



MEMORANDUM

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To Yunnan Jinxun Resources Co., Ltd.
Cc Huatai Financial Holdings (Hong Kong) Limited
From Hogan Lovells International LLP
Date December 31, 2025

[Redacted]

Privileged and confidential

Subject Memorandum of Advice – International laws and Regulations relating to Trade Sanctions analysis in accordance with the Chapter 4.4. Guidance

1. Introduction and Scope

- 1.1 We have acted as the international sanctions counsel to Yunnan Jinxun Resources Co., Ltd. (the "**Company**") in connection with the proposed initial public offering (the "**Offering**") and listing of shares on the Main Board of The Stock Exchange of Hong Kong Limited (the "**HKEX**") of the Company.
- 1.2 In light of the Chapter 4.4 of the Guide for New Listing Applicants (the "**Chapter 4.4 Guidance**") effective from January 2024 issued by HKEX, this memorandum assesses whether (i) the Company and its subsidiaries (the Company and its subsidiaries together, the "**Group**") engaged in Primary Sanctioned Activity (as defined below) that violates applicable laws or regulations in the Relevant Jurisdiction(s) (as defined below), and/or results in any material sanctions risk to the Relevant Persons (as defined below); (ii) the Group engaged in Secondary Sanctionable Activity (as defined below) that would likely result in the imposition of any sanctions against the Relevant Persons; and (iii) the Group is a Sanctioned Target (as defined below), is located, incorporated, organized or resident in a Sanctioned Country (as defined below), or is a Sanctioned Trader (as defined below).
- 1.3 This memorandum is provided for the purposes of the Offering only. However, our advice is applicable whether or not the Company proceeds with the Offering.
- 1.4 For the purpose of this memorandum and consistent with the Chapter 4.4 Guidance, the following terms and expressions shall have the respective meanings set out below:

"International Sanctions" means rules and regulations related to economic sanctions and export controls administered by the Relevant Jurisdictions.

"Primary Sanctioned Activity" means any activity in a Sanctioned Country or (i) with; or (ii) directly or indirectly benefiting, or involving the property or interests in property of, a

Sanctioned Target by an entity, which is incorporated or located in a Relevant Jurisdiction (if applicable) or which otherwise has a nexus with such jurisdiction with respect to the relevant activity, such that it is subject to the relevant sanctions law or regulation. This definition is in line with the definition of Primary Sanctioned Activity as set out in the Chapter 4.4 Guidance.

"Relevant Jurisdiction" means any jurisdiction that is relevant to the Company and has sanctions related law or regulation restricting, among other things, its nationals and/or entities which are incorporated or located in that jurisdiction from directly or indirectly making assets or services available to or otherwise dealing in assets of certain countries, governments, persons or entities targeted by such law or regulation. For the purpose of this memorandum, the Relevant Jurisdictions include United States ("**U.S.**"), European Union ("**EU**"), United Nations ("**UN**"), the UK Overseas Territories and Australia.

"Relevant Persons" means the Company, together with its investors and shareholders and persons who might, directly or indirectly, be involved in permitting the listing, trading, clearing and settlement of its shares, including the HKEX and related group companies.

"Sanctioned Activity" means Primary Sanctioned Activity and Secondary Sanctionable Activity.

"Sanctioned Country" means any country or territory subject to a general and comprehensive export, import, financial or investment embargo under sanctions related law or regulation of the Relevant Jurisdiction.

"Sanctioned Target" means any person or entity (i) designated on any list of targeted persons or entities issued under the sanctions-related law or regulation of a Relevant Jurisdiction; (ii) that is, or is owned or controlled by, a government of a Sanctioned Country; or (iii) that is the target of sanctions under the law or regulation of a Relevant Jurisdiction because of a relationship of ownership, control, or agency with a person or entity described in (i) or (ii). This definition is in line with the definition of Sanctioned Target as set out in the Chapter 4.4 Guidance.

"Sanctioned Trader" means any person or entity that does a material portion (10% or more) of its business with Sanctioned Targets and Sanctioned Country entities or persons. This definition is in line with the definition of Sanctioned Trader as set out in the Chapter 4.4 Guidance.

"Secondary Sanctionable Activity" means certain activity by an entity that may result in the imposition of sanctions against the Relevant Person(s) by a Relevant Jurisdiction (including designation as a Sanctioned Target or the imposition of penalties), even though such an entity is not incorporated or located in that Relevant Jurisdiction and does not otherwise have any nexus with that Relevant Jurisdiction. This definition is in line with the definition of Secondary Sanctionable Activity as set out in the Chapter 4.4 Guidance.

- 1.5 This memorandum provides an analysis in accordance with the Chapter 4.4 Guidance based on the facts provided to date to assess the Group's compliance with the International Sanctions and, where appropriate, sets forth certain recommendations in regard to Sanctioned Activities. This memorandum is not intended as a full due diligence review of these issues, nor is it intended to provide any assessment of the Group's existing policies or wider procedures implemented to manage its compliance with International Sanctions.
- 1.6 In preparing this memorandum, Hogan Lovells reviewed the Company's responses to the "*International Sanctions Due Diligence Checklist*" dated April 6, 2025 (the "**Sanctions DD**

Checklist"), prepared by Hogan Lovells, and related e-mail correspondence, as updated. We have also reviewed the information contained in the Company's prospectus prepared in connection with the Offering, as that document being amended from time to time during the Offering (the "**Prospectus**"). The Group had engaged a third-party screening vendor to screen its business counterparties (including customers and suppliers) against the lists of Sanctioned Persons maintained by the Relevant Jurisdictions, in particular, the screenings performed include screenings of sanctions ownership and control by Sanctioned Persons. The Group's responses to the Sanctions DD Checklist have included various spreadsheets and other documents that relate to the subject matter of the Sanctions DD Checklist, and we have reviewed those documents as part of our preparation of this memorandum. As to matters of fact material to the conclusion stated herein, we have relied on the representations and statements of fact made in the documents we reviewed or made by the Group. We have not independently verified or established the facts so relied on.

- 1.7 As of the date of this memorandum, "**Sanctioned Countries**" within the meaning of the Chapter 4.4 Guidance include: Cuba, Iran, North Korea, Syria, the Crimea region, Kherson region, Zaporizhzhia region and the so-called Donetsk People's Republic ("**DPR**") and Luhansk People's Republic ("**LPR**") regions of Ukraine.
- 1.8 We have identified the Group's business activities during the three years ended December 31, 2024 and June 30, 2025 (the "**Track Record Period**") with the following country for which Relevant Jurisdictions maintain various forms of sanctions programs in place (albeit not a "general and comprehensive export, import, financial or investment embargo" within the meaning of the Chapter 4.4 Guidance): Democratic Republic of Congo ("**Relevant Region**").
- 1.9 This memorandum is based on the understanding and assumptions detailed herein. Hogan Lovells relies on the completeness and accuracy of the information given to it by the Company. If any of the assumptions are incorrect, or any changes occur in or correction to the information given, the Company is recommended to inform Hogan Lovells so that it can confirm the content of this analysis.
- 1.10 This memorandum is given only with respect to International Sanctions in force up to the date of this memorandum. Hogan Lovells underlines that sanctions measures adopted by the international community remain under constant review. Therefore, the scope and application of the measures discussed below are subject to change and should be carefully monitored. We, however, have no obligation to notify any recipient or other person of any change in International Sanctions or their applications after the date of this memorandum. No opinion and/or advice is expressed or implied as to the laws of any other territory, or as to matters of fact, except for International Sanctions discussed below.

2. **Conclusion**

- 2.1 On the basis of the information received from the Company and after carrying out its procedures and analysis set out below, Hogan Lovells is of the view that the Company:
 - (a) During the Track Record Period, the Group did not engage in Primary Sanctioned Activity because there were no activities in a Sanctioned Country or (i) with; or (ii) directly or indirectly benefiting, or involving the property or interests in property of, a Sanctioned Target, by the Company and its subsidiaries incorporated or located in a Relevant Jurisdiction (if applicable) or which otherwise has a nexus with such jurisdiction with respect to the relevant activity, such that it is subject to the relevant sanctions law or regulation. As such, the Group would not appear to have violated the applicable sanctions law or regulation in the Relevant Jurisdictions that could

result in any material sanctions risk to the Relevant Persons and, in assessing the materiality, we have taken into account the likelihood of the imposition of potential sanctions and the severity of the potential sanctions;

- (b) The Group did not engage during the Track Record Period in Secondary Sanctionable Activity because there were no activities targeted by extra-territorial provisions of sanctions law or regulation in the Relevant Jurisdictions. As such, it is highly unlikely that the Group's activities would result in the imposition of sanctions on the Relevant Persons;
- (c) The Company has not been designated as a Sanctioned Target, nor is it located, incorporated, organised or resident in a Sanctioned Country; and
- (d) The Company is not a Sanctioned Trader because it did not derive a material portion of its revenue (10% or more) during the Track Record Period from business activities with Sanctioned Country entities, or with Sanctioned Targets (in fact, the Group has no transactions with any Sanctioned Targets).

2.2 As no material sanctions risks are present, the Company and/or its shareholders are not required to make undertakings pursuant to the Chapter 4.4 Guidance.

3. **Executive Summary**

3.1 The Group is a manufacturer of copper cathodes, with a presence in DR Congo and Zambia. On August 16, 2018, the Group incorporated a subsidiary, JINXUN CONGO MINING SARL ("**Congolese Subsidiary**") in the Democratic Republic of Congo, whose main business includes cathode copper and crude cobalt hydroxide smelting. During the Track Record Period, the Congolese Subsidiary sold its copper cathode to the Company's other subsidiary, Jinxun (Singapore) International Trade Pte. Ltd.

3.2 **United States**

- (a) On the basis of our due diligence conducted and the Company's confirmations that:
 - (i) no U.S. persons employed or otherwise engaged by the Company or its Group entities have been involved in any way (either directly or indirectly), including in the negotiation or approval of, or with the on-going performance of, any activities of the Company or its Group entities involving the Relevant Region;
 - (ii) no financing or financial assistance has been received by the Group, either directly or indirectly, from any company, entity or body incorporated or located in the United States;
 - (iii) no products supplied, sold, exported or otherwise transferred by the Group to the Relevant Region incorporate 10% or more (by value) of U.S.-origin content nor are a direct product of controlled U.S. technology or subject to the EAR under the foreign direct product rule (including the foreign direct product rule on Belarus, Iran and Russia);
 - (iv) since April 2020, the Company has not undertaken, either directly or indirectly, any contract or any other activity with a counterparty, nor has otherwise provided goods or services to any person, in Sanctioned Countries;

- (v) no products have been exported (either directly or indirectly) to any persons or entities identified on the U.S. Department of Commerce, Bureau of Industry and Security's Entity List, Denied Parties List, Unverified List, Military End User List, or Military-Intelligence End User List (collectively, "**BIS List**");
- (vi) no transactions have been made with any entities on the list of Specially Designated Nationals and Blocked Persons ("**SDNs**"), in any transaction conducted by the Group during the Track Record Period; and
- (vii) the Company has reviewed all transaction records since April 2020 and has not identified any payments in U.S. dollars involving Sanctioned Countries.

Hogan Lovells' assessment is that

- (i) the Company's activities during the Track Record Period did not represent a violation of U.S. export control laws as the Group confirmed that none of the goods or parts were subject to the EAR.

3.3 UN

- (a) On the basis that:
 - (i) the Group's activities involving the Relevant Region were limited to the intra-group sales of copper cathode, and did not involve any products that are export-controlled; and
 - (ii) the Company, for and on behalf of the Group, has confirmed that it does not have business dealings with parties targeted by UN sanctions,

Hogan Lovells' assessment is that the Group's business dealings do not implicate restrictive measures adopted by the UN.

3.4 European Union, UK and UK Overseas Territories

- (a) On the basis of our due diligence conducted and the Company's confirmations that:
 - (i) all activities involving the Relevant Region were negotiated, entered into and performed without any involvement (including in any approval or decision making capacity) by any national of or entity incorporated, domiciled, or otherwise located in either the territories of the EU, the UK, or the UK Overseas Territories;
 - (ii) the Company's activities are limited to the intra-group sales of copper cathode, and did not involve any products that are subject to sectoral sanctions in the EU, the UK or UK Overseas Territories;
 - (iii) neither the Company nor any of its affiliates, agents, directors, officers, or employees has or is engaged in transactions, business or financial dealings that directly or indirectly involve or benefit a person or entity listed under EU, the UK or UK Overseas Territories sanctions, or has or is engaged in any other activity subject to restrictions under sectoral EU, UK, and/or UK Overseas Territories sanctions; and
 - (iv) the Company has not been, directly or indirectly, involved in the export from the EU, the UK and/or UK Overseas Territories of any items listed in the EU

Common Military List or the EU Dual Use list (Annex I to Regulation (EU) 2021/821) or the UK Military List destined to any of the Relevant Region,

Hogan Lovells' assessment, based on a review of the declarations provided by the Company on behalf of the group, is that the prohibitions and wider restrictions under EU sanctions measures as applicable during the Track Record Period, including those extended to the UK Overseas Territories, are not implicated by the Group's business activities with the Relevant Region.

3.5 **Australia**

(a) On the basis that:

(i) the Group or any of its subsidiaries is not:

- (1) a person in Australia;
- (2) an Australian citizen or Australian-registered body;
- (3) owned or controlled by Australians or persons in Australia;
- (4) a person using an Australian flag vessel or aircraft to transport goods or transact services subject to Australian autonomous sanctions; or
- (5) engaged in any activities in Australia; and

(ii) the Group's dealings do not involve products or services that are restricted under Australian export controls,

Hogan Lovells' assessment is that the Group's activities did not represent a violation to the International Sanctions measures administered and enforced by the Government of Australia.

4. **Company Background**

4.1 Yunnan Jinxun Resources Co., Ltd. was incorporated in the People's Republic of China on January 21, 2010. We have relied on the Prospectus for the Group's shareholding structure immediately prior to the Reorganization, immediately before the completion of the Global Offering and Capitalization Issue, immediately upon completion of the Capitalization Issue and the Global Offering, respectively.

4.2 The Company has confirmed that it is not owned 50% or more, or controlled, by one or more U.S. persons as defined under U.S. economic sanctions laws and regulations.

4.3 The Company has confirmed that none of its, its subsidiaries, or the Group's Directors or Shareholders is a U.S., EU, UK or Australian national.

4.4 The following table sets out the information regarding Directors of Yunnan Jinxun Resources Co., Ltd.

Director	Name	Nationality
Executive Directors	YUAN RONG	CHINA
	YUAN MEI	CHINA

	YANG YONGCHANG	CHINA
Independent Non-Executive Directors	ZHENG DONGYU	CHINA
	XIA HONGYING	CHINA
	WONG HOK BUN MARIO	CHINA

4.5 The Company has confirmed on behalf of the all entities in the Group that, to its best knowledge, none of the products or services supplied, sold or exported or transferred by the Group are controlled under U.S. export controls or are otherwise restricted for transfer, either directly or indirectly, from the United States (or by U.S. persons) to or for use in any third country. On the basis of this confirmation and our understanding of the nature of the Group's products formed by our due diligence process, an analysis of the Group's products against U.S. export control and trade related sanctions restrictions has not been undertaken by Hogan Lovells.

4.6 Based on the information provided by the Company, the Company believes that none of the products supplied, sold, exported or transferred by the Group are controlled or otherwise restricted for transfer either directly or indirectly, from the EU (or by EU persons), including the UK, or from the UK Overseas Territories (or by UK Overseas Territories nationals) to or for use in any Relevant Region. On this basis and our understanding of the nature of the Group's products and services, an analysis of the Group's products against EU, UK and/or UK Overseas Territories export control and trade related sanctions restrictions has not been undertaken by Hogan Lovells.

4.7 The Company confirms that:

- (a) none of the goods supplied, sold, exported or transferred by the Group are controlled under Australian export controls or are otherwise restricted for supply, sale, export or transfer, either directly or indirectly, from Australia (or by Australian citizens) to or for use in any Relevant Region; and
- (b) no goods were supplied, sold, exported or transferred by the Group to any country subject to International Sanctions from (or via) Australia.

On the basis of the above confirmations and our understanding of the nature of the Group's business, an analysis of the services supplied to the Relevant Region under Australian export control and sanctions laws has not been undertaken by Hogan Lovells.

5. **U.S. Sanctions: Economic Sanctions and Export Controls**

5.1 **U.S. Economic Sanctions**

There are two types of U.S. economic sanctions potentially applicable to the Group:

- (i) "Primary" U.S. sanctions applicable to "U.S. persons" or activities involving a U.S. nexus (e.g., funds transfers in U.S. currency or activities involving U.S.-origin goods, software, technology or services even if performed by non-U.S. persons);

- (ii) "Secondary" U.S. sanctions applied extraterritorially to the activities of non-U.S. persons even when the transaction has no U.S. nexus;

(b) **Primary Sanctions Applicable to U.S. Persons**

- (i) The U.S. Treasury Department's OFAC administers U.S. sanctions programs against targeted countries, entities, and individuals. As the economic sanctions are intended to further the foreign policy goals of the United States, they vary considerably from program to program. Likewise, OFAC has wide latitude to interpret and enforce its regulations based on the foreign policy goals of the U.S. Government.

- (ii) When the U.S. Government imposes economic sanctions against a country, entity, or individual, U.S. law prohibits (with limited exceptions that do not apply in this case) U.S. companies or U.S. persons from engaging in any transaction with or providing almost any goods or services for the benefit of the targeted country, entity or individual. Depending on the sanctions program and/or parties involved, U.S. law also may require a U.S. company or a U.S. person to "block" any assets/property interests owned, controlled or held for the benefit of a Sanctioned Country, entity, or individual when such assets/property interests are in the United States or within possession or control of a U.S. person. A "blocked" asset means no transaction may be undertaken or effected with respect to the asset/property interest – no payments, benefits, provision of services or other dealings or other type of performance (in case of contracts/agreements) – except pursuant to an authorization or license from OFAC.

(iii) **Persons Governed by U.S. Sanctions**

- (1) In general, U.S. economic sanctions apply to "U.S. persons". The term "U.S. persons" includes:

- (i) entities organized under U.S. Law (such as U.S. companies and their U.S. subsidiaries);

- (ii) any U.S. company's domestic and foreign branches;

- (iii) any individual who is a U.S. citizen or permanent resident alien ("green card" holder), regardless of his or her location in the world;

- (iv) any individual, regardless of his or her nationality, who is physically present in the United States; and

- (v) U.S. branches or U.S. subsidiaries of non-U.S. companies.

- (2) In the case of U.S. sanctions applicable to Iran and Cuba, primary sanctions specifically apply to all foreign subsidiaries of U.S. companies and any other entities owned or controlled by U.S. persons (such as 50/50 joint ventures, for example). See Section 218 of the Iran Threat Reduction and Syria Human Rights Act of 2012, H.R. 1905 (PL 112-158), implemented by OFAC as section 560.215 of the Iranian Transactions and Sanctions Regulations ("ITSR"), which makes parent companies liable for their foreign

subsidiaries' Iranian sanctions violations, and Section 515.329 of the Cuban Assets Control Regulations ("**CACR**").

- (3) In the case of U.S. sanctions applicable to other countries in the Relevant Region, such primary sanctions only apply to U.S. persons as defined above, not to their foreign subsidiaries or to non-U.S. companies.
- (4) In addition, primary sanctions prohibit U.S. persons, wherever located, from approving, financing, facilitating, or guaranteeing any transaction by a foreign person where the transaction by that foreign person would be prohibited if performed by a U.S. person or within the United States. This is generally known as the "facilitation" prohibition and is a broad extension of the jurisdictional reach of U.S. sanctions applicable to U.S. persons in countries subject to comprehensive sanctions prohibitions. See, e.g., ITSR, 31 C.F.R. § 560.208. The processing of payments by U.S. banks or U.S. payment processors for Iran-related trade by non-U.S. companies would constitute "facilitation" of such trade and is prohibited.
- (5) The facilitation concept is broad. In general, a U.S. person is not permitted to facilitate in any way activities of a third party with a Sanctioned Country or a sanctioned person if the U.S. person itself could not directly engage in the underlying activity. Usually it arises in the context of parent companies and their subsidiaries or between affiliates, where one entity is jurisdictionally required to comply but the other is not. The issue may also arise in the dealer/sub-dealer context, where the dealer is dependent on support from its supplier/partner. "Facilitation" may include the following activities:

"...a prohibited facilitation or approval of a transaction by a foreign person occurs, among other instances, when a U.S. person:

- (i) Alters its operating policies or procedures, or those of a foreign affiliate, to permit a foreign affiliate to accept or perform a specific contract, engagement or transaction involving a party in or the government of Iran without the approval of the U.S. person, where such transaction previously required approval by the U.S. person and such transaction by the foreign affiliate would be prohibited by this part if performed directly by a U.S. person or from the United States;
- (ii) Refers to a foreign person purchase orders, requests for bids, or similar business opportunities involving a party in or the government of Iran to which the U.S. person could not directly respond as a result of U.S. sanctions laws or regulations; or
- (iii) Changes the operating policies and procedures of a particular affiliate with the specific purpose of facilitating transactions that would be prohibited by this part if performed by a U.S. person or from the United States." ITSR § 560.417.

(iv) **Targets of Primary U.S. Sanctions Programs**

- (1) There are two types of primary U.S. sanctions programs – country-based programs (which are territorial in nature) and list-based programs (which are not territorial in nature, as they do not apply to the entire country or all of its territory). Violations of either type of primary U.S. sanction program can result in "strict" civil liability (not a negligence standard) where fines and penalties may be imposed. In addition, wilful violations may result in criminal liability punishable by imprisonment and elevated fines.
- (i) *Country-based sanctions programs. U.S. sanctions programs targeting specific countries fall into two categories: programs that are comprehensive in scope and programs that are limited in scope.*
- i. Comprehensive sanctions programs prohibit U.S. persons from dealing in any manner with Sanctioned Countries and their governments, as well as with any persons or entities in those countries or territories. Currently, the United States maintains comprehensive sanctions against: Cuba, Iran, North Korea, Syria, the Crimea region of Ukraine/Russia and LPR or DPR regions (comprehensive OFAC sanctions against Sudan were terminated as of October 12, 2017). Generally, comprehensive country sanctions prohibit transactions with or services in, from or benefitting the targeted country or any persons/entity in it. However, the comprehensive country sanctions may also be applicable to transactions outside the country (for example, restricting dealings in goods or services originating from a Sanctioned Country, or with persons who ordinarily reside in the Sanctioned Country).
- ii. Limited sanctions programs prohibit U.S. persons from participating in certain types of transactions with sanctioned countries and/or governments, such as the provision of services, financing, investments, exports, and/or imports. Prohibited activities vary from program to program, and they generally are not as broad (for example, they do not target activities with all persons or entities in that country). Currently, the U.S. government maintains limited sanctions programs in relation to countries such as Iraq and Libya, and OFAC has issued a series of general licenses authorizing numerous activities.
- (ii) *List-based sanctions programs.* In addition to country-based sanctions programs, primary U.S. sanctions include list-based sanctions that prohibit U.S. persons from dealing with or facilitating dealings with individuals, entities and organizations that have been designated as SDNs by OFAC for a variety of reasons. Although some of these programs reflect the name of a particular country in its title (e.g., Belarus, Burundi, Central African Republic, the Democratic Republic of Congo, Lebanon, Somalia, South Sudan, Yemen, Zimbabwe), these sanctions are not territorial in nature and do not apply to the country as a

whole, and they do not target the government of such country as a whole nor all persons and entities in the country. Instead, the restrictions apply only to persons and entities that are on the SDN List, which may include some government officials or other parties designated for a variety of reasons (the restrictions also apply to entities owned, at 50% or higher level, by designated SDNs). The names of these designated parties are published on the OFAC SDN List; they include persons or entities targeted for a variety of reasons including but not limited to:

- i. terrorists and terrorist organizations;
- ii. narcotics traffickers;
- iii. persons involved in the proliferation of weapons of mass destruction;
- iv. persons or entities undermining democratic processes, freedom of expression, or those involved in human rights abuses or censorship activities, among other targeted activities; and
- v. individuals and entities that the U.S. Government considers to be "arms" of the sanctioned governments identified above.

(iii) U.S. persons are not permitted to have any dealings whatsoever with or facilitate dealings with parties designated on the SDN List (or entities owned at 50% or higher level, directly or indirectly, by SDNs) unless authorized by OFAC. The SDN List is updated often, and is available on OFAC's website at <https://sdnsearch.ofac.treas.gov/>. Numerous vendors also provide screening solutions that can be tailored to fit a particular business' needs and IT systems.

(v) **Application to the Democratic Republic of the Congo**

(1) Currently, the U.S. government maintains limited, list-based sanctions against the Democratic Republic of the Congo. These sanctions only block the property and interests in property of SDNs as well as entities owned, directly or indirectly, individually or in the aggregate, 50% or greater by SDNs. For purposes of Congo sanctions, persons and entities can be designated as SDNs for having engaged in the following activities in violation of Executive Order 13413:

- (i) being a political or military leader of a foreign armed group operating in the Democratic Republic of the Congo that impedes the disarmament, repatriation, or resettlement of combatants;
- (ii) being a political or military leader of Congolese armed group that impedes the disarmament, demobilization, or reintegration of combatants;

- (iii) being a political or military leader recruiting or using children in armed conflict in the Democratic Republic of the Congo in violation of applicable international law;
 - (iv) committing serious violations of international law involving the targeting of children in situations or armed conflict in the Democratic Republic of the Congo, including killing and maiming, sexual violence, abduction, and forced displacement; and
 - (v) to have materially assisted, sponsored, or provided financial, material or technological support for, or goods and services in support of, any person engaged in the activities listed above.
- (2) Under Executive Order 13413, with certain exceptions, transactions by U.S. persons, or in or involving the United States, are prohibited if they involve dealing with, or involving property of, a person or entity designated as an SDN under Executive Order 13413 and appearing on the OFAC SDN List with the identifiers "[DRCONGO]". The property and interests in property of an entity that is 50% or more owned, directly or indirectly, individually or in the aggregate, by a person on the OFAC SDN List is also blocked, regardless of whether the entity itself appears on the OFAC SDN List.
- (vi) **Application to the Group**
- (1) No U.S. persons employed or otherwise engaged by the Company or its Group entities (including the U.S. Employees) have been involved in any way (either directly or indirectly), including in the negotiation or approval of, or with the on-going performance of, any activities of the Company or its Group entities involving the Relevant Region.
 - (2) No financing or financial assistance has been received by the Group, either directly or indirectly, from any company, entity or body incorporated or located in the United States.
 - (3) No products supplied, sold, exported or otherwise transferred by the Group to the Relevant Region incorporate 10% or more (by value) of U.S.-origin content nor are a direct product of controlled U.S. technology or subject to the EAR under the foreign direct product rule (including the foreign direct product rule on Belarus, Iran and Russia);
 - (4) Since April 2020, the Company has not undertaken, either directly or indirectly, any contract or any other activity with a counterparty, nor has otherwise provided goods or services to any person, in Sanctioned Countries.
 - (5) No products have been exported (either directly or indirectly) to any persons or entities identified on the BIS List.

- (6) No transactions have been made with any entities on the list of SDNs, in any transaction conducted by the Group during the Track Record Period;
- (7) the goods involved in the sales to the Relevant Region were all non-U.S. origin copper cathode and were not subject to the EAR under either *de minimis* rule or foreign direct product rule based on the Group's confirmation; and
- (8) The Company has reviewed all transaction records since April 2020 and has not identified any payments in U.S. dollars related to Sanctioned Countries during that time.

Hogan Lovells' assessment is that:

- (i) The Company's activities during the Track Record Period did not represent a violation to the U.S. export control laws as the Group confirmed that none of the non-U.S. origin copper cathode by the Group were subject to the EAR.

(c) **Secondary Sanctions Applicable to Non-U.S. Persons**

- (i) The U.S. has also enacted secondary sanctions targeting non-U.S. persons who are engaged in certain defined activities, including:
 - (1) those who are dealing in "confiscated" property in Cuba;
 - (2) those who are engaging in certain Syria- or Iran-related activities, including certain targeted sectors of Iranian, North Korean, Belarussian, Burmese, Russian and Venezuelan economy;
 - (3) those who are found to "operate in" the Crimea, DPR or LPR region or in the targeted sectors of Venezuelan economy (gold, oil, financial, defense/security), Russian economy (energy, metals and mining, quantum computing, defense, technology, financial services, aerospace, marine, electronics, accounting, management consulting and trust/corporate formation sectors), North Korean economy (construction, energy, financial services, fishing, information technology, manufacturing, medical, mining, textiles, or transportation), Burmese (defense), or Belarussian economy (defense and related materiel, security, energy, potassium chloride (potash) sector, tobacco products, construction, or transportation);
 - (4) those engaging in a "significant" importation from or exportation to North Korea of any goods, services, or technology;
 - (5) those engaging in "significant" transactions with Iranian or Russian SDNs; and
 - (6) those who are engaging in the provision of "material assistance" or support to most types of SDNs (including SDNs designated under the Ukraine/Russia sanctions programs, among others).

- (ii) The Company has, for and on behalf of the Group has confirmed that based on their due diligence process, it has no dealings involving Kherson region, Zaporizhzhia region, Crimea, DPR/LPR regions of Ukraine, Cuba, Iran, North Korea, Sudan, Syria, and Venezuela or with any SDNs.

(d) **The Offering**

- (i) The Group will be required to make standard representations, warranties and covenants to the Sponsors in the Hong Kong Underwriting Agreement and International Underwriting Agreement that the proceeds of the offering will not be used in any manner that could be found to violate any International Sanctions laws or regulations, including representing that the Group will not make any of the proceeds of the offering, directly or indirectly, available to (i) a person on the SDN List or (ii) fund any activity that is prohibited by International Sanctions laws or regulations.
- (ii) We note from the draft Prospectus as of December 25, 2025 under which the Group's intended uses of the proceeds of the Offering are set out in detail, and we have relied on those statements in connection with our analysis; the Group has confirmed that such statements are accurate in all respects. In those statements, the Group confirms that the proceeds will be used:
 - (1) To expand the Group's core operations;
 - (2) To repay certain of the Group's interest-bearing bank borrowings with an aggregate principal amount of approximately HK\$105.8 million, which were used as working capital; and
 - (3) for the Group's working capital and general corporate purposes.
- (iii) As the Company has provided an express undertaking that it will not make any of the proceeds of the Offering, directly or indirectly, available to (i) a person on the SDN List or (ii) fund any activity that is prohibited by International Sanctions laws or regulations, we believe the risk of infringing International Sanctions is low.
- (iv) We also note that none of the Company and its subsidiaries, their respective shareholders, directors or officers disclosed in the Prospectus is a person or entity named on the SDN List.

6. **UN Sanctions**

- 6.1 UN sanctions measures are adopted via a Resolution of the UN Security Council ("**UNSC**"). The UNSC can take action to maintain or restore international peace and security under Chapter VII of the United Nations Charter. UN Security Council Resolutions are binding upon all members of the UN, including the United States, Member States of the European Union and Australia. UN Member States are required to bring into force (i.e. implement, administer and enforce) national measures to ensure compliance with the measures prescribed in the UN Resolution. The main aim of UN sanctions measures, as set out in the UN Charter, is to maintain or restore international peace and security. Sanctions measures encompass a broad range of enforcement options that do not involve the use of armed force. Since 1966, the UNSC has established 30 sanctions regimes. Decision of UNSC bind members of the UN and override other obligations of UN member states.

6.2 The UNSC sanctions have taken a number of different forms, in pursuit of a variety of goals. The measures have ranged from comprehensive economic and trade sanctions to more targeted measures such as arms embargoes, travel bans, and financial or commodity restrictions. The UNSC has applied sanctions to support peaceful transitions, deter non-constitutional changes, constrain terrorism, protect human rights and promote non-proliferation. There are 14 ongoing sanctions regimes which focus on supporting political settlement of conflicts, nuclear non-proliferation, and counter-terrorism. Each regime is administered by a sanctions committee chaired by a non-permanent member of the UNSC. There are ten monitoring groups, teams and panels that support the work of the sanctions committees. United Nations sanctions are imposed by the UNSC, usually acting under Chapter VII of the United Nations Charter.

6.3 **Application to the Democratic Republic of the Congo**

- (a) In response to acts of violence systematically perpetrated against civilians, including massacres, other atrocities, and violations of international humanitarian law and human rights, the UNSC adopted resolution 1493 (2003) on July 28, 2003, which imposed a sanctions regime on the Democratic Republic of the Congo.
- (b) With the adoption of resolution 1493 (2003), the UNSC first imposed an arms embargo on all foreign and Congolese armed groups and militias operating in the territory of North and South Kivu and Ituri, and on groups not party to the global and all-inclusive agreement in the Democratic Republic of the Congo. The sanctions regime was subsequently modified and strengthened with the adoption of resolutions 1533 (2004), 1596 (2005), 1649 (2005), 1698 (2006), 1768 (2007), 1771 (2007), and 1799 (2008), by which, inter alia, the UNSC extended the scope of the arms embargo to the entire Democratic Republic of the Congo territory, imposed targeted sanctions measures (travel bans and an asset freeze), and broadened the criteria under which individuals and entities could be designated as subject to those measures.
- (c) Since March 2008, with the adoption of resolution 1807 (2008), the arms embargo has been further modified.
- (d) By resolution 1952 (2010), adopted on November 29, 2010, the UNSC further extended the arms embargo and targeted travel and financial sanctions until November 30, 2010. By resolution 2078 (2012), the UNSC added to the sanctions criteria list political and military leaders of Congolese militias receiving support from outside the Democratic Republic of the Congo. Resolutions 2136 (2014), 2198 (2015), 2293 (2016), 2360 (2017), 2478 (2019), 2528 (2020) and most recently 2582 (2021) renewed the measures on arms, transport, finance and travel imposed by previous resolutions.
- (e) Subject to certain exceptions, the sanctions imposed against the Democratic Republic of the Congo include:
 - (i) a prohibition on the direct or indirect supply, sale and transfer from the territories of member states or by their nationals outside their territories, or using their flag vessels or aircraft, of arms and related material of all types, spare parts, and technical advice, assistance, or training related to military activities, to designated individuals and entities;

- (ii) provisions in relation to the freezing of assets with respect to the funds and other financial assets or economic resources of designated individuals and entities; and
- (iii) a prohibition on the entry into or transit through the territories of member states by designated individuals.

6.4 Application to the Group

- (a) On the basis of the Company's confirmations that neither the Company nor any of its affiliates, agents, directors, officers, or employees is engaged in transactions that directly or indirectly involve or benefit a person on the sanctions list of the UN;
- (b) Based on the Company's confirmations that the Group's business dealings in the Relevant Region do not implicate the restrictive measures adopted by UN because the Group does not have any business dealings with persons on the list of persons and entities designated by the UN with whom member states of the UN are prevented from doing business with; and
- (c) Based on the Company's confirmations that all of the Company's business in relation to the Relevant Region was in relation to the intra-group sales of non-U.S. origin copper cathode, which were not conducted in relation to, or otherwise involve any export-controlled products,

Hogan Lovells' assessment is therefore that the Company's business dealings do not implicate restrictive measures adopted by the UN and implemented by the United States, European Union, UK Overseas Territories and Australia.

7. EU and UK Sanctions

7.1 Overview of EU Sanctions Measures

Sanctions are one of the EU's tools to promote the objectives of its Common Foreign and Security Policy ("**CFSP**"), being peace, democracy and the respect for the rule of law, human rights and international law.

- (a) Sanctions applicable in the EU stem from:
 - (i) sanctions adopted by the UN; or
 - (ii) autonomous sanctions regimes adopted by the EU without any UN action.
- (b) The EU implements sanctions measures via a unanimous decision of the Council of the European Union (the "**Council**"). Members States of the EU are then legally bound to act in conformity with the decision.
- (c) Certain sanctions, such as arms embargoes and travel bans, are implemented directly by EU Member States. Such measures only require a decision by the Council. Economic sanctions measures require separate implementing legislation in the form of a Council Regulation.
- (d) Council Regulations are directly applicable in EU Member States. However, some Member States may nevertheless enact national legislation implementing the EU sanctions measures. In addition, individual Member States are responsible for establishing measures to set and impose penalties and their implementation and enforcement, and for establishing relevant competent licensing authorities.

- (e) EU sanctions regimes are generally targeted, meaning that the relevant prohibitions or restrictions are focused on individual people or organizations, certain sectors of the target's economy, specified goods, technology, technical assistance and wider associated services, or specific activities.

As of January 1, 2021, the UK is no longer an EU Member State. Pursuant to the terms of Agreement on the withdrawal of the United Kingdom of Great Britain and Northern Ireland from the European Union and the European Atomic Energy Community (Withdrawal Agreement), EU law including sanctions law continued to apply to and in the UK until December 31, 2020. The UK was still an EU Member State during part of the Track Record Period and the EU sanctions analysis fully applies thereto until December 31, 2020. For the part of the Track Record Period starting on January 1, 2021, UK applied its own sanctions programs.

7.2 Overview of UK sanctions

- (a) Sanctions are one of the UK's tools to promote the objectives of its foreign policy, being peace, democracy and the respect for the rule of law, human rights and international law.
- (b) As of January 1, 2021, sanctions applicable in the UK stem from:
 - (i) Sanctions adopted by the UN; or
 - (ii) Autonomous sanctions regimes adopted by the UK; Some of which have been retained from EU legislation and have been transitioned into UK law.
- (c) UK sanctions are in force under the Sanctions and Anti-Money Laundering Act 2018 ("the UK Sanctions Act"), which enables the transition of existing EU sanctions programs and the establishment of autonomous UK regimes. The UK Sanctions Act is implemented through regulations setting out the specific measures under each UK sanctions regime.
- (d) Specifically, Section 63(3)(c) of the UK Sanctions Act provides that the UK may by way of Order extend the application of the sanctions regulations to any of the Channel Islands, the Isle of Man, and any of the British Overseas Territories. UK sanctions measures have also been extended by the UK on a regime by regime basis to apply to and in the UK Overseas Territories (without requiring enactment of any further legislation by them), including the Cayman Islands as of January 1, 2021.

7.3 Application of Sanctions Measures

- (a) EU and UK sanctions measures broadly apply to: (i) any company incorporated under the laws of the EU or the UK; (ii) any EU or UK national; and (iii) any business done in whole or in part within the EU or the UK.
- (b) EU and UK sanctions measures will therefore apply to:
 - (i) The Company as a company incorporated in the Cayman Islands and any of the Group's subsidiaries or affiliates incorporated in the EU, UK or a UK Overseas Territory;

- (ii) any EU and UK nationals employed by or otherwise engaged on behalf of the Group regardless of where they are located, in the EU, the UK or in any other country;
 - (iii) any business of the Group conducted within the EU or the UK;
 - (iv) any counterparty incorporated in the EU or the UK with whom the Group does business including for example, suppliers, customers, distributors, agents, manufacturers, shipping agents and freight forwarders;
 - (v) any EU or UK incorporated financial institution that the Group or any of its companies uses to provide payment processing services, trade finance services, short or long term debt financing or any other service; and
 - (vi) any entity incorporated in the EU or the UK, or national of these regions who subscribes for shares in the Group.
- (c) EU and UK sanctions will not apply to:
- (i) Non-EU and non-UK nationals in their personal capacity, including the Company's Directors (to the extent that they are not carrying out business of the Group in the territory of the EU or the UK); and
 - (ii) any company subsidiary that is not incorporated under the laws of an EU Member State or the UK, which acts in a wholly independent manner from its parent company and which does not carry out any activities in the EU or the UK.

7.4 Restrictions under EU and UK Sanctions Measures

- (a) The restrictions applied under an EU or UK sanctions regime depend on the jurisdiction targeted by the regime. However, there are broadly four main offences:
- (i) making any funds or economic resources (see below) directly or indirectly available to or for the benefit of a sanctioned person or entity (a **"Designated Person"**);
 - (ii) dealing with any funds or economic resources that are owned, held or controlled by a Designated Person;
 - (iii) exporting, selling, transferring or making certain controlled or restricted products¹ available (either directly or indirectly) to, or for use in, a jurisdiction subject to sanctions measures (a **"Prohibited Activity"**); and
 - (iv) participating knowingly and intentionally in activities the object or effect of which is to: (i) directly or indirectly circumvent the offences listed above; or, (ii) enable or facilitate the commission of the offences.
- (b) The meaning of "economic resources" is defined widely to be "assets of every kind, whether tangible or intangible, movable or immovable, which are not funds, but may be used to obtain funds, goods or services". Therefore, the Group's products would fall within the definition of "economic resources".

¹ An analysis of the parameters of what amounts to a controlled product is outside the scope of this advice memorandum. Hogan Lovells can provide further advice on this point as required.

- (c) Under EU and UK sanctions measures, there is no "blanket" ban on doing business in or with a jurisdiction targeted by sanctions measures. While it is prohibited for a person or entity to whom EU or UK sanctions apply to make any product of the Group available directly or indirectly to or for the benefit of a Designated Person, or to finance such activity, it is not generally prohibited (or otherwise restricted) for that person or entity to do business (involving non-controlled or restricted items) with a counterparty in a country subject to EU or UK sanctions that is not a Designated Person or engaged in non-Prohibited Activities.

7.5 **EU and UK sanctions: Dealing with Relevant Jurisdictions**

- (a) As noted above, under EU and UK sanctions legislation it is prohibited for any person or entity to whom EU sanctions apply to:
 - (i) make any product of the Group directly or indirectly available to, or for the benefit of, a Designated Person; or
 - (ii) export, finance, or facilitate the transfer of any controlled or restricted products to a third country including a Relevant Jurisdiction.
- (b) **Application to the Democratic Republic of the Congo**
 - (i) EU sanctions were first imposed on the Democratic Republic of the Congo (then Zaire) in April 1993 in the form of an arms embargo in response to then-President Mobutu dissolving the government of Prime Minister Tshisekedi and violence in the country (Common Position 2002/829/CFSP).
 - (ii) Since 2005, the EU measures have been brought in line with the UN sanctions against the Democratic Republic of the Congo through Council Decision 2010/788/CFSP of December 20, 2010, as last amended through Council Decision (CFSP) 2023/1568 of July 28, 2023, and Council Regulation (EC) No 1183/2005 of 18 July 2005, as last amended through Council Regulation (EU) 2023/1565 of July 28, 2023.
 - (iii) The sanctions include the following measures:
 - (1) an arms embargo preventing the direct or indirect supply, sale and transfer of arms and military equipment to the Democratic Republic of the Congo and a prohibition on the provision of technical assistance, brokering, financing or financial assistance related to military goods;
 - (2) freezing of funds and economic resources of certain individuals and entities outlined in the Council Decision; and
 - (3) restriction on admission to the EU of certain individuals named therein.
 - (iv) EU sanctions measures targeting the Democratic Republic of the Congo were extended to the UK Overseas Territories, including the Cayman Islands, pursuant to the Democratic Republic of the Congo (Restrictive Measures) (Overseas Territories) Order 2003 and, from July 8, 2015, the Democratic Republic of the Congo (Sanctions) (Overseas Territories) Order

2015, as amended through the Democratic Republic of the Congo (Sanctions) (Overseas Territories) (Amendment) Order 2017.

- (v) As of January 1, 2021, the UK replaced, with substantially the same effect, the EU sanctions on the Democratic Republic of the Congo by the Democratic Republic of the Congo (Sanctions) (EU Exit) Regulations 2019, as . These regulations have been extended to apply to and in the UK through the Democratic Republic of the Congo (Sanctions) (Overseas Territories) Order 2020. The UK's sanctions regime targeting the Democratic Republic of the Congo aims to give effect to the UK's obligations to the UN and to promote:

- (1) the resolution of the armed conflict in the Democratic Republic of the Congo;
- (2) respect for human rights;
- (3) compliance with international humanitarian law; and
- (4) respect for democracy, the rule of law and good governance in the Democratic Republic of the Congo.

(c) Application to the Group

- (i) On the basis of our due diligence process and the Company's confirmation (for and on behalf of the Group) that:

- (1) All activities involving the Relevant Region were negotiated, entered into and performed without any involvement (including in any approval or decision making capacity) by any entity incorporated, domiciled, or otherwise located in either the territories of the EU or the UK's Overseas Territories;
- (2) the Group's activities involving the Relevant Region have not identified any person specifically designated (i.e. listed/targeted) under any existing EU sanctions regime;
- (3) the Group's transactions did not potentially fund or facilitate EU sanctions-prohibited activity, nor grant any benefit towards any sanctioned person or entity;
- (4) the Group has not exported or directly or indirectly supplied arms and related materiel, or equipment which might be used for internal repression;
- (5) the Group has not provided technical assistance related to military activities, or to the provision, manufacture, maintenance and use of arms and related materiel of any type;
- (6) the Group has not provided financing or financial assistance related to any activities referred to above;
- (7) Neither the Company nor any of its affiliates, agents, directors, officers or employees have been engaged in the export of items for use in oil exploration and production in deep water, the Arctic,

or shale formations, or in the provision of finance including loans or credit to Russia;

On this basis, Hogan Lovells' conclusion is that the Group's business dealings with respect to the Relevant Region have not breached the prohibitions or wider restrictions adopted by the EU, and the UK including those extended to the UK Overseas Territories.

(d) EU and UK export controls

- (i) In addition to EU sanctions measures, the EU applies export controls on dual-use items, including technology. Until September 9, 2021, EU export controls were set out in Council Regulation (EC) No 428/2009 of May 5, 2009, which applied to the UK until December 31, 2020. As of September 9, 2021, the EU export control framework has been replaced by Regulation (EU) No 2021/821 of May 20, 2021 setting up a Union regime for the control of exports, brokering, technical assistance, transit and transfer of dual-use items, as last amended by Commission Delegated Regulation (EU) 2022/1 of October 20, 2021, which governs (i) the export of certain controlled dual-use products and technology from the EU to any non-EU country jurisdiction (not just jurisdictions subject to sanctions), (ii) the provision of technical assistance relating to controlled items and (iii) the brokering of transactions that involve the transfer of controlled goods, certain wider restricted products and non-controlled products which may be destined for a prohibited end-use from one non-EU country to another non-EU country (again any third country jurisdiction not just jurisdictions subject to sanctions).. As of January 1, 2021, the UK export control framework is set out in Export Control Act 2002, the Export Control Order 2008 and the Retained Dual-Use Regulation.
- (ii) The Group has confirmed its understanding that it has not been, directly or indirectly, involved in the export from the EU, the UK and/or UK Overseas Territories of any items listed in the EU Common Military List or the UK Military List. The Group has not been involved in the export from the EU (including the UK) of items listed in the EU Dual Use list (Annex I to Regulation 428/2009 and Regulation 2021/821) to any Relevant Region. As such, no further analysis (e.g. any assessment against the specific list of items controlled under the EU Dual Use Regulation) has been carried out by Hogan Lovells. Our conclusion is that such analysis is unnecessary based on the Group's confirmation that it is not directly or indirectly involved in the export from the EU and/or UK Overseas Territories of any items listed in the EU Common Military List or on the EU Dual Use list to any Relevant Region.

Based on the information provided by the Company, Hogan Lovells understands that the EU export rules are not implicated by the Group's activities.

8. Australian Sanctions

8.1 Overview

- (a) Australia has a dual sanctions regime consisting of sanctions measures imposed by the UN, together with Australian autonomous sanctions imposed by the Australian Government as a matter of its foreign policy. Australia's dual sanctions

regime is administered by the Australian Sanctions Office ("**ASO**"), the Australian Government sanctions regulator, which sits within the Department of Foreign Affairs and Trade ("**DFAT**").

- (b) The Australian restrictions and prohibitions arising from the sanctions laws apply broadly to:
 - (i) any person in Australia;
 - (ii) any Australian anywhere in the world;
 - (iii) companies incorporated overseas that are owned or controlled by Australians or persons in Australia; and/or
 - (iv) any person using an Australian flag vessel or aircraft to transport goods or transact services subject to UN sanctions.
- (c) The ASO maintains the Consolidated List of all persons and entities designated for the purposes of sanctions regimes implemented under Australian sanction laws.
- (d) A criminal offence is committed if an individual or a body corporate to whom Australian sanctions measures apply, engages in conduct and the conduct contravenes a sanction law.
- (e) The Australian autonomous sanctions regimes are primarily implemented under the *Act Autonomous Sanctions 2011* (Cth) (the "**Act**") and the *Autonomous Sanctions Regulations 2011* (Cth) (the "**Regulations**").
- (f) The Act prohibits a person from engaging in conduct that is in breach of the sanctions laws.
- (g) Part 3 of the Regulations specifies that section 15.1 of the Criminal Code (being Schedule 1 to the *Criminal Code Act 1995* (Cth)) applies to a person that makes an unauthorised sanctioned supply. This has the effect of making the offence extra territorial if the alleged offence occurs outside of Australia by a person who is an Australian citizen or a body corporate incorporated under Australian law.
- (h) The prohibited conduct applies to conduct committed entirely inside or outside Australia if at the time of the alleged offence, the alleged offender is an Australian citizen or a body corporate incorporated under Australian law.

8.2 Application to the Democratic Republic of the Congo

- (a) During the Track Record Period, Australia fully implements the UN sanctions regime in relation to the Democratic Republic of the Congo under the Charter of the UN (Sanctions – Democratic Republic of the Congo) Regulations 2008 (Cth); and
- (b) Australia has not imposed an additional autonomous sanctions regime in relation to the Democratic Republic of the Congo.

8.3 Application to the Group

- (a) The Company has confirmed that no Australian citizens employed or otherwise engaged by the Group have been involved in any way, including in the negotiation or approval of, or with the on-going performance of, or in any wider decision making

capacity, with respect to any of the Group's dealings involving the Relevant Region;
and

- (b) On the basis of the Company's confirmations that neither the Group nor any of its subsidiaries is:
- (i) a person in Australia;
 - (ii) an Australian citizen or Australian-registered body;
 - (iii) owned or controlled by Australians or persons in Australia; or
 - (iv) a person using an Australian flag vessel or aircraft to transport goods or transact services subject to Australian autonomous sanctions;
 - (v) engaged in any activities in Australia; or
 - (vi) the Group's dealings do not involve products or services that are restricted under Australian export controls,

Hogan Lovells' assessment is that the Group's activities do not implicate the prohibitions or wider restrictions under international sanctions measures administered and enforced by the Government of Australia.

* * * * *

The conclusion stated in this memorandum is not binding on OFAC, the U.S. Department of State, the European Commission, the competent authorities of European Union Member States, Australia, or on any other regulatory or judicial authority, which have substantial discretion in determining whether to investigate particular transactions or relationships or to pursue sanctions or other enforcement. Accordingly, there can be no assurances that OFAC, the U.S. Department of State or any other such authority will not ultimately pursue sanctions or otherwise take actions that are contrary to the conclusions set forth in this memorandum. Such conclusion is based solely on our interpretation of the applicable laws referred to herein; and we assume no liability based on any conclusion or holding of any such authority that is inconsistent with our interpretation and conclusion.

This memorandum is only intended for the benefit of the person(s) to whom it is addressed.

This memorandum may also be disclosed for information only to (but not relied on by) the Joint Sponsors, the underwriter(s) of the Offering, the Stock Exchange, the Companies Registry, and within the period and in accordance with procedure specified in the Prospectus, available for inspection to the public and such disclosure and non-reliance and the liability waiver referred to above are governed by and construed in accordance with the laws of England and Wales.

Save as the above, no recipient may disclose this memorandum to any other person or quote or refer to it in any public document or file it with any person, without our prior written consent in each specific case.

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If you have questions or comments regarding this memorandum, or would otherwise like to discuss the information herein, please contact Ben Kostrzewa at ben.kostrzewa@hoganlovells.com.



Hogan Lovells International LLP