

希尔威金属矿业有限公司境外发行证券与上市相关保密和档案管理工作制度

Confidentiality and File Management Policy for Overseas Securities Offering and Listing of Silvercorp Metals Inc.

第一条 为规范希尔威金属矿业有限公司（SILVERCORP METALS INC.，以下简称“公司”）于中华人民共和国（以下简称“中国”）境外发行证券及上市（以下简称“境外发行上市”）相关保密和档案管理工作，支持公司发行上市活动依法合规开展，根据《中华人民共和国证券法》《中华人民共和国保守国家秘密法》（以下简称“《保守国家秘密法》”）《中华人民共和国档案法》《中华人民共和国会计法》《中华人民共和国注册会计师法》《中华人民共和国国家安全法》《境内企业境外发行证券和上市管理试行办法》《关于加强境内企业境外发行证券和上市相关保密和档案管理工作的规定》及相关法律法规和《希尔威金属矿业有限公司章程》（以下简称“《公司章程》”），结合公司实际情况，制定本制度。

Article 1: In order to regulate the confidentiality and file management related to the overseas offering and listing (hereinafter referred to as "overseas offering and listing") of securities by Silvercorp Metals Inc. (hereinafter referred to as the "Company") in the People's Republic of China (hereinafter referred to as "China"), to support the legal and compliant conduct of the Company's offering and listing activities, and in accordance with the Securities Law of the People's Republic of China, the Law of the People's Republic of China on Guarding State Secrets, the Archives Law of the People's Republic of China, the Accounting Law of the People's Republic of China, the Certified Public Accountants Law of the People's Republic of China, the National Security Law of the People's Republic of China, the Trial Administration Measures of Overseas Securities Offering and Listing By Domestic Companies, the Provisions on Strengthening Confidentiality and Archives Administration in Respect of Overseas Offering and Listing of Securities by Domestic Enterprises, as well as other relevant laws, regulations, and the Company's Articles of Association (hereinafter referred to as the "Articles of Association"), this Policy is formulated based on the actual situation of the Company.

第二条 本制度适用于公司境外发行上市的全过程，包括申请阶段、审核阶段及上市阶段。

Article 2: This Policy applies to the entire process of the Company's overseas offering and listing, including the application stage, review stage, and listing stage.

第三条 本制度适用于公司合并报表范围内的中国境内子公司、分公司、下属合伙企业等境内运营实体（以下简称“**境内实体**”），以及公司为境外发行上市所聘请的各境内外证券服务机构（包括但不限于证券公司、律师事务所、会计师事务所、评估公司等）（以下简称“**证券服务机构**”）。

Article 3: This Policy applies to the Chinese domestic subsidiaries, branches, and affiliated partnerships within the scope of the Company's consolidated financial statements (hereinafter referred to as "domestic entities"), as well as the various domestic and overseas securities service institutions (including but not limited to securities companies, law firms, accounting firms, appraisal companies, etc.) hired by the Company for its overseas offering and listing (hereinafter referred to as "securities service institutions").

第四条 公司境外发行上市活动中，境内实体以及证券服务机构应当严格遵守中国相关法律法规以及本制度的要求，增强保守国家秘密和加强档案管理的法律意识，采取必要措施落实保密和档案管理责任，不得泄露国家秘密和国家机关工作秘密，不得损害国家和公共利益。

Article 4: During the Company's overseas offering and listing activities, domestic entities and securities service institutions shall strictly comply with relevant Chinese laws and regulations as well as the requirements of this Policy, enhance their legal awareness of guarding state secrets and strengthening file management, take necessary measures to fulfill their responsibilities for confidentiality and file management, and shall not disclose state secrets or secrets related to the work of state organs, and shall not harm the interests of the state and the public.

第五条 境内实体向证券服务机构、境外监管机构等单位和个人提供、公开披露或者通过公司等主体提供、公开披露涉及国家秘密、国家机关工作秘密的文件、资料的，应当依法报有审批权限的主管部门批准，并报同级保密行政管理部门备案后方可对外提供或公开披露。

境内实体对所提供或者公开披露的文件、资料是否属于国家秘密不明确或者有争议的，应当依法报有关保密行政管理部门确定；是否属于国家机关工作秘密不明确或者有争议的，

应当报有关业务主管部门确认。经保密行政管理部门、业务主管部门确定不属于涉及国家秘密、国家机关工作秘密的，境内实体可直接或通过公司等主体向证券服务机构和境外监管机构提供或者公开披露；如保密行政管理部门、业务主管部门确定涉及国家秘密、国家机关工作秘密的，境内实体应按本条前款规定履行批准程序后再行提供或者公开披露。涉及国家秘密、国家机关工作秘密的文件、资料，未经有审批权限的主管部门批准并报同级保密行政管理部门备案，境内实体不得以任何直接或间接的方式向证券服务机构和境外监管机构提供或者公开披露。

Article 5: If a domestic entity provides, publicly discloses, or provides and publicly discloses through the Company or other entities, any documents or information related to state secrets or secrets related to the work of state organs to securities service institutions, overseas regulatory authorities, or other entities or individuals, it shall obtain approval from the competent authority with approval authority in accordance with the law, and shall file a record with the same level of secrecy administrative management department before providing or publicly disclosing such documents or information.

If it is unclear or disputed whether the documents or information provided or publicly disclosed by the domestic entities belong to state secrets, it shall be determined by the relevant secrecy administrative management department in accordance with the law; if it is unclear or disputed whether they belong to secrets related to the work of state organs, it shall be confirmed by the relevant business competent department. If it is determined by the secrecy administrative management department and the business competent department that they do not involve state secrets or secrets related to the work of state organs, the domestic entities may provide or publicly disclose them directly or through the Company to securities service institutions and overseas regulatory authorities. If it is determined by the secrecy administrative management department and the business competent department that they involve state secrets or secrets related to the work of state organs, the domestic entities shall follow the approval procedures specified in the preceding paragraph before providing or publicly disclosing them. The documents or information related to state secrets or secrets related to the work of state organs shall not be provided or publicly disclosed by the domestic entities to securities service institutions

and overseas regulatory authorities in any direct or indirect way without obtaining approval from the competent authority with approval authority and filing a record with the same level of secrecy administrative management department.

第六条 境内实体向证券服务机构、境外监管机构等单位和个人提供或者公开披露，或者通过公司等主体提供、公开披露其他泄漏后会对国家安全或者公共利益造成不利影响的文件、资料的，应当按照国家有关规定，严格履行相应程序。

Article 6: If domestic entities provide, publicly disclose, or provide and publicly disclose through the Company or other entities, other documents or information that, if leaked, would have adverse effects on national security or public interests to securities service institutions, overseas regulatory authorities, or other entities or individuals, it shall strictly follow the relevant procedures in accordance with the regulations of the state.

第七条 境内实体向证券服务机构提供文件、资料时，应按照国家相关保密规定处理相关文件、资料，并就执行本制度第五条、第六条的情况向证券服务机构提供书面说明。证券服务机构应当妥善保存前述书面说明以备查。

Article 7: When domestic entities provide documents or information to securities service institutions, it shall handle the relevant documents and information in accordance with the relevant state secrecy regulations, and provide a written explanation to the securities service institutions regarding the implementation of Article 5 and Article 6 of this Policy. The securities service institutions shall properly keep the aforementioned written explanation for future reference.

第八条 境内实体经履行相应程序后，向证券服务机构等主体提供涉及国家秘密、国家机关工作秘密或者其他泄漏后会对国家安全或者公共利益造成不利影响的文件、资料的，双方应当依照《保守国家秘密法》《关于加强境内企业境外发行证券和上市相关保密和档案管理工作的规定》等法律法规及本制度，签订保密协议，明确证券服务机构等主体应当承担的保密义务和责任。

证券服务机构应当遵守国家保密及档案管理的要求，妥善保管获取的上述文件、资料。证券服务机构存储、处理、传输上述文件、资料的信息系统、信息设备应当符合国家有关规定。证券服务机构向境外监管机构和其他相关机构等单位和个人提供、公开披露上述文件、资料的，应当按照本制度第五条、第六条规定履行相应程序。

Article 8: If domestic entities provide documents or information related to state secrets, secrets related to the work of state organs, or other documents or information that, if leaked, would have adverse effects on national security or public interests to securities service institutions or other entities after the corresponding procedures have been completed, both parties shall sign a confidentiality agreement in accordance with relevant laws and regulations such as the Law on Guarding State Secrets and the Provisions on Strengthening Confidentiality and Archives Administration in Respect of Overseas Offering and Listing of Securities by Domestic Enterprises, as well as this Policy. The confidentiality agreement shall specify the confidentiality obligations and responsibilities that securities service institutions and other entities shall undertake.

Securities service institutions shall comply with the requirements of national confidentiality and file management, and properly keep the aforementioned documents and information they have obtained. The information Policies and equipment used for storing, processing, and transmitting the aforementioned documents and information by securities service institutions shall comply with relevant national regulations. If securities service institutions provide or publicly disclose the aforementioned documents or information to overseas regulatory authorities and other relevant entities or individuals, they shall follow the corresponding procedures specified in Article 5 and Article 6 of this Policy.

第九条 境内实体、证券服务机构发现国家秘密、国家机关工作秘密或者其他泄露后会对国家安全或者公共利益造成不利影响的文件、资料已经泄露或者可能泄露的，应当立即采取补救措施并及时向有关机关、单位报告。

Article 9: If domestic entities or securities service institutions discover that documents or information related to state secrets, secrets related to the work of state organs, or other documents or information that, if leaked, would have adverse effects on national security or public interests have been leaked or may be leaked, it shall immediately take remedial measures and report to the relevant authorities and entities in a timely manner.

第十条 境内实体向证券服务机构、境外监管机构等单位和个人提供会计档案或会计档案复制件的，应当按照国家有关规定履行相应程序。

Article 10: If domestic entities provide accounting records or copies of accounting records to securities service institutions, overseas regulatory authorities, or other entities or individuals, it shall follow the corresponding procedures in accordance with relevant national regulations.

第十一条 为公司境外发行上市提供相应服务的证券服务机构在境内形成的工作底稿应当存放在境内。需要出境的，证券服务机构应按照国家有关规定办理审批手续。

Article 11: The work papers formed within the territory of China by the securities service institutions that provide corresponding services for overseas offering and listing of the Company shall be stored within the territory of China. If it is necessary to transmit work papers outbound, securities service institutions shall go through the approval procedures in accordance with relevant national regulations.

第十二条 境外证券监管机构及有关主管部门提出就公司境外发行上市相关活动对境内实体及/或证券服务机构进行检查或调查取证的，境内实体、证券服务机构在配合境外证券监管机构或境外有关主管部门检查、调查或为配合检查、调查而提供文件、资料前，应当经证监会或有关主管部门同意。

Article 12: If overseas securities regulatory authorities or relevant competent authorities request to inspect or investigate and collect evidence from domestic entities and/or securities service institutions regarding activities related to overseas offering and listing of the Company, the domestic entities and securities service institutions shall obtain the consent of the China Securities Regulatory Commission or relevant competent authorities before cooperating with the inspection or investigation by overseas securities regulatory authorities or relevant competent authorities or providing documents and information to assist such inspection or investigation.

第十三条 境内实体应定期对涉及国家秘密、国家机关工作秘密、国家安全或者重大利益的保密和档案管理的有关事项进行自查，并可视情况要求对证券服务机构执行本制度的情况进行检查，各证券服务机构应当予以配合。

Article 13: Domestic entities shall regularly conduct self-inspections on matters related to confidentiality and file management that involve state secrets, secrets related to the work of state organs, national security, or major interests. Depending on the situation, they may

request securities service institutions to conduct inspections on the implementation of this Policy, and securities service institutions shall cooperate accordingly.

第十四条 境内实体在自查及检查过程中，如发现任何单位、人员、组织有违反本制度的行为，应当视情节轻重提出相应的整改措施，包括但不限于责令改正、通报批评等。对于境内实体在自查及检查过程中发现的问题，境内实体应监督整改工作的进展及实施情况。

对于经境内实体要求仍拒绝整改的单位、人员或组织，境内实体可向政府有关主管部门报告。

Article 14: During the self-inspection and inspection process, if domestic entities discover any entity, individual, or organization that violates this Policy, it shall propose corresponding rectification measures based on the severity of the situation, including but not limited to ordering correction, criticism and reporting. For problems discovered by domestic entities during self-inspection and inspection, they shall supervise the progress and implementation of rectification work.

If the entity, individual, or organization that has been requested by the domestic entities to rectify still refuses to do so, the domestic entities may report to the relevant government competent department.

第十五条 公司境外发行上市活动中，任何单位、人员、组织违反《保守国家秘密法》《中华人民共和国档案法》等有关法律法规的，由有关部门依法追究法律责任；涉嫌犯罪的，移送司法机关依法追究刑事责任。

Article 15: During the activities of overseas offering and listing of companies, if any entity, individual, or organization violates relevant laws and regulations such as the Law on Guarding State Secrets and the Archives Law of the People's Republic of China, relevant departments shall investigate and hold legal responsibilities in accordance with the law. If there is a suspicion of a crime, they shall be transferred to judicial authorities for criminal responsibility in accordance with the law.

第十六条 本制度未尽事宜，依据有关法律、法规、规范性文件、公司境外上市地上市规则及《公司章程》的规定执行。

Article 16: Matters not covered in this Policy shall be implemented in accordance with relevant laws, regulations, normative documents, overseas listing rules of the listing place, and provisions of the Company's Articles of Association.

第十七条 本制度自公司董事会审议通过之日起生效并实施。

Article 17: This Policy shall come into effect and be implemented from the date of its approval by the Board of Directors of the Company.

第十八条 本制度由公司【董事会】负责解释、修改。

Article 18: The Board of Directors of the Company shall be responsible for interpreting and revising this Policy.

希尔威金属矿业有限公司

Silvercorp Metals Inc.

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