》的指导，竭力为员工提供安全、包容且公平的工作环境，采取定期培训、优化工作流程、健全申诉机制等具体措施，确保员工权益得到充分保障，切实承担尊重人权的社

CNMC views its employees as valuable asset and the cornerstone of the Company's high-quality development. CNMC respects and values employees' rights, adheres to international standards for human rights, and follows the guidance of the United Nations Universal Declaration of Human Rights and the International Labour Organization's Declaration on Fundamental Principles and Rights at Work. The Company strives to provide a safe, inclusive, and fair working environment for its employees. By taking specific actions such as regular training, optimizing work processes, and improving grievance mechanisms, CNMC ensures adequate protection on employees' rights and fulfills its social responsibility of respecting human rights.

中国有色集团积极保障员工的安全与健康，营造一个没有歧视、骚扰和报复的环境。严格遵守女职工和特殊职业的保护规定，依法为员工提供劳动安全卫生条件和劳动防护用品，避免职业健康危害。同时，尊重并维护弱势群体、少数群体及社区的权利。中国有色集团建立报告与申诉机制，及时了解与回应员工及与业务相关的人权问题，如在业务活动中发现已经或即将对人权产生不利影响的行为，公司将通过适当程序努力对其进行补救或纠正。

CNMC actively ensures the safety and health of its employees and an environment free from discrimination, harassment, and retaliation. The Company strictly adheres to regulations protecting female employees and workers in special occupations, providing labor safety and health conditions as well as protective equipment to prevent occupational health hazards. Meanwhile, CNMC respects and upholds the rights of vulnerable groups, minorities, and communities. CNMC has established reporting and grievance mechanisms to promptly understand and respond to human rights issues related to employees and business activities. CNMC will make efforts to remedy or correct any activities with negative impacts on human rights through appropriate procedures.

(八) 劳动用工
Labor and employment



中国有色集团要求每名员工：
CNMC requires all employees to:

1.忠诚敬业、履职尽责，遵守公司的劳动纪律和工作纪律，遵守劳动合同，文明办公、礼貌待人。

Act with loyalty, dedication and due diligence, comply with the Company's labor and work disciplines, adhere to the labor contract, maintain a civilized work environment, and treat others with courtesy.

2.遵守公司保密的相关制度，履行保守国家秘密和公司商业秘密、保护公司保密信息的义务。

Comply with the Company's regulations on confidentiality, fulfill the obligation to protect national secrets and the Company's trade secret, and safeguard the Company's confidential information.

3.尊重不同性别、民族、籍贯、国籍、宗教信仰的同事。

Respect colleagues with different genders, ethnicities, origins, nationalities, and religious beliefs.

4.尊重同事的个人隐私。

Respect the personal privacy of colleagues.

5.遇到不公正待遇，应以合法正当的方式及途径表达诉求。

In the event of unfair treatment, express one's demands through legal and justified means and channels.

6.遵守关于劳动用工的其他要求。

Comply with other requirements related to labor employment.

(八) 劳动用工
Labor and employment



中国有色集团严禁每名员工：
CNMC prohibits all employees from:

1.以任何形式损害公司利益。

Harming the Company's interests in any form.

2.以任何理由歧视任何同事。

Discriminating against any colleague on any grounds.

3.拉帮结派，排挤同事。

Ganging up and ostracizing colleagues.

4.议论、传播同事的个人隐私。

Discussing and spreading the personal privacy of colleagues.

5.以任何形式的打击报复。

Any form of retaliation or retribution.

6.从事任何违反劳动用工要求的其他行为。

Engaging in any other behavior that violates labor employment requirements.

（九）知识产权
Intellectual property rights

专利/商标保护
Patent/trademark protection

中国有色集团积极实施全球化的知识产权战略布局，尊重并保护包括专利、商标、专有技术在内的知识产权。加强技术成果转化与应用，积极申请注册知识产权成果，规范实施知识产权许可和转让，合法使用与保护知识产权，同时严禁任何组织和个人侵犯公司已有的专利技术、商标等。对于在知识产权取得、运用、保护、成果转化等工作中有突出贡献的，或有效制止侵权、维护企业知识产权合法权益、成绩显著的团队/个人予以表彰奖励。

CNMC actively implements a globalized strategic layout of intellectual property rights, and respects and protects intellectual property rights including patents, trademarks and proprietary technologies. CNMC strengthens the transformation and application of technological achievements, actively applies for the registration of intellectual property achievements, standardizes the implementation of intellectual property licensing and transfer, and legally uses and protects intellectual property rights. Meanwhile, CNMC strictly prohibits any organization or individual from infringing on the Company's existing patented technologies and trademarks. Those who have made outstanding contributions in the acquisition, application, protection and transformation of intellectual property rights, or those teams/individuals who have made remarkable achievements in effectively stopping infringement and safeguarding the legitimate rights and interests of the Company's intellectual property rights, will be commended and rewarded.

技术方案/软件侵权防范
Technical programs/software infringement prevention

中国有色集团建立集团公司和出资企业两级知识产权管理体系，定期进行知识产权风险评估，确认涉及产品的专利权利归属，主动询问有无在先权利冲突，尊重知识产权拥有单位或个人的意见，实行有偿使用。

CNMC establishes a two-level intellectual property management system, at the Group Company and at the invested enterprises, CNMC conducts regular intellectual property risk assessment, confirms the attribution of patent rights involving products, takes the initiative to ask whether there is any prior rights conflict, respects the opinions of intellectual property-owning units or individuals, and implements paid use.

商业秘密保护
Trade secret protection

中国有色集团建立商业秘密保护机制，对商业秘密及时进行识别、分类并采取与之匹配的有效保密措施。中国有色集团定期对商业秘密保护措施和机制的有效性进行评估，积极维护公司权益。

CNMC has established a trade secret protection mechanism to timely identify and classify trade secrets and implement effective confidentiality measures that match these secrets. CNMC regularly evaluates the effectiveness of the protection measures and mechanisms for trade secrets, actively safeguarding the Company's rights and interests.

（九）知识产权
Intellectual property rights

中国有色集团要求每名员工：
CNMC requires all employees to:

- 1.自觉遵守有关知识产权及商业秘密保护的法律法规、监管要求。
Consciously comply with the laws and regulations and regulatory requirements concerning intellectual property and trade secret protection.
- 2.积极开展职务发明创作，勇于创新。
Actively develop job-related inventions and be innovative.
- 3.尽合理注意义务防止侵害他人的知识产权。
Fulfill the duty of reasonable care to prevent the infringement of others' intellectual property rights.
- 4.遵守关于知识产权管理及商业秘密保护的其他要求。
Comply with other requirements regarding intellectual property management and trade secret protection.

中国有色集团严禁每名员工：
CNMC prohibits all employees from:

- 1.未经授权或批准，擅自使用或对外披露公司知识产权信息和商业秘密。
Without the authorization or approval of the Company, using or disclosing of CNMC's intellectual property information and trade secrets.
- 2.擅自向境外非法提供商业秘密。
Unauthorized and illegally providing trade secrets to foreign entities.
- 3.未经授权，使用他人专利、技术秘密。
Using others' patents and technical secrets without authorization.
- 4.挪用研发经费。
Misappropriating research and development funds.
- 5.研发经费的用途不符合公司规范或公司与资助方/赞助方达成的协议。
Failing to use R&D funds compliant with company regulations or agreements reached between the Company and the funder/sponsor.
- 6.从事任务违反知识产权及商业秘密保护要求的其他行为。
Engaging in any other behavior that violates requirements to protect intellectual property and trade secrets.

(+) 公平竞争 Fair competition

商业伙伴关系

Business partnerships

中国有色集团坚持平等互利、合作共赢理念，按照公司《供应商管理办法》等相关制度要求与诚信合规、依法守诺的商业伙伴建立合作关系，积极倡导合规意识、契约精神：

CNMC adheres to the concept of equality and mutual benefit, win-win cooperation. CNMC establishes cooperative relationships with honest and compliant business partners in accordance with the requirements of CNMC internal Supplier Management Measures and other regulations, and actively advocates the awareness of compliance and the spirit of contract:

不与过去曾经发生恶性合规风险事件、正在遭受不合规指控或被监管机构调查、列名于官方黑名单或行业黑名单、不具备开展业务必需的资质或资格、不具备开展合作的必要人员及能力经验、行贿或意图行贿的组织、机构、公司、个人发生业务往来。

CNMC will not engage organizations, institutions, companies or individuals that have had malicious compliance risk events in the past, are under allegations of non-compliance or under investigation by regulatory agencies, are listed on official blacklists or industry blacklists, without qualifications or eligibility necessary to carry out the business, without necessary personnel and competence and experience to carry out the cooperation, or have paid bribes or intend to pay bribes.

公平对待所有商业合作伙伴，不滥用优势地位，不以不正当的方式损害商业合作伙伴的利益，不提出任何不合法或不合理的要求。

CNMC treats all business partners fairly without abusing its dominant position, improperly jeopardizing the interests of business partners, nor making any unlawful or unreasonable demands.

主动向商业伙伴传递公司合规理念和要求，帮助商业伙伴理解公司合规理念，在商业合同中明确合规义务和违约责任，督促商业伙伴做出合规承诺、遵守合规义务。

CNMC actively conveys its integrity and compliance concept and requirements to business partners, helps business partners understand the Company's compliance concepts, clarifies compliance obligations and breach of contract liabilities in business contracts. CNMC urges business partners to make compliance commitments and comply with compliance obligations.

妥善处理与合作伙伴间产生的纠纷或争议，依法、及时、正当行使权利，维护公司合法权益。

CNMC properly handles disputes or controversies with partners, exercises rights in accordance with the law, in a timely and proper manner, and safeguards the legitimate rights and interests of the Company.

反商业贿赂

Anti-bribery

中国有色集团全面遵从境内外廉洁合规要求。建立反商业贿赂管理组织体系，根据公司实际设置专门岗位以履行防范监督作用；建立并完善风险识别机制，梳理、识别企业可能面临的商业贿赂相关的风险情形，根据各类风险发生的可能性与影响程度建立风险应对预案；培育公司反商业贿赂文化氛围，培训内容应当不仅包括《中华人民共和国刑法》《中华人民共和国反不正当竞争法》等与反商业贿赂的国内法律法规，还应包括境外出资企业所在地的涉及商业贿赂相关法律法规及规章制度。通过体系建设与诚信廉洁文化氛围培育来打击和预防商业贿赂行为。

CNMC fully complies with both domestic and overseas integrity and compliance requirements. CNMC establishes an anti-bribery management organization system, and sets up special positions to perform preventive and supervisory roles in accordance with the Company's actual situation. CNMC establishes and improves its risk identification mechanism to analyze and identify the potential risk situations related to commercial bribery. CNMC establishes a risk response plan in accordance with the likelihood of the occurrence of various types of risks and the degree of impact. CNMC cultivates an anti-bribery culture within the company, and implements training related to anti-bribery domestic laws and regulations such as the Criminal Law of the People's Republic of China, Anti-Unfair Competition Law and others, and also includes the anti-bribery related laws and regulations of the location of the foreign invested enterprises, as well as the rules and regulations. CNMC combats and prevents commercial bribery through system construction and the cultivation of a culture of honesty and integrity.

中国有色集团以“零容忍”态度预防和惩治境内外任何形式的腐败问题及商业贿赂行为，发现一起坚决查处一起。

CNMC adopts a “zero-tolerance” approach in preventing and punishing any form of corruption and commercial bribery both domestically and internationally. Any identified case will be thoroughly investigated and decisively punished.

反不正当竞争

Anti-unfair competition

不正当竞争行为，是指在生产经营活动中，扰乱市场竞争秩序，损害其他经营者或消费者合法权益的行为。

Unfair competition refers to the conduct that disturbs the order of market competition and harms the legitimate rights and interests of other operators or consumers in production and business activities.

中国有色集团在生产经营活动中遵循自愿、平等、公平、诚信的原则，遵守项目所在国/地区的反不正当竞争法律法规与商业道德，使用完整、准确与无误导的营销信息，防止误导他人，避免不公平的竞争和欺骗手段，并与同业企业友好合作、真诚交往，共同维护行业商业行为的透明度和公平性。

CNMC adheres to the principles of voluntariness, equality, fairness, and integrity in its production and business activities. CNMC complies with the anti-unfair competition laws and regulations and business ethics of the host countries /regions of projects. CNMC ensures the use of complete, accurate, and non-misleading marketing information to prevent misleading others, avoid unfair competition and deceptive practices. CNMC cooperates friendly and interacts sincerely with industry peers, to jointly maintain the transparency and fairness of commercial activities in the industry.

反垄断

Anti-monopoly

垄断行为是指排除、限制竞争及可能排除、限制竞争的行为，包括达成并实施垄断协议、滥用市场支配地位、具有或可能具有排除、限制竞争效果的经营者集中。

Monopolistic conduct refers to conduct that excludes or restricts competition and conduct that may exclude or restrict competition, including the conclusion and implementation of monopolistic agreements, the abuse of a dominant position in the market, and the concentration of operators that have or may have the effect of excluding or restricting competition.

中国有色集团支持公平交易、自由竞争，积极以自身行为维护市场秩序，严格遵守项目所在国/地区的有关反垄断的法律法规，禁止一切破坏公平、自由竞争的垄断行为。

CNMC supports fair trade and free competition. CNMC actively maintains market order by its own conduct. CNMC strictly complies with the anti-monopoly laws of the host countries/regions of projects, and prohibits all monopolistic conduct that undermine fair and free competition.

反洗钱

Anti-money laundering

洗钱行为是指将犯罪活动的犯罪所得，通过掩饰、隐瞒其来源和性质，并借助各种方式使其合法化的行为，常用于毒品、走私、恐怖活动、贪污贿赂、金融诈骗等犯罪活动。

Money laundering refers to the conduct of legalizing the proceeds of crime by disguising and concealing their source and nature, legalizing them by various means, and is commonly used in drugs, smuggling, terrorist activities, corruption and bribery, financial fraud and other criminal activities.

中国有色集团坚持遵守《联合国反腐败公约》《中华人民共和国反洗钱法》及项目所在国/地区有关反洗钱的法律法规。在开展经营业务时对潜在合作伙伴进行充分尽职调查，禁止向非正常商业账户付款以避免与涉嫌洗钱的交易方交易，禁止员工或公司隐瞒非法资金或以其他方式将非法资金合法化等一切可能提升商业风险的行为。

CNMC strictly adheres to the United Nations Convention Against Corruption, the Anti-Money Laundering Law of the People's Republic of China, and the anti-money laundering laws and regulations of the host countries/regions of the projects. CNMC conducts adequate due diligence on potential partners when carrying out business operations. CNMC prohibits payments to irregular business accounts to avoid transactions with counterparties suspected of money laundering, and prohibits employees or companies from concealing illegal funds or otherwise legitimizing them, and all other conducts that may elevate business risks.

(+) 公平竞争
Fair competition



中国有色集团要求每名员工：
CNMC requires all employees to:

1.对外交往时应注意代表公司形象，应做到守法合规、廉洁自律、诚实信用、热情有礼。

Represent oneself as the Company's image in external communication, by adhering to laws and regulations, maintaining integrity and self-discipline, acting honest and trustworthy, and being warm and courteous.

2.选择诚信经营且具有足够专业能力的各类供应商。

Select all types of suppliers that operate with integrity and have sufficient professional competence.

3.主动上报收取的来自商业伙伴的各类礼品。

Proactively report all types of gifts received from business partners.

4.决策中全方位考虑可能涉及垄断行为的可能性，就可能涉及垄断的企业行为进行记录与风险评估，自觉避免垄断行为的发生，坚决避免与具有竞争关系的同行或交易相对人达成具有操纵市场价格效果的协议。

Consider the possibility of monopolistic behavior in all aspects of decision-making, record and assess the risk of corporate behavior that may involve monopolies, consciously avoid the occurrence of monopolistic conduct, and resolutely avoid reaching agreements with competitive peers or trading counterparts that have the effect of manipulating market prices.

5.以明示方式向交易相对方支付折扣，或向中间人支付佣金。向交易相对方支付折扣、向中间人支付佣金的，应当如实入账。接受折扣、佣金时也应当如实入账。

Pay discounts to counterparties or commissions to intermediaries explicitly. Discounts paid to counterparties and commissions paid to intermediaries shall be truthfully recorded in the accounts. Acceptance of discounts and commissions shall also be recorded in the accounts.

6.在采购、销售及其他交易过程中应做好尽职调查工作，选择资金来源合法、声誉良好的交易方合作，并在合作过程中警惕存在洗钱嫌疑的行为。

In procurement, sales, and other transactions, conduct due diligence to ensure cooperation with counterparties with legal funds and a good reputation, and remain vigilant for any suspicious money laundering conduct during the cooperation.

7.主动了解并熟悉《中华人民共和国刑法》《中华人民共和国反不正当竞争法》下常见的行贿与受贿相关罪名及行为，明确合规底线。

Take the initiative to understand and be familiar with the common crimes and behaviors related to active and passive bribery under the Criminal Law of the People's Republic of China and the Law of the People's Republic of China Against Unfair Competition, so as to clarify the bottom line of compliance.

8.在招标文件、业务合同、中介合同等法律文件中加入廉洁合规条款。有条件的，可以将发生腐败行为作为合同解除的条件之一，并明确违约责任，以规避连带责任风险。

Include integrity and compliance clauses in legal documents such as tender documents, business contracts, and intermediary contracts. Where applicable, corruption-related behavior may be included as a condition for contract termination, with clear provisions on breach of contract responsibilities to mitigate the risk of joint liability.

9.妥善保存以企业名义或代表企业支付的所有款项和费用记录。

Keep proper records of all payments and expenses in the name of the Company or paid on behalf of the Company.

10.在公务往来和业务交往中，对于因故未能拒收的礼品，应登记并上交。

In official communications and business dealings, register and submit any gifts that cannot be refused due to specific reasons.

11.发生重大境内外廉洁合规风险事件，要按规定及时向上级单位报告。

Report the occurrence of major domestic and overseas integrity and compliance risk to the superior organization in a timely manner in accordance with relevant regulations.

12.积极参加廉洁合规相关培训、反馈合规疑虑。

Actively participate in integrity and compliance-related training, and report compliance concerns.

13.遵守关于公平竞争的其他要求。

Comply with other requirements related to fair competition.

(十) 公平竞争
Fair competition



中国有色集团严禁每名员工：
CNMC prohibits all employees from:

1.与有严重违法违规行为或有严重失信记录的组织、机构、公司、个人发生业务往来。

Dealing with organizations, institutions, companies and individuals that have committed serious violations of laws and regulations or have record(s) records of dishonesty.

2.采用财物或其他手段贿赂交易相对方及其关联单位或个人以谋取交易机会或竞争优势。

Using property or other means to bribe the counterparty and its associated units or individuals, in order to obtain trading opportunities or competitive advantages.

3.编造、传播虚假信息或误导性信息，损害竞争对手的商业信誉、商品声誉。

Fabricating and disseminating false information or misleading information that damages competitors' business reputation and product reputation.

4.在业务中舞弊、贿赂、弄虚作假或有其他不良行为。

Implementing fraud, bribery, falsification or other malpractice in business.

5.与从事非法商业活动、资金来源不明的供应商、客户、合作伙伴进行商业往来，包括收取非法资金、参与涉及非法资金的活动与交易。

Conducting business with suppliers, customers and partners engaging in illegal business activities or with unknown sources of funds, including receiving illegal funds and participating in activities and transactions involving illegal funds.

6.参与行业协会组织的违反反垄断法律法规的活动。

Participating in activities organized by trade associations that violate antimonopoly laws and regulations.

7.虚构事实，诋毁竞争对手。

Fabricating facts to discredit competitors.

8.与竞争者或交易相对人达成垄断协议。

Reaching a monopolistic agreement with competitors or counterparties.

9.滥用市场支配地位。

Abusing a dominant market position.

10.在兼并、收购其他企业或其股权资产时，取得对其他经营者的控制权或对其他经营者实施决定性影响，未按规定实施经营者集中申报。

Failing to implement the required operator concentration notification when acquiring control over or exercising decisive influence on other operators during mergers, acquisitions of other enterprises, or their equity/assets.

11.利用职务上的便利，侵吞、窃取、骗取或以其他方式非法占有、挪用公司及关联企业的财物、客户资产。

Using the convenience of position, embezzling, stealing, cheating or by other means illegally appropriating or misappropriating the property and customer assets of the Company and affiliated enterprises.

12.利用职务上的便利，索取他人财物或非法收受他人财物，为他人谋取利益。

Utilizing the convenience of one's position to solicit the property of others or illegally accept the property of others for the benefit of others.

13.利用职权或职务上的影响，违反规定在关系国家及公司权益的重大事项及工程建设、资产处置、出版发行、招标投标等活动中为本人或他人谋取私利。

Utilizing one's authority or influence due to one's position to seek private gains for oneself or others in violation of regulations in major matters relating to the rights and interests of the State and the Company, as well as in activities such as engineering and construction, disposal of assets, publication and distribution, and tender and bid.

14.纵容、默许特定关系人利用本人职权或职务上的影响，谋取私利。

Tolerating or tacitly allowing specific related parties to use one's authority or influence from their position to seek personal gain.

15.为谋取不正当利益，向国家机关、国家出资企业、事业单位、人民团体，或向国家工作人员、企业或其他单位的工作人员行贿。

Offering bribes to state organs, state-funded enterprises, institutions or people's organizations, or to officials, enterprises or other entities to seek undue advantage.

16.直接或间接向外国政府官员、政党或政治候选人及公共国际组织的官员提供贿赂款项或承诺任何有价值物，包括但不限于：现金、礼品、旅行、餐饮娱乐、折扣等有价值的财物。

Directly or indirectly offering bribes or promising any valuable items to foreign government officials, political parties, political candidates, or officials of public international organizations, including but not limited to cash, gifts, travel, meals, entertainment, discounts, or other valuable assets.

17.提供给他人下列礼品与招待：

Offering the following gifts and hospitality to others:

(1)任何奢侈、费用过高的礼品或招待。

Any extravagant, excessively costly gift or hospitality.

(2)以任何理由私下提供的礼品或招待。

Gifts or hospitality offered covertly for any reason.

(3)任何明显不合理的、过分早于或晚于拟举办项目或活动时间的款待。

Any hospitality that is manifestly unreasonable or that is excessively earlier or delayed than the proposed program or activity.

(4)现金或现金等价物（如礼品卡、交通卡、有价证券、提货卡、代金券等）。

Cash or cash equivalents (e.g., gift cards, transportation cards, marketable securities, pickup cards, vouchers, etc.).

(5)含有观光、旅游、按摩、参观等与公司业务目的无关的款待。

Hospitality with irrelevant sightseeing, traveling, massages, visits, etc.

(6)含有其他休闲、娱乐项目、商业演出的款待（除非由公司额外支付、包含在餐饮或住宿场所内的附带表演）。

Hospitality that contains other leisure, entertainment programs, or commercial performances (unless incidental performances are paid for additionally by the Company and are included in the dining or lodging establishment).

(7)含有竞技体育项目的款待（如安排观看体育赛事或提供参加体育活动的入场券等）。

Hospitality that includes competitive sports (e.g., arranging to watch a sporting event or providing admission tickets to a sporting event, etc.).

18.从事任何违反公平竞争要求的其他行为。

Engaging in any other activities that violate the requirements of fair competition.

(十一) ESG合规
ESG compliance

ESG是环境（Environment）、社会（Social）、公司治理（Governance）的简称，是区别于财务绩效的投资理念和企业评价标准。中国有色集团通过持续发布年度可持续发展报告，向监管部门、投资者及社会各界展现公司ESG合规发展的可持续性。

ESG is an acronym for Environment, Social and Governance, which is an investment concept and corporate evaluation standard distinguished from financial performance. CNMC demonstrates the sustainability of the Company's ESG-compliant development to regulators, investors and all sectors of society by continuously publishing annual sustainability reports.

中国有色集团严格按照国务院国资委贯彻新发展理念的要求，建立健全ESG体系，定期发布真实、准确、有效的年度可持续发展报告。同时，要求境内外上市的出资企业按照境内外上市公司的治理准则及交易所的披露要求，按时发布社会责任报告或ESG报告。

CNMC strictly follows the requirements of the SASAC to implement the new development concept, establishes and improves the ESG system. CNMC regularly publishes true, accurate and effective annual corporate sustainability reports. CNMC also requires its domestic and overseas listed companies to publish social responsibility reports or ESG reports on time in accordance with the governance standards of domestic and overseas listed companies and the disclosure requirements of the stock exchanges.

中国有色集团秉持共同发展理念，积极与社区开展沟通交流，支持教育文化事业，开展慈善捐赠、爱心公益、参与抢险救灾等，助力打造和谐美好社区。通过积极参与社区建设，组织并鼓励员工参加多样化志愿服务，在抢险救灾关键时刻，充分发挥企业技术与装备优势，为社会贡献有色力量。

CNMC upholds the concept of joint development, actively communicates and interacts with communities, supports education and cultural causes, engages in charitable donations, public welfare, and disaster relief efforts, contributing to the creation of harmonious and beautiful communities. By actively participating in community building, organizing and encouraging employees to take part in diverse volunteer services, and leveraging its technological and equipment advantages during critical moments of disaster relief, CNMC contributes its strength to society.

合规承诺书

Compliance Commitment Letter

本人作为中国有色集团员工，认同并愿意践行公司合规理念，履行合规义务，清楚合规义务及违反合规义务应承担的责任。本人已仔细阅读并知悉《诚信合规手册》全部内容，并承诺按照内容严格执行。在此，本人郑重承诺：

As an employee of CNMC, I agree with and am willing to practice the Company's compliance concept, fulfill my compliance obligations, and acknowledge my compliance obligations and the responsibilities for violating my compliance obligations. I have carefully read and fully understand all the contents of Integrity and Compliance Manual and promise to implement in the way strictly consistent with the contents. Hereby, I solemnly promise to:

1.严格遵守法律法规、行业准则和业务监管要求，遵守公司各项规章制度，严守工作纪律，依法合规开展业务，维护公司的合法权益及品牌形象，积极参与公司合规文化建设。

Strictly comply with laws, regulations, industry standards, and supervision requirements to business; comply with the Company's rules and regulations; maintain work discipline; conduct business in accordance with the law and regulations; safeguard the Company's legal rights and brand image; and actively participate in the construction of the Company's compliance culture.

2.全面履行本岗位合规义务，积极承担职责范围内的合规管理责任，及时识别工作领域内的合规风险和隐患，按照公司制度规定开展报告、预防、处置及补救整改工作。

Fully perform the compliance obligations of the position; actively take responsibility for compliance management within the scope of duties; promptly identify compliance risks and potential hazards in the work area; and implement and execute reporting, prevention, disposal and remedial and rectification in accordance with the Company's regulations.

3.自觉抵制违规行为，坚决不越底线、不踩红线、不碰高压线，积极配合开展合规审查、合规检查评估、违规问题调查、违规责任追究等工作，及时准确提供相关信息。

Consciously resist violations; firmly avoid crossing the bottom line, stepping on the red line and touching the high-voltage line; actively cooperate with compliance review, compliance inspection and assessment, investigation of violations and accountability for violations, and provide relevant information in a timely and accurate manner.

4.公私分明、秉公办事，不谋取非法利益，不接受或索取他人提供的不正当利益，不在公司经济往来中收受钱财，不利用公司的商业秘密、业务渠道等从事牟利活动。

Make a clear distinction between public and private affairs and act impartially; never seek illegal benefits; never accept or solicit improper benefits offered by others; never accept money or property in the Company's economic dealings; never utilize the Company's commercial secrets and business channels for profit-making activities.

5.规范职务消费行为，不利用公款进行高消费娱乐、旅游等活动，不违规或超过规定标准报销差旅费、业务招待费、礼品费或虚报虚列费用。

Regulate job-related consumption; never use company funds for high-consumption entertainment, tourism or similar activities; never reimburse travel expenses, business hospitality expenses, gift expenses in violation of the law or in excess of the prescribed standards; never falsify or misreport expenses.

6.积极参加公司组织的合规培训，增强合规意识，树立合规理念，传播合规文化，不断提升依规履职能力。

Actively participate in compliance training organized by the Company to enhance compliance awareness, establish compliance concept, disseminate compliance culture, and continuously improve the ability to perform duties in accordance with regulations.

7.自觉接受公司及外部监督，如未遵守承诺事项，本人自愿接受相关问责。

Consciously accept supervision from both the Company and external parties; voluntarily take the responsibility for breach of commitments.

承诺人：

Promisor:

所在单位：

Company the Promisor belongs to:

日期：

Date:



中国有色集团
CNMC

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