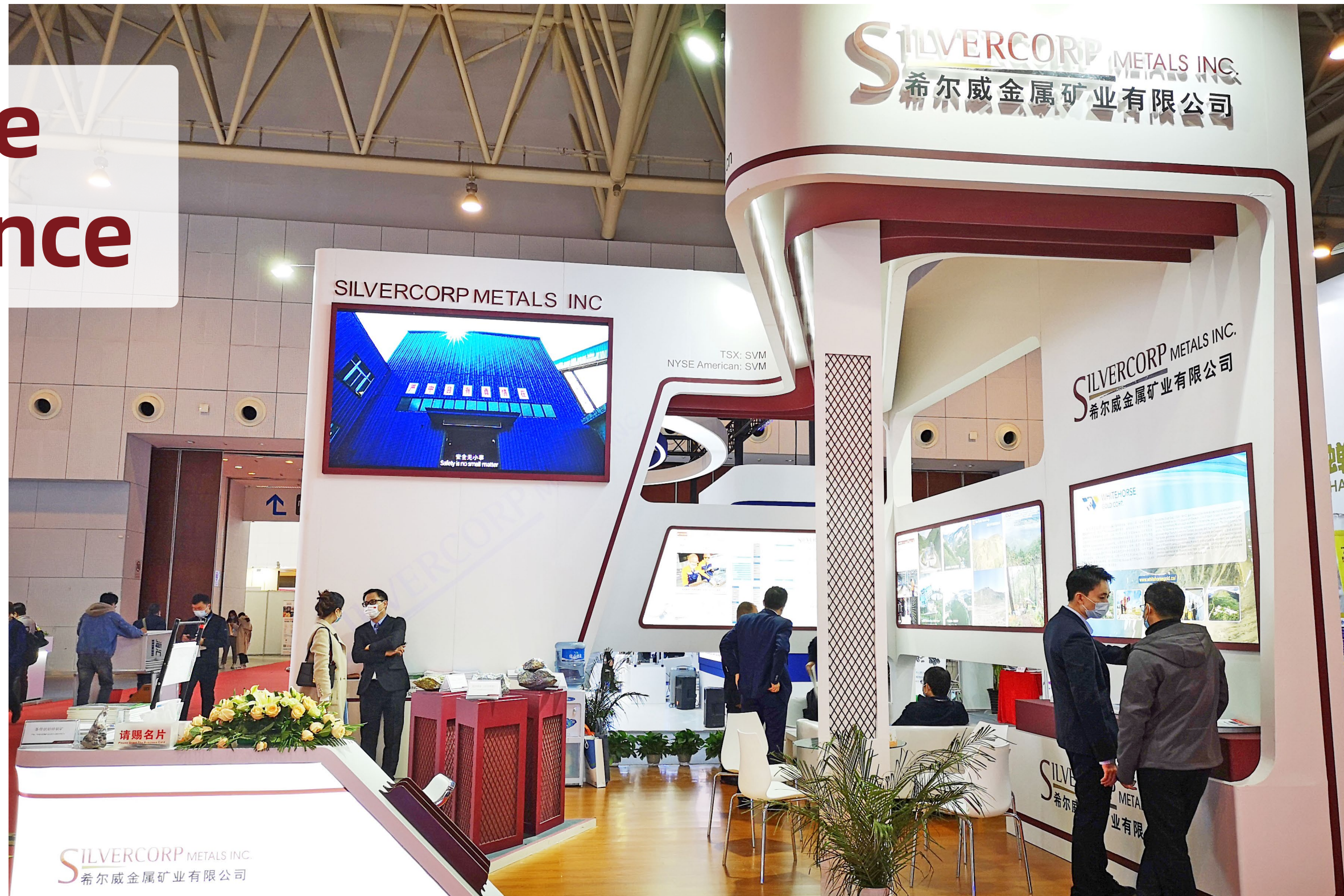


Corporate Governance

- **Sustainability Committee** of the Board officially established
- **ESG Management Centre** established
- Implementation of **the integrity and anti-corruption training program**



Optimizing Our Corporate Governance Structure

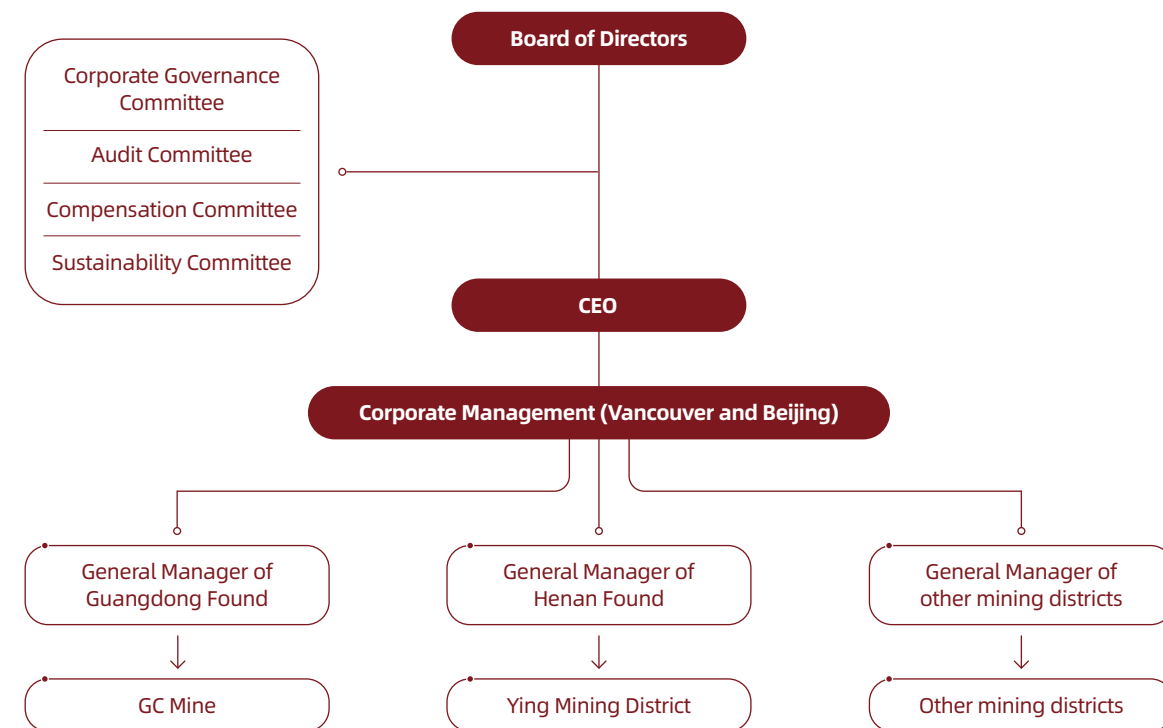
Optimizing Our Governance Structure

Silvercorp continuously strives to adopt governance practices that reflect the global industry's best practices and facilitate the maximization of shared value for all our stakeholders.

Silvercorp's governance structure is comprised of the Board of Directors (the "Board"), the Chief Executive Officer (CEO), senior executives in both Vancouver and Beijing Offices, and general managers at each of our operating subsidiaries. The Board has four board committees that follow the mandate established in

its charter and provide oversight and suggestions to the Board on specific aspects of the operation of the Company, such as corporate governance, finance, executive compensation, and ESG management. The Sustainability Committee was established in Fiscal 2022 to strengthen the Board's role in ESG management and oversight, assisting the Board in overseeing and managing the environmental protection, health and safety, and social issues of the Company.

Corporate Structure



Executive Compensation

Silvercorp determines the compensation for its directors and independent directors in accordance with the *Articles of Incorporation* and the *Director Compensation Measures*, evaluating the performance of the directors on an annual basis to confirm the level of remuneration paid to them. The appraisal includes the operation of the Board, the attendance and contribution of the directors, and the oversight of and involvement in ESG activities. The Company incorporates safety performance, environmental performance, and other indicators into the remuneration appraisal mechanism for senior management,

regularly evaluates the implementation results of the Company's ESG management objectives, and then adjusts the remuneration paid to management accordingly.

All members of the Board of Directors and senior management of Silvercorp hold shares of the Company, incentivizing better management results. Management's shareholding is disclosed in the Annual Information Form of the Company. To view management's shareholding in full, please refer to the Annual Information Form: ITEM10 DIRECTORS AND OFFICERS.

Silvercorp has also adopted a Clawback Policy, whereby the Company can recover compensation from employees in cases of misconduct involving gross negligence, corruption, fraud, or other unethical behaviors. In Fiscal 2022, we continued to improve our compensation management and revised our *Clawback Policy* in accordance with Canadian securities regulatory requirements.

Policy Disclosure

To view the *Clawback Policy* in full, please click on the file or scan the QR Code.



[Clawback Policy](#)

Board Composition

As of March 31, 2021, Silvercorp's Board consisted of five directors, four of whom are independent. The Company intends to increase the size of the Board at the 2022 AGM with the addition of new independent member(s). The Company assesses nominees against certain criteria such as competency, experience, judgment, ethics and integrity, and diversity. The Board, with its extensive experience, oversees the Company's strategic development, key risks, and long-term development. The Board also considers and approves major decisions, provides oversight of business operations, and evaluates the Company's performance. Each director is appointed for a term of one year at the annual general meeting of shareholders.

Board member profiles

Silvercorp board members have extensive experience in mine operations, corporate management, financial oversight of public companies, corporate management of multinational companies, strategy, and risk control, etc. To view the *Board member profiles* in full, please click on the file or scan the QR Code.



[Board member profiles](#)



RUI FENG

Executive Director/Male

59

September 2003
Geology PhD



DAVID KONG

Independent Director/Male

76

November 2011
Business Administration CA, CPA, ICD.D Bachelor



YIKANG LIU

Independent Director/Male

80

July 2006
Geology Master



PAUL SIMPSON

Independent Director/Male

65

June 2003
Law LLB Bachelor



MARINA A. KATUSA

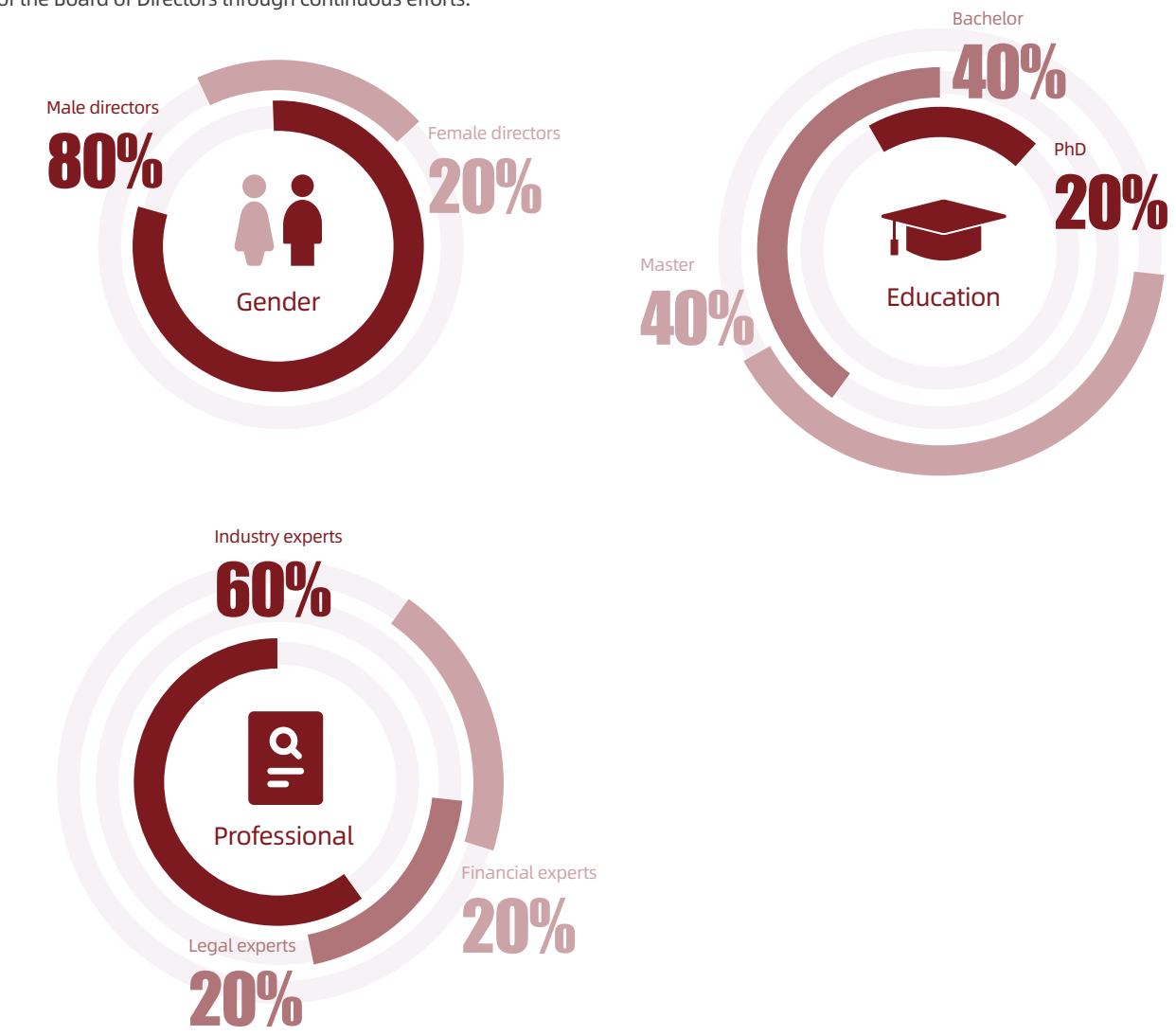
Independent Director/Female

38

September 2017
Geology, Business Administration Master

Board Diversity

Silvercorp strives to improve the diversity and professionalism of the Board of Directors through continuous efforts.



Board Independence

Silvercorp's Board has four independent non-executive directors, accounting for 80% of the Board and in compliance with the requirement for a majority of independent directors. Director nominees are required to provide information reasonably requested by the Company to determine their eligibility to serve as an Independent Director. If there is a change in the status of an Independent Director, the Board must be notified in a timely manner to re-assess their eligibility as an Independent Director or as a Board committee member. The Board has also formulated specific independence criteria applicable to Board committees to ensure their independence. In order to perform other duties authorized by the Board,

independent board members meet "in camera" at every board meeting in the absence of non-independent directors and senior management.

The Silvercorp board has reviewed the practice of having a combined Chair and CEO. The board feels that it is an appropriate practice for Silvercorp and that the board has put in place practices, most notably the appointment of an independent lead director, that will ensure board independence, effectiveness, and the appropriate level of oversight of management.

Board Committees

Silvercorp has set up the Corporate Governance & Nomination Committee, Audit Committee, Compensation Committee, and Sustainability Committee under the Board of Directors, which are responsible for proposing motions and reviewing key

economic, environmental, and societal topics of the Company. All members perform management and supervision duties on particular ESG issues of the Company accordingly.

Committee	Main Duties	Independence & Activities in Fiscal 2022
Corporate Governance & Nomination Committee	<ul style="list-style-type: none">To examine the effectiveness of the Company's corporate governance practices annually and propose procedures and policies that the Committee believes are appropriate to ensure that the Board functions independently of management.To develop and review, together with the Chairman, CEO and others, annual Board goals or improvements.To make recommendations to the Board regarding conflicts of interest of individual directors.To identify, review, and recommend to the Board, for Board selection, all nominees for appointment, election or reelection as directors.	<ul style="list-style-type: none">Consists of three independent directors.100% independent.In Fiscal 2022, the committee held three meetings in total, with an attendance rate of 100%.
The Audit Committee	<ul style="list-style-type: none">To act as a liaison between the Board and the Company's independent auditors and assist the Board in fulfilling its responsibilities with respect to the financial statements and other financial information provided by the Company to its shareholders, the public and others.To review the Company's risk management and internal financial accounting controls and manage the information system.To confirm the qualification, independence, and performance of the auditors.To review the Company's risk management and internal financial accounting controls and manage the information system.	<ul style="list-style-type: none">Consists of three independent directors.100% independent.In Fiscal 2022, the committee held four meetings in total, with an attendance rate of 100%.

Business Integrity and Compliance

Compliance Management System

Tax Compliance

Silvercorp is committed to following all tax-related laws, regulations, and rules in the countries where it operates. To keep employees informed and up to date on relevant information, the Company posts tax-related regulation changes on our internal e-blog and conducts regular training sessions on tax-related matters including taxation subject,

taxation object, tax obligation, invoice issuance, tax location, tax accounting, tax deduction, preferential application, and tax declaration. Our financial records and annual income tax returns in China are examined and filed by external tax experts, ensuring compliance with the law. No violation of any tax-related regulations has been reported in Fiscal 2022.

Internal Controls

Silvercorp is required to establish and maintain an adequate system of internal control, including internal controls over financial reporting. In Fiscal 2022, the Company revisited and improved the internal control procedures covering capital management, procurement and payment, inventory management and production cost accounting, fixed assets management, construction project management, tunnelling and drilling management, contract management, sales and collection, taxation management, financial reporting and disclosure, human resources management, and information

system management. The Company's management evaluated the effectiveness of the Company's internal control over financial reporting based upon the criteria set forth in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organization of the Treadway Commission; based on the evaluation, management concluded that the Company's internal control over financial reporting was effective as of March 31, 2022 and provides a reasonable assurance of the reliability of the Company's financial reporting and preparation of the financial statements.

Compliance Culture

Silvercorp requires all employees to sign the *Employee Handbook*, attend training seminars to improve their compliance awareness and follow all relevant compliance and business ethics regulations to integrate anti-corruption and anti-bribery considerations into business practices see Section *Integrity and Anti-Corruption*(P29) for details. Additionally, the

Company maintains a robust whistleblowing mechanism for both employees and contractors see Section *Whistleblowing Mechanism and Whistleblower Protection*(P31) for details.

In Fiscal 2022, we held 343 compliance training sessions covering 1,334 people.

Compliance Training	Fiscal 2022			
	Ying Mining District	GC Mine	Administration	Total
Number of compliance training sessions	254	74	15	343
Average compliance training time (hours per employee)	9.94	4.91	10.05	8.93

Business Ethics

Silvercorp is well aware that strong business ethics of an enterprise and its employees are the foundation for successful corporate development. The Company strives to optimize its business ethics system internally and actively calls on suppliers and other value chain partners to improve their own business ethics externally. We undertake extensive training regarding business ethics and compliance *see Compliance Training(P27)* data for details and ensure the maintenance of an effective whistleblowing management system. In Fiscal 2022, the Company revised the *Code of Business Conduct and*

Ethics and formulated the *Code of Ethical Business Conduct for Financial Managers*. All employees are required to sign the *Code of Business Conduct and Ethics* and uphold high standards of professional and ethical conduct. The Company strictly prohibits any employee from obtaining any gain from violating laws or regulations or unethical dealings and ensures that its business practices are aligned with the economic and social priorities where it operates. If an investigation determines that an employee violated this policy, they may be subjected to termination.

Conflicts of Interest

In the *Code of Business Conduct and Ethics*, the Company clearly defines what constitutes a conflict of interest and the circumstances under which it may occur and requires all

employees to identify and report all actual or potential conflicts of interest. The Company actively monitors for conflicts of interest and documents any conflicts that are identified.

Key Topics Under the
Code of Business Conduct and Ethics

• Compliance with laws and regulations

• Insider information and securities trading

• Conflict of interest

• Prohibition of using corporate opportunities for profit

• Confidentiality

• Protection and proper use of company assets

• Fair dealing

• Discrimination and harassment

• Safety and health

• Financial statements and record keeping

• Use of e-mail and Internet services

• Political activities and contributions

• Gifts and entertainment

• Use of agents, consultants, and other third parties

• Waiving from the Code of Business Conduct and Ethics

• Compliance procedures

• Whistleblower mechanism

The Company requires all financial personnel to sign the *Code of Ethical Business Conduct for Financial Managers*. Financial managers play a vital role in corporate governance and the efficient functioning of the company.

Key Topics Under the
Code of Ethical Business Conduct for Financial Managers

• Act with honesty and integrity

• Provide complete, fair, accurate, timely and easy-to-understand information

• Comply with government laws and regulations

• Integrity and responsibility, and prudent judgment

• Confidentiality

• Protection and proper use of company assets

• Report violations in a timely manner

Integrity and Anti-Corruption

We are committed to conducting our business in an honest and ethical manner. Our anti-corruption policies are outlined in our *Code of Business Conduct and Ethics* and *Employee Handbook*, including relevant disciplinary actions for violations. We also formulated the *Anti-Corruption Policy* that is applicable to employees, representatives, and contractors, and implemented, monitored, and enforced by the General Counsel/Secretary of the Board. The General Secretary is also responsible for making regular reports on the implementation of this policy to the Board, which then performs annual evaluations and reviews to ensure compliance with relevant anti-corruption laws. In Fiscal 2022, we revised the *Anti-Corruption Policy* with the addition of a new mechanism for stakeholders to provide feedback on the Policy.

We take a proactive approach to preventing corruption. Besides requiring employees to sign relevant commitments on business ethics and anti-corruption as stipulated in the Employee Handbook, we also actively carry out employee integrity education to ensure that employees are fully aware of the Company's expectations regarding corruption and its consequences. In Fiscal 2022, our two subsidiaries organized a total of 13 training sessions on integrity and anti-corruption topics.

Key Topics Under the Anti-Corruption Policy

• Bribes

• Kickbacks

• Extortion

• Excessive gifts, hospitality, and other entertainment

• Political contributions

• Charitable contributions

• Willful blindness

Policy Disclosure


To view the *Code of Business Conduct and Ethics* in full, please click on the file or scan the QR Code.



[Code of Business Conduct and Ethics](#)

Policy Disclosure

To view the *Code of Ethical Business Conduct for Financial Managers* in full, please click on the file or scan the QR Code.



[Code of Ethical Business Conduct for Financial Managers](#)

Policy Disclosure

To view the *Anti-Corruption Policy* in full, please click on the file or scan the QR Code.



[Anti-Corruption Policy](#)

Disciplinary Actions for Corruption

Reporting Obligations

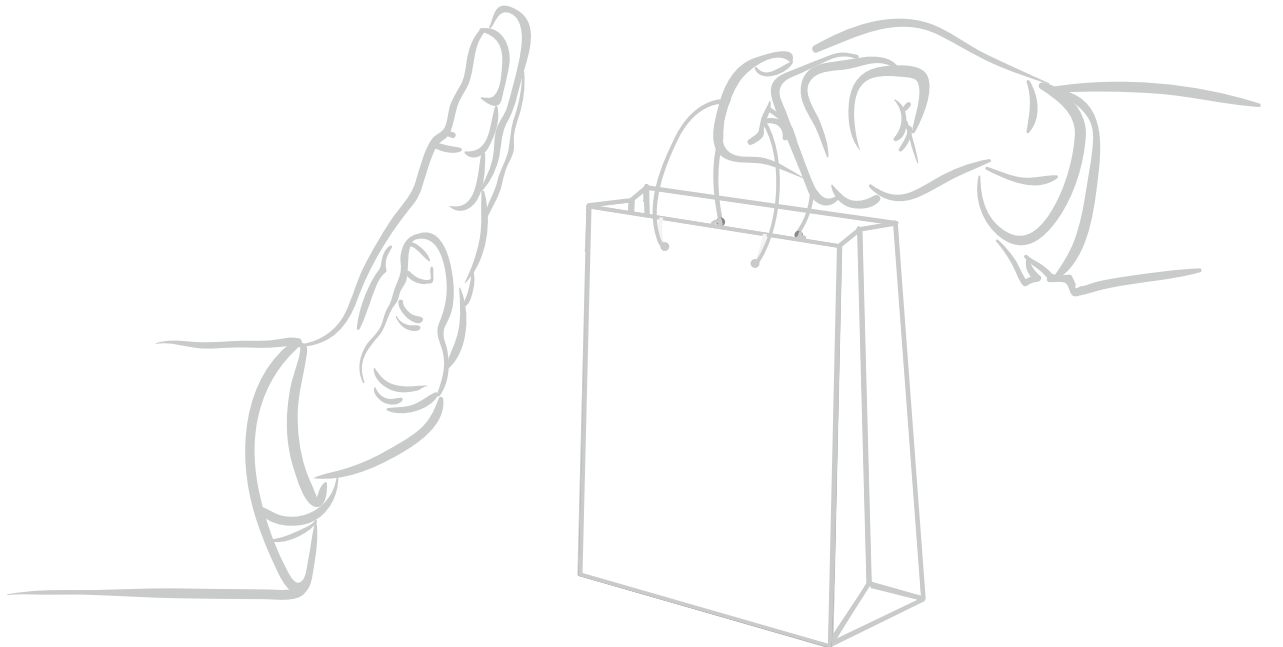
- Solicitation of Improper Payments**
Any demand, request, suggestion, expectation, or invitation by a public official or any other person for any improper payment of money or anything of value shall be promptly reported by personnel to the General Counsel/Secretary of the Board.
- Knowledge or Suspected Bribery**
All personnel are required to report any information that comes to their attention in relation to any actual or suspected improper payments made, offered, or promised by anyone on behalf of the Company to the General Counsel/Secretary of the Board.
- Personnel who raise genuine concerns will not be subject to any retribution or disciplinary action.

Consequences of Non-compliance

- Failure to comply with this *Anti-Corruption Policy* may result in internal disciplinary action or termination of employment. In addition, a violation of this *Anti-Corruption Policy* may constitute a criminal offence and be referred to the relevant government authorities for further action.

Anti-Corruption Training

We continued to strengthen anti-corruption training and education. In Fiscal 2022, our two subsidiaries organized a total of 13 training sessions on anti-corruption topics, with a total of 317 participants.



Whistleblowing Mechanism and Whistleblower Protection

Silvercorp values a sound whistleblower mechanism and continuously works toward improving its whistleblower protection system. In Fiscal 2022, the Company revised its *Whistleblower Policy* in accordance with Canadian security regulations to encourage employees, external consultants, and other external stakeholders to report illegal and improper conduct of the Company, including accounting matters, violations of the Company's Employee Handbook or the *Code of Business Conduct and Ethics* by employees, contractors, or managers, and safety, environmental and community-related matters. Whistleblowers may report these actions directly to Company management, or by email or phone, either anonymously or using their real name.

Policy Disclosure

To view the *Whistleblower Policy in full*, please click on the file or scan the QR Code.



[Whistle-Blower Policy](#)

Reporting Channels

Reporting by letter or email

The recipient of the letter may be the Company's management or member of the Board. Emails can be addressed to: faende@163.com (Chinese), or Whistleblower@silvercorp.ca (English)

Reporting by phone

Whistleblowers may call: 10-800-140-0867 (Canada), 86-18614269569 (China), or call the Company's CEO or Chairman directly (numbers are listed in the Company's directory).

Handling of Grievances

The Company investigates, collects evidence, and assesses reports in a timely manner, promptly addressing any issues with the Board's direction and communicating responses to the whistleblower where appropriate.

The Chair of the Audit Committee or Chair of the Board will weigh the relevance of the reported matters to this Policy upon receipt of the grievance and

communicate with the whistleblower at the earliest possible time. Matters related to accounting will be forwarded to the appropriate member of the Audit Committee and handled with complete confidentiality and extreme prudence regarding the access to this information. Matters not related to accounting will be handled by relevant members of the Board or persons authorized by the Board and the Chair of the Board.

Whistleblower Protection

Whistleblowers do not need to seek permission from or notify the Company and that no whistleblower will be considered in violation of the whistleblower's agreement with the Company. The Company protects

anyone who reports the above-mentioned conduct from threats, suspension, transfer, dismissal, or other disciplinary measures.