

**深圳市递爱福公益基金会
捐赠、投资、捐助指引**

**CONTRIBUTION, INVESTMENT, AND
GRANTING GUIDELINES
OF
THE CHINA DAF CHARITY**

(2018年9月20日经第一届理事会第二次会议批准通过，2022年12月16日经第一届理事会第十次会议予以修改和重述)

(Approved and Adopted by the First Board of Directors at its Second Meeting on September 20th, 2018, Amended and Restated by the First Board of Directors at its Tenth Meeting on December 16th, 2022)

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前言

PREFACE

深圳市递爱福公益基金会（以下简称为“递爱福基金会”或“本基金会”）是由深圳国际公益学院（以下简称为“公益学院”）、北京中伦公益基金会（以下简称为“中伦公益基金会”）及深圳中顺易金融服务有限公司（以下简称为“中顺易”）三方发起人共同发起设立的基金会。

The China DAF (Donor Advised Fund) Charity (hereinafter the ‘Charity’) is co-established by the China Global Philanthropy Institute (hereinafter ‘CGPI’), the Beijing Zhong Lun Charity Foundation (hereinafter ‘ZLCF’) and Shenzhen CSN Financial Services Co., Ltd (hereinafter ‘CSN’).

作为中国首家以捐赠者建议基金（Donor Advised Fund）慈善账户模式运作的基金会，本基金会以“百年慈善、永续传承”为战略目标，以“助力捐赠者善的传承”为使命，以“愿捐赠者基业长青”为愿景，以“诚信、专业、创新、共享”为核心价值观，以“管家精神”服务捐赠人，本着透明化、专业化、国际化、共享化的运营原则，以捐赠人可建议的慈善账户为载体，本基金会为捐赠人提供账户化、流程化、系统化的捐赠、投资、捐助等服务。

As the first charity in China that has offered its donors advised fund charitable accounts, with the strategic goal of ‘Enduring Philanthropy, Unfading Legacy’, the mission of ‘Helping donors with their charitable legacies’, the vision of ‘Connecting donors with lasting impact’, the values of ‘Accountability, Professionalism, Innovation, and Sharing’, and the main focus on ‘Serving the donors’ with the ‘spirit of stewardship’, under the operational principles of transparency, professionalism, internationalization and mutualization of resources, the Charity provides donors with professional services related to contribution, investment, and granting of charitable assets through different accounts and processes in a systematic way, via the charitable accounts as vehicles that empowered donors with advisory privileges.

为了便于本基金会的管理，控制本基金会的运营风险，规范和完善本基金会的内部治理结构，达到集中决策与适当分权的合理平衡，依据国家相关法律法规，

本基金理事会制定《深圳市递爱福公益基金会捐赠、投资、捐助指引》（以下简称“本指引”）。

In order to facilitate the management of the Charity, control operational risks, regulate and optimize the internal governance structure, and reach a reasonable balance between centralized decision-making and appropriate decentralization, according to relevant laws and regulations in China, the Board of Directors of the Charity formulates the Contribution, Investment, and Granting Guidelines of the China DAF Charity (hereinafter the ‘Guidelines’).

本指引属于本基金会的管理规范，主要涉及本基金捐赠业务、投资业务、捐助业务内部审批权限的分工安排等，旨在规范及完善本基金会的内部治理结构、控制决策及管理风险，使各业务之间相互制衡、相互配搭。

As internal regulations on the management of the Charity, the Guidelines mainly set out the internal review and approval arrangements relating to the contribution, investment and granting services of the Charity, with a view to regulating and optimizing the internal governance structure, and controlling risks associated with the decision-making and management of the Charity, so as to balance and supplement each other within the contribution, investment and granting services.

本指引属于本基金运营管理制度的一部分。本基金对本指引的公开披露并非构成《中华人民共和国慈善法》第二十三条第一款规定的公开募捐方式。为使本基金业务的开展符合有关法律法规的要求，满足监管部门对非公募基金会募集捐赠财产的要求，确保本基金仅面向特定对象定向募捐，便于对本基金会捐赠人的特定化来源进行记录和审查，本基金设立战略发展咨询委员会成员或本基金工作人员推荐捐赠人的制度。非经本基金会的战略发展咨询委员会成员或本基金工作人员推荐，潜在捐赠人不能成为本基金会的合格捐赠人。

The Guidelines are part of the Charity’s operation and management system. Public disclosure of the Guidelines by the Charity does not constitute public fund-raising under Article 23 Paragraph 1 of the *Charity Law of the People’s Republic of China* (hereinafter the ‘Charity Law’). In order to comply with laws and regulations, meet the requirements for fundraising by non-public charities set by the supervisory authorities, ensure that the Charity only raises funds from the particularized sources of donors, and facilitate the record and review of the donors’ particularized sources, the Charity sets

up the system of recommending donors by members of the Strategic Development Advisory Committee or staff of the Charity. Potential donors cannot become qualified donors of the Charity without direct recommendation from members of the Strategic Development Advisory Committee or staff of the Charity.

为了更好地服务捐赠人，参考国际捐赠者建议基金会（Donor Advised Fund，简称“DAF”）的惯例，本基金会制定《深圳市递爱福公益基金会捐赠说明书》（以下简称“《捐赠说明书》”）。《捐赠说明书》是面向全体捐赠人（或潜在捐赠人）的对外公示性文件，主要从捐赠环节、投资环节、捐助环节等方面介绍本基金会基本实务操作流程。

In order to better serve the donors, taking reference from the practice of international Donor Advised Funds (hereinafter ‘DAFs’), the Charity formulates the Contribution Prospectus of the China DAF Charity (hereinafter the ‘Contribution Prospectus’). The Contribution Prospectus is a public document disclosed to all donors (or potential donors) of the Charity, mainly covering the basic operational processes relating to the contribution, investment, and granting services offered by the Charity.

本指引与《捐赠说明书》的主要区别表现为以下几个方面：在适用范围上，本指引侧重于基金会的管理人员，《捐赠说明书》侧重于全体捐赠人（包括潜在捐赠人）；在内容上，本指引主要定位于本基金会内部治理结构及审批权限分配，《捐赠说明书》主要定位于本基金会对外实务操作流程的简要介绍；在功能上，本指引是规范基金会内部决策及管理权限的授权性文件，《捐赠说明书》是向全体捐赠人公示的用户手册及操作指南。

The main difference between the Guidelines and the Contribution Prospectus lies in the following aspects: (1) As for the applicable scope, the Guidelines mainly apply to the management personnel of the Charity, while the Contribution Prospectus mainly applies to all donors (including potential donors); (2) As for the content, the Guidelines mainly focus on the internal governance structure and allocation of review and approval authorities, while the Contribution Prospectus contains a brief introduction to the Charity’s external operational processes; (3) As for the function, the Guidelines are an authorization document regulating the internal decision-making and administrative authorities of the Charity, while the Contribution Prospectus is the user manual and guidebook that is disclosed to all donors.

本指引及《捐赠说明书》分别从对内及对外两个层面予以规范，共同构成本基金会整体业务的指导性文件。

Regulating the operation of the Charity at both an internal and external level, the Guidelines and the Contribution Prospectus jointly constitute the instructive documents for the Charity's overall operation.

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1 本基金会的授权制度

Authorization System of the Charity

1.1 授权的目的

Purposes of Authorization

《中华人民共和国慈善法》第十二条规定：“慈善组织应当根据法律法规以及章程的规定，建立健全内部治理结构，明确决策、执行、监督等方面的职责权限，开展慈善活动。”

Article 28 Paragraph 2 of the *Charity Law* reads: “When carrying out charitable activities, a charitable organization shall establish a sound internal governance structure, and clarify the powers and duties of the positions for decision-making, implementation, supervision and other functions of the charity in accordance with laws, regulations and its articles of organization.”

《基金会管理条例》第五条规定：“基金会依照章程从事公益活动，应当遵循公开、透明的原则。”

Article 5 of the *Regulation on Foundation Administration* reads: “Foundations shall engage in charitable activities in accordance with their articles of organization and observe the principles of openness and transparency.”

《深圳市递爱福公益基金会章程》第二十六条第三款规定：“本基金会法定代表人在任期间，基金会发生违反《基金会管理条例》和本章程的行为，法定代表人应当承担相关责任；因法定代表人失职，导致基金会发生违法行为或基金会财产损失的，法定代表人应当承担个人责任。”

Article 26 Paragraph 3 of the Articles of Organization of the China DAF (Donor Advised Fund) Charity (hereinafter the ‘Articles of Organization’) reads: “The legal representative of the Charity shall bear relevant responsibilities for the Charity’s acts which violate the *Regulation on Foundation Administration* or the Articles of Organization during their term of serving as the legal representative. The legal representative of the Charity whose negligence or dereliction of duty has led to violation of the law by the Charity or caused damages to the Charity’s property shall be held personally accountable thereof.”

因此，为了落实法律、法规及本基金会章程的要求，便于理事会对本基金会的管理，控制基金会的运营风险，规范和完善基金会的内部治理结构，达到集中决策与适当分权的合理平衡，本基金会将设置严格且公开的内部授权制度，建立以递爱福（DAF）账户服务系统为基础的高效、规范、便捷的业务管理流程，保障本基金会公开、透明地从事公益慈善活动。

Therefore, in order to meet the requirements of laws, regulations and the Articles of Organization, facilitate management of the Charity by the Board, regulate and improve internal governance, and reach a reasonable balance between centralized decision-making and decentralized management, the Charity will establish a strict but open internal authorization system, set up efficient, orderly and convenient business management processes based on the DAF Account Service System (hereinafter the ‘System’), and make sure that it participates in public welfare activities in an open and transparent manner.

1.2 授权类别

Categories of Authorization

本指引中所称的“授权”，是指由本基金会理事会向理事会执行委员会委员、秘书长的基本职务授权，理事会执行委员会对副理事长、执行理事长的基本职务授权，秘书长向执行秘书长、首席捐赠官、首席投资官、首席捐助官的基本职务授权；以及基金会理事长在捐赠、投资、捐助业务运营管理过程中必要的特别授权。被授权人行使授权权限时，必须接受本基金会的统一领导，遵守法律法规、本基金会章程及其他各项规章制度，在授权范围内依法进行捐赠、投资、捐助业务等运营管理活动。

The term ‘authorization’ under the Guidelines refers to (1) basic authorization regarding job duties, (1.1) granted by the Board of Directors to the members of the Executive Committee of the Board and the Secretary-General; (1.2) granted by the Executive Committee of the Board to the Vice Chairman of the Board, the Executive Chairman of the Board; (1.3) granted by the Secretary-General to the Executive Secretary-General, the Chief Contribution Officer, the Chief Investment Officer, and the Chief Grant-Making Officer; or (2) necessary special authorization granted by the Chairman of the Board in the course of the operation and

management of contribution, investment, and granting. When exercising authorized powers, authorized persons shall accept the unified leadership of the Charity, observe laws, regulations, the Articles of Organization, and other internal rules and regulations of the Charity, as well as legally conduct the management of contribution, investment, granting and other activities within the scope of authorization.

1.2.1 基本授权

Basic Authorization

- (1) **基本授权:** 基本授权是指对被授权人就其所负责的人事管理、财务管理等基本业务的授权;基本授权赋予被授权人基本权限。本基金会的**基本授权**具体指由本基金会理事会对理事会执行委员会委员、秘书长的基本职务授权,理事会执行委员会对副理事长、执行理事长的基本职务授权,以及秘书长对执行秘书长、首席捐赠官、首席投资官、首席捐助官的基本职务授权。

Basic Authorization: Basic authorization refers to the granting of powers and privileges to authorized persons regarding personnel management, financial management, and other basic business operations. Basic authorization allows for basic authorities. Basic authorization of the Charity specifically refers to basic authorization granted (1) by the Board of Directors to the members of the Executive Committee of the Board and the Secretary-General; (2) by the Executive Committee of the Board to the Vice Chairman of the Board and the Executive Chairman of the Board; or (3) by the Secretary-General to the Executive Secretary-General, the Chief Contribution Officer, the Chief Investment Officer, and the Chief Grant-Making Officer.

- (2) **理事长签发授权书:** 基本授权须由理事长向相关人员签发《深圳市递爱福公益基金会职务任命及授权书》,明确被授权人、授权范围、授权期限等内容。

Letters of Authorization Signed and Issued by the Chairman of the Board: The Chairman of the Board shall sign and issue the Letter

of Appointment and Authorization of the China DAF Charity (hereinafter the ‘Letter of Appointment and Authorization’) to the relevant person, setting out the name of the authorized person, the scope and term of the authorization, and other relevant information.

- (3) **在授权范围内从事相关活动:** 在遵守法律法规、本基金会章程及基金会其他各项规章制度的前提下, 副理事长、执行理事长、理事会执行委员会委员、秘书长、执行秘书长、首席捐赠官、首席投资官、首席捐助官有权在《深圳市递爱福公益基金会职务任命及授权书》授权的范围内, 代表本基金会从事相关活动。

Engaging in Relevant Activities Within the Scope of Authorization: Subject to the laws and regulations, the Articles of Organization and other internal rules of the Charity, the Vice Chairman of the Board, Executive Chairman of the Board, members of the Executive Committee of the Board, Secretary-General, Executive Secretary-General, Chief Contribution Officer, Chief Investment Officer, and Chief Grant-Making Officer of the Charity have the right to engage in relevant activities on behalf of the Charity within the scope of authorization as prescribed in their respective Letters of Appointment and Authorization.

- (4) **基本授权的期限:** 基本授权的期限将在《深圳市递爱福公益基金会职务任命及授权书》中注明。

Term of Basic Authorization: The term of basic authorization shall be set out in the Letter of Appointment and Authorization.

- (5) **不得转授权:** 接受基本授权的人员不得再向其他人员转授权。

Prohibition of Delegation: Those who accept basic authorization shall not delegate such authorization to any other person.

- (6) **授权书的公示:** 为遵循公开、透明的原则, 理事长签发的所有《深圳市递爱福公益基金会职务任命及授权书》, 均将在本基金会网站上予以公示。

Disclosure of Letters of Appointment and Authorization: In accordance with the principles of openness and transparency, all Letters of Appointment and Authorization signed and issued by the Chairman of the Board shall be publicly disclosed on the official website of the Charity.

1.2.2 特别授权

Special Authorization

- (1) **特别授权:** 特别授权是指基金会理事长在捐赠、投资、捐助业务运营管理过程中, 根据基金会的章程或基金会的相关规则或理事会作出的决议, 对超出基本授权范围的某一特定事项或某类特殊业务的临时性授权。特别授权赋予被授权人的特别权限。

Special Authorization: Special Authorization refers to temporary authorization for a specific matter or special business beyond the scope of basic authorization, which is granted by the Chairman of the Board in accordance with the Articles of Organization, relevant regulations of the Charity, or resolutions of the Board of Directors in the course of the operation and management of contribution, investment, or granting. Special authorization allows for special authorities.

- (2) **理事长签发特别授权书:** 特别授权须由理事长向相关人员签发《深圳市递爱福公益基金会特别授权书》, 明确被授权人、授权范围、授权期限等内容。

Letters of Special Authorization Signed and Issued by the Chairman of the Board: The Chairman of the Board shall sign and issue the Letter of Special Authorization of the China DAF Charity (hereinafter the ‘Letter of Special Authorization’) to the relevant person, setting out the name of the authorized person, the scope and term of the authorization, and other relevant information.

- (3) **特别授权的期限:** 特别授权的期限将在《深圳市递爱福公益基金会特别授权书》中注明。

Term of Special Authorization: The term of special authorization shall be clearly indicated in the Letter of Special Authorization.

- (4) **不得转授权:** 接受特别授权的人员不得再向其他人员转授权。

Prohibition of Delegation: Those who accept special authorization shall not delegate such authorization to any other person.

- (5) **特别授权书的公示:** 为遵循公开、透明的原则, 理事长所签发的所有《深圳市递爱福公益基金会特别授权书》, 均将在本基金会网站上予以公示。

Disclosure of Letters of Special Authorization: In accordance with the principles of openness and transparency, all Letters of Special Authorization signed and issued by the Chairman of the Board shall be publicly disclosed on the official website of the Charity.

1.2.3 未经书面授权不得以本基金的名义开展活动

No Activities Shall Be Carried Out in the Name of the Charity Without Written Authorization

为控制本基金会的运营风险, 除担任合格捐赠人资格预审员、慈善账户督导员、慈善专家顾问的正在中国境内执业的律师、注册会计师、税务师、资产评估师、公证员以所在执业机构的名义出具专业意见的情形以外, 原则上, 慈善账户的相关方(即慈善账户持有人、第三方捐赠人、慈善账户顾问、慈善账户督导员、慈善账户查阅人)、在本基金会入库登记的合格捐赠人资格预审员、慈善账户督导员、慈善专家顾问、战略发展咨询委员会成员以及其他任何人员, 均以个人名义行使相关职权、进行相关活动。无论如何, 除在本基金会网站上公示的基本授权和特别授权的人员以外, 慈善账户的相关方、在本基金会入库登记的合格捐赠人资格预审员、慈善账户督导员、慈善专家顾问、战略发展咨询委员会成员以及其他任何人员, 均不得、也无权以本基金的名义开展任何活动, 从事有损于本基金会的任何行为, 也不得作出对本基金有任何约束力的承诺、签署对本基金会有任何约束力的法律文件。

In order to control the operational risks of the Charity, in principle, relevant parties of charitable accounts (i.e. charitable account holders, third-party donors, charitable account advisors, charitable account supervisors, and charitable account reviewers), donor qualification examiners, charitable account supervisors, and philanthropic expert consultants whose registration of the Charity's database admission has been completed, members of the Strategic Development Advisory Committee and any other persons shall exercise relevant powers and conduct relevant activities in their own names. However, if they are professionals, including lawyers, certified public accountants, tax advisors, asset appraisal experts and notaries who are practicing in China, and serve as donor qualification examiners, charitable account supervisors or philanthropic expert consultants of the Charity, professional opinions may be given in the name of their affiliated organizations. In any case, the relevant parties of charitable accounts, donor qualification examiners, charitable account supervisors, and philanthropic expert consultants whose registration of the Charity's database admission has been completed, members of the Strategic Development Advisory Committee and any other persons, shall not, nor do they have right to, conduct any activities in the Charity's name, engage in any activities that may damage the interests of the Charity, make any binding promises or sign any binding legal documents on behalf of the Charity. Only those listed on the official website of the Charity as having basic or special authorization may engage in such conduct.

2 本基金会建立以专业人员服务为基础的风险管控制度

The Charity Establishes a Risk Management and Control System Based on Professional Services

2.1 建立合格捐赠人资格预审员库、慈善账户督导员库、慈善专家顾问库

Building up Databases of Donor Qualification Examiners, Charitable Account Supervisors, and Philanthropic Expert Consultants

为了控制本基金会的运营管理风险，对本基金会的各个环节进行有效监督，便捷管理慈善账户，积极鼓励正在中国境内执业的律师、注册会计师、税务师、资产评估师、公证员等具有专业资格的人员向本基金会的战略合作伙伴、

本基金会的相应慈善账户相关方、本基金会等提供专业慈善服务，倡导以专业建立公信力，充分发挥专业的专业优势，鉴于此，本基金会将建立合格捐赠人资格预审员、慈善账户督导员、慈善专家顾问等专业人员数据库，对合格捐赠人资格预审员、慈善账户督导员、慈善专家顾问等专业人员的入库登记、任职确认登记等进行管理。建立以专业人员服务为基础的风险管控制度，是本基金会安全、稳健、合规运行的重要基石。

In order to control the operational risks of the Charity, effectively supervise every process of the Charity, conveniently manage charitable accounts, and actively encourage lawyers, certified public accountants, tax advisors, asset appraisal experts, notaries and other professionals who are practicing in China, to provide professional charitable services for Strategic Cooperation Partners of the Charity, relevant parties of charitable accounts in the Charity and the Charity itself, the Charity will establish independent databases of qualified donor qualification examiners, charitable account supervisors, and philanthropic expert consultants. The Charity will manage the registration of database admission as well as the appointment confirmation of the donor qualification examiners, charitable account supervisors, and philanthropic expert consultants. The risk management and control system based on professional services is a cornerstone for the safe, stable and compliant operation of the Charity.

2.2 制定《深圳市递爱福公益基金会关于专业人员担任合格捐赠人资格预审员、慈善账户督导员、慈善专家顾问入库管理办法》

Formulating the Administrative Measures for Admission of Professionals into the Databases

本基金会将制定《深圳市递爱福公益基金会关于专业人员担任合格捐赠人资格预审员、慈善账户督导员、慈善专家顾问入库管理办法》，详细规定合格捐赠人资格预审员、慈善账户督导员、慈善专家顾问等专业人员入库登记、任职确认登记等具体内容。

The Charity formulates the Administrative Measures for Admission of Professionals into the Databases of Donor Qualification Examiners, Charitable Account Supervisors, and Philanthropic Expert Consultants of the China DAF Charity (hereinafter the ‘Administrative Measures for Admission of Professionals

into the Databases’), which provides specific stipulations on matters regarding the registration of database admission and confirmation appointment for donor qualification examiners, charitable account supervisors and philanthropic expert consultants.

3 本基金会的理事会

Board of Directors of the Charity

3.1 理事会的组成

Composition of the Board of Directors

《基金会管理条例》第二十条第一款规定：“基金会设理事会，理事为5人至25人。”因此，本基金会理事会将由5-25名理事组成。

Article 20 Paragraph 1 of the *Regulation on Foundation Administration* reads: “Foundations shall set up boards of directors comprising of 5 to 25 members.” Based on this, the Board of Directors of the Charity shall be composed of 5 to 25 members.

3.2 理事的任期

Term of Directors

理事每届任期五年。理事任期届满，连选可以连任。

The term of each Director shall be five years. Upon completion of the term, the Director may be re-elected and re-appointed.

3.3 理事的资格

Qualifications of Directors

理事应当具有下列资格：

Directors shall meet the following qualifications:

(1) 具备完全民事行为能力；

Have full capacity for civil acts;

(2) 热心基金会所从事的公益事业；

Be enthusiastic about the charitable affairs that the Charity engages in;

(3) 具有与理事工作相适应的工作阅历和工作经验;

Have the work experience and knowledge that suits the duties of the Directors;

(4) 能够尽职尽责, 保障捐赠财产的使用符合合格捐赠人的意愿和基金会的公益目的, 保障基金会财产的安全及保值增值;

Fulfill their duties and responsibilities, make sure that the use of contributed assets is in accordance with the wishes of donors and the charitable purpose of the Charity, and make every effort to ensure the safety and either preservation or appreciation of the value of assets of the Charity; and

(5) 廉洁奉公, 办事公道。

Have integrity, and be just, fair, and honest.

3.4 理事长、副理事长及执行理事长的资格

Qualifications of the Chairman, Vice Chairman and Executive Chairman of the Board

本基金会理事长、副理事长及执行理事长必须符合以下条件:

The Chairman, Vice Chairman, and Executive Chairman of the Board shall meet the following requirements:

(一) 在本基金会业务领域内有较大影响;

Have great influence in the business field of the Charity;

(二) 理事长、副理事长、执行理事长最高任职年龄不超过 70 周岁;

The age of the Chairman, Vice Chairman or Executive Chairman of the Board during term of office shall not exceed seventy years;

(三) 身体健康, 能坚持正常工作;

Be in good health and capable of normal work; and

(四) 具有完全民事行为能力。

Have full capacity for civil acts.

有下列情形之一的，不能担任本基金会的理事长、副理事长、执行理事长：

A person cannot serve as the Chairman, Vice Chairman or Executive Chairman of the Board under any of the following circumstances:

(一) 属于现职国家工作人员的；

The person is currently a civil servant;

(二) 因犯罪被判处管制、拘役或者有期徒刑，刑期执行完毕之日起未逾 5 年的；

The person has been convicted of a crime and thus been sentenced to public surveillance, criminal detention, or has been sentenced to fixed-term imprisonment, and it has been no more than five years since the completion of such criminal penalty;

(三) 因犯罪被判处剥夺政治权利正在执行期间或者曾经被判处剥夺政治权利的；

The person has been convicted of a crime and is currently serving their sentence of deprivation of political rights or was previously sentenced to deprivation of political rights;

(四) 曾在因违法被撤销登记的基金会担任理事长、副理事长、执行理事长或者秘书长，且对该基金会的违法行为负有个人责任，自该基金会被撤销之日起未逾 5 年的。

The person has previously served as the chairman of the board, the vice chairman of the board, the executive chairman of the board or the secretary-general of a charity, whose license was revoked due to violation of the law, and is personally responsible for the charity's violation of the law within the previous five years.

3.5 理事的产生和罢免

Appointment and Removal of Directors

为符合本基金会实际运行的需要，根据《深圳市递爱福公益基金会章程》第十条的规定，结合本基金会的业务模式，本基金会理事会依职权对“理事的

产生和罢免”程序作出如下解释：

In order to satisfy the actual operational needs of the Charity, the Board of the Charity issues the following explanations *ex officio* on the procedures of “Appointment and Removal of the Directors” in accordance with Article 10 of the Articles of Organization based on the Charity’s operating model:

3.5.1 第一届理事由发起人分别提名并共同协商确定。

The members of the first Board of Directors are each individually nominated by a Co-Founding Party and appointed by the Co-Founding Parties through joint consultation;

3.5.2 理事会换届改选时，由理事长提名候选人并组织换届领导小组，组织全部候选人共同选举产生新一届理事。

When a term of the Board of Directors ends and a new Board is to be elected, the Chairman of the Board shall nominate candidates, establish a leading group for the new election, and organize candidates to be elected to form the new Board of Directors;

3.5.3 罢免、增补理事应当由理事长提名，经理事会出席理事三分之二以上表决通过。

Removal of a Director from the Board or addition of a Director to the Board shall be requested by the Chairman of the Board and approved by a two-thirds majority vote of the attending Directors;

3.5.4 理事的选举和罢免结果报登记管理机关备案。

The results of the election and removal of the Directors shall be reported to the registration authority of the Charity for record-filing; and

3.5.5 相互间有近亲属关系的基金会理事，总数不得超过理事总人数的三分之一。

The number of Directors who are close relatives to each other shall not exceed one-third of the total number of Directors.

3.6 理事的权利和义务

Rights and Obligations of Directors

理事的权利和义务如下:

The Directors have the following rights and obligations:

(1) 选举权、被选举权和表决权;

The right to elect, be elected and vote;

(2) 知情权、建议权和监督权;

The right to know, advise, and supervise;

(3) 参加本基金会的活动;

The right to participate in the activities of the Charity;

(4) 作为本基金会的的工作人员, 有权向本基金会推荐合格捐赠人;

The right to recommend qualified donors to the Charity as the staff of the Charity;

(5) 遵守章程, 执行理事会决议;

The obligation to carry out all the resolutions of the Board of Directors and to comply with the Articles of Organization;

(6) 维护本基金会的合法权益;

The obligation to protect the lawful rights and interests of the Charity;

(7) 完成本基金会交办的工作, 参与决策不当致使本基金会财产受损失的承担赔偿责任;

The obligation to complete tasks as assigned by the Charity, and to bear any compensatory liabilities if an inappropriate decision causes damage to the assets of the Charity;

(8) 在做出影响本基金会的决定时, 对本基金会负有忠诚的责任, 即应将本基金会的利益置于个人经济利益及其他与其关联的组织的利益之上;

The obligation to assume the duty of loyalty to the Charity when making decisions that may affect the Charity. In other words, the Directors shall place the interests of the Charity above their own financial interests and those of other related organizations;

(9) 为本基金会直接或间接地筹集资源, 为本基金会建立良好的社会资源网络;

The obligation to directly or indirectly raise resources and establish a good social resource network for the Charity;

(10) 在代表本基金会与外界沟通时, 应维系本基金会的公信力, 提高本基金会的公众形象, 并为本基金会宣传及辩护;

The obligation to maintain the accountability of the Charity, enhance its public image, as well as promote and defend the Charity when communicating with others outside of the Charity on its behalf; and

(11) 有关法律、法规及本基金会章程所规定的其他权利和义务。

Other rights and obligations as stipulated in relevant laws and regulations and the Articles of Organization.

3.7 理事会的会议

Meeting of the Board of Directors

3.7.1 理事会会议召集

Convening of the Meeting

(1) 理事会会议每年至少召开 2 次。

Meetings of the Board shall be convened at least twice a year.

(2) 理事会会议由理事长负责召集和主持。有三分之一理事提议, 必须召开理事会会议, 如理事长不能召集, 提议理事可推选召集人。

Meetings of the Board shall be convened and presided over by the Chairman of the Board. A meeting of the Board shall be held if it is requested by one third or more of the Directors. When the Chairman of the Board is unable to convene the meeting, the Directors who request the meeting shall recommend or elect another party to convene the meeting.

(3) 理事会召开会议应至少提前 5 个工作日书面通知全部理事 (除非该理事豁免该要求), 会议形式不限。

Meetings of the Board can be held in any format. All Directors shall be informed in writing at least five working days prior to the meeting, unless a Director waives such requirement for themselves.

(4) 会议须有三分之二以上理事出席方可召开。

Meetings of the Board shall not be held unless at least two-thirds of the Directors are in attendance.

3.7.2 理事会会议表决

Voting in the Meeting

会议决议须经出席理事过半数通过方为有效。

A resolution of the Board shall only be deemed valid if it is passed by more than half of the Directors in attendance.

为符合本基金会实际运行的需要，根据《深圳市递爱福公益基金会章程》第十四条的规定，结合本基金会的业务模式，本基金会理事会依职权对“重要事项的决议”作出如下解释：

In order to satisfy the Charity's actual operational needs and in consideration of the operating model of the Charity, the Board of the Charity issues the following explanations *ex officio* on the "Resolution Concerning Major Matters" in accordance with Article 14 of the Articles of Organization:

下列重要事项的决议须经出席理事三分之二以上表决通过方为有效：

Resolutions concerning the following major matters shall only be deemed valid if they are passed by a two-thirds majority vote of the Directors in attendance:

(一) 章程的修改；

Amendment of the Articles of Organization;

(二) 选举或者罢免理事长、副理事长、执行理事长、秘书长、理事会执行委员会委员，以及理事会批准成立的其他委员会委员；

Election or removal of the Chairman of the Board, Vice Chairman of the Board, Executive Chairman of the Board, Secretary-General,

members of the Executive Committee of the Board and members of other committees that the Board establishes;

- (三) 章程规定的重大资助、投资活动，具体是指本指引第 5.5 条规定的“重大投资、公益活动”；

Major granting or investment activities stipulated in the Articles of Organization, specifically referring to the “Major Investment and Charitable Activities” stipulated in Article 5.5 of the Guidelines;

- (四) 重大慈善项目（即年度慈善项目计划及超过 1500 万元的慈善项目），具体指本指引第 27.2 条规定的“本基金会的重大慈善项目”；

Major charitable projects (i.e. annual plans for charitable projects and single charitable projects with a budget of over RMB 15,000,000 Yuan), specifically referring to “Major Charitable Project of the Charity” stipulated in Article 27.2 of the Guidelines; and

- (五) 基金会的分立、合并。

Division and merger of the Charity.

在本指引经理事会出席理事三分之二以上表决通过后，理事会即授权理事会执行委员会对上述重要事项（三）“章程规定的重大资助、投资活动及重要事项”及（四）“重大慈善项目”进行决策、审批。

Once the Guidelines are approved by a two-thirds majority vote of the Directors in attendance, the Executive Committee of the Board is authorized by the Board to decide, review and approve the aforementioned Major Matter III regarding “major granting or investment activities stipulated in the Articles of Organization” and Major Matter IV regarding “major charitable projects”.

如理事未以现场方式参会的，可通过其他通讯方式（如录音电话、短信、传真、电子邮件）或网络投票方式表决。

If a Director is unable to attend the meeting in person, they may vote

through other means of communication (e.g., answering machine, SMS, fax, email) or online voting.

3.7.3 理事会会议记录

Board Meeting Minutes

理事会会议应当制作会议记录，形成决议的，应当当场制作会议纪要，并由出席理事审阅、签名。

Board meeting minutes shall be taken. When a resolution is passed by the Board, meeting minutes shall be taken during the meeting, and be reviewed and signed by the Directors in attendance.

理事会决议违反法律、法规或章程规定，致使基金会遭受损失的，参与决议的理事应当承担责任。但经证明在表决时反对并记载于会议记录的，该理事可免除责任。

If a resolution of the Board violates any law, regulation, or the Articles of Organization, resulting in any loss to the Charity, the Directors who vote for or participate in passing the resolution shall be held personally liable for such loss. However, if a Director is proven to have voted against such resolution and their vote is recorded in the minutes, then that Director shall be exempt from liability.

3.8 理事会的职权

Powers and Functions of the Board of Directors

为符合本基金会实际运行的需要，根据《深圳市递爱福公益基金会章程》第十二条的规定，结合本基金会的业务模式，本基金会理事会依职权对“理事会职权的行使”作出如下解释：

In order to satisfy the Charity's actual operational needs and in consideration of the operating model of the Charity, the Board of the Charity issues the following explanations *ex officio* on the “Powers and Functions of the Board of Directors” in accordance with Article 12 of the Articles of Organization:

理事会为本基金会的决策机构，行使下列职权：

The Board is the decision-making organ of the Charity and exercises the following powers and functions:

- (一) 制定、修改章程;

Formulate and amend the Articles of Organization;

- (二) 选举、罢免名誉理事长、理事长、副理事长、执行理事长、秘书长、理事会批准设立的理事会执行委员会或其他委员会的委员，设立名誉职务;

Elect and remove the Honorary Chairman of the Board, Chairman of the Board, Vice Chairman of the Board, Executive Chairman of the Board, Secretary-General, members of the Executive Committee of the Board and other committees that the Board approves to establish, as well as establish honorary positions;

- (三) 按照本基金会制定的规则，决定重大业务活动计划，包括慈善财产的管理和使用计划;

Decide on major business plans, including plans concerning the management and use of charitable assets, in accordance with the rules of the Charity;

- (四) 年度收支预算及决算审定;

Review and decide on the annual budget and the final accounting of the annual income and expenditure;

- (五) 制定及修改应由理事会制定及修改的内部管理制度（如《深圳市递爱福公益基金会捐赠、投资、捐助指引》《深圳市递爱福公益基金会迪爱福公益培训工程项目管理制度》《深圳市递爱福公益基金会新闻发言人制度》《递爱福（DAF）账户服务系统项目管理办法》等）;

Make and amend internal rules and regulations of the Charity (such as the Guidelines, the Project Management Rules for the DAF-Giving Charitable Training Projects of the China DAF Charity, the Spokesperson Rules of the China DAF Charity, the Project Management Measures for the DAF Account Service System Project, etc.);

(六) 决定设立办事机构、分支机构、代表机构;

Decide on the establishment of administrative offices, branch offices, and representative offices;

(七) 批准设立理事会顾问委员会及授予其相关职权, 并审核批准符合条件的理事会顾问委员会委员;

Approve the establishment of the Advisory Board, delegate relevant powers to it, and review and approve its qualified members;

(八) 批准设立理事会执行委员会, 授权理事会执行委员会行使本指引第5.4条规定的相关职权;

Approve the establishment of the Executive Committee of the Board, and delegate to it the powers and functions stipulated in Article 5.4 of the Guidelines;

(九) 听取、审议秘书长的工作报告, 检查秘书长、执行秘书长的工作;

Hear and review work reports from the Secretary-General and examine the work of the Secretary-General and the Executive Secretaries-General;

(十) 决定基金会的分立、合并或终止;

Decide on the division, merger, and termination of the Charity;

(十一) 确定本基金会的愿景、使命和价值观;

Decide on the vision, mission and core values of the Charity; and

(十二) 决定本基金会的其他重大事项。

Make decisions on other major matters.

在本指引经理事会出席理事三分之二以上表决通过后, 理事会即授权理事会执行委员会对上述事项(三)“重大业务活动计划, 包括慈善财产的管理和使用计划”和(四)“年度收支预算及决算审定”进行决策、审批。

Once the Guidelines are approved by a two-thirds majority vote of the Directors in attendance, the Executive Committee of the Board is authorized by the Board to decide, review and approve the aforementioned

Matter III regarding “major business plans, including the plans concerning the management and use of the charitable assets” and Matter IV regarding “the annual budget and the final accounting of the annual income and expenditure”.

3.9 理事长及其职权

Chairman of the Board and Their Powers and Functions

3.9.1 理事长为基金会法定代表人

Chairman of the Board Shall Be the Legal Representative of the Charity

本基金会理事长为基金会法定代表人。本基金会法定代表人不兼任其他组织的法定代表人。

The Chairman of the Board shall be the legal representative of the Charity. The legal representative of the Charity shall not concurrently assume the position of legal representative of any other organization.

本基金会法定代表人由中国内地居民担任。

The legal representative of the Charity shall be a Mainland China resident.

本基金会法定代表人在任期间，基金会发生违反《基金会管理条例》和《深圳市递爱福公益基金会章程》的行为，法定代表人应当承担相关责任。因法定代表人失职，导致基金会发生违法行为或基金会财产损失的，法定代表人应当承担个人责任。

During the legal representative’s term of office, if the Charity acts in violation of *Regulation on Foundation Administration* or the Articles of Organization, the legal representative shall be held personally liable for the violation. If the legal representative’s negligence or dereliction has led to violation of law by the Charity or loss of the Charity’s property, they shall be held personally liable.

3.9.2 理事长的任期

Term of the Chairman of the Board

理事会设理事长 1 名，本基金会的理事长每届任期 5 年，连任不超过

两届。因特殊情况需超届连任的，须经理事会特殊程序表决通过，经登记管理机关批准同意后，方可任职。

The Board shall have one Chairman. The term of office shall be five years, and shall not subsequently extend to more than two consecutive terms. In special cases, such term can be extended after an affirmative vote by the Board through special procedures and approval by the registration authority

3.9.3 理事长的职权

Powers and Functions of the Chairman of the Board

为符合本基金会实际运行的需要，根据《深圳市递爱福公益基金会章程》第二十七条的规定，结合本基金会的业务模式，本基金会理事会依职权对“理事长职权的行使”作出如下解释：

To satisfy the Charity’s actual operational needs, the Board of the Charity issues the following explanation *ex officio* on the “Powers and Functions of the Chairman of the Board” in accordance with Article 27 of the Articles of Organization based on the operating model of the Charity:

理事长行使下列职权：

The Chairman of the Board has the following powers and functions to:

(一) 召集和主持理事会会议；

Convene and preside over the meetings of the Board;

(二) 检查理事会决议的落实情况；

Inspect the implementation of resolutions of the Board of Directors;

(三) 代表基金会签署重要文件；

Sign important documents on behalf of the Charity;

(四) 提名罢免、更换或增补的理事、副理事长、执行理事长、秘书长、理事会批准设立的理事会执行委员会或其他委员会委员；

Propose to remove, replace or add the Directors, Vice Chairman of the Board, Executive Chairman of the Board, Secretary-General of

the Charity, and members of the Executive Committee of the Board and other committees that the Board approves to establish; and

(五) 本基金章程和理事会授予的其他职权。

Exercise other powers and functions authorized by the Articles of Organization and the Board.

3.10 执行理事长及其职权

Executive Chairman of the Board and Their Powers and Functions

3.10.1 执行理事长的任命: 理事会根据需要可设多名执行理事长, 由理事长提名, 由理事会从理事中选举产生。理事长根据理事会执行委员会作出的决议, 向执行理事长签发《深圳市递爱福公益基金会职务任命及授权书》, 明确授权范围、授权期限等内容。执行理事长行使理事会执行委员会授予的相关职权。

Appointment of Executive Chairmen of the Board: The Board may appoint several Executive Chairmen as needed. The Executive Chairmen of the Board shall be nominated from the Directors by the Chairman of the Board and be elected by the Board. In accordance with the resolutions made by the Executive Committee of the Board, the Chairman of the Board shall sign the Letter of Appointment and Authorization and issue it to the Executive Chairman, which will set out the scope and term of the authorization, etc. The Executive Chairman of the Board shall exercise relevant authorities as authorized by the Executive Committee of the Board.

3.11 副理事长及其职权

Vice Chairman of the Board and Their Powers and Functions

3.11.1 副理事长的任命: 理事会根据需要可设多名副理事长, 由理事长提名, 理事会选举产生。理事长根据理事会执行委员会作出的决议, 向副理事长签发《深圳市递爱福公益基金会职务任命及授权书》, 明确授权范围、授权期限等内容。副理事长行使理事会执行委员会授予的相关职权。

Appointment of the Vice Chairmen of the Board: The Board of Directors may appoint several Vice Chairmen as needed. The Vice Chairmen of the Board shall be nominated by the Chairman of the Board and be elected by the Board. In accordance with the resolutions made by the Executive Committee of the Board, the Chairman of the Board shall sign the Letter of Appointment and Authorization and issue it to the Vice Chairmen of the Board, which will set out the scope and term of the authorization, etc. The Vice Chairmen of the Board shall exercise relevant powers as authorized by the Executive Committee of the Board.

3.11.2 副理事长的任期: 本基金会的副理事长每届任期5年, 连任不超过两届。因特殊情况需超届连任的, 须经理事会特殊程序表决通过, 经登记管理机关批准同意后, 方可任职。

Term of the Vice Chairman of the Board: The term of office of the Vice Chairman of the Board shall be five years. They shall serve no more than two consecutive terms. In special cases, such term can be extended after an affirmative vote by the Board through special procedures and approval by the registration authority.

4 本基金会的理事会顾问委员会

Advisory Board of the Charity

4.1 理事会顾问委员会的成立目的

Purpose of the Advisory Board

根据现行《基金会管理条例》第四十三条第一款的规定, “基金会理事会违反本条例和章程规定决策不当, 致使基金会遭受财产损失的, 参与决策的理事应当承担相应的赔偿责任”。鉴于此, 为充分发挥海内外专家、学者的实务经验的优势, 同时避免其承担决策不当的责任, 特设立与“理事会”平行的“理事会顾问委员会”。

Article 43 Paragraph 1 of the *Regulation on Foundation Administration* reads: “When the board of directors of a foundation violates this Regulation and the provisions of its charter and makes an inappropriate decision, which leads to damages to the Charity’s property, the participating directors of this decision shall

be liable for the corresponding damages.” Therefore, in order to utilize the practical experience of domestic and overseas experts and scholars, and to prevent them from assuming the responsibilities for inappropriate decisions, the Advisory Board is established, parallel to the Board of Directors.

4.2 理事会顾问委员会的组成

Composition of the Advisory Board

4.2.1 理事会顾问委员会委员：三方发起机构均有推荐理事会顾问委员会委员的权利。理事会顾问委员会的成员需要由理事会执行委员会提名，经过理事会出席理事过半数同意。理事会可随时批准符合条件的理事会顾问委员会委员；理事会顾问委员会的委员没有人数限制。

Members of the Advisory Board: All of the three Co-Founding Parties have the right to recommend members of the Advisory Board. Members of the Advisory Board shall be nominated by the Executive Committee of the Board and approved by more than half of the Directors in attendance. The Board may approve a qualified Advisory Board member at any time. There is no limitation to the total number of members that can serve on the Advisory Board.

4.2.2 理事会顾问委员会联席主席：理事会顾问委员会设多名联席主席；理事会顾问委员会的联席主席由理事会执行委员会提名，须经出席理事过半数同意。

Co-Chairmen of the Advisory Board: The Advisory Board may have several Co-Chairmen. Co-Chairmen of the Advisory Board shall be nominated by the Executive Committee of the Board and approved by more than half of the Directors in attendance.

4.2.3 须由两名理事担任理事会顾问委员会副主席：理事会顾问委员会的副主席须由两名理事担任；在理事会顾问委员会联席主席缺席时，理事会顾问委员会的副主席负责主持顾问委员会的会议和开展相关工作。担任理事会顾问委员会副主席的理事将由理事会执行委员会提名。首任理事会顾问委员会的副主席由基金会的名誉理事长及理事长担任。

Two Directors Shall Serve as Deputy Chairmen of the Advisory Board:

Two Directors shall serve as Deputy Chairmen of the Advisory Board. In the absence of the Co-Chairmen of the Advisory Board, the meetings of the Advisory Board and relevant work thereof shall be presided over by the Deputy Chairmen of the Advisory Board. Deputy Chairmen of the Advisory Board shall be nominated by the Executive Committee of the Board. The first Deputy Chairmen of the Advisory Board shall be the Charity's Honorary Chairman of the Board and the Chairman of the Board.

4.2.4 理事会顾问委员会联席主席、副主席及顾问委员的任期: 理事会顾问委员会联席主席、副主席及顾问委员的任期均为两年。期满后, 连选可以连任。

Term of the Co-Chairmen, Deputy Chairmen, and Members of the Advisory Board: The term of the Co-Chairmen, Deputy Chairmen, and members of the Advisory Board shall be two years. Upon completion of the term, they may be re-elected and re-appointed.

4.3 理事会顾问委员会的职权

Powers and Functions of the Advisory Board

理事会顾问委员会的成员仅负责参与本基金会重大问题的咨询、讨论、建议等工作, 对本基金会的相关事务不享有决策表决权。理事会顾问委员会委员作为本基金会的工作人员, 有权向本基金会推荐合格捐赠人。

Members of the Advisory Board shall only participate in consultation, discussion, and recommendation on major issues of the Charity and do not have the right to vote on matters relating to the Charity. They have the right to recommend qualified donors to the Charity as the staff of the Charity.

4.4 理事会顾问委员会会议

Advisory Board Meetings

4.4.1 理事会顾问委员会会议的召集和主持: 理事会顾问委员会会议不定期召开, 由理事会顾问委员会联席主席召集和主持; 理事会顾问委员会

联席主席无法召集和主持的，由担任理事会顾问委员会副主席的理事代为召集和主持。

Convening and Chairing the Advisory Board Meeting: Meetings of the Advisory Board may be held from time to time. Such meetings shall be convened and presided over by the Co-Chairmen of the Advisory Board. When they are unable to do so, the meetings may be convened and presided over by the Deputy Chairmen of the Advisory Board.

4.4.2 理事会成员可列席理事会顾问委员会的会议: 本基金理事会的所有成员均可以列席理事会顾问委员会的会议。

Directors May Attend the Advisory Board Meetings: All Directors may attend meetings of the Advisory Board.

4.4.3 理事会顾问委员会成员经邀请可列席理事会会议、理事会执行委员会会议、秘书长办公会会议: 为了便于理事会、理事会执行委员会、秘书长办公会对本基金的重大问题作出专业有效的决策，经理事会、理事会执行委员会、秘书长办公会邀请，理事会顾问委员会的相应成员可以列席理事会会议、理事会执行委员会会议、秘书长办公会会议并提出相关意见。

Members of the Advisory Board May Attend the Board Meetings, the Executive Committee of the Board Meetings, and Secretary-General's Staff Meeting When Invited: In order to make effective decisions on major issues of the Charity, the Board of Directors, the Executive Committee of the Board, and the Secretary-General's Staff Meeting can invite members of the Advisory Board to attend their meetings and give advice.

4.4.4 理事会顾问委员会会议的形式: 理事会顾问委员会召开会议应至少提前5个工作日通知全体顾问委员（除非该委员豁免该要求），会议形式不限。为了便捷沟通和高效决策，未以现场方式参会的顾问委员，可通过视频、电话等方式参会，但应制作会议影像、录音等，并进行长期保存。

Format of the Advisory Board Meetings: The Advisory Board shall inform all members at least five business days in advance of the scheduled meeting (unless the member waives such a requirement for themselves). The meeting can be held in any format. In order to facilitate communication and efficient decision-making, conferencing via video, telephone or other devices may be arranged for those unable to attend the meeting in person. Videos or recordings of the meeting shall be produced and preserved for the long term.

4.5 理事会顾问委员会委员的补偿

Compensation of Members of the Advisory Board

为了鼓励理事会顾问委员会委员积极参与本基金会重大问题的讨论，充分发挥理事会顾问委员会委员的实务经验的优势，以理事会顾问委员会委员的具体工作量为标准，本基金会可以对其给予一定的合理补偿。具体补偿办法将由本基金会理事会执行委员会制定。若理事会顾问委员会委员主动放弃本基金会给予的合理补偿，基于该笔补偿，本基金会可为其开设独立的慈善账户。

In order to encourage members of the Advisory Board to actively participate in discussion of the Charity's major issues, and to utilize their practical experience, the Charity may provide reasonable compensation for them based on their specific workload. Detailed methods of compensation shall be formulated by the Executive Committee of the Board. If an Advisory Board member voluntarily relinquishes reasonable compensation offered by the Charity, the Charity may open a charitable account for them based on the amount of the relinquished compensation.

4.6 咨询小组

Advisory Groups

4.6.1 理事会顾问委员会下分设咨询小组：理事会顾问委员会将分别设立“捐赠管理咨询小组”、“投资管理咨询小组”、“捐助管理咨询小组”及其他咨询小组（如“薪酬咨询小组”等）；每个小组由若干名理事会顾问委员会委员组成，并享有向基金会的理事会、理事会执行委员会、秘书长办公会提出建议和指导的权利。

Advisory Groups Under the Advisory Board: The Advisory Board will establish the Contribution Management Advisory Group, Investment Management Advisory Group, Grant-Making Management Advisory Group, and other Advisory Groups (such as the Remuneration Advisory Group, etc.). Each group consists of a number of Advisory Board members who have the right to provide advice and guidance for the Board, the Executive Committee of the Board, and the Secretary-General's Staff Meeting of the Charity.

4.6.2 顾问委员会成员自行选择咨询小组: 本基金审核批准的理事会顾问委员会委员可以根据其擅长的专业或学术领域, 自行选择合适的咨询小组, 包括但不限于“捐赠管理咨询小组”、“投资管理咨询小组”、“捐助管理咨询小组”及其他咨询小组(如“薪酬咨询小组”等)。

Advisory Board Members May Join an Advisory Group: Advisory Board members approved by the Charity may select an appropriate Advisory Group according to their professional or academic background, including but not limited to the Contribution Management Advisory Group, Investment Management Advisory Group, Grant-Making Management Advisory Group, and other Advisory Groups (such as the Remuneration Advisory Group, etc.).

4.6.3 各咨询小组的职责: 捐赠管理咨询小组、投资管理咨询小组和捐助管理咨询小组等可为理事会、理事会执行委员会及秘书长办公会提供专业的建议和指导。

Duties of Each Advisory Group: Such Advisory Groups may provide professional advice and guidance for the Board, the Executive Committee of the Board, and the Secretary-General's Staff Meeting.

4.6.4 各咨询小组内部单独会议

Internal Meetings of Each Advisory Group

(1) **咨询小组内部单独会议的召集和主持:** 针对捐赠、投资、捐助过程中的重要问题, 捐赠管理咨询小组、投资管理咨询小组、捐助管理咨询小组均可不定期召开内部单独会议, 提出专业有效的建议、指导方案。

Convening and Chairing the Internal Meetings of Each Advisory Group: To discuss important matters relating to contribution, investment, and granting, and to give professional and effective advice and guidance, the corresponding Advisory Groups may separately convene internal meetings from time to time.

- (2) **咨询小组内部单独会议的形式:** 各咨询小组召开会议应至少提前 5 个工作日通知该咨询小组中的顾问委员 (除非该委员豁免该要求), 会议形式不限。为了便捷沟通和高效决策, 未以现场方式参会的顾问委员, 可通过视频、电话等方式参会, 但应制作会议影像、录音等, 并进行长期保存。

Format of the Separate Internal Meetings: Each Advisory Group shall inform its members of the scheduled meeting at least five working days in advance (unless any member waives such requirement for themselves). In order to facilitate the communication and decision-making process, conferencing via video, telephone or other devices may be arranged for those unable to attend the meeting in person. Videos or recordings of the meeting shall be produced and preserved for the long term.

4.7 战略发展咨询委员会

Strategic Development Advisory Committee

4.7.1 战略发展咨询委员会的成立目的

Purposes of the Establishment the Strategic Development Advisory Committee

为了确保捐赠人来源的特定化、使本基金会业务的开展符合有关法律法规的要求, 把控本基金会合格捐赠人的推荐以及审批流程, 本基金会在理事会顾问委员会下设置战略发展咨询委员会。

To guarantee the particularized source of donors, ensure the business of the Charity complies with relevant laws and regulations, and control the recommendation and approval processes of becoming the Charity's qualified

donors, the Charity will establish the Strategic Development Advisory Committee under Advisory Board.

4.7.2 战略发展咨询委员会的成员

Members of the Strategic Development Advisory Committee

战略发展咨询委员会的成员列举如下:

Members of the Strategic Development Advisory Committee are as follows:

- ① **本基金会的战略合作伙伴:** 与本基金会建立了慈善领域的战略合作关系并签订了《深圳市递爱福公益基金会战略合作协议标准文本》的战略合作伙伴, 包括但不限于投资管理机构、非营利组织及其他适格机构。

Strategic Cooperation Partners of the Charity: Strategic Cooperation Partners that have built up a strategic cooperation relationship and signed the Strategic Cooperation Agreement with the Charity include, but are not limited to, investment management organizations, non-profit organizations and other qualified organizations.

- ② **慈善专家顾问:** 本基金会按照《深圳市递爱福公益基金会关于专业人员担任合格捐赠人资格预审员、慈善账户督导员、慈善专家顾问入库管理办法》确定并公示的慈善专家顾问。

Philanthropic Expert Consultants: Philanthropic expert consultants are confirmed and disclosed by the Charity in accordance with the Administrative Measures for Admission of Professionals into the Databases.

4.7.3 战略发展咨询委员会的主席

Chairman of the Strategic Development Advisory Committee

战略发展咨询委员会主席由理事会顾问委员会联席主席、副主席或顾问委员兼任, 负责整体协调、管理战略发展咨询委员会的工作。

The chairman of the Strategic Development Advisory Committee is concurrently served by the co-chairman, vice-chairman or advisory member

of the Advisory Board, and is responsible for the overall coordination and management of the work of the Strategic Development Advisory Committee.

4.7.4 战略发展咨询委员会成员的职权

Powers and Functions of the Members of the Strategic Development Advisory Committee

战略发展咨询委员会成员有权向本基金会推荐合格捐赠人。

Members of the Strategic Development Advisory Committee of the Charity have the privilege to recommend qualified donors to the Charity.

为了控制本基金会的运营风险，规范推荐合格捐赠人的流程，进一步明确战略发展咨询委员会成员的个人职责与基金会职责之间的关系，慈善专家顾问和战略合作伙伴作为战略发展咨询委员会的成员，仅可以以自己的名义推荐捐赠人，非经基金会书面授权，不得以本基金会、战略发展咨询委员会、战略发展咨询委员会成员名义推荐捐赠人或从事与基金会相关的其他相关活动。更多关于推荐合格捐赠人及其推荐权行使的具体内容，详见本指引第 1.2.3 条、第 11 条的规定。

In order to control the operational risk of the Charity, regulate the process of recommending qualified donors, and further clarify the relationship between the individual responsibilities of the members of the Strategic Development Advisory Committee and the Charity's responsibilities, the philanthropic expert consultants and the strategic cooperation partners, as members of the Strategic Development Advisory Committee, can only recommend donors in their own names, and shall not recommend donors or engage in other relevant activities related to the Charity in the name of the Charity, the Strategic Development Advisory Committee, without written authorization from the Charity. For more details about recommending qualified donors and the exercise of the rights to recommend donors, please refer to the Article 1.2.3 and Article 11 of the Guidelines.

5 本基金会的理事会执行委员会

Executive Committee of the Board of Directors of the Charity

本基金会的理事会执行委员会由理事会批准设立，代表基金会理事会行使与本基金会捐赠/投资/捐助等业务活动相关的审批权、决策权等职权，包括但不限于相关法律法规及本基金会章程规定的重大募捐、投资活动。

The establishment of the Executive Committee of the Board is approved by the Board of Directors. It exercises the power of approval and decision-making related to the contribution, investment, or granting activities of the Charity, including but not limited to the major fund-raising and investment activities allowed for under the applicable laws and regulations and the Articles of Organization.

5.1 理事会执行委员会的组成

Composition of the Executive Committee of the Board of Directors

本基金会设立理事会执行委员会，由理事长、执行理事长及相关理事组成。理事长根据理事会执行委员会作出的决议，向理事会执行委员会委员签发《深圳市递爱福公益基金会职务任命及授权书》，明确被授权人、授权范围、授权期限等内容。

The Executive Committee of the Board is comprised of the Chairman of the Board, Executive Chairman of the Board, and other relevant Directors of the Charity. In accordance with the resolutions made by the Executive Committee of the Board, the Chairman of the Board will sign and issue the Letter of Appointment and Authorization to each member of the Executive Committee of the Board, which sets out the authorized person, the scope and term of the authorization, etc.

5.2 理事会执行委员会主任及委员的任期

Term of Members of the Executive Committee of the Board of Directors

理事会执行委员会的主任由本基金会理事长兼任。理事会执行委员会主任及委员的任期为5年。

The Chairman of the Board shall also serve as the Chairman of the Executive Committee of the Board. The term of office of the Chairman and members of the Executive Committee of the Board is five years.

5.3 理事会执行委员会的会议

Meeting of the Executive Committee of the Board of Directors

5.3.1 理事会执行委员会会议的召开及决议的形成: 针对捐赠/投资/捐助过程中的重大问题, 理事会执行委员会均可不定期召开内部会议。理事会执行委员会的决议需经理事会执行委员会的三分之二以上委员同意, 方可形成有效决议。

Convening the Meeting of the Executive Committee of the Board and the Resolutions Thereof: The Executive Committee of the Board may from time to time convene internal meetings addressing major issues in the process of contribution, investment and granting. Resolutions shall be valid following a two-thirds majority vote of the members of the Executive Committee.

5.3.2 可邀请理事会顾问委员会委员、慈善专家顾问列席理事会执行委员会的会议: 为了便于理事会执行委员会听取理事会顾问委员会委员、慈善专家顾问的意见而作出专业有效的决策, 经理事会执行委员会邀请, 相应的理事会顾问委员会委员、慈善专家顾问可以列席理事会执行委员会会议。

Members of the Advisory Board and Philanthropic Expert Consultants May Attend the Meeting of the Executive Committee When Invited: The Executive Committee of the Board may invite members of the Advisory Board and philanthropic expert consultants to its meetings, in order to listen to their advice and make professional decisions.

5.4 理事会执行委员会的职权

Powers and Functions of the Executive Committee of the Board of Directors

理事会授权理事会执行委员会主要行使下列职权:

The Executive Committee of the Board has the following powers and functions authorized by the Board of Directors:

(1) 根据理事会制定的相关办法、制度或规则, 制定具体的实施细则;

Formulate detailed implementation rules based on the relevant measures, rules or regulations formulated by the Board of Directors;

(2) 对理事会制定的相关办法、制度或规则进行解释;

Interpret the measures, rules or regulations formulated by the Board of Directors;

- (3) 审核批准本基金会所有规范性管理规则;

Review and approve the normative management rules of the Charity;

- (4) 审核批准本基金会各部门提出的管理细则;

Review and approve the management rules proposed by the departments of the Charity;

- (5) 审核批准《深圳市递爱福公益基金会捐赠说明书》及今后不时提出修改的建议;

Review and approve the Contribution Prospectus, and subsequent amendments thereto;

- (6) 审核批准《深圳市递爱福公益基金会关于专业人员担任合格捐赠人资格预审员、慈善账户督导员、慈善专家顾问入库管理办法》及今后不时提出修改的建议;

Review and approve the Administrative Measures for Admission of Professionals into the Databases, and subsequent amendments thereto;

- (7) 根据理事会的授权, 决定重大业务活动计划, 包括慈善财产的管理和使用计划;

Decide on major business plans, including plans concerning the management and use of charitable assets. This power is authorized by the Board of Directors;

- (8) 根据理事会的授权, 进行年度收支预算及决算审定;

Review and decide on the annual budget and the final accounting of the annual income and expenditure. This power is authorized by the Board of Directors;

- (9) 根据理事会的授权, 审核批准本基金会聘用相关审计机构;

Review and approve the engagement of relevant audit institutions. This power is authorized by the Board of Directors;

(10) 提名理事会顾问委员会联席主席、副主席及委员的人选;

Nominate the candidates for the Co-Chairmen, Deputy Chairmen, and members of the Advisory Board;

(11) 任命或更换首席新闻发言人或新闻发言人;

Nominate or replace the Chief Spokesperson or Spokespersons;

(12) 任命或更换首席捐赠官、首席投资官、首席捐助官、财务总监及其他相关人员;

Nominate or replace the Chief Contribution Officer, Chief Investment Officer, Chief Grant-Making Officer, Chief Finance Officer (shortened to ‘CFO’) and other relevant personnel;

(13) 决定副理事长、执行理事长、执行秘书长的职责;

Determine the duties of the Vice Chairman of the Board, the Executive Chairman of the Board, and the Executive Secretary-General;

(14) 审核批准本基金会为运营目的而投资设立的相关机构;

Review and approve the establishment of relevant institutions for the operational purposes of the Charity;

(15) 审批秘书长或秘书长办公会上报的重大事宜;

Review and approve major matters reported by the Secretary-General or the Secretary-General’s Staff Meeting;

(16) 审批本指引第 5.5 条规定的本基金会的重大投资、公益活动;

Review and approve major investment and charitable activities of the Charity as stipulated in Article 5.5 of the Guidelines;

(17) 审批本指引第 27.2 条规定的本基金会的重大慈善项目;

Review and approve major charitable projects of the Charity as stipulated in Article 27.2 of the Guidelines;

- (18) 根据本基金会捐赠/投资/捐助管理部门对海外人士申请慈善专家顾问提出的初步入库审核确认意见,对海外人士进行慈善专家顾问入库审核确认;

Review and confirm the admission of overseas persons into the database of philanthropic expert consultants, based on the preliminary opinions on review and confirmation thereof issued by the Contribution, Investment and Grant-Making Management Departments;

- (19) 根据秘书长办公会会议的初步审核意见,对向潜在合格受赠组织进行资格预审的合格受赠组织入库评审机构的名单进行最终确认;

Confirm the list of qualified grantees' assessment institutions that conduct qualification vetting of potential qualified grantees based on the preliminary review opinions issued at the Secretary-General's Staff Meeting;

- (20) 审批确认《深圳市递爱福公益基金会战略合作协议标准文本》、合格捐赠人与本基金会签署的《捐赠协议》标准文本、本基金会与合格受赠组织签署的《捐助协议》标准文本、《递爱福(DAF)账户服务系统用户服务协议》标准文本,以及依据法律法规、市场环境等变化,对《深圳市递爱福公益基金会战略合作协议标准文本》、《捐赠协议》标准文本、《捐助协议》标准文本、《递爱福(DAF)账户服务系统用户服务协议》标准文本的内容进行适当的调整;

Approve and confirm the Standard Version of the Strategic Cooperation Agreement of the China DAF Charity (hereinafter the 'Strategic Cooperation Agreement'), the standard version of the Contribution Agreement signed between qualified donors and the Charity, the standard version of the Grant Agreement signed between the Charity and qualified grantees, and the standard version of the DAF Account Service System User Agreement, and amend them in keeping with the changes of China's laws and regulations as well as changes in the market environment;

- (21) 审批本基金会制定的《递爱福慈善专家顾问证书培训项目管理办法》;

Approve the Administrative Measures for the DAF Philanthropic Expert Consultant Training Program formulated by the Charity; and

(22) 履行理事会授予的其他职权。

Exercise other powers and functions as authorized by the Board of Directors.

5.5 本基金会的重大投资、公益活动

Major Investment and Charitable Activities of the Charity

5.5.1 根据《深圳市递爱福公益基金会章程》第三十四条的规定，本基金会的重大投资、公益活动指：

According to Article 34 of the Articles of Organization, the major investment and charitable activities refer to the following:

(一) 非公开市场流通的权益性捐赠方案（例如股权捐赠方案、股权慈善信托方案、有限合伙份额捐赠方案等）及跨境捐赠方案；

Contribution plans involving non-publicly traded equity interests (e.g. equity interest contribution plans, equity interest charitable trust plans, limited partnership interest contribution plans) and cross-border contribution plans;

(二) 非公开市场流通的权益性投资方案、影响力投资方案等；

Investment plans involving non-publicly traded equity interests, impact investment plans, etc.;

(三) 一百万人民币以上（含）的现金资产捐助，一千万人民币以上（含）非公开市场流通的权益性资产的捐助以及跨境捐助；

Grants of RMB 1,000,000 Yuan or more in cash, grants of non-publicly traded equity interests with a value of RMB 10,000,000 Yuan or more, and cross-border grants; and

(四) 本指引、《深圳市递爱福公益基金会捐赠说明书》《递爱福公益培训工程项目管理制度》等规定的其他重大投资、公益活动。

Other major investment and charitable activities as stipulated in the

Guidelines, the Contribution Prospectus, the Project Management Rules for the DAF-Giving Charitable Training Projects, etc.

5.5.2 根据《深圳市递爱福公益基金会章程》第三十条的规定，重大投资、公益活动应当报登记管理机关备案。

According to Article 30 of the Articles of Organization, major investment and charitable activities shall be reported to the registration authority of the Charity for record-filing purposes.

6 本基金会的秘书长办公会

Secretary-General's Staff Meeting of the Charity

6.1 秘书长办公会的组成

Composition of the Secretary-General's Staff Meeting

本基金会设立秘书长办公会，由秘书长、执行秘书长组成，秘书长可邀请理事会顾问委员会委员、首席捐赠/投资/捐助官、慈善专家顾问及其他相关人员列席会议，在形成决策之前听取相关意见。

The Charity sets up the Secretary-General's Staff Meeting. It is composed of Secretary-General and Executive Secretaries-General. The Secretary-General may invite members of the Advisory Board, the Chief Contribution, Investment and Grant-Making Officers, philanthropic expert consultants and other relevant personnel to attend the meeting and listen to their advice before making decisions.

6.2 秘书长办公会的决策程序

Decision-Making Process of the Secretary-General's Staff Meeting

秘书长办公会采用民主集中制的决策程序，在秘书长办公会成员及相关邀请人员沟通、协调并出具书面会议记录的前提下，按照相关规则，由秘书长单独决策或者秘书长联合执行秘书长共同决策。

The decision-making process of the Secretary-General's Staff Meeting draws on the democratic centralistic method. Under the premise that the members of the Secretary-General's Staff Meeting and relevant personnel invited communicate, coordinate and issue written minutes, in accordance with relevant rules, the

Secretary-General makes decisions on their own or in consultation with the Executive Secretaries-General.

秘书长办公会的具体议事规则、管理方式，由理事会执行委员会另行制定相关规则。

The specific rules regarding the consultation procedures and of management processes of the Secretary-General's Staff Meeting will be made separately by the Executive Committee of the Board of Directors.

6.3 秘书长办公会的职权

Powers and Functions of the Secretary-General's Staff Meeting

秘书长办公会主要行使下列职权：

The Secretary-General's Staff Meeting exercise the following powers and functions:

- (1) 根据《深圳市递爱福公益基金会捐赠说明书》的要求，有权调整合格捐赠人向本基金会慈善账户进行捐赠的单笔最低捐赠金额；

Modify the minimum amount requirement of each contribution to charitable accounts in accordance with the Contribution Prospectus;

- (2) 根据《深圳市递爱福公益基金会捐赠说明书》的要求，有权确定已冻结的非公共慈善账户在申请恢复时应满足的条件。

Determine the requirements for application to restore frozen non-general charitable accounts, according to the Contribution Prospectus;

- (3) 根据本指引第 24.1 条的要求，有权调整慈善账户顾问提出的向合格受赠组织进行捐助的单笔最低捐助金额；

Modify the minimum amount requirement of each grant from a charitable account to a qualified grantee advised by a charitable account advisor in accordance with Article 24.1 hereof;

- (4) 根据本指引第 15.2 条的要求，有权确定基金会专职工作人员担任公共慈善账户顾问；

Determine the general charitable account advisors from among the Charity's full-time staff in accordance with Article 15.2 hereof;

- (5) 根据本指引第 7.3 条的要求, 有权审核捐赠/投资/捐助管理部门提出的各自部门的管理细则, 并报理事会执行委员会最终批准;

Review the management rules proposed by the Contribution, Investment, and Grant-Making Management Departments and submit them to the Executive Committee of the Board for final approval in accordance with Article 7.3 hereof;

- (6) 根据本指引第 18.1 条的要求, 依据投资管理部门对投资管理机构入库提出的初步审核意见, 授予投资管理机构入库资格;

Grant the qualification of database admission to investment management organizations based on the preliminary review opinions issued by the Investment Management Department in accordance with Article 18.1 hereof;

- (7) 根据本指引第 20.3 条第 (2) 项的要求, 依据投资管理部门提交的对慈善账户顾问提出的投资建议的初审意见, 对该投资建议进行最终审批;

Conduct final approval based on the preliminary review opinion issued by the Investment Management Department concerning the investment advice given by charitable account advisors in accordance with Article 20.3(2) hereof;

- (8) 根据本指引第 23.3 条的要求, 依据捐助管理部门提出的对潜在合格受赠组织进行资格预审的合格受赠组织入库评审机构的候选名单及理由, 对该候选名单提出初步审核意见, 并报理事会执行委员会最终确认;

Issue preliminary review opinions and submit such opinions to the Executive Committee of the Board for final confirmation based on the candidate list of qualified grantees' assessment institutions that conduct qualification vetting of potential qualified grantees, as well as the reasons

thereof given by the Grant-Making Management Department in accordance with Article 23.3 hereof.

- (9) 根据本指引第 16.1 条的要求, 有权确定设立慈善信托所需要的非货币财产的初始价值;

Determine the primary value of non-monetary assets required for establishing a charitable trust in accordance with Article 16.1 hereof;

- (10) 根据《深圳市递爱福公益基金会迪爱福公益培训工程项目管理制度》的规定, 有权确定享有“迪爱福公益培训工程【XX】项目”立项建议权及项目命名权所需要的慈善账户现金余额;

Determine the amount requirement of the balance of a charitable account which may enjoy the right to initiate the DAF-Giving Charitable Training Project XX and name the Project in accordance with the Project Management Rules for the DAF-Giving Charitable Training Projects of the China DAF Charity;

- (11) 根据《深圳市递爱福公益基金会信息公开制度》及有关管理办法的规定, 进行信息披露的相关工作, 如对所有须公开信息进行统一审核、管理, 对信息公开后的公众反应进行及时监测等;

Conduct information disclosure according to the Rules of Information Disclosure of the China DAF Charity (hereinafter the ‘Rules of Information Disclosure’) and relevant rules and regulations. This includes conducting unified review and management of all information to be disclosed, and timely monitoring of public reaction after the disclosure;

- (12) 根据《深圳市递爱福公益基金会战略合作协议标准文本》的规定, 审核确认本基金会与战略合作伙伴之间提出的《深圳市递爱福公益基金会战略合作协议标准文本》的补充协议;

Review and confirm the supplementary agreement of the Strategic Cooperation Agreement between Strategic Cooperation Partners and the Charity in accordance with the Strategic Cooperation Agreement;

- (13) 根据本指引第 28.3 条的要求, 有权组建并批准第三方机构列入“合格受赠组织监督管理服务机构库”;

Establish the Database of Qualified Grantees' Supervisory Institutions and approve the admission of third-party organizations into it in accordance with Article 28.3 hereof;

- (14) 根据本指引第 23.2 条的要求, 在特殊情形下, 有权给予合格受赠组织一定程度的入库资格审核受理费或合格受赠组织入库资格恢复费优惠, 可减收或免收合格受赠组织入库资格审核受理费或合格受赠组织入库资格恢复费。

Reduce the amount or waive the application fee or qualification restoration fee as preferential policy for qualified grantees under special circumstances in accordance with Article 23.2 hereof; and

- (15) 本基金会理事会或理事会执行委员会授予的其他职权。

Other powers or functions authorized by the Board of Directors or the Executive Committee of the Board of Directors.

6.4 秘书长的任命及职权

Appointment of the Secretary-General and Their Powers and Functions

6.4.1 秘书长的资格及限制

Qualification and Limitation of the Secretary-General

依据现行《基金会管理条例》第二十条的规定, 秘书长应当从理事中选举产生。本基金会的秘书长必须符合以下条件:

According to Article 20 of the *Regulation on Foundation Administration*, the Secretary-General shall be elected among the Directors of the Board. The Secretary-General shall meet the following requirements:

- (一) 在本基金会业务领域内有较大影响;

Have great influence in the business field of the Charity;

- (二) 秘书长最高任职年龄不超过 70 周岁, 秘书长为专职;

The age of the Secretary-General during term of office shall not exceed seventy years, and the Secretary-General shall be a full-time employee;

(三) 身体健康，能坚持正常工作；

Be in good health and capable of regular work; and

(四) 具有完全民事行为能力。

Have full capacity for civil acts.

有下列情形之一的，不能担任本基金会的秘书长：

A person cannot serve as the Secretary-General under any of the following circumstances:

(一) 属于现职国家工作人员的；

The person is currently a civil servant;

(二) 因犯罪被判处管制、拘役或者有期徒刑，刑期执行完毕之日起未逾 5 年的；

The person has been convicted of a crime and thus been sentenced to public surveillance, criminal detention, or has been sentenced to fixed-term imprisonment, and it has been no more than five years since the completion of such criminal penalty;

(三) 因犯罪被判处剥夺政治权利正在执行期间或者曾经被判处剥夺政治权利的；

The person has been convicted of a crime and is currently serving their sentence of deprivation of political rights or was previously sentenced to deprivation of political rights;

(四) 曾在因违法被撤销登记的基金会担任理事长、副理事长、执行理事长或者秘书长，且对该基金会的违法行为负有个人责任，自该基金会被撤销之日起未逾 5 年的。

The person has previously served as the chairman of the board, the vice chairman of the board, the executive chairman of the board or

the secretary-general of a charity, whose license was revoked due to violation of the law, and is personally responsible for the charity's violation of the law within the previous five years.

6.4.2 秘书长的任命: 秘书长由理事长提名, 理事会审议决定。理事长根据理事会作出的决议, 向秘书长签发《深圳市递爱福公益基金会职务任命及授权书》, 明确秘书长的姓名、授权范围、任职期限等内容。

Appointment of the Secretary-General: The Secretary-General shall be nominated by the Chairman of the Board of Directors and be appointed by the Board. In accordance with the resolutions made by the Board, the Chairman of the Board shall sign and issue the Letter of Appointment and Authorization to the Secretary-General, setting out the authorized person, the scope and term of the authorization, etc.

6.4.3 秘书长的任期: 秘书长的任期为五年, 连任不超过两届。因特殊情况需超届连任的, 须经理事会特殊程序表决通过, 经登记管理机关批准同意后, 方可任职。

Term of the Secretary-General: The term of the Secretary-General shall be five years. A Secretary-General shall not serve for more than two consecutive terms. Under special circumstances, such term can be extended after an affirmative vote by the Board through special procedures and approval by the registration authority.

6.4.4 秘书长的职权: 秘书长总体负责秘书长办公会工作的开展和职责的履行。

Powers and Functions of the Secretary-General: The Secretary-General has overall responsibilities for carrying out the work, exercising the powers and performing the duties of the Secretary-General's Staff Meeting.

秘书长相关的职责主要包括:

The relevant powers and duties of the Secretary-General mainly include:

- (1) 主持开展本基金会的日常工作, 组织实施理事会决议、理事会执行委员会决议、秘书长办公会决议;

- Leading the daily work of the Charity and organizing the implementation of the resolutions of the Board of Directors, the Executive Committee of the Board of Directors, and the Secretary-Generals' Staff Meeting;
- (2) 组织实施基金会年度公益活动计划;
- Organizing and implementing the annual charitable activity plan of the Charity;
- (3) 拟订慈善财产的管理和使用计划;
- Formulating plans regarding the management and use of charitable assets;
- (4) 按照本基金会的规定，协助拟订本基金会的内部管理规章制度;
- Assisting in making internal rules and regulations according to the rules of the Charity;
- (5) 协调并支持本基金会各机构或部门开展工作;
- Coordinating and supporting the work of other bodies and departments of the Charity;
- (6) 办理本基金会的年度审计、信息披露、档案资料保管等工作;
- Handling the Charity's annual audit, information disclosure, archiving, etc.;
- (7) 组织并协调捐赠管理部门、投资管理部门、捐助管理部门以及其他相关部门开展本基金会的相关工作;
- Organizing and coordinating the Contribution, Investment, Grant-Making Management Departments, and other related bodies or departments to carry out relevant work of the Charity;
- (8) 听取、审议首席捐赠官、首席投资官、首席捐助官的工作报告，检查首席捐赠官、首席投资官、首席捐助官的工作;
- Hearing and reviewing work reports from the Chief Contribution

Officer, Chief Investment Officer, and Chief Grant-Making Officer, and examining their work;

- (9) 根据本指引的有关规定，决定 XX 项目管理咨询委员会委员的人选名单，审核 XX 项目管理咨询委员会提出的建议；

Determining the members of the XX Project Management and Advisory Committees and approving the advice given by them in accordance with the Guidelines;

- (10) 根据本指引的有关规定，履行理事会或理事会执行委员会授予的相关职责；

Exercising the powers and performing the duties authorized by the Board of Directors or the Executive Committee of the Board in accordance with the Guidelines;

- (11) 作为本基金会的的工作人员，有权向本基金会推荐合格捐赠人；

Recommending qualified donors to the Charity as the staff of the Charity; and

- (12) 参加或授权秘书长办公会工作人员参加登记管理机关组织的培训活动；

Participating or authorizing staff of the Secretary-General's Staff Meeting to participate in the training activities organized by the registration authority;

- (13) 本基金会章程、理事会或理事会执行委员会授予的其他职责。

Other powers and duties authorized by the Articles of Organization, the Board of Directors, or the Executive Committee of the Board.

6.5 执行秘书长的任命及职权

Appointment of the Executive Secretaries-General and Their Powers and Functions

6.5.1 执行秘书长的任命: 执行秘书长由秘书长提名, 报经理事会执行委员会任命。理事长根据理事会执行委员会作出的决议, 向执行秘书长签发《深圳市递爱福公益基金会职务任命及授权书》, 明确被授权人、授权范围、授权期限等内容。

Appointment of the Executive Secretaries-General: The Executive Secretaries-General shall be nominated by the Secretary-General and be appointed by the Executive Committee of the Board. In accordance with the resolutions made by the Executive Committee of the Board, the Chairman of the Board shall sign and issue the Letters of Appointment and Authorization to the Executive Secretaries-General, which sets out the authorized person, the scope and term of the authorization, etc.

6.5.2 执行秘书长的任期: 执行秘书长任期为两年, 连续任命可以连任。

Term of the Executive Secretaries-General: The term of the Executive Secretaries-General shall be two years, following which they may be reelected and reappointed.

6.5.3 执行秘书长的职权: 执行秘书长可以为多人, 具体负责协助秘书长完成秘书长指定的部分日常工作。本基金会的执行秘书长接受秘书长的领导, 对秘书长负责, 由秘书长承担最终的决策责任。

Powers and Functions of the Executive Secretaries-General: The Executive Secretaries-General can be several persons, who are responsible for assisting the Secretary-General in day-to-day management tasks, as assigned by the Secretary-General. The Executive Secretaries-General of the Charity are under the leadership of the Secretary-General and report to them. The Secretary-General assumes the final responsibility for decision-making.

7 本基金会的捐赠/投资/捐助管理部门

Contribution, Investment and Grant-Making Management Departments of the Charity

本基金会有秘书长组建捐赠/投资/捐助管理部门, 具体负责本基金会有捐赠、投资、捐助事务的日常管理工作。

The Secretary-General shall establish the Contribution, Investment, and Grant-Making Management Departments, which will be responsible for the daily management of the contribution, investment, and granting activities of the Charity.

7.1 首席捐赠/投资/捐助官

Chief Contribution, Investment and Grant-Making Officers

7.1.1 本基金会捐赠/投资/捐助管理部门设一名首席捐赠/投资/捐助官，具体统筹基金会捐赠/投资/捐助活动的日常管理。

The Contribution, Investment and Grant-Making Management Departments are respectively headed by the Chief Contribution, Investment and Grant-Making Officers, who will be responsible for coordinating the daily management of contribution, investment and granting activities.

7.1.2 首席捐赠/投资/捐助官可以为本基金会捐赠/投资/捐助管理部门的专职雇员（其个人与本基金会签署《劳动服务合同》），也可以为本基金会的兼职人员或外聘人员（其所在单位与本基金会签署《劳务派遣合同》或《服务合同》）。

The Chief Contribution, Investment and Grant-Making Officers may be full-time employees of the Contribution, Investment and Grant-Making Management Departments respectively (in which case they shall sign a Labor Service Contract with the Charity), part-time employees, or external employees of the Charity (in which case their employer shall sign the Labor Dispatch Contract or Service Contract with the Charity).

7.1.3 首席捐赠/投资/捐助官的任命：首席捐赠/投资/捐助官由秘书长提名，理事会执行委员会任命，由理事长根据理事会执行委员会作出的决议，向首席捐赠/投资/捐助官签发《深圳市递爱福公益基金会职务任命及授权书》，明确被授权人、授权范围、授权期限等内容。

Appointment of the Chief Contribution, Investment and Grant-Making Officers: The Chief Contribution, Investment and Grant-Making Officers shall each be nominated by the Secretary-General and appointed by the Executive Committee of the Board of Directors. In accordance with the resolutions made by the Executive Committee of the Board, the Chairman of

the Board shall sign and issue the Letter of Appointment and Authorization to the Chief Contribution, Investment and Grant-Making Officers respectively, which sets out the authorized person, the scope and term of the authorization, etc.

7.1.4 首席捐赠/投资/捐助官的任期: 首席捐赠/投资/捐助官的任期为两年, 期满后, 经继续任命后可以连任。

Term of the Chief Contribution, Investment and Grant-Making Officers:

The term of Chief Contribution, Investment and Grant-Making Officers is two years. Upon completion of the term, they may be re-appointed.

7.1.5 首席捐赠/投资/捐助官有权推荐合格捐赠人: 首席捐赠/投资/捐助官作为本基金会的工作人员, 有权向本基金会推荐合格捐赠人。

Chief Contribution, Investment and Grant-Making Officers Have the Right to Recommend Qualified Donors: The Chief Contribution, Investment and Grant-Making Officers as staff of the Charity have the right to recommend qualified donors to the Charity.

7.1.6 首席投资官可以由本基金会的财务总监担任, 也可以由其他人员担任。

The position of the Chief Investment Officer may be filled by the CFO of the Charity or by other staff.

7.2 捐赠/投资/捐助管理部门的其他人员

Other Staff of the Contribution, Investment and Grant-Making Management Departments

除首席捐赠/投资/捐助官外, 本基金会捐赠/投资/捐助管理部门有若干名工作人员, 主要协助首席捐赠/投资/捐助官处理捐赠/投资/捐助事务相关的日常管理工作, 前述工作人员可以是本基金会捐赠/投资/捐助管理部门的专职雇员 (其个人与本基金会签署《劳动服务合同》), 也可以为本基金会的兼职人员或外聘人员 (其所在单位与本基金会签署《劳务派遣合同》或《服务合同》)。

In addition to the Chief Contribution, Investment and Grant-Making Officers, the corresponding Management Department of the Charity has several staff members to assist in handling daily management related to the contribution, investment and

granting activities. The staff may be full-time employees of the Contribution, Investment and Grant-Making Management Departments (in which case they shall sign the Labor Service Contract with the Charity), part-time employees, or external employees of the Charity (in which case their employers shall sign Labor Dispatch Contracts or Service Contracts with the Charity).

7.3 捐赠/投资/捐助管理部门提出管理细则

Administrative Rules Proposed by the Contribution, Investment and Grant-Making Management Departments

为控制基金会的运营风险，提高基金会决策效率，规范和细化捐赠/投资/捐助管理部门的治理规则，捐赠/投资/捐助管理部门将提出各自部门的管理细则，经秘书长办公会同意后，报理事会执行委员会批准。

In order to control the operational risks of the Charity, improve its decision-making efficiency, specify and refine the governing rules of the Contribution, Investment and Grant-Making Management Departments, each of these departments may put forward detailed administrative rules for itself. After agreement at the Secretary-General's Staff Meeting, such rules shall be submitted to the Executive Committee of the Board for approval.

7.4 捐赠管理部门的主要职责

Main Duties of the Contribution Management Department

捐赠管理部门主要行使如下职责：

The Contribution Management Department mainly performs the following functions:

- (1) 对战略发展咨询委员会成员或本基金会工作人员推荐的合格捐赠人进行资格审批；

Review the qualifications of the donors recommended by members of the Strategic Development Advisory Committee or staff of the Charity;

- (2) 对合格捐赠人资格预审员进行入库登记（通过入库审核确认即视为其完成入库登记流程）及具体的任职确认登记；

Conduct registration of database admission and appointment confirmation for donor qualification examiners. The completion of database admission review and confirmation will be regarded as the completion of the registration of database admission;

- (3) 对慈善账户持有人提出的慈善账户名称予以审核; 对违反本基金会相关规定的, 有权拒绝该慈善账户的账户名称、建议慈善账户持有人对所提出的慈善账户名称予以修改、或是针对潜在的恶意抢注行为而直接对慈善账户持有人所提出的慈善账户名称予以修改;

Review the name of a charitable account proposed by the charitable account holder. If the name violates relevant rules of the Charity, the Contribution Management Department has the authority to reject the name, advise the charitable account holder to modify it, or directly modify it where malicious registration is suspected;

- (4) 对慈善账户持有人的变更予以审核;

Review the alteration of charitable account holders;

- (5) 除慈善账户持有人指定本人或本机构/组织为慈善账户顾问的情形外, 对慈善账户持有人指定的慈善账户顾问进行具体的任职确认登记;

Finish the specific appointment confirmation registration of charitable account advisors appointed by charitable account holders, in case the charitable account holder does not appoint themselves as the charitable account advisor;

- (6) 对慈善账户顾问的变更申请予以确认同意;

Approve the application to change charitable account advisors;

- (7) 对慈善账户持有人提名的慈善账户督导员进行入库登记(通过入库审核确认即视为其完成入库登记流程)及具体的任职确认登记;

Conduct registration of database admission and appointment confirmation for charitable account supervisors nominated by charitable account holders. The completion of database admission review and confirmation will be regarded as the completion of the registration of database admission;

- (8) 对慈善账户督导员的变更申请予以确认同意;

Approve the application to change charitable account supervisors;

- (9) 在原自然人慈善账户持有人死亡或丧失民事行为能力、原法人或非法人组织慈善账户持有人被依法终止、注销或不再存续时,依照原慈善账户持有人指定的承继人候选人的顺位,对慈善账户承继人的候选人进行审核;

Review the qualification of candidates to be the charitable account holder's successor based on the order of priority designated by the charitable account holder if the individual charitable account holder has died or has lost the capacity for civil acts, or the legal person or unincorporated organization has been terminated, cancelled or is no longer in existence;

- (10) 对非公共慈善账户的冻结予以审核确认;

Review and confirm the freeze on non-general charitable accounts;

- (11) 决定被冻结的非公共慈善账户的账户财产的处理方案(例如,经慈善账户持有人请求,可将剩余账户财产转入本基金委员会开设的公共慈善账户);对重大的财产处理方案,提交至秘书长办公会进行审核批准;

Determine disposal plans regarding the remaining contributed assets of frozen non-general charitable accounts (such as transferring such assets to general charitable accounts upon the request of charitable account holders), and submit material asset disposal plans to the Secretary-General's Staff Meeting for review and approval;

- (12) 批准非公共慈善账户顾问提出的慈善账户间财产互转或归总的请求;

Approve the request to transfer or aggregate charitable assets across non-general charitable accounts proposed by charitable account advisors;

- (13) 对基金会主动提出进行慈善账户之间的慈善财产互转(例如,本基金委员会依据《深圳市递爱福公益基金会收费管理办法》的规定,从相应慈善账户扣划管理费或服务费等至公共慈善账户),报本基金委员会秘书长或执行秘书长初步审核批准后,由财务总监最终审核执行;

Propose the transfer of charitable assets across charitable accounts initiated by the Charity (such as where the Charity is entitled to deduct and transfer the amount of management fees or service fees from corresponding charitable accounts in accordance with the Management Measures on Fees and Expenses of the China DAF Charity) to the Secretary-General or the Executive Secretary-General for approval. After the Secretary-General or the Executive Secretary-General of the Charity reviews and approves the transfer, it shall be submitted to the CFO for final review and implementation;

- (14) 对本基金会的慈善信托委托人的签约资格予以审核;

Review the signing qualification of the charitable trust settlor of the Charity;

- (15) 对合格的慈善信托委托人开设的慈善信托账户的名称予以审核;

Review the name of the charitable trust account opened by a qualified settlor;

- (16) 对慈善信托账户相关方的资格予以审核;

Review the qualification of relevant parties of charitable trust account;

- (17) 对递爱福 (DAF) 志愿者进行审核批准;

Review and approve DAF volunteers;

- (18) 对擅长于捐赠领域或除投资、捐助领域外的其他领域的慈善专家顾问提出初步的入库审核确认意见;

Issue preliminary opinions on review and confirmation of admission into the database of philanthropic expert consultants who specialize in contribution or other fields, excluding the fields of investment and granting;

- (19) 审核批准慈善账户持有人申请开设超过五个慈善账户的请求;

Review and approve applications from charitable account holders to open more than five charitable accounts;

- (20) 根据本指引第 13.1.2 条的要求, 审核、确认每一笔现金捐赠方案;

Review and confirm each cash contribution plan according to Article 13.1.2 of the Guidelines;

(21) 定期向秘书长或执行秘书长汇报工作;

Make regular reports to the Secretary-General or the Executive Secretary-General; and

(22) 履行秘书长授予的其他职权等。

Perform other duties as authorized by the Secretary-General.

7.5 投资管理部门的主要职责

Main Duties of the Investment Management Department

投资管理部门主要行使如下职责:

The Investment Management Department mainly performs the following duties:

(1) 在投资管理机构已成为本基金会战略合作伙伴的基础上,对投资管理机构的入库提出初步审核意见;

Issue preliminary review opinions on the database admission of an investment management organization, if it has been a Strategic Cooperation Partner of the Charity.;

(2) 对投资管理机构所提供的投资产品或投资方案进行监督和评价;

Supervise and evaluate investment products or plans provided by investment management organizations;

(3) 有权请求投资管理机构将投资管理的投资产品及方案执行情况等有关信息,及时回传至本基金会,供基金会及慈善账户相关方查询;

Request investment management organizations to send the Charity the information about execution of their investment products or plans and other relevant information in a timely manner, so that the Charity and relevant parties of the charitable accounts can make inquiries thereof;

(4) 对擅长于投资领域的慈善专家顾问提出初步的入库审核确认意见;

Issue preliminary opinions on review and confirmation of database admission for philanthropic expert consultants who specialize in the field of investment;

- (5) 定期向秘书长或执行秘书长汇报工作;

Make regular reports to the Secretary-General or the Executive Secretary-General;

- (6) 根据本指引第 20.3 条第 (1) 及 (2) 项的要求, 对慈善账户顾问提出的投资建议 (除每一笔非公开市场流通的权益性投资方案、影响力投资方案外) 进行初审;

Conduct the preliminary review of the investment advice given by the charitable account advisor in accordance with Articles 20.3(1) and (2) hereof, unless they are investment plans involving non-publicly traded equity interests or impact investment plans; and

- (7) 履行秘书长授予的其他职权等。

Perform other duties authorized by the Secretary-General.

7.6 捐助管理部门的主要职责

Main Duties of the Grant-Making Management Department

捐助管理部门主要行使如下职责:

The Grant-Making Management Department mainly performs the following duties:

- (1) 建立与更新合格受赠组织数据库; 依据合格受赠组织入库评审机构的无异议的预审意见及律师类慈善专家顾问的无异议的复核意见, 向非营利组织授予合格受赠组织入库资格;

Establish and update the database of qualified grantees and grant the admission qualification as qualified grantees to NPOs based on no objection opinions upon vetting from qualified grantees' assessment institutions and no objection review opinions from practicing lawyers as philanthropic expert consultants;

- (2) 提出对潜在合格受赠组织进行资格预审的合格受赠组织入库评审机构的名单及其理由;

Submit the list of qualified grantees' assessment institutions that conduct qualification vetting of potential qualified grantees, along with the reasons thereof;

- (3) 在合格受赠组织资格复核阶段, 对非营利组织从本基金委员会组建的律师类慈善专家顾问库中选择的慈善专家顾问进行确认;

Confirm the philanthropic expert consultants selected by NPOs from the established Practicing Lawyer Philanthropic Expert Consultants Database when the qualified grantees are under review;

- (4) 对非营利组织主动向本基金委员会申请终止合格受赠组织入库资格进行确认;

Confirm an active application submitted by NPOs to terminate their admission qualification as qualified grantees;

- (5) 对慈善账户顾问、本基金委员会或合格受赠组织提出的《捐助协议》标准文本的《补充协议》草案建议进行审核;

Review the draft proposal of the Supplementary Agreement of the standard version of the Grant Agreement proposed by charitable account advisors, the Charity or qualified grantees;

- (6) 对擅长于捐助领域的慈善专家顾问提出初步的入库审核确认意见;

Issue preliminary opinions on review and confirmation of database admission for philanthropic expert consultants who specialize in the field of granting;

- (7) 定期向秘书长或执行秘书长汇报工作;

Make regular reports to the Secretary-General or the Executive Secretary-General;

- (8) 对捐助金额超过人民币 50,000 元的捐助建议, 有权向慈善账户顾问进行电话核实;

Check with the charitable account advisor by telephone for advice on grants of more than RMB 50,000 Yuan;

- (9) 根据《深圳市递爱福公益基金会迪爱福公益培训工程项目管理制度》的规定，向秘书长办公会提出《迪爱福公益培训工程【XX】项目立项建议书》，或初步审核项目倡议人提出的《迪爱福公益培训工程【XX】项目立项建议书》；

Submit the Proposal for the DAF-Giving Charitable Training Project XX to the Secretary-General's Staff Meeting or preliminarily review the Proposal submitted by the Project Initiator, in accordance with the Project Management Rules for the DAF-Giving Charitable Training Projects;

- (10) 根据《深圳市递爱福公益基金会迪爱福公益培训工程项目管理制度》的规定，审核项目执行机构提出的《迪爱福公益培训工程【XX】项目实施方案》、拟与本基金会签署的《迪爱福公益培训工程【XX】项目资助协议》或《迪爱福公益培训工程【XX】项目实施协议》草案；

Review the Implementation Plan of the DAF-Giving Charitable Training Project XX submitted by the project execution organization, the drafts of the Funding Agreement Concerning DAF-Giving Charitable Training Project XX or the drafts of the Implementation Agreement Concerning DAF-Giving Charitable Training Project XX to be signed with the Charity, in accordance with the Project Management Rules for the DAF-Giving Charitable Training Projects; and

- (11) 履行秘书长授予的其他职权等。

Perform other duties as authorized by the Secretary-General.

8 本基金会的监事会

Board of Supervisors

8.1 监事的任职

Position of Supervisors

本基金会设立监事会，监事数额不低于3名，每一发起机构各推荐1名。监事会设监事长1名，从监事中选举产生。监事任期与理事任期相同，期满可以连任。理事、理事的近亲属和基金会财会人员不得兼任监事。

The Charity establishes the Board of Supervisors. There shall be no less than three Supervisors of the Charity. Each of the Co-Founding Parties shall recommend one Supervisor. The Board of Supervisors has one Chairman who shall be elected from among the Supervisors. The term of the Supervisors is the same as that of the Directors. When their term of office ends, a Supervisor may be re-elected. Directors, close relatives of Directors, and the financial personnel of the Charity cannot serve as Supervisors.

监事不得从基金会获取报酬。监事及其近亲属不得与基金会有任何交易行为。

Supervisors shall not receive remuneration from the Charity. The Supervisors and their close relatives shall not engage in any transaction with the Charity.

8.2 监事的产生与罢免

Appointment and Removal of Supervisors

(1) 监事由主要发起人选派；

Supervisors are appointed by the main Co-Founding Parties;

(2) 登记管理机关根据工作需要选派；

The registration authority can appoint Supervisors if needed; and

(3) 监事的变更依照其产生程序。

The change of Supervisors shall follow the procedures of their appointment.

8.3 监事的职权与义务

Rights and Obligations of Supervisors

(1) 监事列席理事会会议，有权向理事会提出质询和建议，并有权向登记管理机关以及税务、会计主管部门反映情况；

Supervisors may attend the meetings of the Board of Directors and have the right to raise questions and provide suggestions. Supervisors have the right to report to the registration authority, as well as the tax and accounting authorities;

(2) 监事依照章程规定的程序检查基金会财务和会计资料，监督理事会遵守法律和章程的情况；

In accordance with the Articles of Organization, Supervisors will examine financial and accounting materials and supervise the compliance of the Board of Directors with laws and regulations; and

(3) 监事应当遵守有关法律法规和基金会章程，忠实履行职责。

Supervisors shall observe the relevant laws, regulations, and the Articles of Organization and perform their duties with loyalty.

9 慈善专家顾问

Philanthropic Expert Consultants

9.1 慈善专家顾问的入库审核确认

Database Admission Review and Confirmation of Philanthropic Expert Consultants

慈善专家顾问由捐赠/投资/捐助管理部门提出初步的入库审核确认意见，报本基金会秘书长或执行秘书长或理事会执行委员会（限于海外人士申请的情形）进行入库审核确认，通过后即视为完成慈善专家顾问的入库登记流程。慈善专家顾问完成入库登记，即视为慈善专家顾问完成任职确认登记。

After the Contribution, Investment or Grant-Making Management Department issues the preliminary opinions on review and confirmation of database admission for philanthropic expert consultants, such opinions will be submitted to the Secretary-General or the Executive Secretary-General of the Charity for database admission review and confirmation. However, when the applicants are overseas persons, such opinions shall be submitted to the Executive Committee of the Board of Directors. Passing the database admission review and confirmation will be regarded as finishing the registration of database admission. The completion of the registration of database admission of philanthropic expert consultants will be regarded as the completion of the registration of appointment confirmation.

9.2 关于慈善专家顾问的定位、入库登记、任职确认登记、慈善服务等具体内容
由《深圳市递爱福公益基金会关于专业人员担任合格捐赠人资格预审员、慈

善账户督导员、慈善专家顾问入库管理办法》予以规定。

Detailed contents regarding the positioning, the registration of database admission and appointment confirmation, and charitable services of the philanthropic expert consultants are elaborated on in the Administrative Measures for Admission of Professionals into the Databases.

10 递爱福 (DAF) 志愿者

DAF Volunteers

10.1 递爱福 (DAF) 志愿者的任命

Appointment of DAF Volunteers

递爱福 (DAF) 志愿者由捐赠管理部门进行审核批准, 本基金会可以单独或联合海内外第三方, 共同向优秀的递爱福 (DAF) 志愿者颁发聘书。

DAF volunteers shall be reviewed and approved by the Contribution Management Department of the Charity. The Charity alone or together with overseas or domestic third parties may issue the Certificate of Appointment to excellent volunteers.

10.2 递爱福 (DAF) 志愿者的定位及慈善服务内容

Positioning and Charitable Services of DAF Volunteers

10.2.1 递爱福 (DAF) 志愿者的定位

Positioning of DAF Volunteers:

本基金会在开展慈善项目过程中, 可招募并培训递爱福 (DAF) 志愿者, 在通过本基金会资格审核批准后, 递爱福 (DAF) 志愿者以个人名义, 向本基金会提供专业指导和支持, 参与本基金会的慈善服务, 提升慈善服务的效率和效果。

During the process of carrying out charitable projects, the Charity may recruit and train DAF volunteers. After qualification review and approval by the Charity, DAF volunteers can provide professional guidance and support for the Charity in their own names, participate in the charitable services of the Charity, and enhance the efficiency and effects of the charitable services.

10.2.2 递爱福 (DAF) 志愿者的慈善服务内容

Charitable Services of DAF Volunteers

本基金会递爱福 (DAF) 志愿者主要提供的是与项目有关的一般性的、临时性的志愿慈善服务。

DAF volunteers of the Charity will mainly provide general, temporary and project-related charitable services.

10.2.3 签订《递爱福 (DAF) 志愿者慈善服务协议》

Signing the DAF Volunteers Charitable Service Agreement

已通过本基金会审批的递爱福 (DAF) 志愿者须与本基金会签订《递爱福 (DAF) 志愿者慈善服务协议》。

DAF volunteers who have been reviewed and approved by the Charity shall sign the DAF Volunteer Service Agreement with the Charity.

10.2.4 递爱福 (DAF) 志愿者具体的权利与义务、慈善服务内容、管理模式等详细内容参见本基金会理事会执行委员会制定的《深圳市递爱福公益基金会递爱福 (DAF) 志愿者管理办法》。

Detailed information regarding specific rights and obligations, service content, management model and other aspects of DAF volunteers will be elaborated on in the Measures on the Administration of the China DAF Charity Volunteers stipulated by the Executive Committee of the Board of Directors of the Charity.

11 本基金会的合格捐赠人的资格审批

Qualification Review of Qualified Donors of the Charity

为了鼓励更多捐赠人方便快捷地参与公益慈善活动，本基金会将借鉴海外 DAF 基金会的优秀经验，在中国法律的框架下，为捐赠人开设特定的慈善账户。同时，为符合法律法规的规定，满足监管部门对非公募基金会募集捐赠财产的要求，便于对本基金会捐赠人的特定化来源进行记录和审查，捐赠人开设慈善账户或向本基金会进行捐赠前，须经战略发展咨询委员会成员或本基金会工作人员推荐成为本基金会的合格捐赠人。只有本基金会的合格捐赠人才能开设慈善账户，或向已经在本基金会开设的慈善账户（非公共慈善账户或公共慈善账户）进行捐赠。

In order to encourage more donors to participate in public welfare activities in a convenient and swift manner, the Charity, drawing on the experience of overseas DAF charities, intends to establish specific charitable accounts for donors within the Chinese legal framework. Meanwhile, in order to comply with laws and regulations, meet the requirements for fundraising by non-public charities set by the supervisory authorities, and facilitate the record and review of the particularized sources of donors, donors shall first become qualified donors of the Charity by recommendations of members of the Strategic Development Advisory Committee or staff of the Charity before they open a charitable account or contribute to the Charity. Only qualified donors have the right to open a charitable account or contribute to other charitable accounts already opened in the Charity, including general and non-general charitable accounts.

11.1 有权向本基金会推荐合格捐赠人的机构或人员

Institutions or Persons that Have the Right to Recommend Qualified Donors to the Charity

11.1.1 本基金会战略发展咨询委员会成员

Members of the Strategic Development Advisory Committee of the Charity

关于战略发展咨询委员会成员的更多内容，详见本指引第 4.7.2 条的规定。

For more information about members of the Strategic Development Advisory Committee of the Charity, please refer to the Article 4.7.2 of the Guidelines.

11.1.2 本基金会的工作人员

Staff of the Charity

本基金会的工作人员指本基金会的理事、监事、秘书长或执行秘书长、理事会顾问委员会委员、首席捐赠官、首席投资官、首席捐助官以及其他经本基金会捐赠管理部门批准的工作人员。

The staff of the Charity refers to the Charity's Directors, Supervisors, Secretary-General or Executive Secretaries-General, Advisory Board members, Chief Contribution Officer, Chief Investment Officer, Chief

Grant-Making Officer, and other staff who have obtained the approval of the Contribution Management Department of the Charity.

11.2 战略合作伙伴作为战略发展咨询委员会成员向本基金会直接推荐的合格捐赠人

Qualified Donors Directly Recommended by Strategic Cooperation Partners as Members of the Strategic Development Advisory Committee

11.2.1 战略合作伙伴作为战略发展咨询委员会成员出具书面初审意见：如果合格捐赠人的推荐机构与本基金会签署了《深圳市递爱福公益基金会战略合作协议标准文本》，且该推荐机构已成为本基金会的战略合作伙伴，则作为战略发展咨询委员会成员的战略合作伙伴应对其推荐的合格捐赠人（仅限于《深圳市递爱福公益基金会捐赠说明书》确定的信用良好的特定机构或人员）是否符合本基金会合格捐赠人资格出具书面初审意见。

Strategic Cooperation Partners as Members of the Strategic Development Advisory Committee Issue Written Preliminary Opinions:

If the organization that recommends qualified donors signs the Strategic Cooperation Agreement with the Charity and has become a Strategic Cooperation Partner of the Charity, it shall issue written preliminary opinions on the qualifications of the qualified donors it recommends. Such donors are limited to specific institutions or personnel in good credit as determined under the Contribution Prospectus.

11.2.2 战略合作伙伴指定一名合格捐赠人资格预审员出具复核意见：为确保捐赠人来源的特定化，根据本基金会的相关规定、战略合作伙伴与本基金会签署的《深圳市递爱福公益基金会战略合作协议标准文本》的相关约定，战略合作伙伴须按照《深圳市递爱福公益基金会关于专业人员担任合格捐赠人资格预审员、慈善账户督导员、慈善专家顾问入库管理办法》的相关规定，指定一名或多名合格捐赠人资格预审员，作为该战略合作伙伴的合格捐赠人资格预审员。在战略合作伙伴提交通过其初审的合格捐赠人名单、辅助的证明与说明材料以及初审意见至其所指定的一名合格捐赠人资格预审员处时，该合格捐赠人资格预审员将据此

对战略合作伙伴推荐的合格捐赠人及该初审意见进行复核，如确认同意战略合作伙伴提交的初审意见，合格捐赠人资格预审员将代表其所在的专业执业机构出具单独或者整体的无异议的复核意见，并提交至战略合作伙伴以及本基金。

Strategic Cooperation Partner Appoints One Donor Qualification Examiner to Issue the Review Opinions: In order to ensure the particularized sources of the donors, a Strategic Cooperation Partner shall appoint one or more donor qualification examiners for itself, in accordance with the Administrative Measures for Admission of Professionals into the Databases, the Strategic Cooperation Agreement signed between it and the Charity, and the Charity's rules. The Strategic Cooperation Partner shall submit to one of its donor qualification examiners (1) a list of qualified donors who have passed the preliminary review; (2) supporting certificates and explanatory materials; and (3) preliminary review opinions. The donor qualification examiner shall then review (3) and the qualified donors in (1). If the donor qualification examiner confirms their consent to (3), they shall issue individual or group review opinions on behalf of their affiliated organizations, and then submit them to the Strategic Cooperation Partner and the Charity.

11.2.3 关于战略合作伙伴推荐的合格捐赠人成为本基金合格捐赠人的审批流程等详细内容，由《深圳市递爱福公益基金会战略合作协议标准文本》《深圳市递爱福公益基金会关于专业人员担任合格捐赠人资格预审员、慈善账户督导员、慈善专家顾问入库管理办法》《深圳市递爱福公益基金会捐赠说明书》予以规定。

Detailed contents regarding the process of qualification review of qualified donors recommended by the Strategic Cooperation Partners are stipulated in the Strategic Cooperation Agreement, the Measures on the Administrative Measures for Admission of Professionals into the Databases and the Contribution Prospectus.

11.2.4 关于合格捐赠人资格预审员的定位、入库登记、具体的任职确认登记、慈善服务、信息公示以及辞任等详细内容由《深圳市递爱福公益基金会

关于专业人员担任合格捐赠人资格预审员、慈善账户督导员、慈善专家顾问入库管理办法》予以规定。

Detailed contents regarding the positioning, registration of database admission and specific appointment confirmation, charitable services, information disclosure, resignation and other issues relevant to the donor qualification examiners are stipulated in the Administrative Measures for Admission of Professionals into the Databases.

11.3 慈善专家顾问、《深圳市递爱福公益基金会捐赠说明书》所限定的本基金会工作人员向本基金会直接推荐的合格捐赠人

Qualified Donors Directly Recommended by Philanthropic Expert Consultants and the Charity's Staff as Determined Under the Contribution Prospectus

11.3.1 捐赠管理部门负责对慈善专家顾问、《深圳市递爱福公益基金会捐赠说明书》所限定的本基金会工作人员向本基金会直接推荐的合格捐赠人进行资格审批：本基金会捐赠管理部门将按照《深圳市递爱福公益基金会捐赠说明书》的有关规定，对慈善专家顾问、《深圳市递爱福公益基金会捐赠说明书》所限定的本基金会工作人员向本基金会直接推荐的合格捐赠人进行资格审批。

The Contribution Management Department is Responsible for the Qualification Review of Qualified Donors Directly Recommended by Philanthropic Expert Consultants and the Charity's Staff as Determined Under the Contribution Prospectus: The Contribution Management Department shall conduct the qualification review of the aforementioned qualified donors in accordance with the Contribution Prospectus.

12 申请开设慈善账户的审核

Review of Application to Open a Charitable Account

在通过本基金会的合格捐赠人资格审批后，本基金会的合格捐赠人可选择通过在线申请或者线下填写纸质《慈善账户申请表》的形式，申请开设慈善账户。在线申请开户的，该合格捐赠人作为慈善账户持有人，完成对慈善账户的命名，该慈

善账户即可成功开设,但此时慈善账户的功能受到限制。只有当慈善账户的名称、慈善账户持有人指定的慈善账户顾问(慈善账户持有人指定本人或本机构/组织为慈善账户顾问的情形除外)、慈善账户持有人提名的慈善账户督导员(如须)均通过本基金会捐赠管理部门统一审核后,该慈善账户始得被激活,其全部功能始得恢复。

Qualified donors who have passed the qualification review may apply to open a charitable account online or by filling out the Charitable Account Application Form offline in paper. In online cases, when a qualified donor, as the charitable account holder, names the charitable account, the charitable account can be successfully opened. However, its functions are limited at that time. The charitable account is activated with full functions only when the name of the charitable account, the appointment of the charitable account advisor, and the nomination of the charitable account supervisor (if required) are reviewed and approved by the Contribution Management Department. However, if the charitable account holder appoints themselves as the charitable account advisor, there will not be any review of that appointment.

12.1 捐赠管理部门对慈善账户名称的审核确认

The Contribution Management Department Reviews and Confirms the Name of a Charitable Account

合格捐赠人在申请开设慈善账户时,须对拟设立的慈善账户进行命名,即确定慈善账户的账户名称。本基金会捐赠管理部门有权对该名称进行审核,符合本基金会规定的,捐赠管理部门将予以确认;违反本基金会规定的,捐赠管理部门有权拒绝该慈善账户的账户名称、建议慈善账户持有人对所提出的慈善账户名称予以修改、或是针对潜在的恶意抢注行为而直接对慈善账户持有人所提出的慈善账户名称予以修改。

When applying to open charitable accounts, qualified donors shall name the charitable accounts. The Contribution Management Department of the Charity has the authority to review the proposed name. The Contribution Management Department will confirm the name if it is compliant with the Charity's relevant rules. If not, the Contribution Management Department has the authority to reject the proposed name and suggest that the charitable account holder modify it, or may modify it directly where there is suspected malicious registration.

12.2 捐赠管理部门对慈善账户相关方的审核确认

The Contribution Management Department Reviews and Approves Relevant Parties of Charitable Accounts

12.2.1 慈善账户持有人变更后的审核

Review of the Change of the Charitable Account Holder

慈善账户持有人可以更改慈善账户相关信息，经本基金会捐赠管理部门审核批准后可以对慈善账户持有人进行变更。慈善账户持有人变更后，递爱福（DAF）账户服务系统应当向其他慈善账户相关方发送邮件或以其他方式进行通知。

Charitable account holders may alter the relevant information of the charitable account. A charitable account holder may be changed after the review and approval of the Contribution Management Department. After the change, the System shall send notification emails to other relevant parties of the charitable account or notify them in other ways.

12.2.2 慈善账户持有人的承继人的审核

Review of Successors of Charitable Account Holders

(1) 若慈善账户持有人为自然人：

If the charitable account holder is a natural person:

- ① 该名慈善账户持有人可以指定三名不同顺位的自然人、法人或非法人组织作为慈善账户承继人的候选人。在该名慈善账户持有人死亡或丧失民事行为能力时，基金会捐赠管理部门将依照慈善账户持有人的指定顺位，对慈善账户承继人的候选人进行审核（如须符合慈善账户持有人的条件）。若第一顺序的承继人通过审核，则无须对第二顺序、第三顺序的承继人候选人进行资格审核，以此类推。通过后该慈善账户承继人即可成为新的慈善账户持有人。递爱福（DAF）账户服务系统应当向其他慈善账户相关方发送邮件或以其他方式通知。

A charitable account holder may appoint three entities among the individuals, legal persons, or unincorporated organizations, each on a different rank of priority from the other two, as the candidates for the charitable account holder's successor. If the charitable account holder has died or has lost their capacity for civil acts, the Contribution Management Department shall follow the priority order designated by the charitable account holder and review the qualification of the candidate (so as to meet the requirements of charitable account holder). If the successor candidate on the first rank of priority has passed the review, those on the second and third rank of priority will not be reviewed. The successor candidate that has passed the review will be the new charitable account holder. The System shall send notification emails to other relevant parties of the charitable account or notify them in other ways.

- ② 若三名不同顺位的慈善账户承继人的候选人均未通过审核，则应根据《中华人民共和国民法典》的规定，按照法定继承人的顺位确定承继人。如果同一顺位的法定继承人有多名，数名法定继承人应当在十个工作日内协商确定一名慈善账户承继人，协商无法确定的，则由基金会指定一名法定继承人担任该慈善账户的承继人，该名慈善账户承继人即可成为新的慈善账户持有人。递爱福（DAF）账户服务系统应当向其他慈善账户相关方发送邮件或以其他方式进行通知。

If the three successor candidates on different ranks of priority all fail the qualification review, the successor shall be determined and appointed in the priority order of statutory successions, in accordance with the *Civil Code of the People's Republic of China*. If there is more than one statutory successor in the same order, only one shall be determined as the charitable account holder's successor through consultation by such statutory successors within ten working days. If the

charitable account holder's successor cannot be determined through consultation, the Charity shall appoint one to act as the new charitable account holder. The System shall send notification emails to other relevant parties of charitable accounts or notify them in other ways.

(2) 若慈善账户持有人为法人或非法人组织:

If the charitable account holder is a legal person or an unincorporated organization:

- ① 该名慈善账户持有人可以指定三名不同顺位的自然人、法人或非法人组织作为慈善账户承继人的候选人; 在该名慈善账户持有人被依法终止、注销或不再存续时, 基金会捐赠管理部门将依照慈善账户持有人的指定顺位, 对慈善账户承继人的候选人进行审核(如须符合慈善账户持有人的条件)。若第一顺序的承继人通过审核, 则无须对第二顺序、第三顺序的承继人候选人进行资格审核, 以此类推。通过后该慈善账户承继人成为新的慈善账户持有人。递爱福(DAF)账户服务系统应当向其他慈善账户相关方发送邮件或以其他方式进行通知。

A charitable account holder may appoint three entities among the individuals, legal persons, or unincorporated organizations each on a different rank of priority from the other two as the candidates for the charitable account holder's successor. If the charitable account holder has been terminated, cancelled or is no longer in existence, the Contribution Management Department shall follow the priority order designated by the charitable account holder and review the qualification of the candidate (so as to meet the requirements of charitable account holder). If the successor candidate on the first rank of priority has passed the review, those on the second and third rank of priority will not be reviewed. The successor candidate that has passed the review will be the new charitable account holder.

The System shall send notification emails to other relevant parties of the charitable account or notify them in other ways.

- ② 若三名慈善账户承继人的候选人均未通过审核，则该慈善账户将被冻结。

If the three successor candidates on different ranks of priority all fail the qualification review, the charitable account will be frozen.

12.2.3 慈善账户持有人指定慈善账户顾问的审核

Review of Charitable Account Advisors Appointed by Charitable Account Holders

- (1) **慈善账户持有人指定慈善账户顾问：**慈善账户持有人须指定一名具有完全民事行为能力自然人或者一间合法存续的法人或非法人组织担任慈善账户顾问（慈善账户持有人须事先征得该拟任慈善账户顾问的同意，慈善账户持有人一旦指定慈善账户顾问，基金会即视为该慈善账户顾问已经同意该项指定）。

Charitable Account Holder Shall Appoint Charitable Account Advisor: A charitable account holder shall appoint an individual with full capacity for civil acts or a legally existing legal person or unincorporated organization as the charitable account advisor, with their prior consent. Once the charitable account holder appoints a charitable account advisor, the consent of the appointed charitable account advisor is regarded as obtained.

- (2) **慈善账户顾问的范围：**原则上，慈善账户持有人可指定慈善账户持有人本人或本机构/组织、其家庭成员或朋友、其他专业人员（如财务顾问、投资顾问、会计师、律师、税务师等）、合法存续的法人或非法人组织作为慈善账户顾问。如果法人或非法人组织担任慈善账户顾问，则该慈善账户顾问须填写统一社会信用代码（或相关登记号码），并且授权一名自然人代表该慈善账户顾问进行具体的操作。

Scope of Charitable Account Advisors: In principle, charitable account holders may designate themselves, their family members, friends, other professionals (such as financial advisors, investment advisors, accountants, lawyers, tax advisors, etc.), or legally existing legal persons or unincorporated organizations as the charitable account advisors. If the charitable account advisor is a legal person or an unincorporated organization, its unified social credit code (or relevant registration code) shall be filled in and it shall authorize an individual to perform specific operations on its behalf.

- (3) **慈善账户顾问的任命:** 除慈善账户持有人指定本人或本机构/组织担任慈善账户顾问的情形外, 慈善账户持有人指定慈善账户顾问后, 经本基金捐赠管理部门对慈善账户顾问进行具体的任职确认登记后, 慈善账户顾问即可被任命。

Appointment of the Charitable Account Advisor: When the charitable account holder does not appoint themselves as the charitable account advisor, the charitable account advisor can only be appointed after the specific registration of appointment confirmation is finished by the Contribution Management Department.

- (4) **慈善账户顾问任命及变更后的通知:** 慈善账户顾问任命或变更后, 递爱福 (DAF) 账户服务系统应当向慈善账户持有人、该慈善账户顾问及其他已确定的慈善账户相关方发送邮件或以其他方式进行通知。

Notifications after the Appointment or the Change of a Charitable Account Advisor: After the appointment or the change of a charitable account advisor, the System shall send notification emails to the charitable account holder, the charitable account advisor and other confirmed relevant parties of the charitable account or notify them in other ways.

- (5) **慈善账户持有人与慈善账户顾问之间的利害关系的信息披露:**

慈善账户持有人与慈善账户顾问之间利害关系的披露详见本指引第 25.5.1 条。

Disclosure of Relationship When a Charitable Account Holder and Charitable Account Advisor are Interested Parties: For the rules of information disclosure hereof, please refer to Article 25.5.1 of the Guidelines.

12.2.4 慈善账户持有人变更慈善账户顾问

Charitable Account Holders Change Charitable Account Advisors

慈善账户持有人可以变更慈善账户顾问，除慈善账户持有人申请变更的原慈善账户顾问为本人或本机构/组织的情形外，经本基金会捐赠管理部门审核批准后，原慈善账户顾问始得卸任。慈善账户持有人可依据本说明书第 12.2.3 条的规定完成慈善账户顾问的变更。慈善账户顾问变更后，递爱福（DAF）账户服务系统应当向其他慈善账户相关方发送邮件或以其他方式进行通知。

Charitable account holders may, on their own initiative, change charitable account advisors. Unless a charitable account holder intends to dismiss themselves as the charitable account advisor, the former charitable account advisor can only be dismissed after the Contribution Management Department's approval. Charitable account holders may then complete the change of charitable account advisors in accordance with Article 12.2.3 hereof. After the charitable account advisor has been changed, the System shall send notification emails to relevant parties of the charitable account or notify them in other ways.

12.2.5 慈善账户持有人提名慈善账户督导员的审核

Review of Charitable Account Supervisors Nominated by Charitable Account Holders

为确保慈善账户运作的合规性，监督、了解慈善账户财务情况及交易情况，维护本基金会的合法利益，并对慈善账户相关方进行教育培训，及时提供相应专业咨询意见（如对相关方之间是否为利害关

系人及是否构成关联交易的判断), 本基金会将设立慈善账户督导员制度 (“督导”一词含监督、指导或教导之意)。

For the purposes of legal compliance of the charitable accounts' operation, supervising and having knowledge of the financial situations and transactional activities of the charitable accounts, protecting the legitimate interests of the Charity, providing education and training for relevant parties of the charitable accounts, and obtaining professional opinions on consultative issues (e.g. matters concerning the conflict of interest between related parties or related-party transaction), the Charity establishes the role of charitable account supervisor (The word 'supervisor' here denotes a person who oversees, directs, or instructs).

- (1) **慈善账户持有人提名慈善账户督导员:** 慈善账户持有人可以依据本基金会的相关规定提名 1-3 名具有完全民事行为能力的自然人担任慈善账户督导员。当慈善账户持有人在递爱福 (DAF) 慈善账户相关方登录系统中提名拟任慈善账户督导员的人选后, 递爱福 (DAF) 账户服务系统会自动向被提名的慈善账户督导员发送确认邮件, 被提名的慈善账户督导员须在收到邮件之日起 3 日内, 依据邮件提示登录递爱福 (DAF) 运营管理系统进行确认同意, 本基金会的相关人员将在递爱福 (DAF) 运营管理系统中对慈善账户督导员的任职进行审核确认。如果慈善账户持有人提名的慈善账户督导员在收到邮件通知后 3 日内未予以确认, 慈善账户持有人可以将其删除后重新指定。如慈善账户持有人拟提名的慈善账户督导员未在慈善账户督导员库中, 慈善账户持有人可以按照本基金会相关规则, 向本基金会推荐专业人员 (正在中国境内执业的律师、注册会计师、税务师、资产评估师、公证员) 成为慈善账户督导员, 进而提名其担任慈善账户督导员。

Charitable Account Holders Nominate Charitable Account Supervisors: According to the Charity's rules, a charitable account holder may nominate one to three people with full capacity for civil

acts as charitable account supervisors. When the charitable account holder nominates a potential charitable account supervisor in the DAF relevant parties of charitable accounts login system, this system will automatically send confirmation emails to the nominated charitable account supervisors. They shall confirm their consent in the operation management system according to the instruction in the emails within three days of the date of receipt. With their consent, relevant personnel of the Charity will conduct specific appointment confirmation for them in the operation management system. If they fail to do so within three days of the date of receipt of the emails, the charitable account holder may nominate new charitable account supervisors after deleting them online. If professionals whom the charitable account holder intends to nominate are not included in the database of charitable account supervisors, the charitable account holder can recommend certain professionals to be the charitable account supervisors according to the Charity's relevant rules, and then nominate them to be charitable account supervisors. The aforementioned professionals include lawyers, certified public accountants, tax advisors, asset appraisal experts, and notaries who are practicing in China.

在下列情形下, 该慈善账户持有人**必须**向本基金会提名 1-3 名具有完全民事行为能力的自然人担任慈善账户督导员:

The charitable account holder **must** nominate one to three people with full capacity for civil acts as charitable account supervisors to the Charity under the following situations:

① 慈善账户持有人为法人或非法人组织;

The charitable account holder is a legal person or an unincorporated organization;

② 慈善账户持有人为自然人, 且该慈善账户的捐赠金额累计达到 30 万元人民币以上;

The charitable account holder is a natural person, and the

contribution amount of the charitable account totals more than RMB 300,000 Yuan;

- ③ 第三方捐赠人向该慈善账户进行捐赠(为维护第三方捐赠人的利益,在该慈善账户首次出现第三方捐赠人之时,递爱福(DAF)账户服务系统应当自动通知慈善账户持有人提名慈善账户督导员);

Third-party donors contribute to the charitable account (In order to protect the interests of third-party donors, the System shall automatically inform the charitable account holders of the need to appoint charitable account supervisors when the charitable account receives a contribution from a third-party donor for the first time); or

- ④ 其他本基金会要求必须提名慈善账户督导员的情形。

Other situations where the Charity requires the appointment of charitable account supervisors.

- (2) **慈善账户督导员与慈善账户持有人/慈善账户顾问之间利害关系的信息披露:** 慈善账户督导员与慈善账户持有人/慈善账户顾问之间利害关系的披露详见本指引第 25.5.2 条。

Disclosure of Relationship When Charitable Account Supervisors and Charitable Account Holders or Charitable Account Advisors are Interested Parties: For the rules of information disclosure hereof, please refer to Article 25.5.2 of the Guidelines.

- (3) 关于慈善账户督导员的入库登记、具体的任职确认登记、慈善账户督导员的定位、慈善账户督导员慈善服务等事宜,由《深圳市递爱福公益基金会关于专业人员担任合格捐赠人资格预审员、慈善账户督导员、慈善专家顾问入库管理办法》予以具体规定。

Detailed contents regarding the registration of database admission and specific appointment confirmation, positioning, charitable

services, and other issues relevant to the charitable account supervisors are stipulated in the Administrative Measures for Admission of Professionals into the Databases.

12.2.6 慈善账户持有人指定慈善账户查阅人

Charitable Account Reviewers Appointed by Charitable Account Holders

- (1) **慈善账户查阅人的指定:** 为维护第三方捐赠人的利益, 便于了解慈善账户财务情况及交易情况, 慈善账户持有人可以指定 1-3 名自然人或 1-3 间法人或非法人组织作为慈善账户查阅人 (慈善账户持有人须事先征得该拟任慈善账户查阅人的同意: 慈善账户持有人一旦在递爱福 (DAF) 慈善账户相关方登录系统中指定慈善账户查阅人, 基金会即视为该慈善账户查阅人已经同意该项指定。) 在下列情形下, 该慈善账户持有人**必须**指定慈善账户查阅人:

Appointment of Charitable Account Reviewers: In order to protect the interests of third-party donors and have knowledge of the financial and transactional situations of the charitable account, the charitable account holder may appoint one to three entities from among the individuals, legal persons, or unincorporated organizations as charitable account reviewers, with their prior consent. Once the charitable account holder appoints a charitable account reviewer in the DAF relevant parties of charitable accounts login system, the consent of the appointed entity is regarded as obtained. The charitable account holder **must** appoint a charitable account reviewer under the following situations:

- ① 慈善账户持有人为法人或非法人组织;

The charitable account holder is a legal person or an unincorporated organization;

- ② 慈善账户持有人为自然人, 且该慈善账户的捐赠金额累计达到 30 万元人民币以上;

The charitable account holder is a natural person, and the contribution amount of the charitable account totals more than RMB 300,000 Yuan;

- ③ 第三方捐赠人向该慈善账户进行捐赠(为维护第三方捐赠人的利益,在该慈善账户首次出现第三方捐赠人之时,递爱福(DAF)账户服务系统应当自动通知慈善账户持有人指定慈善账户查阅人);

Third-party donors contribute to the charitable account (In order to protect the interests of third-party donors, the System shall automatically inform the charitable account holders of the need to appoint charitable account reviewers when the charitable account receives a contribution from a third-party donor for the first time); or

- ④ 其他本基金要求必须指定慈善账户查阅人的情形。

Other situations where the Charity requires the appointment of charitable account reviewers.

- (2) **慈善账户查阅人的范围:** 慈善账户查阅人可为慈善账户第三方捐赠人,慈善账户持有人的家庭成员或朋友,以及其他专业人员(如财务顾问、投资顾问、会计师、律师、税务师等)或法人、非法人组织等。

Scope of Charitable Account Reviewers: Charitable account reviewers may be third-party donors, family members or friends of charitable account holders, professionals (such as financial advisors, investment advisors, accountants, lawyers, tax advisors, etc.), legal persons or unincorporated organizations.

- (3) **慈善账户查阅人任命后的通知:** 慈善账户持有人指定慈善账户查阅人在完成系统用户注册后,慈善账户查阅人即可被自动任命,递爱福(DAF)账户服务系统应当向慈善账户持有人、该慈善账户查阅人及其他已确定的慈善账户相关方发送邮件或以其他方式进行通知。

Notifications after the Appointment of Charitable Account

Reviewers: After a charitable account holder appoints a charitable account reviewer and such charitable account reviewer finishes the registration in the System, the appointment is completed and the System shall send notification emails to the charitable account holder, the charitable account reviewer and other confirmed relevant parties of the charitable account or notify them in other ways.

13 与慈善账户捐赠相关的审批权

Review and Approval Rights Regarding the Contributions to Charitable Accounts

参照海外 DAF 基金会的国际操作惯例，在合格捐赠人向本基金会捐赠后，本基金会保留对捐赠财产（包括现金捐赠财产及非现金捐赠财产）的审查权，并有权拒绝该笔款物的捐赠。

Taking reference from international operating practice of overseas charities, the Charity reserves the right to examine contributed assets (including cash and non-cash contributions) and turn down contributions.

13.1 对捐赠财产的审核及确认

Review and Confirmation of Contributed Assets

13.1.1 捐赠财产的退回: 本基金会保留对捐赠财产的审查权，并有权拒绝该笔款物的捐赠。本基金会收到一笔捐赠财产后，除非经过本基金会明确确认予以接受，不能认为本基金会已经接受该笔捐赠财产。如果本基金会按照《深圳市递爱福公益基金会捐赠说明书》的要求，对捐赠人的信用、捐赠财产的状况等进行核查后认为该笔捐赠不应被接受时，本基金会会有权尽快将该笔捐赠退回至合格捐赠人。

Return of Contributed Assets: The Charity reserves the right to examine contributed assets and the right to turn down contributions. When the Charity receives a contributed asset, it shall not be considered as accepted by the Charity unless the Charity has confirmed its acceptance. If the Charity decides that it shall not accept certain contributed assets based on the information concerning the credit standing of the donor or contributed

assets from a background check as required in the Contribution Prospectus, it has the right to return the asset to the qualified donor as soon as possible.

13.1.2 捐赠财产的确认为：按照捐赠方案的不同，本基金会对每一笔捐赠财产的具体确认流程如下：

Confirmation of Contributed Assets: According to different contribution plans, the specific confirmation process of each contributed asset is as follows:

- (1) 对每一笔现金捐赠方案，须由本基金会捐赠管理部门予以审核、确认。

Each cash contribution plan shall be reviewed and confirmed by the Contribution Management Department of the Charity.

- (2) 对每一笔除本条款第(1)项及第(3)项之外的其他非现金捐赠方案，须由本基金会秘书长或执行秘书长予以审核、确认。

Apart from the plans enumerated in items (1) and (3) of this Paragraph, other non-cash contribution plans shall be reviewed and confirmed by the Secretary-General or the Executive Secretary-General of the Charity.

- (3) 对每一笔非公开市场流通的权益性捐赠方案（例如股权捐赠方案、股权慈善信托方案、有限合伙份额捐赠方案等）及跨境捐赠方案，须由本基金会理事会执行委员会予以审核、确认。

Each non-publicly traded equity interest contribution plan (such as equity interest contribution plan, equity interest charitable trust plan, and share of limited liability partnership contribution plan, etc.) and cross-border contribution plan shall be reviewed and confirmed by the Executive Committee of the Board of Directors of the Charity.

13.2 合格捐赠人向本基金会完成捐赠的认定

Confirmation of the Contribution to the Charity

合格捐赠人（包括第三方捐赠人）向已设立的慈善账户进行捐赠，在完成捐赠款项的支付或捐赠财产的转移，并经本基金会确认接受该笔捐赠后（若合

格捐赠人选择分期捐赠的方式，则针对每一期每一笔捐赠，在本基金会确认接受该笔捐赠后），本基金会将按照实际收到的金额（货币捐赠的情形）或公允价值（非货币性捐赠的情形），生成电子化捐赠证书。本基金会生成电子化捐赠证书，即视为合格捐赠人（包括第三方捐赠人）向本基金会完成了该笔捐赠。

After a donor (including a third-party donor) contributes to established charitable accounts, and the Charity confirms and accepts the payment of contributed funds or the transfer of contributed assets, the Charity shall generate an electronic contribution certificate based on the amount actually received (when receiving monetary contributions) or the fair market value of such contributions (when receiving non-monetary contributions). If the third-party donor chooses recurring contributions, then after each installment is confirmed and accepted by the Charity, the Charity shall generate such a certificate. A contribution from a qualified donor (including a third-party donor) will be regarded as completed after the Charity generates the electronic contribution certificate.

13.3 股权捐赠财产须满足的条件

Requirements for Contributing Equity Interests

13.3.1 拟捐赠的股权须满足的条件：本基金会接受股权捐赠的首要条件为，该股权捐赠不能给本基金会增加额外的义务或负担。表现为如下三个方面：

Requirements for Contributing Equity Interests: The primary requirement for equity interest contributions to be accepted by the Charity is that such contribution shall not impose any extra obligation or burden on the Charity. This requirement has the following three aspects:

第一，拟捐赠的股权必须已正当登记。此处的登记应包括公司内部登记（股东名册登记）和外部登记（公司工商登记）；

Firstly, equity interests to be contributed must have been properly registered. The registration herein mentioned shall include the ‘internal registration’ (shareholder registration in the shareholder

roster) and the ‘external registration’ (registration of the shareholders with the Administration for Industry and Commerce);

第二，除理事会执行委员会同意外，原则上拟捐赠的股权不得设定质押或存在其他权利负担；

Secondly, unless agreed by the Executive Committee of the Board of Directors, in principle, the equity interests to be contributed must not be pledged or bear other encumbrances;

第三，拟捐赠的股权的价款已经实际缴纳完毕，以避免实践中因公司资本认缴制导致股权未实际缴纳完毕而可能产生的风险。

Thirdly, the price of the equity interests to be contributed must have been actually paid, so as to avoid any potential risks due to the fact that the subscription has not been paid because of the capital subscription system.

13.3.2 合格捐赠人对其持有的有限责任公司股权的捐赠：除非公司章程另有规定，如果合格捐赠人旨在将其持有的有限责任公司的股权捐赠给本基金会，应当经其他股东过半数同意。合格捐赠人应就其股权捐赠事项（包括合格捐赠人与本基金会已经签署的《股权捐赠合同》）书面通知其他股东征求意见，其他股东自收到书面通知之日起满 30 日未答复的，视为同意捐赠。如果其他股东半数以上不同意捐赠，不同意的股东应该购买该股权；不购买的，视为同意捐赠。不同意的股东购买了该股权之后，合格捐赠人必须将其获得的收益按照原计划向本基金会捐赠，避免合格捐赠人借捐赠之名兑现其手中持有的股权，改变捐赠计划。

Contribution of Limited Liability Company’s Equity Interests Held by Qualified Donors: Unless otherwise provided in the governing documents of the company, if a qualified donor intends to contribute their equity interests of a limited liability company to the Charity, they shall obtain consent from more than half of the other shareholders of the company. The qualified donor shall send other shareholders a written notice about matters regarding the contribution of equity interests (including the Equity Interests

Contribution Agreement signed by the qualified donor and the Charity) for their consent. If any of these shareholders do not reply within thirty days after receiving the written notice, they shall be deemed as having given consent to the contribution. If more than half of other shareholders disagree with the contribution, the shareholders who disagree shall purchase the equity interests intended for contribution. If they refuse to purchase the equity interests, the refusal shall be deemed as consent to the contribution. After the shareholders who disagree on the contribution have purchased the equity interests, the qualified donor shall follow the original plan to contribute the earnings that they receive from the sale of the equity interests to the Charity. The purpose of such an arrangement is to prevent the donor from selling their equity interests in the name of contributions or changing the contribution plan.

13.3.3 合格捐赠人对其持有的股份公司(及上市公司)股票的捐赠: 根据《公司法》第 141 条的规定, 股份公司的发起人, 自公司成立之日起一年内不得转让其持有的本公司的股份; 公司董事、监事、高级管理人员应当向公司申报所持有的本公司的股份及其变动情况, 在任职期间每年转让的股份不得超过其所持有本公司股份总数的 25%; 所持本公司股份自公司股票上市交易之日起一年内不得转让。公司董事、监事、高级管理人员离职后半年内, 不得转让其所持有的本公司股份。¹为此, 本基金会接受捐赠的股票, 不应属于前述限制转让的范围。合格捐赠

¹ 《中华人民共和国公司法(2013 修正)》第一百四十一条 发起人持有的本公司股份, 自公司成立之日起一年内不得转让。公司公开发行股份前已发行的股份, 自公司股票在证券交易所上市交易之日起一年内不得转让。

公司董事、监事、高级管理人员应当向公司申报所持有的本公司的股份及其变动情况, 在任职期间每年转让的股份不得超过其所持有本公司股份总数的百分之二十五; 所持本公司股份自公司股票上市交易之日起一年内不得转让。上述人员离职后半年内, 不得转让其所持有的本公司股份。公司章程可以对公司董事、监事、高级管理人员转让其所持有的本公司股份作出其他限制性规定。

Article 141 of the *Company Law of the People's Republic of China (amended in 2013)* reads:

The shares of a company held by the promoters of this company shall not be transferred within 1 year after the date of the establishment of the company. The shares issued before the company publicly issues shares shall not be transferred within 1 year from the day when the stocks of the company get listed and are traded in a stock exchange. The directors, supervisors and senior managers of the company shall declare to the company the shares held by them and the changes thereof. During the term of office, the shares transferred by any of them each year shall not exceed 25% of the total shares of the company he holds. The shares of the company held by the aforesaid persons shall not be transferred within 1 year from the day when the stocks of the company get listed and are traded in a stock exchange. After any of the aforesaid persons is removed from his post, he shall not transfer the shares of the company he holds. The bylaw may have other restrictions on the transfer of shares held by the directors, supervisors and senior managers.

人如对上市公司的股票进行捐赠，合格捐赠人及本基金会均需遵守《证券法》以及证监会、证券交易所关于上市公司股票交易批准、限制和信息披露等规定。

Contribution of the Joint Stock Limited Company (and Listed Company)'s Shares Held by Qualified Donors: According to Article 141 of the *Company Law of the People's Republic of China*, the shares of a company held by the promoters of this company shall not be transferred within one year of the date of the establishment of the company. The directors, supervisors and senior managers of the company shall declare to the company the shares held by them and the changes thereof. During the term of office, the shares transferred by any of them each year shall not exceed 25% of their total shares in the company. The shares of the company held by the aforementioned persons shall not be transferred within one year of the day on which the shares of the company are listed and are traded on a stock exchange. Within six months of any of the directors, supervisors and senior managers of the company being removed from their post, they shall not transfer the shares in the company they hold.¹ Therefore, the shares the Charity accept shall not be in the range of limitation mentioned above. If the donor contributes the shares of a listed company, the donor and the Charity both shall obey the *Securities Law of the People's Republic of China*, the regulations regarding the approval, limitations, information disclosure and other rules of the listed company's stock regulated by China Securities Regulatory Commission and the Stock Exchanges.

14 非公共慈善账户的管理

Management of Non-General Charitable Accounts

14.1 慈善账户间财产的互转和归总

Transferring and Aggregating Contributed Assets Across Non-General Charitable Accounts

为鼓励不同慈善账户共同捐助某合格受赠组织，不同慈善账户之间（包括自然人开设的慈善账户之间、法人或非法人组织开设的慈善账户之间、及自然人与法人或非法人组织开设的慈善账户之间）的捐赠财产可以互转和归总。

慈善账户之间捐赠财产的互转和归总可参考《深圳市递爱福公益基金会捐赠说明书》的有关内容。

In order to encourage different charitable accounts to jointly make grants to a specific qualified grantee, contributed assets in different charitable accounts may be transferred and aggregated across charitable accounts (including accounts opened by individuals, legal persons or unincorporated organizations). For information regarding the transfer and aggregation of charitable assets across charitable accounts, please refer to the Contribution Prospectus.

14.2 非公共慈善账户的冻结及恢复

Freeze and Restoration of Non-General Charitable Accounts

为了维持慈善账户的活跃度，增强相关方使用慈善账户的积极性，提高慈善账户的利用率，以便基金会向活跃慈善账户提供更优质的服务，本基金会设立非公共慈善账户的冻结制度。非公共慈善账户冻结的原因以及恢复流程等具体内容可参考《深圳市递爱福公益基金会捐赠说明书》的有关规定。

In order to keep charitable accounts active, enhance the enthusiasm of relevant parties for using charitable accounts, improve the utilization of charitable accounts, and better serve active charitable accounts, the Charity sets non-general charitable accounts as freezable. Please refer to the Contribution Prospectus for detailed information regarding freeze and restoration of non-general charitable accounts.

15 与公共慈善账户管理相关的审批权

Review and Approval Rights Concerning the Management of General Charitable Accounts

15.1 为满足基金会年度支出要求的强制捐助方案

Mandatory Grant Solutions to Meet the Annual Expenditure Requirement for the Charity

若本基金会的慈善活动年度支出比例在 12 月 20 日仍不满足监管指标要求（以三年财政年度为基础，如果本基金会开展慈善活动的年度支出未达到上年末净资产总额或前三年年末净资产平均数的 6%），则本基金会捐赠管理部门在当年 12 月 20 日后的第一个工作日，有权将非公共慈善账户中的相应

财产，按照相应的比例，直接转入公共慈善账户中，由本基金会对外进行相应的捐助或开展相关的公益项目，以满足本基金会年度支出金额的要求。本基金会进行如上操作，应当通知慈善账户相关方。

If the annual expenditure rate of the Charity on conducting charitable activities still does not satisfy the regulatory requirements (on the basis of a three fiscal year period, if the annual expenditure of the Charity on conducting charitable activities is lower than 6% of its total net assets in the previous year or the average total net assets in the previous three years), the Charity has the right to directly transfer the corresponding proportion of the assets in non-general charitable accounts to the general charitable account on the first working day after December 20th of that year. Therefore, the Charity can make a grant in order to satisfy the annual expenditure requirement. The relevant parties of the charitable accounts shall be informed if the Charity carries out the aforementioned operations.

15.2 公共慈善账户的设立及账户相关方

Establishment of General Charitable Accounts and Relevant Parties of a General Charitable Account

关于公共慈善账户的设立及账户相关方内容，详见《深圳市递爱福公益基金会捐赠说明书》的有关规定。

Details regarding the establishment of general charitable accounts and relevant parties of a general charitable account are elaborated on in the Contribution Prospectus of the China DAF Charity.

15.3 公共慈善账户的具体慈善项目

Specific Charitable Projects of General Charitable Accounts

公共慈善账户的财产将用于本基金会的教育培训等公益项目及理事会认可的其他公益项目（例如，迪爱福公益培训工程、设立“递爱福（DAF）家族传承办公室”等）。

The contributed assets in the general charitable account will be used for the educational training projects and other charitable projects approved by the Board of Directors, such as the DAF-Giving Charitable Training Projects, the establishment of the DAF Family Legacy Office.

15.3.1 迪爱福公益培训工程：本基金会将依托其认可的平台，向按照公开、公平、公正原则所确立的迪爱福公益培训工程项目的合格受益人（包括但不限于符合受益人资格条件的合格捐赠人、合格捐赠人资格预审员、慈善账户相关方、慈善专家顾问、职业募捐人、以及其他符合受益人资格条件的律师、注册会计师、税务师等已取得专业资格的人员）提供与 DAF 有关的教育培训，促进捐赠教育的大众化，以更好地服务广大捐赠人。关于迪爱福公益培训工程项目的具体内容，详见《深圳市递爱福公益基金会迪爱福公益培训工程项目管理制度》。

DAF-Giving Charitable Training Projects: In order to promote the popularization of contribution education, and to better serve the donors, the Charity will use the platform provided other platforms recognized by the Charity to provide education and training relating to DAF for qualified beneficiaries of the DAF-Giving Charitable Training Projects. These qualified beneficiaries are determined in accordance with the principles of openness, fairness, and impartiality, including but not limited to the following: qualified donors, donor qualification examiners, relevant parties of charitable accounts, philanthropic expert consultants, fundraising professionals, lawyers, certified public accountants, tax advisors and other qualified professionals. Further details regarding the DAF-Giving Charitable Training Projects are available in the Project Management Rules for the DAF-Giving Charitable Training Projects of the China DAF Charity.

15.3.2 设立“递爱福（DAF）家族传承办公室”：递爱福（DAF）家族传承办公室（简称为“递爱福家办”，官方网址：www.DAF-familylegacy.org.cn）是（北京师范大学）由深圳市递爱福公益基金会捐资，由中国公益研究院发起设立的非营利性公益平台。递爱福家办将从对捐赠者建议基金（DAF）的研究、培训入手，使慈善财产的捐赠成为捐赠人整体财产战略配置的重要组成部分，推动与影响力投资、公益金融相关领域的研究、培训，推动与家族传承相关领域的研究、培训，推动公益项目信息管理服务平台的建设。

Establishment of the DAF Family Legacy Office: The DAF (Donor Advised Fund) Family Legacy Office (shortened as the ‘DAF Family

Legacy Office’, Official Website: www.DAF-familylegacy.org.cn) is a non-profit platform established by CPRI with the Charity as the donor. The DAF Family Legacy Office will start with the research and training of the Donor Advised Fund (DAF) to turn charitable contribution into an important part of donors’ overall asset allocation strategy, to promote research and training related to impact investment and social finance, to promote the research and training related to family legacy, and to promote the construction of the Public Welfare Project Information Management Service Platforms.

15.4 公共慈善账户的查阅权

Right to Review General Charitable Account

除公共慈善账户查阅人有权查阅公共慈善账户外，本基金会的理事、监事、秘书长、执行秘书长、首席捐赠官、首席投资官、首席捐助官及财务总监均有权查阅公共慈善账户的详细情况。

In addition to the general charitable account reviewers, the Directors, Supervisors, Secretary-General, Executive Secretary-General, Chief Contribution Officer, Chief Investment Officer, Chief Grant-Making Officer and CFO all have the right to review the detailed information of the general charitable account.

16 与慈善信托相关的审批权

Review and Approval Rights Pertaining to Charitable Trusts

为符合法律法规的规定，控制基金会的运营管理风险，满足监管部门的要求，慈善信托委托人在本基金会设立慈善信托之前，须首先向本基金会提交相关资料，获得慈善信托委托人的签约资格。慈善信托委托人与本基金会签署《慈善信托合同》以后，将成为本基金会的合格慈善信托委托人。只有本基金会的合格慈善信托委托人才可开设慈善信托账户。

In order to comply with laws and regulations, control the operational risks of the Charity, and meet the requirements of regulatory authorities, a charitable trust settlor shall first submit relevant materials and receive the signing qualification, before establishing a charitable trust in the Charity. The settlor will become qualified after the Charitable

Trust Agreement is signed between the charitable trust settlor and the Charity. Only the qualified settlor of the Charity can open a charitable trust account.

16.1 本基金会的慈善信托委托人的签约资格审核

Review of Signing Qualification of the Charitable Trust Settlor of the Charity

拟在本基金会设立慈善信托的委托人须登录“设立慈善信托”注册页面，填写并提交用户注册基本信息及专属注册码等，并选择拟设立的慈善信托财产类型及价值（慈善信托货币财产须大于 30 万元人民币，设立慈善信托所需要的非货币财产的初始价值由本基金会秘书长办公会另行灵活约定）。本基金会捐赠管理部门将对上述信息进行审核，通过审核的慈善信托委托人将取得签约资格。

A settlor who intends to establish a charitable trust shall log onto the ‘Establishment of Charitable Trust’ registration page, fill out and submit basic registration information and the exclusive registration code, and choose the type and value of the charitable trust assets (monetary assets in such charitable trust shall be more than RMB 300,000 Yuan in value, and the initial value of non-monetary assets required for establishing a charitable trust shall be flexibly determined at the Secretary-General’s Staff Meeting of the Charity). The Contribution Management Department of the Charity shall review the aforementioned information. If passing the review, the settlor will gain the signing qualification.

16.2 本基金会的合格慈善信托委托人

Qualified Charitable Trust Settlor of the Charity

通过本基金会签约资格审核的慈善信托委托人，将按照本基金会的要求签署《慈善信托合同》，完成上述相关程序后，慈善信托委托人将成为本基金会的合格慈善信托委托人。

Settlors who have passed the signing qualification review of the Charity shall sign the Charitable Trust Agreement as required. After these procedures, the settlors will become the qualified charitable trust settlors of the Charity.

16.3 开设慈善信托账户的命名

Name of Charitable Trust Accounts

慈善信托委托人须对慈善信托账户进行命名，账户名称的后缀应为“XX 慈善信托账户”。慈善信托账户持有人须为“XX 慈善信托”；该慈善信托账户顾问须为本基金会秘书长办公会指定的相关人员或慈善信托委托人推荐的除慈善信托委托人本人外的第三人。

The settlor shall name the charitable trust account, and the name shall end with “XX Charitable Trust Account”. The charitable trust account holder shall be XX Charitable Trust. The charitable account advisor shall be relevant person appointed at the Secretary-General’s Staff Meeting or a third party recommended by the settlor other than the trust settlor themselves.

16.4 将慈善信托相关文件向民政部门备案

Record-Filing with the Civil Affairs Department

16.4.1 慈善信托文件签订之日起七日内备案：由本基金会作为受托人将资金设立慈善信托后，本基金会须在慈善信托文件签订之日起七日内，将相关文件向本基金会所在地县级以上人民政府民政部门备案。未按规定将相关文件报民政部门备案的，不享受税收优惠。

Record-Filing Within Seven Days of the Signing of Charitable Trust Documents: After establishing the charitable trust with the fund as the trustee, the Charity shall, within seven days of the signing of charitable trust documents, file records with the civil affairs department of the people’s government above the county level where the Charity is located. Anyone that fails to submit relevant documents to the civil affairs department for record-filing as prescribed shall not claim any tax benefits.

16.4.2 同一慈善信托有两个或两个以上受托人的备案：同一慈善信托有两个或两个以上受托人的，委托人应当确定其中一个承担主要受托管理责任的受托人按照《广东省民政厅、中国银行保险监督管理委员会广东监管局关于慈善信托管理工作实施细则的通知》的规定进行备案。受托人分别在不同所在地的，备案的民政部门应当将备案信息与其他受托人所在地的人民政府民政部门共享。

Record-Filing When a Charitable Trust Has Two or More Trustees:

When a charitable trust has two or more trustees, the settlor shall determine one of the trustees to be primarily responsible for the management of the trust, and make the record-filing in accordance with the *Notice of the Civil Affairs Department of Guangdong Province and the Guangdong Bureau of the China Banking and Insurance Regulatory Commission on Implementation Regulations of Administration of Charitable Trust*. If multiple trustees are located in different places, the record-filing information shall be shared among these civil affairs departments where the trustees are located.

16.4.3 备案须提交的材料: 本基金作为慈善信托的受托人向民政部门申请备案时,应当提交以下书面材料: (一) 备案申请书; (二) 委托人身份证明(复印件)和关于信托财产合法性的声明; (三) 担任受托人的信托公司的金融许可证或慈善组织准予登记或予以认定的证明材料(复印件); (四) 信托文件; (五) 开立慈善信托专用资金账户证明、商业银行资金保管协议,非资金信托除外; (六) 信托财产交付的证明材料(复印件); (七) 其他材料。以上材料一式四份,由受托人提交履行备案职责的民政部门。

Materials for Record-Filing: When the Charity serves as the trustee of the charitable trust and files a record with the civil affairs department, the following written materials shall be submitted: (1) an application for record-filing; (2) (a photocopy of) proof of identification of the settlor and a statement on the legitimacy of the trust property; (3) for the trustee, a photocopy of the financial license of the trust company or a written document concerning the registration or the qualification of a charitable organization; (4) the trust documents; (5) a certificate for the opening of a specific account for the charitable trust and a fund custody agreement with a commercial bank, excluding in the case of a non-fund trust; (6) (a photocopy of) certification materials proving the delivery of the trust property; and (7) other materials. Four copies shall be made of the aforementioned materials and shall be submitted by the trustee to the civil affairs department conducting the record-filing.

17 慈善账户财产投资的目的及原则

Purpose and Principles of the Charitable Account Asset Investment

17.1 慈善账户财产投资的目的

Purpose of the Investment of Charitable Account Assets

考虑到慈善账户顾问通常不会在合格捐赠人捐赠之时立刻提出将捐赠财产进行捐助的建议，因此，通过对捐赠财产进行保值、增值的投资活动，可以使更多财产用于慈善目的。

Considering the fact that charitable account advisors usually do not immediately give advice on the granting of contributed assets at the time of contribution, the Charity will invest the assets in an attempt to have more assets that may be used for charitable purposes by preserving or increasing the value of contributed asset.

17.2 慈善账户财产投资的原则

Principles of the Charitable Account Asset Investment

17.2.1 遵循合法、安全、有效的原则：根据《中华人民共和国慈善法》第五十四条的规定，慈善组织为实现财产保值、增值进行投资的，应当遵循合法、安全、有效的原则，投资取得的收益应当全部用于慈善目的。

Principles of Legality, Safety, and Efficiency: According to Article 54 of the *Charity Law*, where a charitable organization makes an investment in order to preserve or increase the value of contributed assets, it shall observe the principles of legality, safety, and efficiency, and use all income obtained from such investments for charitable purposes.

考虑到市场规律决定任何投资都存在一定的风险，法律并没有对投资“安全”的内涵及外延进行明确的界定，因此，本基金理解并认为此处的“安全”指基金会整体的投资方案、投资组合是安全的，并非指每一笔慈善账户财产投资是安全的。

Considering that any investment may have a certain kind of risk dictated by the markets, and the laws have not defined the meaning and connotation of the term ‘safety’, the Charity understands and defines the term ‘safety’

herein as the safety of the overall investment plan and investment portfolio, not each charitable account asset investment.

17.2.2 不得用于投资的财产：根据《中华人民共和国慈善法》第五十四条的规定，政府资助的财产和捐赠协议约定不得投资的财产，不得用于投资。

Property that Shall Not Be Invested: According to Article 54 of the *Charity Law*, property contributed by the government and the property that shall not be invested as agreed upon in a contribution agreement shall not be used for investment.

17.2.3 重大投资方案的审批程序：根据《中华人民共和国慈善法》第五十四条的规定，慈善组织的重大投资方案应当经决策机构组成人员三分之二以上同意。依据《深圳市递爱福公益基金会章程》第三十四条的规定，本基金会的重大投资是指非公开市场流通的权益性投资方案、影响力投资方案（特指影响力股权投资方案）等。本指引经理事会审批通过后，本基金会理事会即授权理事会执行委员会对本基金会的重大投资方案进行决策、审批。

Procedure of Approval Regarding Major Investment Plans: According to Article 54 of the *Charity Law*, a major investment plan of a charitable organization shall be subject to the approval of two thirds or more of members of the decision-making body. In accordance with Article 34 of the Articles of Organization, major investment of the Charity refers to non-public equity interest investment plans and Impact Investment Plans (particularly referred to as the impact equity interest investment plan), etc. Once the Guidelines are approved by the Board of Directors, the Executive Committee of the Board of Directors is authorized by the Board to decide, review and approve major investment plans of the Charity.

17.2.4 按照民政部颁布的《慈善组织保值增值投资活动管理暂行办法》的规定规范本基金会慈善账户财产投资的行为：为了落实法律、法规对慈善组织的投资活动的要求，防范慈善财产运用风险，促进本基金会持续、健康、稳定发展，对于本基金会开展投资活动的方式、本基金会

禁止的投资活动、本基金委托的专业投资管理机构应当具备的条件等具体内容，本基金将按照民政部颁布的《慈善组织保值增值投资活动管理暂行办法》中的规定，确定本基金慈善账户财产投资的相关原则，规范本基金慈善账户财产投资的行为。

Regulate Investment Activities Regarding the Charitable Account Assets of the Charity in accordance with the *Interim Administrative Measures for Investment Activities of Charities to Preserve or Increase the Value of Property* Issued by the Civil Affairs Department: In order to satisfy the requirements set by laws and regulations for the investment activities of the Charity, avoid risks in operating charitable property, and promote the sustainable and healthy development of the Charity, the Charity shall decide the relevant principles of investment of the charitable account assets and regulate investment activities thereof in accordance with the *Interim Administrative Measures for Investment Activities of Charities to Preserve or Increase the Value of Property* issued by the civil affairs department, including ways to conduct the investment activities, prohibited investment activities of the Charity, and requirements for the professional investment management organizations commissioned by the Charity.

18 投资管理机构的入库

Database Admission of Investment Management Organizations

18.1 投资管理机构的入库流程

Procedure of Database Admission of Investment Management Organizations by the Charity

本基金投资管理部门对投资管理机构的入库提出初步意见，报本基金秘书长办公会审核确认后，授予投资机构入库资格。投资机构入库期限为两年。两年有效期限届满前一个月内，如果任何一方未向对方发出解除作为投资管理机构的书面请求，则投资管理机构的入库资格自动续延两年，以此类推。

The Investment Management Department of the Charity shall provide preliminary opinions on the database admission of investment management organizations, and

the Secretary-General's Staff Meeting will grant the qualification of database admission to investment management organizations after it finishes database admission review and confirmation. The determined investment management organization will be qualified for two years. If neither party has sent a written request to the other party to terminate the qualification of the investment management organization, then the qualification shall be automatically renewed for two additional years, and so on in subsequent years.

18.2 本基金会对投资管理机构的委托

Commission of Investment Management Organizations by the Charity

本基金会将委托投资机构（如银行、信托公司、证券公司、保险资产管理公司、私募基金管理公司等），并与其签署《深圳市递爱福公益基金会战略合作协议标准文本》，依照法律法规、本基金章程及本指引，对双方的权利义务、委托财产管理方式、投资范围、投资收益分配、违约责任以及解除合同的情形等内容作出规定。

The Charity shall commission investment management organizations (such as banks, trust companies, security companies, insurance asset management companies, private equity management companies, etc.), and sign the Strategic Cooperation Agreement with them. The rights and obligations of the contracting parties, management mode of entrusted assets, scope of investment, investment income distribution, liability for breach of the contract, termination of the contract and other conditions shall be elaborated on in the Strategic Cooperation Agreement, according to the laws and regulations, the Articles of Organization and the Guidelines.

19 投资产品/投资方案的备案

Record-Filing of Investment Products or Plans

19.1 投资机构提供的投资产品/投资方案须在本基金会备案

Investment Products or Plans Provided by the Investment Management Organizations Shall Be Reported to the Charity for Record-filing

在本基金会成熟运行阶段，投资机构可以定期向本基金会提交足够的合法、安全、有效的具体投资产品/投资方案的信息（含投资管理团队人员介绍

等信息), 投资管理机构向本基金提供的投资产品/投资方案须在本基金会备案。

In the maturity stage of the Charity, the investment management organizations may submit sufficient information regarding legal, safe, and efficient investment products or plans (including information about the investment management team members) to the Charity on a regular basis. Investment products or plans provided by investment management organizations shall be reported to the Charity for record-filing.

19.2 影响力投资方案的备案

Record-Filing of Impact Investment Plans

19.2.1 借鉴与参考海外的法律及基金会的国际操作惯例, 项目相关性投资 (Program-Related Investments, PRIs) 和使命相关投资 (Mission-Related Investments, MRIs) 是常见的基金会参与社会影响力投资的方式。在本基金会成熟运行阶段, 在中国法律的框架下, 本基金未来将尝试实践“影响力投资方案”(特指影响力股权投资方案)。

Taking reference from international operating practice of overseas charities, Program-Related Investments (PRIs) and Mission-Related Investments (MRIs) are the common ways for a charity to participate in social impact investment. In the maturity stage, the Charity will try to put Impact Investment Plans (particularly referred to as Impact Equity Interest Investment Plans) into practice in the future within the legal framework of China.

19.2.2 投资管理机构向本基金提供的社会影响力投资方案(特指影响力股权投资方案)须在本基金会备案。

Impact Investment Plans (particularly referred to as Impact Equity Interest Investment Plans) provided by investment management organizations shall be reported to the Charity for record-filing.

19.2.3 本基金可根据实际情况来决定是否公开该投资方案, 但对涉及合格捐赠人的私人信息的部分应当予以保密。

The Charity may decide whether or not to make investment plans public based on the actual conditions, but the private information of the qualified donors shall be kept confidential.

19.3 大额捐赠的特别投资方案的备案

Record-Filing of the Special Investment Plans for Large Contributions

19.3.1 在本基金会成熟运行阶段，在符合中国法律法规和基金会运行管理规则的前提下，当合格捐赠人的捐赠财产价值高于一定金额时，本基金会委托的投资管理机构可向慈善账户顾问提供或定制慈善账户财产的特别投资方案，为合格捐赠人提供私人化、高端化的投资服务。

In the maturity stage, subject to the laws and regulations of China and the rules governing the operation and management of the Charity, when the value of contributed assets is higher than a certain amount, relevant investment management organizations commissioned by the Charity can provide or customize special investment plans of charitable account assets for the charitable account advisors. This is in order to provide personalized and high-end investment services for qualified donors.

19.3.2 投资管理机构向本基金会提供的大额捐赠的特别投资方案须在本基金会备案。

Special investment plans for large contributions provided by the investment management organizations shall be reported to the Charity for record-filing.

19.3.3 投资管理机构可根据实际情况来决定是否公开该投资方案，但对涉及合格捐赠人的私人信息的部分应当予以保密。

The investment management organization may decide whether to make the investment plans public based on the actual conditions, but the private information of the qualified donors shall be kept confidential.

20 慈善账户顾问提出的投资建议的审核

Review of Investment Advice Given by Charitable Account Advisors

20.1 投资建议的提出

Giving Investment Advice

投资建议由慈善账户顾问作出，依据合格捐赠人来源的不同，慈善账户顾问的投资建议也有不同的范围。

Investment advice shall be given by the charitable account advisor. The scope of the investment advice from charitable account advisors may vary according to the different sources of qualified donors.

20.1.1 基金会试点运行阶段的投资情形

Investment in the Pilot Stage of the Charity

在本基金会试点运营阶段，经本基金会理事会执行委员会审议通过，本基金会有权自主委托专业的投资管理机构进行投资，主要以货币投资方式为主。

In the pilot stage, the Charity is entitled to commission professional investment management organizations to invest with the approval of the Executive Committee of the Board of Directors of the Charity, mainly in the form of monetary investment.

20.1.2 基金会初期运行阶段的投资情形

Investment in the Early Operation Stage of the Charity

在本基金会的初期运营阶段，本基金会有权委托专业的投资管理机构，并与其签署《深圳市递爱福公益基金会战略合作协议标准文本》。慈善账户顾问有权提出投资建议，即选择具体的投资管理机构，由各个投资管理机构自行提供投资产品/投资方案。

In the early operation stage, the Charity is entitled to commission professional investment management organizations and sign the Strategic Cooperation Agreement with them. The charitable account advisor has the right to give investment advice, namely, to choose a specific investment management organization that provides investment products or plans at its discretion.

20.1.3 基金会成熟运行阶段的投资情形

Investment in the Maturity Stage of the Charity

(1) 投资管理机构推荐的合格捐赠人

Qualified Donors Recommended by Investment Management Organizations

对投资管理机构推荐的合格捐赠人所开设的慈善账户，该慈善账户顾问的投资建议限制在如下范围：

For the charitable accounts opened by qualified donors recommended by the investment management organizations, the investment advice given by the charitable account advisors is limited to the following range:

- ① **推荐该名合格捐赠人的投资管理机构提供的专属投资产品/专属投资方案：**为了防止投资管理机构客户资源的流失，方便各投资管理机构继续服务其原有客户，如果合格捐赠人属于投资管理机构推荐的捐赠人，并且已经成功设立了慈善账户，则推荐其开户的投资管理机构应当向该慈善账户的慈善账户持有人、慈善账户顾问、慈善账户督导员、慈善账户查阅人专属开放其向本基金会提供的专属合格投资产品/投资方案。在这种情形下，该慈善账户顾问可以选择此家投资管理机构向本基金会提供的专属合格投资产品/投资方案。

Exclusive Investment Products or Plans Provided by the Investment Management Organization that Recommends the Qualified Donor: In order to avoid losses of client resources of each investment management organization, and to facilitate investment management organizations in continuing to serve their existing clients, if an investment management organization recommends a qualified donor to the Charity and they have successfully opened a charitable account, then such organization shall make the exclusive qualified investment products or plans provided for the Charity available to the charitable account holder, charitable

account advisor, charitable account supervisors, and charitable account reviewers. In such circumstance, the charitable account advisor may choose the qualified investment products or plans exclusively provided by the corresponding organization.

- ② **其他投资管理机构提供的专属投资产品/专属投资方案(限于该名合格捐赠人同时为该投资管理机构的客户,且该机构主动向基金会申请并经基金会确认的情形):** 如果某家投资管理机构推荐的合格捐赠人已经成功开设慈善账户,但同时该合格捐赠人也是其他投资管理机构的客户,则该投资管理机构也可以向本基金会提交申请文件,经过本基金会确认后,该投资管理机构的专属投资产品/投资方案应当开放给该慈善账户的慈善账户持有人、慈善账户顾问、慈善账户督导员、慈善账户查阅人。

Exclusive Investment Products or Plans Provided by Another Investment Management Organization (Limited to the Situation Where the Qualified Donor Is Also Its Client, and It Submits the Application to the Charity on Its Own Initiative and the Charity Confirms it): If the qualified donors recommended by a certain investment management organization have already opened charitable accounts, and at the same time are the clients of other investment management organizations, then such other investment management organizations may submit application materials to the Charity. After the confirmation of the Charity, the exclusive investment products or plans of such other organizations shall also be available to the charitable account holders, charitable account advisors, charitable account supervisors, and charitable account reviewers.

- ③ **全系统可见的各个投资管理机构提供的非专属投资产品/投资方案:** 本基金会委托的投资管理机构提供的非专属投

资产品/投资方案，将向本基金会所有慈善账户开放，供慈善账户顾问根据需要进行选择。

All Non-Exclusive Investment Products or Plans Provided by Each Investment Management Organization that Can Be Seen in the System: Non-exclusive investment products or plans provided by the investment management organization commissioned by the Charity will be available to all charitable accounts, and the charitable account advisors have the right to select the plan best suited to their needs.

- ④ **本基金会管理的现金资产投资池：**本基金会将建立和独立管理一个或多个现金资产投资池，或者聘请相关的投资管理机构管理该现金资产投资池，本基金会届时将设置一系列投资产品或者投资方案（或投资组合）。本基金会独立管理的现金资产投资池将向本基金会所有慈善账户开放，供慈善账户顾问根据需要进行选择。

Cash Asset Investment Pool Managed by the Charity: The Charity may establish and solely manage one or more cash asset investment pools, or employ relevant investment management organizations to manage these pools. The Charity will provide a series of investment products, plans or portfolios at that time. The cash asset investment pools solely managed by the Charity will be available to all charitable accounts, of which the charitable account advisors have the right to select as needed.

为了维护本基金会的合法权益，控制本基金会的运营管理风险，避免本基金会与投资管理机构之间非公允的关联交易，如果合格捐赠人系投资管理机构推荐的（仅限于《深圳市递爱福公益基金会捐赠说明书》确定的信用良好的特定机构或人员），并且已经成功设立了慈善账户，投资管理机构担任相应慈善账户的慈善账户顾问，投资管理机构与本基金会之间构成关联交易的，须遵守《深圳市递爱福

《公益基金会关联交易管理办法》的有关规定。

In order to safeguard the legitimate rights and interests of the Charity, control the risk of operation management, and avoid unfair related-party transactions between the Charity and an investment management organization, if a qualified donor (limited to the specific institutions or personnel in good credit as determined under the Contribution Prospectus) is recommended by the investment management organization and has already opened a charitable account whose charitable account advisor is the investment management organization, the related-party transactions between the investment management organization and the Charity shall comply with the relevant regulations of the Measures on the Administration of Related-Party Transactions of China DAF Charity.

(2) 非投资管理机构推荐的合格捐赠人

Qualified Donors Not Recommended by Investment Management Organizations

对非投资管理机构推荐的合格捐赠人所开设的慈善账户,该慈善账户顾问的投资建议限制在如下范围:

For the charitable accounts opened by qualified donors who have not been recommended by an investment management organization, the investment advice given by the charitable account advisor is limited to the following range:

- ① 全系统可见的各个投资管理机构提供的非专属投资产品/投资方案;

All non-exclusive investment products or plans provided by each investment management organization that can be seen in the System; and

- ② 本基金管理的现金资产投资池。

Cash asset investment pools managed by the Charity.

20.2 投资建议的范围限制

Scope of Investment Advice

慈善账户顾问对其慈善账户财产的投资建议权，限制在法律法规允许本基金会可以投资的范围以及本基金会委托的投资管理机构所提供的投资方案或/和投资产品的范围内。

Investment advice given by charitable account advisors on their charitable account assets shall be limited to the extent of which the laws and regulations allow the Charity to invest, and the investment products or plans offered by investment organizations commissioned by the Charity.

20.3 投资建议的审核权限

Rights of Review of the Investment Advice

按照投资方案的不同，本基金会将对慈善账户顾问提出的每一笔投资建议进行审核，本基金会的具体审核权限划分如下：

According to the different investment plans, the Charity will review every piece of investment advice given by charitable account advisors. The Charity's specific authorities of review are divided as follows:

- (1) 对慈善账户顾问提出的每一笔投资管理机构管理的单一投资产品的投资建议，须由本基金会投资管理部门进行初审，本基金会首席投资官或首席投资官指定的人员予以最终审批；

Each piece of investment advice given by the charitable account advisor concerning a single investment product managed by the investment management organization shall be first reviewed by the Investment Management Department and then be submitted to the Chief Investment Officer or staff authorized by the Chief Investment Officer for final approval;

- (2) 对慈善账户顾问提出的每一笔除本条款第(1)项及第(3)项之外的其他投资组合 (Portfolio) 或投资方案，须由本基金会投资管理部门进行初审，本基金会秘书长办公会予以最终审批；

Apart from investment products or plans suggested by the charitable account advisor enumerated in items (1) and (3) of this paragraph, every investment portfolio or plan shall be first reviewed by the Investment Management Department and then be submitted to the Secretary-General's Staff Meeting for final approval;

- (3) 对慈善账户顾问提出的每一笔非公开市场流通的权益性投资方案、影响力投资方案（特指影响力股权投资方案）等，须由本基金理事会执行委员会予以审批。

Each piece of non-public equity interest investment plan and Impact Investment Plan (particularly referred to as the Impact Equity Interest Investment Plan) advice given by the charitable account advisor shall be reviewed and approved by the Executive Committee of the Board of Directors of the Charity.

20.4 投资建议的审核期限

Term of Review of the Investment Advice

本基金首席投资官、本基金秘书长或执行秘书长、本基金理事会执行委员会须在慈善账户顾问提出投资建议之日起 1 至 5 个工作日内向慈善账户顾问明确作出“批准”或“拒绝”其投资建议的审核意见。慈善账户顾问一旦提出投资建议，便不得撤销该投资建议。

The Chief Investment Officer of the Charity, the Secretary-General, the Executive Secretary-General, the Executive Committee of the Board of Directors of the Charity shall approve or reject investment advice explicitly within one to five working days of investment advice being given by the charitable account advisor. The charitable account advisor cannot revoke investment advice once it has been given to the Charity.

20.5 未提出投资建议的情形

Situations Where No Investment Advice is Given

如果非公共慈善账户顾问在三个月内未提出任何投资建议的，本基金会投资管理部门有权将该慈善账户中的货币资金转入本基金会独立管理的现金资产投资池中，对慈善账户的财产进行稳健性的保值、增值投资活动。

If the non-general charitable account advisors do not give any investment advice within three months, the Investment Management Department of the Charity has the right to automatically transfer the monetary assets in the charitable accounts into the cash asset investment pools managed independently by the Charity, to preserve or increase the value of the assets therein.

21 投资收益的分配及管理

Distribution and Management of the Investment Income

21.1 公共慈善账户中的投资收益

Investment Income from the General Charitable Account

公共慈善账户中捐赠财产的投资收益及其他保值、增值收益归入公共慈善账户。

The income generated from investments using charitable assets in the general charitable account as well as from the preservation or appreciation of such assets shall belong to the general charitable account.

21.2 非公共慈善账户中的投资收益

Investment Income from the Non-General Charitable Accounts

各个非公共慈善账户中捐赠财产的投资收益及其他保值、增值收益，将计入各个慈善账户中。因慈善账户内财产投资所造成的亏损，在各个慈善账户上分别进行记载。

All investment income and other income gained from the preservation or appreciation of contributed assets in each non-general charitable account shall be deposited into each non-general charitable account. Losses that occur during the investment of contributed assets from each non-general charitable account shall be deposited into that charitable account.

22 股权捐赠及股权慈善信托的管理

Management of Equity Interest Contribution and Equity Interest Charitable Trust

关于股权捐赠及股权慈善信托的管理等具体制度，将在《深圳市递爱福公益基金会捐赠说明书》中予以详细规定。

Specific rules regarding equity interest contribution and equity interest charitable trust are elaborated on in the Contribution Prospectus.

23 合格受赠组织的入库资格审核

Qualification Vetting of the Qualified Grantees of the Charity

本基金会将按照本指引第 23.3 条的规定对合格受赠组织进行入库资格预审及资格复核。所有通过入库资格审核的受赠组织将被列入本基金会“合格受赠组织”数据库名单中，并在本基金会的官方网站上进行公示，供社会各界进行监督。

According to Article 23.3 of the Guidelines, the Charity will conduct qualification vetting and review of potential qualified grantees. All qualified grantees that pass the vetting and review will be listed in the Charity's database of qualified grantees and shall be disclosed on the official website of the Charity for public supervision.

23.1 本基金会与合格受赠组织之间的法律关系

Legal Relationship Between the Charity and Qualified Grantees

根据慈善账户顾问的捐助建议，本基金会将向合格受赠组织进行捐助。本基金会与合格受赠组织之间为捐赠法律关系，在此法律关系下，合格受赠组织是指接受本基金会捐赠的合格“受赠人”，具体指符合法律法规及本基金相关要求的合格非营利组织。

The Charity will make grants to qualified grantees in accordance with the advice of charitable account advisors. The legal relationship between the Charity and a qualified grantee is a contribution relationship. Based on this legal relationship, the term ‘qualified grantee’ refers to a qualified recipient organization that accepts the Charity's grants. This organization should be a qualified NPO that meets relevant requirements of the Charity and complies with relevant laws and regulations.

23.2 受赠组织入库资格审核流程

Procedures of Qualification Vetting and Review of Grantees

潜在的受赠组织须依据《深圳市递爱福公益基金会捐赠说明书》的规定填写并提交《合格受赠组织入库资格申请表》及其他辅助申请文件，经战略发展咨询委员会成员或本基金会工作人员推荐成为合格捐赠人，在本基金会开设慈善账户，以捐赠或慈善账户互转的方式完成合格受赠组织入库资格审核受理费的支付。非营利组织首次向本基金会申请合格受赠组织入库资格的行为，将视为非营利组织已经授权本基金会按照《深圳市递爱福公益基金会收费管理办法》的规定，从其开设的慈善账户中一次性扣划相应的合格受赠组织入库资格审核受理费。关于提交《合格受赠组织入库资格申请表》及其他辅助申请文件、合格受赠组织入库资格审核受理费的扣划、资格续延等具体内容，在《深圳市递爱福公益基金会捐赠说明书》中予以详细规定。

A potential grantee shall fill out and submit the Grant Eligibility Application Form and other supplementary application documents according to the Contribution Prospectus. In addition, it shall become a qualified donor of the Charity by the recommendation of members of the Strategic Development Advisory Committee or staff of the Charity, open the charitable account in the Charity, and pay the application fee by conducting a contribution or transfer of charitable assets from another charitable account. A non-profit organization's application to be a qualified grantee for the first time is deemed to authorize the Charity to deduct the application fee from its own charitable account in a lump sum according to the Management Measures on Fees and Expenses. Specific content regarding the submission of the Grant Eligibility Application Form and other supplementary application documents, deduction of the application fee, and qualification renewal are elaborated on in the Contribution Prospectus.

23.3 受赠组织入库资格预审及复核

Qualification Vetting and Review of Grantees

23.3.1 本基金会委托一家或多家适格的合格受赠组织入库评审机构进行合格受赠组织资格预审：为确保审核过程公开、专业、透明，本基金会将委托一家或多家适格的合格受赠组织入库评审机构（例如与本基金会没有利害关系的律师事务所、会计师事务所、非营利组织、独立公司等）进行合格受赠组织资格预审。本基金会的捐助管理部门提出对

潜在合格受赠组织进行资格预审的合格受赠组织入库评审机构的候选名单及理由，本基金会秘书长办公会提出初步审核意见，由理事会执行委员会最终确认。

Commission One or More Eligible Qualified Grantees' Assessment Institutions to Conduct the Qualification Vetting: In order to ensure that the review process is open, professional, and transparent, the Charity will commission one or more eligible qualified grantees' assessment institutions to conduct qualification vetting, such as law firms, accounting firms, NPOs, independent companies, etc., which are not interested parties of the Charity. The Grant-Making Management Department shall issue the candidate list of these assessment institutions that conduct qualification vetting of potential qualified grantees and the Secretary-General's Staff Meeting shall issue the preliminary review opinions on the list. Following this, the Executive Committee of the Board shall make the final confirmation.

23.3.2 非营利组织选择、指定一家具体的合格受赠组织入库评审机构进行资格预审: 由拟申请合格受赠组织入库资格的非营利组织从本基金会委托的合格受赠组织入库评审机构名单中选择、指定一家具体的机构，由该机构按照相关规定对非营利组织申请成为本基金会的合格受赠组织进行入库资格预审。如合格受赠组织入库评审机构认定该非营利组织符合入库条件，则可向递爱福基金会出具无异议的预审意见。在遵守本基金会设定的合格受赠组织入库标准的前提下，本基金会委托的合格受赠组织入库评审机构可以建立各自具体的预审流程及预审标准，为保证本基金会的公信力，确保预审过程公开、透明，本基金会将对相关合格受赠组织入库评审机构制定的具体预审流程、预审标准等进行公开披露。

NPO Selects and Determines a Specific Qualified Grantees' Assessment Institution to Conduct the Qualification Vetting: An NPO that intends to be a qualified grantee of the Charity shall select and determine a specific institution to conduct qualification vetting from the list of qualified grantees' assessment institutions commissioned by the Charity. If this institution decides the NPO is qualified, then it can issue a no

objection opinion upon vetting to the Charity. On the premise of observing the qualification standard the Charity set for qualified grantees, qualified grantees' assessment institutions commissioned by the Charity may set their own qualification vetting processes and standards. In order to ensure the accountability of the Charity and to ensure the qualification vetting process is public and transparent, the Charity shall disclose the qualification vetting processes and standards set by the qualified grantees' assessment institutions to the public.

23.3.3 非营利组织从本基金委员会组建的律师类慈善专家顾问库中选择、指定具体的慈善专家顾问进行复核：非营利组织应从本基金委员会组建的正在执业的律师类慈善专家顾问库中选择、指定一名具体的慈善专家顾问，经该名具体的慈善专家顾问同意后，由该慈善专家顾问对相应的合格受赠组织入库评审机构出具的无异议的预审意见进行复核。如该名慈善专家顾问确认同意合格受赠组织入库评审机构出具的预审意见，则可向递爱福基金会出具无异议的复核意见。如果前述评审机构未出具无异议的初审意见，则本基金委员会将终止慈善专家顾问的复核流程。

NPO Selects and Determines a Specific Philanthropic Expert Consultant to Conduct Review from the Established Practicing-Lawyer Philanthropic Expert Consultants Database: An NPO shall select and determine a specific philanthropic expert consultant from the established practicing-lawyer philanthropic expert consultants' database. If a philanthropic expert consultant agrees to the selection, they shall review the no objection opinion upon vetting submitted by the qualified grantees' assessment institution. If they agree to the opinion upon vetting, they shall submit a no objection review opinion to the Charity. The Charity will terminate the review process conducted by the philanthropic expert consultant if the qualified grantees' assessment institution does not submit a no objection opinion upon vetting.

23.3.4 捐助管理部门授予合格受赠组织入库资格：若合格受赠组织入库评审机构出具无异议的预审意见且正在执业的律师类慈善专家顾问出具无异议的复核意见，本基金委员会捐助管理部门将据此授予合格受赠组织

入库资格。如果本基金会对合格受赠组织入库评审机构出具无异议的预审意见或正在执业的律师类慈善专家顾问出具无异议的复核意见存有异议的，本基金会将有权拒绝授予合格受赠组织入库资格。

Grant-Making Management Department Grants NPOs The Qualification as Qualified Grantees: The Grant-Making Management Department of the Charity shall grant NPOs the qualification as qualified grantees based on no objection opinions upon vetting submitted by the qualified grantees' assessment institutions and no objection review opinions submitted by the practicing-lawyer philanthropic expert consultants. If the Charity has an objection to any of the aforementioned opinions, the Charity has the authority to refuse to grant such qualification.

23.4 建立并持续维护本基金会的合格受赠组织数据库

Build up and Maintain the Charity's Database of the Qualified Grantees

本基金会捐助管理部门将建立并持续维护本基金会的合格受赠组织数据库。所有通过本基金会入库资格审核的合格的非营利组织将列入“合格受赠组织数据库”的名单中。慈善账户顾问可以在递爱福(DAF)账户服务系统的合格受赠组织界面中查阅或搜索已入库的合格受赠组织，并提出向其捐助的建议。本基金会合格受赠组织数据库的名单，应在本基金会官方网站上公开披露。

The Grant-Making Management Department shall establish and maintain the Charity's own database of the qualified grantees. All qualified NPOs that have passed the qualification vetting and review of the Charity shall be listed in the database of qualified grantees. Charitable account advisors can look up or search for relevant information of the qualified grantees which have been admitted into the database on the qualified grantees page of the System. The list of qualified grantees of the Charity shall be disclosed on the official website of the Charity.

23.4.1 本基金会初期试点阶段，合格受赠组织数据库将暂时维持在一定数量的范围之内：为了控制基金会的运营风险，为合格捐赠人提供更专业、更优质的服务，在本基金会设立的初期试点阶段，本基金会将优先选择少部分社会影响力较大、信息披露透明且合法合规的非营利组织作

为合格受赠组织，合格受赠组织数据库将暂时维持在一定的数量范围之内。

In the Pilot Stage of the Charity, the Number of Qualified Grantees in Database Will Be Temporarily Kept Within a Certain Range: To control operational risks of the Charity, ensure that the Charity meets the requirements of regulatory authorities, and provide more professional and high-quality services for the qualified donors, in the pilot stage, when selecting qualified grantees, the Charity will prioritize a small number of legal NPOs with great social influence and transparent information disclosure. The number of qualified grantees in the database will be temporarily kept within a certain range.

23.4.2 本基金会运作成熟后，将逐步扩大合格受赠组织数据库的范围：为提高本基金会的社会影响力，在控制本基金会服务质量、维持本基金会公信力的基础上，待本基金会运作较为成熟以后，将逐步扩大合格受赠组织数据库的范围。

In the Maturity Stage, the Charity Will Gradually Expand the Scope of the Database of Qualified Grantees: In order to improve the social impact of the Charity, control the quality of services and maintain the accountability of the Charity, the Charity will gradually expand the scope of the database of qualified grantees in the maturity stage.

24 慈善账户顾问提出的捐助建议的审核

Review of the Grant Advice Given by Charitable Account Advisors

24.1 捐助建议的提出

Giving Grant Advice

关于慈善账户顾问提出的具体捐助建议的内容，由《深圳市递爱福公益基金会捐赠说明书》予以详细规定。

Please refer to the Contribution Prospectus for details regarding grant advice given by charitable account advisors.

24.2 拒绝捐助建议的情形

Rejecting Grant Advice

关于本基金会拒绝慈善账户顾问提出的捐助建议的情形，由《深圳市递爱福公益基金会捐赠说明书》予以规定。

Please refer to the Contribution Prospectus for details regarding situations where the Charity may reject grant advice given by charitable account advisors.

24.3 本基金会对慈善账户顾问/持有人与合格受赠组织之间事先捐赠承诺的限制

Restrictions on Pledges and Promises Between Charitable Account Advisors or Holders and Qualified Grantees

24.3.1 国际 DAF 基金会禁止捐赠人事先向合格受赠组织作出捐赠承诺：参考国际 DAF 基金会的规定及国际操作惯例，禁止捐赠人在提出捐助建议之前，事先向合格受赠组织作出捐赠承诺。主要原因是捐赠行为本身应为纯粹的、无对价的公益行为（税收优惠除外），而捐赠承诺会被认定为捐赠人本身已经创设了一种负债。DAF 基金会通过捐助去消灭捐赠人的负债，会使得捐赠行为有对价。

International DAF Charities Forbid Donors from Making a Pledge or Promise of Grant Before the Grant: Taking reference from the rules and practice of international DAF charities, donors are forbidden to make a pledge or promise to contribute to the grantee before advising a grant. This is because granting should be purely for the public good without any consideration (except for tax benefits). A pledge or promise to grant to a grantee will be considered as an obligation of the donor. If DAF charities use the contributed assets to release the donor from their obligation, the contribution may be regarded as consideration.

24.3.2 在慈善账户顾问提出跨境捐助建议时，本基金会禁止慈善账户持有人/慈善账户顾问事先向合格受赠组织作出捐赠承诺

Charitable Account Holders or Advisors Are Forbidden from Making Any Pledges or Promises Before Charitable Account Advisors Advise Cross-Border Grants

参考国际 DAF 基金会的要求，为了确保本基金会的公益性，在慈善账户顾问提出跨境捐助时，本基金会严格禁止慈善账户持有人、慈善账户顾问以口头或者其他任何形式事先向潜在的受赠组织作出任何形式的捐赠承诺。慈善账户顾问在提出跨境捐助建议之前，须明确作出慈善账户持有人/慈善账户顾问与受赠组织之间无事先捐赠承诺的声明。

Taking reference from the requirements of international DAF charities, in order to protect the public welfare nature of the Charity, charitable account holders or advisors shall not make any pledges or promises, orally or otherwise, to any potential grantees before advice has been given on cross-border grants. Charitable account advisors shall make an express statement affirming the nonexistence of any pledges or promises between the charitable account holders or advisors and qualified grantees before advice is given on cross-border grants.

24.3.3 在慈善账户顾问提出境内捐助建议时，本基金会不鼓励慈善账户持有人/慈善账户顾问事先作出捐赠承诺

Charitable Account Holders or Advisors Are Not Encouraged to Make Any Pledges or Promises Before Charitable Account Advisors Advise Domestic Grants

我国法律并未明确禁止捐赠人与合格受赠组织之间的事先捐赠承诺。我国有相关调研显示，在慈善组织接受的捐赠中，超过 80%的捐赠都是定向捐赠，即捐赠者在捐赠时就已经明确了受益对象或者捐赠款物的使用方向。原则上，法律对此并不禁止。²因此，在提出境内（不含港澳台）捐助建议前，慈善账户持有人/慈善账户顾问可以事先向某个或某些受赠组织表达捐赠意向，但本基金会不鼓励其作出任何形式的捐赠承诺。本基金会建议，慈善账户持有人/慈善账户顾问可以在主动

² 全国人大内务司法委员会内务室、民政部政策法规司编著：《中华人民共和国慈善法学习问答》，中国法制出版社 2016 年 4 月版，第 130 页。

Internal Judicial Affairs Committee Office of the National People's Congress, Policy and Regulation Department of Ministry of Civil Affairs: *Questions and Answers in Learning the Charity Law of the People's Republic of China* (China Legal Publishing House, April 2016), p130.

与受赠组织联络之前，先与本基金会捐助管理部门相关人员取得联络，由本基金会代表慈善账户持有人/慈善账户顾问与受赠组织进行沟通、联络。

Pledges or promises between donors and qualified grantees are not explicitly forbidden under Chinese law. According to relevant research in China, over 80% of the contributions received by charitable organizations are targeted contributions, i.e. the donors have already determined the beneficiaries or the way in which to use the contributed assets at the time of contribution. In principle, this is not prohibited by Chinese law.² Therefore, charitable account holders or advisors may express their intention to contribute to certain grantees before the advice on domestic grants (excluding grants to Hong Kong, Macao, or Taiwan). However, the Charity does not encourage them to make any form of pledges or promises concerning the grant. It is recommended by the Charity that charitable account holders or advisors first reach out to the relevant staff in the Grant-Making Management Department before contacting the grantees. The Charity will contact and communicate with the grantees on behalf of the charitable account holders or advisors.

24.4 捐助建议的审核权限

Right of Review of the Grant Advice

在基金会初期运行阶段，由理事会执行委员会或理事会执行委员会授权的秘书长办公会对每一笔捐助建议进行审核。待时机成熟时后，按照捐助金额的不同，本基金会将对慈善账户顾问提出的每一笔捐助建议进行审核，具体审核权限划分如下：

In the Early Operation Stage, the Executive Committee or the Secretary-General's Staff Meeting authorized by the Executive Committee will review grant advice. When conditions are favorable, in accordance with different amounts of contribution, the Charity shall review each piece of grant advice given by charitable account advisors. The Charity's specific rights of review are divided as follows:

- (1) 对 10 万元人民币以下（含）的现金资产捐助建议，及 300 万元以下（含）的非公开市场流通的权益性资产的捐助建议，须由本基金会首席捐助官予以审批，报本基金会财务总监予以确认；

Grant advice regarding cash contributions of or below RMB 100,000 Yuan and grant advice regarding contributions of non-public equity interests of or below RMB 3,000,000 Yuan shall be reviewed and approved by the Chief Grant-Making Officer of the Charity, and be confirmed by the CFO of the Charity;

- (2) 对 10 万元人民币以上（不含）至 100 万元人民币（不含）的现金资产捐助建议，及 300 万元以上（不含）至 1,000 万元以下（不含）的非公开市场流通的权益性资产的捐助建议，须由本基金会秘书长或执行秘书长予以审批，报本基金会财务总监予以确认；

Grant advice regarding cash contributions of between RMB 100,000 Yuan and RMB 1,000,000 Yuan and grant advice regarding contributions of non-public equity interests of between RMB 3,000,000 Yuan and RMB 10,000,000 Yuan shall be reviewed and approved by the Secretary-General of the Charity or Executive Secretary-General of the Charity, and be confirmed by the CFO of the Charity;

- (3) 对 100 万元人民币以上（含）的现金资产的捐助建议，1,000 万元人民币以上（含）非公开市场流通的权益性资产的捐助建议，及跨境捐助建议，须由本基金会理事会执行委员会予以审批，报本基金会财务总监予以确认。

Grant advice regarding cash contributions of or more than RMB 1,000,000 Yuan, grant advice regarding contributions of non-public equity interests of or more than RMB 10,000,000 Yuan and cross-border grant advice shall be reviewed and approved by the Executive Committee of the Board of Directors, and confirmed by the CFO of the Charity.

24.5 捐助建议的审核期限

Term of Review of the Grant Advice

本基金会首席捐助官、本基金会秘书长或执行秘书长、本基金会理事会执行委员会须在慈善账户顾问提出捐助建议之日起1至5个工作日内向慈善账户顾问明确作出“批准”或“拒绝”其捐助建议的审核意见。慈善账户顾问一旦提出捐助建议，便不得撤销该捐助建议。

The Chief Grant-Making Officer of the Charity, the Secretary-General, the Executive Secretary-General, the Executive Committee of the Board of Directors of the Charity shall explicitly approve or reject the grant advice within one to five working days of the date on which the charitable account advisors advise on grants. The charitable account advisors cannot revoke grant advice once it has been submitted to the Charity.

24.6 本基金会向合格受赠组织进行捐助

Making Grants to Qualified Grantees

本基金会将定位于专注为捐赠人提供战略慈善服务的捐助型基金基金会。具体来说，本基金会主要负责慈善资源的管理，并以合法、合规的方式，将慈善财产捐助至合格的非营利组织（本基金会的合格受赠组织），由其自行运作项目、开展慈善活动或资助至最终受益人。通过不同慈善组织之间的分工协作，促进募集款物和开展慈善服务的专业化，实现慈善资源利用效率最大化，有利于社会整体慈善资源的共享。

The Charity will position itself as a grant-making charity providing strategic charitable services for donors. Specifically, the Charity is mainly responsible for managing charitable resources, as well as making grants to qualified NPOs (qualified grantees of the Charity) in a legal and compliant manner. The NPOs shall manage charitable projects, conduct charitable activities, or make grants to final beneficiaries by themselves. Through an appropriate division of work and cooperation among different charitable organizations, professional fundraising activities and other charitable services will be promoted, the utilization efficiency of charitable resources will be maximized, and the charitable resources of the whole society will be better shared.

24.6.1 本基金会与合格受赠组织之间的法律关系

Legal Relationship Between the Charity and Qualified Grantees

根据《深圳市递爱福公益基金会章程》第三十九条的规定，本基金会可以与受助人签订协议，约定资助方式、资助数额以及资金用途和使用方式。本基金会有权对资助的使用情况进行监督。受助人未按协议约定使用资助或者有其他违反协议情形的，本基金会有权解除资助协议。

In accordance with Article 39 of the Articles of Organization, the Charity may sign a grant agreement with a grantee and agree on the method of making the grant, the amount of funds to be granted, and the purpose and method of use of the charitable funds. The Charity has the right to supervise the use of charitable assets. If qualified grantees fail to use the property in accordance with the grant agreement or breach the grant agreement in any other way, the Charity has the right to terminate the grant agreement.

本基金会理事会依职权作出如下解释：

The Board of Directors of the Charity gives the following explanations *ex officio*:

- (1) 结合本基金会的业务模式，对该条款中“受助人”，本基金会理事会依职权解释为本基金会的“合格受赠组织”。

Combining the operating model of the Charity, the “grantee” in Article 39 is interpreted as the ‘qualified grantee’ of the Charity;

- (2) 因本基金会定位于专注为捐赠人提供战略慈善服务的捐助型基金，该条款中的本基金会对合格受赠组织（章程规定为“受助人”）的“资助”支出，结合本基金会的业务模式，本基金会理事会依职权解释为本基金会对该合格受赠组织的“捐助”或“捐赠”支出。本基金会与合格受赠组织之间的“资助协议”，本基金会理事会依职权解释为“捐助协议”。

Since the Charity positions itself as a grant-making charity providing strategic charitable services for donors, the grant expenditure made by the Charity to the qualified grantees (which the Articles of Organization refer to as “grantees”), in combination with the operating model of the Charity, shall be interpreted as the

‘grant’ or ‘contribution’ expenditure made by the Charity to qualified grantees. The grant agreement between the Charity and the qualified grantee shall be interpreted as the ‘Grant Agreement’.

- (3) 本基金会与合格受赠组织之间为捐赠法律关系，本基金会对合格受赠组织仅履行《捐助协议》及《补充协议》（如有）中约定的捐赠人的职责，承担捐赠法律关系项下的义务，本基金会并不实际操作应由合格受赠组织负责执行的慈善项目。

The legal relationship between the Charity and a qualified grantee is essentially a contribution relationship. The Charity will only perform the duties as a donor under the Grant Agreement and the Supplementary Agreement (if any) and undertake the obligations under the legal contribution relationship. The Charity will not actually operate the charitable projects that shall be conducted by qualified grantees.

24.6.2 受赠组织违反捐助协议约定用途的情形

Grantees Fail to Use the Property in Accordance with the Grant Agreement

- (1) **本基金会的法定救济：**根据《慈善法》第四十二条第二款的规定，慈善组织违反捐赠协议约定的用途，滥用捐赠财产的，捐赠人有权要求其改正；拒不改正的，捐赠人可以向民政部门投诉、举报或者向人民法院提起诉讼。据此，本基金会作为捐赠人与合格受赠组织签订《捐助协议》，合格受赠组织未按照协议要求使用财产或者其他严重违反协议情形的，本基金会有权要求其改正。本基金会在受赠组织违约使用财产且拒不改正的情况下可以向民政部门投诉、举报，或者向人民法院提起诉讼。

Charity’s Legal Remedies: According to Article 42 Paragraph 2 of the *Charity Law*, where a charitable organization abuses contributed assets in violation of the purpose of use agreed upon in the contribution agreement, the donor shall have the right to order it

to rectify the action. If it refuses to do so, the donor may file a complaint, report to the civil affairs department, or file a lawsuit in the people's court. Therefore, the Charity, as a donor, will sign the Grant Agreement with each qualified grantee. If the qualified grantee fails to use property according to the Grant Agreement or materially breaches it, the Charity shall have the right to order it to rectify the action. If the grantee violates the Grant Agreement on the use of property and refuses to rectify the action, the Charity may file a complaint, report to the civil affairs department, or file a lawsuit in the people's court.

- (2) **本基金会的单方解约权:** 合格受赠组织未按照协议要求使用财产或者有其他严重违反协议情形（例如，未按照本指引第 28.2 条规定的要求，在“公益项目信息管理服务平台”或“合格受赠组织监督管理服务机构”进行信息披露），且经本基金会要求拒不改正的，本基金会享有单方解约权。在此情形下，受赠组织的上述行为构成《中华人民共和国民法典》上的根本违约，本基金会有权解除协议并要求受赠组织返还财产。

Charity's Right to Rescind the Agreement: If a qualified grantee fails to use property according to the Grant Agreement, or otherwise materially breaches it (for example, if a qualified grantee fails to conduct information disclosure on Public Welfare Project Information Management Service Platforms or through Qualified Grantees' Supervisory Institutions in accordance with Article 28.2 hereof), the Charity shall order the grantee to take corrective action. If the grantee refuses to do so, the Charity has the right to unilaterally terminate the agreement. In this case, the above acts of the grantee constitute a material breach under the *Civil Code of People's Republic of China*, and the Charity reserves the right to terminate the agreement and request the grantee to return the granted property.

24.7 本基金会（最终）受益人的认定标准

Criteria for Determination of (Final) Beneficiaries of the Charity

24.7.1 “（最终）受益人”指（最终）获得慈善资助或者慈善服务的当事人

Term “(Final) Beneficiaries” Refers to Parties That (Finally) Receive the Charitable Grants or Charitable Services

《慈善法》第四十条第一款规定，捐赠人与慈善组织约定捐赠财产的用途和受益人时，不得指定捐赠人的利害关系人作为受益人。《慈善法》第五十八条规定，慈善组织确定慈善受益人，应当坚持公开、公平、公正的原则，不得指定慈善组织管理人员的利害关系人作为受益人。对于慈善“受益人”的定义，目前尚无法律明确的规定，结合社会公益实践操作及基金会的运作方式，业内通常的观点认为，《慈善法》在上述语境中规定的“受益人”指接受慈善组织资助或服务的当事人；既可以为社会公众，也可以是若干个体，既可以为自然人，也可以为法人或其他组织。³

According to Article 40 Paragraph 1 of the *Charity Law*, when agreeing on the purposes or beneficiaries of the contributed assets with the charitable organizations, the donors shall not designate any of their interested parties as the beneficiaries. According to Article 58 of the *Charity Law*, when determining the beneficiaries, a charitable organization shall adhere to the principles of openness, fairness, and impartiality, and shall not appoint any of its management staff's interested parties as beneficiaries. There are no clear legal provisions regarding the definition of 'beneficiaries'. According to the mainstream views of the industry, based on public welfare practice and the operating model of charities, the term 'beneficiaries' used in the context of the *Charity Law* refers to the parties which accept the charitable grants or charitable services. The beneficiaries can be either the general public or certain individuals, and can be natural people, legal persons or other organizations.³

24.7.2 本基金受益人的范围

³ 杨思斌主编：《中华人民共和国慈善法实用问答》，法律出版社 2016 年第 1 版，第 82 页。
Sibin Yang, ed., *Practical Questions and Answers for Charity Law of People's Republic of China* (China Law Press 2016), p.82.

Scope of Beneficiaries of the Charity

对本基金会而言，从本基金会迪爱福公益培训工程项目中获得慈善资助或者接受慈善服务的当事人应为本基金会的“受益人”，本基金会的合格受赠组织依据公开、公平、公正的原则所独立确定的最终受益人，并不当然是本基金会的受益人，除非经相应的慈善账户顾问认可，并经本基金会的合理确认程序后，始得视为本基金会的“受益人”，慈善账户的相关方始得对外声称相应的受益人为其慈善账户的受益人。

The parties that accept charitable grants or charitable services from the DAF-Giving Charitable Training Projects shall be the ‘beneficiaries’ of the Charity. The final beneficiaries determined by qualified grantees independently in accordance with the principles of openness, fairness, and impartiality shall not automatically be recognized as ‘beneficiaries’ of the Charity. Final beneficiaries of qualified grantees can be recognized as ‘beneficiaries’ of the Charity only when agreed upon by relevant charitable account advisors and confirmed by the Charity through appropriate procedures. Likewise, the relevant parties of charitable accounts can declare such beneficiaries as the beneficiaries of their charitable accounts.

25 本基金会涉及利害关系的认定及处理规则

Criteria and Management Rules Regarding Conflict of Interest

25.1 利害关系人的认定标准

Criteria for Determination of Interested Parties

《慈善法》第四十条规定，捐赠人与慈善组织约定捐赠财产的用途和受益人时，不得指定捐赠人的利害关系人作为受益人。《慈善法》第五十八条规定，慈善组织确定慈善受益人，应当坚持公开、公平、公正的原则，不得指定慈善组织管理人员的利害关系人作为受益人。

According to Article 40 of the *Charity Law*, when donors and charitable organizations are agreeing on the purposes or beneficiaries of the contributed assets, any interested parties of the donors shall not be designated as the beneficiaries. According to Article 58 of the *Charity Law*, when determining the beneficiaries, a

charitable organization shall adhere to the principles of openness, fairness, and impartiality, and shall not appoint any of its management staff's interested parties as beneficiaries.

25.2按关联交易规则处理利害关系方之间的交易

Deal with Transactions Between Interested Parties According to Related-Party Transaction Rules

如果利害关系方之间的交易构成关联交易，则应当按照本基金会理事会执行委员会制定的《深圳市递爱福公益基金会关联交易管理办法》及其他本基金会关联交易的相关规则进行处理。

If the transaction between interested parties may constitute a related-party transaction, it shall be dealt with according to the relevant rules on related-party transactions of the Charity as well as relevant stipulations in the Measures on the Administration of Related-Party Transactions of China DAF Charity as formulated by the Executive Committee of the Board of Directors.

25.3本基金会合格捐赠人不得指定合格捐赠人的利害关系人作为本基金会“递爱福公益培训工程”的受益人

Qualified Donors of the Charity Shall Not Designate Their Interested Parties as the Beneficiaries of the DAF-Giving Charitable Training Projects

根据《慈善法》第四十条第一款的规定，捐赠人与慈善组织约定捐赠财产的用途和受益人时，不得指定捐赠人的利害关系人作为受益人。因此，当本基金会合格捐赠人向公共慈善账户进行捐赠时，本基金会的合格捐赠人不得指定其利害关系人作为“递爱福公益培训工程”的受益人，但在本基金会建立透明的申请、筛选机制的前提下，本基金会按照“公开、公平、公正”的原则，所确定的符合条件的“递爱福公益培训工程”受益人是合格捐赠人的利害关系人的情形不受前款约束。

According to Article 40 Paragraph 1 of the *Charity Law*, when agreeing on the purposes and beneficiaries of the contributed assets, any interested parties of the donors shall not be. Therefore, if contributing to the general charitable account, a qualified donor of the Charity shall not designate their interested party as the

beneficiary of the DAF-Giving Charitable Training Projects. However, if the Charity has established a transparent application and screening mechanism, and confirmed the beneficiaries according to the principles of openness, fairness, and impartiality, the preceding rule shall not apply. In other words, the Charity may confirm interested parties of the qualified donors as the qualified beneficiaries of the DAF-Giving Charitable Training Projects under such conditions.

25.4 慈善账户顾问在发起、执行“迪爱福公益培训工程”具体项目时，不得指定基金会管理人员的利害关系人作为本基金会“迪爱福公益培训工程”的受益人

Charitable Account Advisors Shall Not Designate Interested Parties of the Charity’s Management Staff as the Beneficiaries of the DAF-Giving Charitable Training Projects When Initiating and Implementing Any Specific DAF-Giving Charitable Training Projects

根据《慈善法》第五十八条的规定，慈善组织确定慈善受益人，应当坚持公开、公平、公正的原则，不得指定慈善组织管理人员的利害关系人作为受益人。因此，为了满足法律法规的规定，维护本基金会的公信力，确保捐助过程公开透明，本基金会规定，慈善账户顾问在发起、执行“迪爱福公益培训工程”具体项目时，不得指定基金会管理人员的利害关系人作为本基金会“迪爱福公益培训工程”的受益人。但在本基金会建立透明的申请、筛选机制的前提下，本基金会按照“公开、公平、公正”的原则，所确定的符合条件的“迪爱福公益培训工程”受益人是基金会管理人员的利害关系人的情形不受前款约束。

According to Article 58 of the *Charity Law*, when determining the beneficiaries, a charitable organization shall adhere to the principles of openness, fairness, and impartiality, and shall not appoint any interested parties of its management staff as beneficiaries. Therefore, to satisfy the requirements of laws and regulations, protect the accountability of the Charity, and ensure the transparency of the granting process, the charitable account advisors shall not designate interested parties of the Charity’s management staff as the beneficiaries of the DAF-Giving Charitable Training Projects when initiating and implementing specific projects. However, if the Charity has established a transparent application and screening mechanism, and confirmed the beneficiaries according to the principles of openness, fairness, and impartiality, the preceding rule shall not apply. In other

words, the Charity may confirm interested parties of its management staff as the qualified beneficiaries of the DAF-Giving Charitable Training Projects under such conditions.

25.5 本基金会慈善账户相关方之间为利害关系人的信息披露情形

Information Disclosure When the Relevant Parties of a Charitable Account Are Interested Parties

为控制本基金会慈善账户内部的运营管理风险，就同一慈善账户以及相关关联的慈善账户而言，对慈善账户持有人、慈善账户顾问、慈善账户督导员之间的利害关系，本基金会将作出如下信息披露安排：

In order to control the internal operational risk of charitable accounts in the Charity, with regard to one certain charitable account, its related charitable accounts and the conflict of interest among the charitable account holder, the charitable account advisor and the charitable account supervisor, the Charity shall adhere to the following information disclosure rules:

25.5.1 慈善账户持有人和慈善账户顾问之间如有利害关系，应予以信息披露：

慈善账户持有人可以指定其利害关系人作为慈善账户顾问，就同一慈善账户以及相关关联的慈善账户而言，如果经本基金会审核通过并任命的慈善账户顾问为慈善账户持有人的利害关系人，则该慈善账户持有人、慈善账户顾问均应当主动向慈善账户第三方捐赠人（如有）、慈善账户督导员（如有）、慈善账户查阅人（如有）等相关方进行信息披露，在递爱福（DAF）账户服务系统中进行显著标示。

It Shall Be Disclosed If the Charitable Account Holder and the Charitable Account Advisor Are Interested Parties:

A charitable account holder may appoint their interested party as the charitable account advisor. As for such charitable account and its related charitable accounts, if the Charity approves this appointment, the charitable account holder and advisor shall, on their own initiative, disclose their relationship to the third-party donors (if any) of the charitable account, the charitable account supervisor (if any), the charitable account reviewer (if any) and other

relevant parties. The information disclosure shall be clearly marked out in the System.

25.5.2 慈善账户督导员和慈善账户持有人/慈善账户顾问之间如有利害关系，应予以信息披露：就同一个慈善账户以及相关联的慈善账户而言，如果本基金会慈善账户持有人或慈善账户顾问的利害关系人担任慈善账户督导员，则该慈善账户持有人/慈善账户顾问、慈善账户督导员均应当主动向慈善账户第三方捐赠人（如有）、慈善账户查阅人（如有）等相关方进行信息披露，在递爱福（DAF）账户服务系统中进行显著标示。

It Shall Be Disclosed If the Charitable Account Supervisor and the Charitable Account Holder or Advisor Are Interested Parties: With regards to a certain charitable account and its relevant charitable accounts, if an interested party of the charitable account holder or advisor serves as the charitable account supervisor, the charitable account holder or advisor and the charitable account supervisor shall on their own initiative disclose their relationship to the third-party donors (if any) of the charitable account and the charitable account reviewer (if any) and other relevant parties. The information disclosure shall be clearly marked out in the System.

25.6 本基金会慈善账户持有人/慈善账户顾问/本基金会管理人员的利害关系人作为本基金会的合格受赠组织的信息披露情形

It Shall Be Disclosed When the Interested Parties of the Charitable Account Holder, Charitable Account Advisor or Management Staff of the Charity Are Qualified Grantees of the Charity

根据本指引第 24.7 条对受益人的认定标准，尽管合格受赠组织并非本基金会的“受益人”，但为了严格控制基金会的运营风险，在慈善账户顾问提出捐助建议时，对慈善账户持有人/慈善账户顾问/本基金会管理人员的利害关系人作为本基金会的合格受赠组织的情形，本基金会将进行透明化的信息披露。

In accordance with the criteria of beneficiaries stipulated in Article 24.7 of the Guidelines, qualified grantees are not ‘beneficiaries’ of the Charity. However, in order to strictly control the operational risk of the Charity, when the charitable

account advisor advises a grant to a qualified grantee, the Charity shall disclose the information transparently if that qualified grantee is an interested party of the charitable account holder, charitable account advisor or management staff of the Charity.

25.6.1 本基金会慈善账户持有人/慈善账户顾问的利害关系人作为本基金会的合格受赠组织的信息披露情形

Information Disclosure When Interested Parties of the Charitable Account Holder or Advisor Are the Qualified Grantees of the Charity

为了避免利益输送，维护本基金会的公益性，保证本基金会的捐赠财产可真正用于公益慈善的目的，如果本基金会的合格受赠组织为慈善账户持有人/慈善账户顾问的利害关系人，在慈善账户顾问提出捐助建议时，须主动披露拟捐助的合格受赠组织为慈善账户持有人或慈善账户顾问的利害关系人的相关信息。本基金会将会对涉及该利害关系的具体捐助信息予以公开披露。

In order to avoid secret transfer of interests, protect the public welfare nature of the Charity, and ensure that the contributed assets of the Charity will be used for charitable purposes, if a qualified grantee of the Charity is the interested party of the charitable account holder or advisor, the charitable account advisor shall disclose such information when advising a grant. The Charity will disclose detailed information on the grant that involves a conflict of interest.

25.6.2 本基金会管理人员的利害关系人作为本基金会合格受赠组织的信息披露情形

Information Disclosure When the Interested Parties of the Management Staff of the Charity Are the Qualified Grantees of the Charity

为了维护本基金会的公信力，确保捐助过程公开透明，对于本基金会管理人员的利害关系人作为本基金会合格受赠组织的情形，应当进行如下的信息披露：

In order to safeguard the accountability of the Charity, and ensure that the grant procedure is open and transparent, if the interested parties of the management staff of the Charity are the qualified grantees of the Charity, relevant information shall be disclosed as follows:

- (1) **本基金会须披露管理人员的有关信息:** 本基金会应当在其官方网站上公开披露基金会管理人员的有关信息, 包括本基金会理事长、名誉理事长、副理事长、执行理事长、秘书长、执行秘书长、首席捐赠官、首席投资官、首席捐助官以及本基金会理事会、秘书长办公会认定的其他管理人员。上述管理人员的相关信息如有变更, 应及时在本基金会官方网站上进行更新。本基金会在网站上完成前述本基金会管理人员信息更新, 视为正式告知本基金会的合格受赠组织。

The Charity Shall Disclose Relevant Information of the Management Staff: The Charity shall disclose relevant information of its management staff, including the Chairman of the Board, Honorary Chairman of the Board, Vice Chairman of the Board, Executive Chairman of the Board, Secretary-General, Executive Secretary-General, Chief Contribution Officer, Chief Investment Officer, Chief Grant-Making Officer, and other management staff determined by the Board of Directors and the Secretary-Generals' Staff Meeting. If relevant information of the aforementioned management staff changes, the information disclosed on the official website of the Charity shall be promptly updated. The update of information on the official website of the Charity shall be regarded as a formal notice to the qualified grantees of the Charity.

- (2) **合格受赠组织须主动、及时向本基金会通知并告知是否为本基金会管理人员的利害关系人, 并在基金会官方网站披露的合格受赠组织数据库名单中披露相关信息:** 依据本基金会官方网站上披露的基金会管理人员的有关信息, 合格受赠组织应在接受每一笔捐助前, 主动、及时告知是否为本基金会相关管理人员

的利害关系人。如果合格受赠组织在接受捐助前未予以告知上述内容，则视为合格受赠组织与本基金会管理人员之间无利害关系。在本基金会官方网站披露的合格受赠组织数据库名单中，对合格受赠组织是本基金会管理人员的利害关系人的情形，应当予以公开披露。

Qualified Grantees Shall Proactively and Promptly Inform the Charity If They Are Interested Parties of the Charity's Management Staff, and Relevant Information Shall be Disclosed in the Database of Qualified Grantees on the Official Website of the Charity:

Based on the relevant information of management staff disclosed on the official website of the Charity, a qualified grantee shall proactively and promptly inform the Charity whether it is an interested party of the Charity's management staff before accepting each grant. If the qualified grantee does not do so, it shall be inferred that the qualified grantee and the management staff are not interested parties. The information that the qualified grantee is an interested party of the Charity's management staff shall be disclosed in the database of qualified grantees on the official website of the Charity.

- (3) **本基金会对慈善账户顾问的捐助建议及相关捐助信息予以公开披露：**在慈善账户顾问提出捐助建议时，如果该合格受赠组织为本基金会管理人员的利害关系人，则本基金会应将涉及该利害关系的具体捐助建议及相关捐助信息予以公开披露。

The Charity Shall Disclose Grant Advice from the Charitable Account Advisors and Relevant Grant Information:

When a charitable account advisor advises on a grant, while the qualified grantee is the interested party of the Charity's management staff, the Charity shall disclose that specific grant advice and the grant information thereof.

26 为满足基金会年度支出要求的方案

Solutions to Meet the Requirements of Annual Expenditure for the Charity

26.1 当年 9 月 30 日前鼓励慈善账户顾问提出捐助建议

Encourage Charitable Account Advisors to Give Grant Advice Before September 30th

为了确保本基金会开展慈善活动符合法律法规的要求，以三年财政年度为基础，如果本基金会开展慈善活动的年度支出未达到上年末净资产总额或前三年年末净资产平均数的 6%，则本基金会将在当年 9 月 30 日（最后一个工作日）前向慈善账户顾问发送邮件或以其他方式进行通知，积极鼓励慈善账户顾问在 60 天内提出捐助建议，经基金会审核批准后，向合格受赠组织进行捐助。

In order to ensure that the Charity's charitable activities are compliant with laws and regulations, on the basis of a three fiscal year period, if the annual expenditure of the Charity on charitable activities is lower than 6% of its total net assets in the previous year or the average total net assets in the previous three years, the Charity will notify the charitable account advisors by sending emails, or in other ways, before September 30th (the last working day) of that year. The Charity encourages charitable account advisors to give grant advice within 60 days of the notification and after the approval of the Charity, they can grant to qualified grantees.

26.2 当年 12 月 20 日后有权将非公共慈善账户的财产转入公共慈善账户

Right to Transfer the Assets in the Non-General Charitable Accounts to the General Charitable Account after December 20th

若本基金会的慈善活动年度支出比例在 12 月 20 日仍不满足监管指标要求，则本基金会会在当年 12 月 20 日后的第一个工作日，有权将非公共慈善账户中的相应财产，按照相应的比例，直接转入公共慈善账户中，由本基金会对外进行相应的捐助或开展相关公益慈善项目，以满足本基金会年度支出金额的要求。本基金会进行如上操作，应当通知慈善账户相关方。

If the annual expenditure rate of the Charity's charitable activities still does not satisfy the regulatory requirements on December 20th, the Charity has the right to directly transfer the corresponding proportion of the assets in the non-general

charitable accounts to the general charitable account on the first working day after December 20th of that year. This will enable the Charity to make a grant or carry out relevant charitable projects in order to satisfy the requirements of annual expenditure. Relevant parties of the charitable account shall be informed if the Charity conducts the aforementioned operation.

27 本基金会的慈善项目管理制度

Charitable Project Management System of the Charity

《深圳市递爱福公益基金会章程》第二十九条第三款规定：“本基金会建立健全慈善项目的决策、执行、监督机制，对该慈善项目的立项、审查、执行、控制、评估、反馈等环节建立科学、规范、有效的要求，设立项目管理机构，配备专职人员，行使项目管理职责。”

Article 29 Paragraph 3 of the Articles of Organization reads: “The Charity shall establish and improve the decision-making, execution, and supervisory mechanisms in relation to the charitable projects, establish scientific, standardized and effective requirements for the approval, review, implementation, control, evaluation, feedback and other processes in relation to such charitable projects, and establish project management institutions staffed with full-time employees to perform project management responsibilities.”

《深圳市递爱福公益基金会章程》第四十六条规定：“本基金会要加强慈善项目档案管理，保存慈善项目的完整信息，做好慈善项目的建档归档工作。”

Article 46 of the Articles of Organization reads: “The Charity shall enhance its archive management work, preserve the integrity of the information on charitable projects, and properly document and archive the charitable projects.”

据此，本基金会将建立健全慈善项目的管理制度，以符合法律法规的有关要求。为符合本基金会实际运行的需要，根据上述规定，结合本基金会的业务模式，本基金会理事会依职权将“本基金会的慈善项目”的范围解释为“本基金会自行设计、运营、管理的慈善项目”。

Therefore, the Charity will establish and improve the management system of charitable projects to meet relevant requirements of laws and regulations. In order to satisfy the Charity’s actual operational needs, in accordance with the aforementioned rules and the

operating model of the Charity, the Board of Directors interprets *ex officio* the scope of “charitable projects of the Charity” as ‘charitable projects designed, operated and managed by the Charity’.

27.1 本基金会自行设计、管理、运营的慈善项目

Charitable Projects Designed, Managed and Operated by the Charity

27.1.1 本基金会自行设计、运营、管理的慈善项目，主要为迪爱福公益培训工程项目，即由本基金会牵头，其他海内外相关方（包括营利性组织或非营利性组织）共同参与，按照公开、公平、公正原则所确立的合格受益人提供公益教育培训。

The charitable projects designed, managed, and operated by the Charity itself are mainly the DAF-Giving Charitable Training Projects. The Charity initiates and leads the projects, together with other domestic and overseas relevant parties (including profit-making organizations or NPOs), jointly participate in the project, to provide education and training about public welfare for qualified beneficiaries determined in accordance with the principles of openness, fairness, and impartiality.

27.1.2 根据《深圳市递爱福公益基金会章程》第三十七条的规定，本基金会开展公益资助项目，应当向社会公开所开展的公益资助项目种类以及申请、评审程序。结合本基金会的业务模式，本基金会理事会依职权将“本基金会开展公益资助项目”解释为“本基金会开展迪爱福公益培训工程项目”。

In accordance with Article 37 of the Articles of Organization, when carrying out charitable granting projects, the Charity shall disclose the type as well as the application and review procedures of such projects to the public. In accordance with the operating model of the Charity, the Board of Directors *ex officio* interprets the “charitable grant-making projects carried out by the Charity” as ‘the DAF-Giving Charitable Training Projects launched by the Charity’.

27.1.3 本基金会将制定《深圳市递爱福公益基金会迪爱福公益培训工程项目管理制度》，就项目立项管理、项目执行机构的确定、项目实施方案

的提交及审核、受益人的审查确定、项目执行管理、项目资金管理、项目信息管理、项目评估管理等具体内容，由本指引及《深圳市递爱福公益基金会递爱福公益培训工程项目管理制度》予以详细规定。

The Charity will formulate the Project Management Rules for the DAF-Giving Charitable Training Projects. Details of the management of project establishment, the determination of a project execution organization, the submission and the review of project implementation plan, the review and the determination of beneficiaries, the management of project implementation, the management of project funds, the management of project information, the management of project evaluation, etc. are elaborated on in the Guidelines and the Project Management Rules for the DAF-Giving Charitable Training Projects.

27.2 本基金会的重大慈善项目

Major Charitable Projects of the Charity

27.2.1 根据《深圳市递爱福公益基金会章程》第二十九条第六款的规定，本基金会的重大慈善项目包括：（一）年度慈善项目计划；（二）超过1500万元的慈善项目。

In accordance with Article 29 Paragraph 6 of the Articles of Organization, major charitable projects of the Charity include: (1) annual plans on charitable projects; (2) any charitable project with a budget exceeding RMB 15 million Yuan.

27.2.2 根据《深圳市递爱福公益基金会章程》第二十九条第五款的规定，本基金会开展重大慈善项目，应当由理事会表决通过，且同意的人数不得低于到会理事人数的2/3。本指引经理事会审批通过后，本基金会理事会即授权理事会执行委员会对重大慈善项目进行决策、审批。

In accordance with Article 29 Paragraph 5 of the Articles of Organization, all major charitable projects shall be approved by the Board of Directors, with at least two-thirds of the Directors in attendance voting in favor of the project. After the Board of Directors has approved the Guidelines, the Board will authorize the Executive Committee of the Board to decide,

review and approve the major charitable projects.

27.2.3 本基金会理事会依职权将“本基金会重大慈善项目”中的“年度慈善项目计划”解释为：（一）迪爱福公益培训工程年度项目预算计划（详见本指引第 27.1.1 条），具体项目的执行、管理等，由本基金会理事会授权秘书长办公会进行审批；（二）为满足基金会年度支出要求的年度计划（详见本指引第 26 条），具体是指，以三年财政年度为基础，如果本基金会开展慈善活动的年度支出未达到上年末净资产总额或前三年年末净资产平均数的 6%，本基金会将鼓励慈善账户顾问提出慈善捐助建议或按照相应的比例转入公共慈善账户，经基金会审核批准后，向合格受赠组织进行捐助或开展相关公益慈善项目。

The Board of Directors of the Charity interprets *ex officio* the “annual plans on charitable projects” under the “major charitable projects” as follows: (1) the annual budget of the DAF-Giving Charitable Training Projects (for more information, please refer to Article 27.1.1 of the Guidelines). The implementation and management of specific projects will be approved at the Secretary-General’s Staff Meeting authorized by the Board of Directors; (2) the annual plan as a solution to meet the requirements of annual expenditures for the Charity (for more information, please refer to Article 26 of the Guidelines), which means, on the basis of a three fiscal year period, if the annual expenditure of the Charity on charitable activities is lower than 6% of its total net assets in the previous year or the average total net assets in the previous three years, the Charity will encourage the charitable account advisor to give grant advice or transfer corresponding proportion of the assets to the general charitable account. After the review and approval of the Charity, the grants to qualified grantees can be made or the relevant charitable projects can be carried out.

27.3 本基金会慈善项目的披露

Disclosure of the Charitable Projects of the Charity

27.3.1 根据《深圳市递爱福公益基金会章程》第三十条的规定，本基金会接受捐赠时，应当向社会公布接受资金后拟开展的公益活动和资金的详细使用计划。

In accordance with Article 30 of the Articles of Organization, the Charity shall disclose to the public the charitable activities it intends to carry out and the detailed plan for the use of funds when it receives charitable contributions.

27.3.2 本基金会理事会依职权对此条款作出进一步的解释：本基金会应当向社会公开披露本基金会自行设计、管理、运营的具体慈善项目（如迪爱福公益培训工程项目）。

The Board of Directors of the Charity further interprets this article *ex officio* as follows: The Charity shall disclose to the public the charitable projects designed, managed, and operated by the Charity (e.g. the DAF-Giving Charitable Training Projects).

28 建立向合格受赠组织捐助后的多层次监督管理服务制度

Establishment of the Post-Grant Multi-Level Supervisory Service System

28.1 合格受赠组织向社会公众的基本信息披露义务

Duty of Basic Information Disclosure Assumed by Qualified Grantees Towards the Public

依据相关法律法规、《捐助协议》及《深圳市社会组织评估指南》对于“信息公开要求”的有关规定，本基金会应当建立向捐赠人公布信息的机制和模式，根据项目开展情况及时向捐赠人公布项目资金的使用情况和项目成效。因此，在接受本基金会的捐助后，合格受赠组织须依法履行基本信息披露义务，向社会公众进行信息披露。

According to relevant laws, regulations, the Grant Agreement, and the *Shenzhen Non-Governmental Organization Assessment Guide*, the Charity shall establish a mechanism and mode for disclosing information to donors and timely disclose to donors the use of project funds and project results according to the project progress. Therefore, qualified grantees shall perform their duties of basic information disclosure to the public after accepting the Charity's grants.

28.1.1 受赠组织向本基金会提交一种或多种通常使用的信息披露方式：潜在的受赠组织申请成为本基金会合格受赠组织时，应在《合格受赠组织入库资格申请表》中填写或勾选一种或多种该受赠组织通常使用的信息披露方式。可选方式包括但不限于：

Potential Grantees Shall Submit One or More Methods of Information Disclosure They Usually Use: If a potential grantee applies to be a qualified grantee of the Charity, one or more methods of information disclosure it usually uses shall be specified on the Grant Eligibility Application Form. Options of such methods include but are not limited to the following:

(1) 该受赠组织的官方网站；

The official website of the grantee;

(2) 该受赠组织的官方微博、微信公众账号；

The official Weibo account or WeChat Official Account of the grantee;

(3) 现有的成熟运营的信息披露平台（例如，基金会中心网 <http://www.foundationcenter.org.cn>，慈善中国 <http://cishan.chinanpo.gov.cn>、中国社会组织网 <http://www.chinanpo.gov.cn> 等）；

Existing and well-functioning information disclosure platforms (for example, <http://www.foundationcenter.org.cn>, <http://cishan.chinanpo.gov.cn>, <http://www.chinanpo.gov.cn>);

(4) 其他该受赠组织通常使用的信息披露方式。

Other methods of information disclosure it usually uses.

28.1.2 慈善账户顾问在提出捐助建议时选择一种或多种合格受赠组织的信息披露方式：慈善账户顾问在提出捐助建议时，慈善账户顾问应当从合格受赠组织提供的信息披露方式中选择一种或多种合格受赠组织

通常使用的信息披露方式。合格受赠组织据此向社会公众进行信息披露。合格受赠组织应确保信息披露及时、真实、客观、全面。

Charitable Account Advisor Shall Select One or More Methods of Information Disclosure When Advising Grants: When advising on a grant, the charitable account advisor shall select one or more methods of information disclosure usually used and provided by the qualified grantee. Thus, the qualified grantee shall disclose relevant information to the public in the selected methods. The qualified grantee shall ensure the disclosed information is timely, authentic, objective and comprehensive.

28.2 合格受赠组织向特定相关方的实时性、过程化信息披露义务

Duty of Real-Time and Process-Based Information Disclosure Assumed by Qualified Grantees Towards Specific Parties

28.2.1 本基金会推动建立“公益项目信息管理服务平台”

The Charity Promotes the Establishment of Public Welfare Project Information Management Service Platforms

为了满足《深圳市社会组织评估指南》关于信息公开的有关要求，提高公益组织的公信力，透明化披露与公益项目有关的现金流、信息流，建立向捐赠人公布信息的机制和模式，根据项目开展情况及时向捐赠人公布项目资金的使用情况和项目成效，本基金会将联合或推动其他相关方共同建立一家或多家“公益项目信息管理服务平台”。

In order to meet the requirements of information disclosure in the *Shenzhen Non-Governmental Organization Assessment Guide*, to improve the accountability of charitable organizations and to transparently disclose the cash flow and information flow in relation to charitable projects, to establish a mechanism and mode for disclosing information to donors, and to timely disclose to donors the use of project funds and project results according to the project progress, the Charity, together with other relevant parties, will establish one or more Public Welfare Project Information Management Service Platforms (hereinafter ‘Information Platforms’), or encourage other parties to do so.

28.2.2 “公益项目信息管理服务平台”的定位

Positioning of Information Platforms

“公益项目信息管理服务平台”旨在为相关方（例如，合格捐赠人及慈善账户相关方、本基金会相关人员、与公益项目相关的人员等）提供与公益项目现金流、信息流有关的过程化、动态式的信息披露，是面向特定相关方（而非公众）的信息交互平台。针对不同的具体公益项目，“公益项目信息管理服务平台”可以为相关方提供定制化的特别服务，通过该平台对公益项目的执行情况等进行合法、合规的披露。

Information Platforms aim to provide the relevant parties (e.g., qualified donors and the relevant parties of charitable accounts, the Charity’s personnel, the relevant personnel of charitable projects, etc.) with process-based and dynamic information disclosure related to the cash flow and information flow of the public welfare projects. They are information exchange platforms set up for specific parties (not the public). For each specific public welfare project, Information Platforms may provide relevant parties with customized services, through which the details of implementation of the public welfare project may be disclosed in a lawful and compliant manner.

28.2.3 “公益项目信息管理服务平台”的开发及管理

Development and Management of Information Platforms

“公益项目信息管理服务平台”可以由第三方机构在现有的其他公益项目信息管理平台或信息披露平台基础之上进行开发，也可以由第三方机构独立地开发及管理，本基金会将予以全方位协助。待时机成熟时，“公益项目信息管理服务平台”可与“递爱福（DAF）账户服务系统”进行数据对接。

The development of Information Platforms may be conducted based on other existing public welfare project information management service platforms or information disclosure platforms. They may alternatively be developed and managed by third-party organizations independently, and

the Charity will provide all-round assistance. When conditions are favorable, Information Platforms can conduct data connection with the System.

28.2.4 “公益项目信息管理服务平台”的适用对象

Targets of Information Platforms

为确保基金会捐助过程透明、有效，本基金会将要求合格受赠组织（或其受益人）使用“公益项目信息管理服务平台”进行信息披露，并在该平台展示项目基本介绍（如项目名称、活动地点、项目时间、项目背景、受益人群、项目目标成果、项目执行计划、项目执行概况等）、进行项目立项、确立项目预算、进行项目收支审批管理，上传慈善财产的具体使用情况、慈善项目的具体执行情况、最终受益人的受益情况及受益人评价等信息，生成项目财务报告、项目进展报告，供本基金会相关人员及慈善账户相关方实时查看并了解项目具体进展情况、对项目资金使用情况监督、对捐助的公益项目进行评价等。在“公益项目信息管理服务平台”正式建立后，合格受赠组织同意使用“公益项目信息管理服务平台”进行信息披露是其入库并接受捐助的前提。慈善账户顾问在提出捐助建议时，必须选择一家具体的“公益项目信息管理服务平台”。

In order to ensure the transparency and effectiveness of the Charity’s granting process, the Charity will require qualified grantees (or their beneficiaries) to use Information Platforms for information disclosure, to disclose the basic introduction of the project (such as project name, activity location, project time, project background, beneficiaries, project objective results, project execution plan, project execution overview, etc.), to carry out the project approval, to establish project budget, to conduct project revenue and expenditure examination and approval management, and to upload information such as the use of charitable assets, the implementation of charitable projects, the benefit status of the final beneficiaries and the beneficiaries’ evaluations, etc., which will generate the project financial report and project progress report and facilitate the Charity’s relevant

personnel and the relevant parties of charitable accounts to view in real-time and to understand the projects' specific situation, to supervise the use of project funds and evaluate the public welfare projects which they contributed. After the official establishment of Information Platforms, qualified grantees will be required to utilize Information Platforms for information disclosure. Their consensus is a prerequisite for the database admission. When the charitable account advisor gives grant advice, they need to choose a specific Information Platform.

28.3 对合格受赠组织的特殊监督管理服务

Special Supervisory Service Towards Qualified Grantees

鉴于本基金主要定位于专注为捐赠人提供战略慈善服务的捐助型基金，不主要负责管理及运营具体的慈善项目，但为了便于更好地服务捐赠人，进一步透明化披露合格受赠组织的捐赠财产使用的现金流、信息流，对合格受赠组织捐赠财产的使用进行合法、合规的监督管理，本基金将推动组建“合格受赠组织监督管理服务机构库”，建立多层次的合格受赠组织监督、管理、服务制度。“合格受赠组织监督管理服务机构”提供的服务，是在“公益项目信息管理服务平台”信息披露的基础上的额外付费服务，根据服务选择主体的不同，分为如下两个维度：第一，由慈善账户顾问自主选择的监督、管理服务；第二，由递爱福基金会自主选择的监督、管理服务。

The Charity positions itself as a grant-making charity providing strategic charitable services for donors, and does not focus on managing or operating specific charitable projects. However, in order to serve the donors better, to further transparently disclose the cash flow and information flow of the use of assets granted to the qualified grantees, and to supervise the legality and compliance of the use of assets granted to qualified grantees, the Charity will promote the establishment of the database of qualified grantees' supervisory institutions and the post-grant multi-level supervisory service system. The service provided by qualified grantees' supervisory institutions is an extra fee-paying service based on the information disclosure conducted on Information Platforms, which could be divided into following two aspects according to different identities of parties who

select such service: one is the supervisory service selected by charitable account advisors, and the other is the supervisory service selected by the Charity.

28.3.1 “合格受赠组织监督管理服务机构库”的组建: 本基金会将推动组建“合格受赠组织监督管理服务机构库”，经本基金会秘书长办公会批准后，第三方服务机构可与本基金会签署《服务协议》，列入“合格受赠组织监督管理服务机构库”。

Establishment of the Database of Qualified Grantees’ Supervisory Institutions: The Charity will promote the establishment of the database of qualified grantees’ supervisory institutions. After approval at the Secretary-General’s Staff Meeting, a third-party service organization may sign the Service Agreement with the Charity, and be listed in the database of qualified grantees’ supervisory institutions.

28.3.2 “合格受赠组织监督管理服务机构”的主要职责: 对合格受赠组织慈善财产的具体使用情况、慈善项目的具体执行情况、最终受益人的受益情况等信息进行管理、监督、披露、评估，并向本基金会及慈善账户相关方提供全面、详细、专业的评估报告。

Main Duties of the Qualified Grantees’ Supervisory Institutions: Main duties of the qualified grantees’ supervisory institutions are to manage, supervise, disclose, and evaluate the qualified grantees’ use of charitable assets, the implementation of charitable projects and the benefit status of the final beneficiaries, and to submit comprehensive, detailed and professional reports to the Charity and the relevant parties of charitable accounts.

28.3.3 在提出捐助建议时或在慈善项目执行的过程中，慈善账户顾问可选择是否对合格受赠组织进行特殊监督管理服务: 为进一步透明化披露合格受赠组织的捐赠财产使用情况，除要求合格受赠组织依据本指引第 28.1 条履行向社会公众的基本信息披露义务，并依据本指引第 28.2 条向特定相关方履行实时性、过程化的信息披露义务以外，本基金会鼓励慈善账户顾问在提出捐助建议时或在慈善项目执行过程中，选择对

合格受赠组织进行本条款约定的特殊监督管理服务。根据合格受赠组织公信力的不同，本基金会作出如下安排：

When Giving Grant Advice or During the Implementation of Charitable Projects, Charitable Account Advisors May Select Special Supervisory Services Towards Qualified Grantees: In order to further transparently disclose the use of assets granted to the qualified grantees, in addition to the duty of basic information disclosure assumed by qualified grantees towards the public and the duty of real-time and process-based information disclosure assumed by qualified grantees towards specific parties specified in Articles 28.1 and 28.2 of the Guidelines, the Charity encourages charitable account advisors to select special supervisory services herein towards qualified grantees when giving grant advice or during the implementation of charitable projects. Based on different assessment results received by qualified grantees, the Charity makes the following arrangements:

- (1) **合格受赠组织为获得 5A 评估等级的社会组织⁴：**如果合格受赠组织为已经获得 5A 评估等级的社会团体、社会服务机构（原民办非企业单位）及基金会，鉴于该类社会组织具有较高的公信力及透明度，在慈善账户顾问提出捐助建议时，除非慈善账户顾问主动选择“合格受赠组织监督管理服务机构”提供相应服务，原则上，本基金会不再另行要求由“合格受赠组织监督管理服务机构”对获得 5A 评估等级的社会组织进行监督、管理；

Social Organizations Receiving Assessment Result as 5A⁴: If a

⁴ 《社会组织评估管理办法》第八条 对社会组织评估，按照组织类型的不同，实行分类评估。社会团体、基金会实行综合评估，评估内容包括基础条件、内部治理、工作绩效和社会评价。民办非企业单位实行规范化建设评估，评估内容包括基础条件、内部治理、业务活动和诚信建设、社会评价。第二十六条 社会组织评估结果分为 5 个等级，由高至低依次为 5A 级（AAAAA）、4A 级（AAAA）、3A 级（AAA）、2A 级（AA）、1A 级（A）。

Article 8 of the Administrative Measures for the Assessment of Social Organizations: The social organizations shall, according to their particular type, be subject to the categorized assessment.

A social group or foundation shall be subject to the comprehensive assessment, which covers its basic conditions, internal control, performances and social assessment. A private non-enterprise entity shall be subject to a standard construction assessment, which covers its basic conditions, internal control, business activities, credibility and social assessment.

Article 26: The results of assessment of social organizations shall be classified into 5 categories, which are, in a descending order: 5As (AAAAA), 4As (AAAA), 3As (AAA), 2As (AA) and 1A (A).

qualified grantee is a social group, social service organization (originally private non-enterprise unit) or a foundation which has been classified as 5A, for its good credibility and transparency, in principle, the Charity will not require the qualified grantees' supervisory institution to supervise it unless the charitable account advisor selects it when they give grant advice;

- (2) **合格受赠组织为除获得 5A 评估等级的社会组织外的其他非营利组织：**如果合格受赠组织为未获得 5A 评估等级的社会团体、社会服务机构（原民办非企业单位）、基金会及其他非营利组织，则本基金会将鼓励慈善账户顾问按照如下规则选择对合格受赠组织提供特殊监督管理服务：

Other NPOs Except for the Social Organizations Receiving Assessment Result as 5A: If a qualified grantee is a social organization, social service organization (originally private non-enterprise unit), foundation or other type of NPO which has not been classified as 5A, the Charity will encourage charitable account advisors to select special supervisory services in accordance with the following rules:

- ① **鼓励慈善账户顾问指定一家合格受赠组织监督管理服务机构：**本基金会鼓励慈善账户顾问在提出捐助建议时或在慈善项目执行过程中，按照本基金会设立的相关规则，从“合格受赠组织监督管理服务机构库”中指定一家合格受赠组织监督管理服务机构。慈善账户顾问指定合格受赠组织监督管理服务机构时，须明确提出从其慈善账户中扣划合格受赠组织监督管理服务费的有关方案；

Charitable Account Advisor Is Encouraged to Appoint a Qualified Grantees' Supervisory Institution: The Charity encourages the charitable account advisor to appoint a qualified grantees' supervisory institution from the corresponding database according to the Charity's rules when advising a grant or during the implementation of the charitable project. When the charitable

account advisor appoints a specific qualified grantees' supervisory institution, they shall also come up with a plan for deducting a service fee from the corresponding charitable account;

- ② **本基金会有权根据慈善项目的实际开展情况，指定一家合格受赠组织监督管理服务机构：**如果慈善账户顾问在提出捐助建议时未指定合格受赠组织监督管理服务机构，本基金会有权根据慈善项目的实际开展情况，在必要时，指定一家合格受赠组织监督管理服务机构并提出合格受赠组织监督管理服务费的扣划或收取方案；

The Charity Is Entitled to Appoint a Qualified Grantees' Supervisory Institution Based on the Implementation of the Charitable Project: The Charity is entitled, when necessary, to appoint a qualified grantees' supervisory institution based on the implementation of the charitable project and come up with a plan for deducting a service fee from the corresponding charitable account if the charitable account advisor fails to do so while advising a grant;

- ③ **本基金会有权更换慈善账户顾问指定的合格受赠组织监督管理服务机构：**在通知慈善账户顾问的前提下，本基金会有权更换慈善账户顾问指定的合格受赠组织监督管理服务机构；

The Charity Is Entitled to Alter the Qualified Grantees' Supervisory Institution Appointed by the Charitable Account Advisor: On the premise that the charitable account advisor is notified, the Charity is entitled to alter the qualified grantees' supervisory institution appointed by the charitable account advisor;

- ④ **慈善账户顾问不同意本基金会有权指定或更换的合格受赠组织监督管理服务机构的服务方案：**本基金会有权随时指定或更换相应合格受赠组织监督管理服务机构的服务方案，如果慈善账户顾问不同意，则本基金会有权拒绝慈善账户顾问的捐助建议，在部分捐助财产已经支付至合格受赠组织的前提下，本

基金会有权拒绝慈善账户顾问后续提出的捐助建议，并有权冻结该慈善账户；

When the Charitable Account Advisor Disagrees with the Service Plan Concerning the Appointment or the Change of Qualified Grantees' Supervisory Institutions Provided by the Charity: The Charity is entitled to provide service plans concerning the appointment or the change of qualified grantees' supervisory institutions. If the charitable account advisor disagrees with it, the Charity is entitled to reject the grant advice given by the charitable account advisor. If part of the granted assets has been given to the qualified grantee, the Charity is entitled to reject subsequent grant advice given by the charitable account advisor and freeze such charitable account.

- ⑤ 依照有关规定，由合格受赠组织监督管理服务机构对合格受赠组织的捐赠财产使用情况等进行相关监督、管理。

According to relevant rules, the qualified grantees' supervisory institutions shall supervise the use of assets granted to the qualified grantees.

28.3.4 合格受赠组织监督管理服务费的收取：根据不同合格受赠组织监督管理服务机构提供的不同服务标准、服务范围，合格受赠组织监督管理服务机构将向本基金会收取一定的服务费：

Supervisory Service Fee: Based on different service standards and service ranges provided by different qualified grantees' supervisory institutions, the Charity will be charged by the corresponding supervisory institutions:

- (1) 在慈善账户顾问主动指定一家合格受赠组织监督管理服务机构的情形下，本基金会将依据本条款第3款(2)①项的规定，按照慈善账户顾问提出的合格受赠组织监督管理服务费的方案扣划或收取相关费用。

When the charitable account advisor appoints a qualified grantees' supervisory institution, the Charity will deduct or charge relevant fees

based on the plan provided by the charitable account advisor in accordance with Article 28.3.3(2)①.

- (2) 在本基金会主动指定或更换合格受赠组织监督管理服务机构的情形下，本基金会将依据本条款第 3 款(2)②项的规定，按照本基金会提出的合格受赠组织监督管理服务费的方案扣划或收取相关费用。

When the Charity appoints or changes a qualified grantees' supervisory institution, the Charity will deduct or charge relevant fees based on the plan provided by the Charity in accordance with Article 28.3.3(2)②.

- (3) 如果合格受赠组织监督管理服务机构已在本基金会开设慈善账户，则可直接从提出向合格受赠组织进行捐助的慈善账户中予以互转至合格受赠组织监督管理服务机构在本基金会开设的慈善账户中；如果合格受赠组织监督管理服务机构未在本基金会开设慈善账户，本基金会可以从提出向合格受赠组织进行捐助的慈善账户中予以扣划至公共慈善账户，并以捐赠形式或其他形式向合格受赠组织监督管理服务机构支付相关服务费。具体的费用标准及费用支付方式等，将在《深圳市递爱福公益基金会收费管理办法》中予以详细规定。

If a qualified grantees' supervisory institution has opened a charitable account in the Charity, the Charity has the right to transfer the service fee to this charitable account from the charitable account that advised to grant to the qualified grantee. If a qualified grantees' supervisory institution has not opened a charitable account, the Charity may deduct such fees from the charitable account that advised to grant to the qualified grantee and then pay service fees to it, in the form of contribution or other forms. The specific fee standards and payment methods are elaborated on in the Management Measures on Fees and Expenses.

28.4 “公益项目信息管理服务平台”与“合格受赠组织监督管理服务机构”的关系

Relationship Between the Information Platform and Qualified Grantees' Supervisory Institutions

28.4.1 “公益项目信息管理服务平台”可以担任“合格受赠组织监督管理服务机构”：“公益项目信息管理服务平台”可与本基金会签署《服务协议》，申请成为“合格受赠组织监督管理服务机构”，并列入“合格受赠组织监督管理服务机构库”中。

Information Platform May Become a Qualified Grantees' Supervisory Institution: The Information Platform may sign the Service Agreement with the Charity, apply to become a qualified grantees' supervisory institution, and be listed in the corresponding database.

28.4.2 “合格受赠组织监督管理服务机构”可以作为“公益项目信息管理服务平台”的发起方或参与方：“合格受赠组织监督管理服务机构”可以作为“公益项目信息管理服务平台”的发起方；“合格受赠组织监督管理服务机构”也可以作为“公益项目信息管理服务平台”的参与方，依托“公益项目信息管理服务平台”披露的相关信息，对合格受赠组织提供相关监督管理服务。

Qualified Grantees' Supervisory Institutions May Serve as The Initiators or the Participants of the Information Platform: The qualified grantees' supervisory institutions may serve as the initiators of the Information Platform. They may also serve as participants on the Information Platform to provide supervisory services towards qualified grantees based on the information disclosed on this platform.

28.5 本基金会其他监督、管理职责的豁免

The Charity's Exemption from Other Responsibilities and Obligations

鉴于在捐助环节，本基金会与合格受赠组织之间为捐赠法律关系，由合格受赠组织自主管理、运营具体的慈善项目，本基金会并不实际操作应由合格受赠组织负责执行的慈善项目，因此，在符合法律法规规定的前提下，合格受赠组织在执行慈善项目过程中可能产生的所有风险，均由合格受赠组织自行承担，该风险不传递至本基金会。

Since the Charity and the qualified grantee establish the Contribution Relationship during the granting process, and the qualified grantee organizes and operates specific charitable projects independently, the Charity does not actually operate the charitable projects that shall be executed by the qualified grantees. Subject to laws and regulations, all risks that may arise during the implementation of charitable projects by qualified grantees shall be borne by themselves and shall not be passed on to the Charity.

本基金会除要求合格受赠组织履行向社会公众的基本信息披露义务及向特定相关方的实时性、过程化信息披露义务，以及在慈善账户顾问要求或本基金会选择的前提下，履行对合格受赠组织的特殊监督管理服务外，本基金会免除其他对合格受赠组织的相关监督、管理的职责，合格受赠组织豁免其在执行相应慈善项目而产生的针对本基金会的其他所有责任，独立承担其在执行项目过程中产生的所有风险。

Except for requiring qualified grantees to fulfill the duty of basic information disclosure towards the public and the duty of real-time and process-based information disclosure towards specific parties, as well as receive special supervisory services upon the request of charitable account advisors or the Charity, the Charity shall be exempt from any responsibilities or obligations regarding the supervision and management of qualified grantees. Qualified grantees exempt the Charity from other responsibilities or obligations rising from the implementation of charitable projects and assume all risks therein independently.

28.6 本基金会与合格受赠组织相关争议或纠纷的处理机制

Dispute Settlement Mechanism of Disputes Between the Charity and Qualified Grantees

28.6.1 相关争议/纠纷处理的沟通方

Parties to Communicate with the Charity During Disputes

在本基金会与合格受赠组织之间发生争议/纠纷时，原则上，由提出向该合格受赠组织进行捐助的慈善账户顾问与本基金会联络、交流、沟通，如果慈善账户持有人有异议或本基金会认为有必要，则直接由慈善账户持有人与本基金会进行沟通。

When there is a dispute between the Charity and a qualified grantee, in principle, the charitable account advisor who has advised on a grant to this qualified grantee shall be the party to communicate with the Charity. If the charitable account holder raises an objection or the Charity deems it necessary, the charitable account holder shall be the party to communicate with the Charity.

28.6.2 协助处理相关争议/纠纷的专业人员

Professionals Assisting in Dispute Settlement

为便于专业、便捷地处理本基金会与合格受赠组织之间的相关争议/纠纷,降低沟通成本,在本基金会与合格受赠组织之间发生争议/纠纷时,可由慈善账户督导员协助慈善账户持有人/慈善账户顾问、慈善专家顾问协助本基金会进行相关联络、沟通及处理相关争议/纠纷。

In order to settle relevant disputes between the Charity and qualified grantees in a professional and convenient manner and to reduce the cost of poor communication, the charitable account supervisor may assist the charitable account holder or advisor in communicating with the Charity, while the philanthropic expert consultant may assist the Charity in communication and dispute settlement.

- (1) **慈善账户督导员协助慈善账户持有人/慈善账户顾问进行沟通:**
慈善账户持有人可以从其提名的 1-3 名慈善账户督导员(如有)中选择一名慈善账户督导员,在本基金会确定的慈善账户督导员的职权范围内,协助慈善账户持有人/慈善账户顾问与相关方进行沟通。

Charitable Account Supervisors Assist Charitable Account Holders or Advisors in Communicating: A charitable account holder may select one charitable account supervisor from the 1-3 charitable account supervisors (if any) that they have nominated to assist the charitable account holder or advisor in communicating with the relevant parties. The charitable account supervisor shall do

so within the scope of their power and function determined by the Charity.

如果存在多个慈善账户共同向该合格受赠组织进行捐助，则由多名慈善账户督导员共同协商选择一名，无法达成一致意见的，由捐助额最多的慈善账户的慈善账户督导员协助其他全部慈善账户持有人/慈善账户顾问与相关方进行沟通。

If there are several charitable accounts granting to one qualified grantee, the charitable account supervisors thereof shall select one supervisor through consultation. If consent cannot be reached through consultation, the charitable account supervisor of the charitable account that grants the highest amount shall be the one to assist all the charitable account holders or advisors in communicating with the relevant parties.

- (2) **慈善专家顾问协助本基金进行沟通：**本基金可从慈善专家顾问库中指定一名慈善专家顾问，在本基金会确定的慈善专家顾问的职权范围内，协助本基金与合格受赠组织及其他相关方进行沟通。

Philanthropic Expert Consultant Assists the Charity in Communicating: The Charity shall select one philanthropic expert consultant from the corresponding database to assist the Charity in communicating with the qualified grantees and relevant parties. The philanthropic expert consultant shall do so within the scope of their power and function determined by the Charity.

28.6.3 慈善账户督导员及慈善专家顾问的合理补偿

Reasonable Compensation for Charitable Account Supervisors and Philanthropic Expert Consultants

- (1) **慈善账户督导员的合理补偿：**除本基金会有约定外，在慈善账户持有人同意对其提名的慈善账户督导员提供的慈善服务给予合理补偿的前提下，以慈善账户督导员的具体慈善服务工作量为标准，慈善账户督导员有权获得慈善账户持有人给予的

一定的合理补偿。如果该名慈善账户督导员已在本基金会开设了慈善账户，在慈善账户持有人同意的前提下，本基金会可以以账户互转的形式，将相应款项从提出捐助合格受赠组织建议的慈善账户转至慈善账户督导员开设的慈善账户中。

Reasonable Compensation for Charitable Account Supervisors:

Unless otherwise agreed by the Charity, if a charitable account holder agrees on giving reasonable compensation to the charitable account supervisor that they have nominated, the charitable account supervisor is entitled to obtain such compensation based on the actual workload of their charitable services. If the charitable account supervisor has opened a charitable account in the Charity, and the charitable account holder agrees, the Charity can transfer the corresponding amount from the charitable account that has advised on a grant to a qualified grantee to the charitable account supervisor's account in the Charity.

(2) 慈善专家顾问的服务时间及合理补偿:

Service Time of Philanthropic Expert Consultants and Reasonable Compensation for Them

- ① 原则上，慈善专家顾问的工作时间计入慈善服务时间：除本基金会另有约定外，原则上，慈善专家顾问协助本基金会与相关方进行沟通的工作时间，计入慈善专家顾问本年度提供的慈善服务时间（每年不低于 30 个小时或连续三年不低于 90 个小时），如当年度慈善专家顾问提供的慈善服务时间超过 30 个小时，可计入下一年度的慈善服务时间，以此类推。

In Principle, Working Hours of Philanthropic Expert Consultants Shall Be Counted as Charitable Service Time:

Unless otherwise agreed by the Charity, in principle, working hours of philanthropic expert consultants assisting the Charity in communicating with relevant parties shall be counted as their charitable service time on a current year basis (no less than 30 hours per year or no less than 90 hours for three consecutive

years). If a philanthropic expert consultant's charitable service time exceeds 30 hours, it can be included in the service time for the next year, and so on in subsequent years.

- ② **慈善专家顾问的合理补偿:** 以慈善专家顾问的具体慈善服务工作量为标准, 本基金会可以对其给予一定的合理补偿。如果该名慈善专家顾问已在本基金会开设了慈善账户, 本基金会会有权从提出向该发生争议/纠纷的合格受赠组织进行捐助的慈善账户中扣划相应的款项至公共慈善账户, 并通知慈善账户相关方, 进而以账户互转的形式, 将相应款项从公共慈善账户转至慈善专家顾问开设的慈善账户中。

Reasonable Compensation for Philanthropic Expert Consultants: Philanthropic expert consultants are entitled to obtain reasonable compensation from the Charity based on the actual workload of their charitable services. If a philanthropic expert consultant has opened a charitable account in the Charity, the Charity has the authority to deduct the corresponding amount of compensation from the charitable account that meets the following conditions: (1) Its charitable account advisor has advised on a grant to a qualified grantee; and (2) There is a dispute between that qualified grantee and the Charity. The amount of compensation shall first be deposited into the general charitable account, and the relevant parties of such charitable account shall be notified. Following this, the Charity can transfer the corresponding amount from the general charitable account to the philanthropic expert consultant's account in the Charity.

28.6.4 各方意见不一致或存在其他无法沟通处理的情形

Situations Where Consensus Cannot Be Reached or Effective Communications Cannot Be Achieved by Relevant Parties

在慈善账户督导员与慈善专家顾问与相关方沟通过程中, 出现意见不一致或存在其他无法沟通处理的情形时, 则由本基金会直接予以协调、决定。

When charitable account supervisors or philanthropic expert consultants communicate with relevant parties but cannot reach a consensus or achieve effective communication, the Charity shall intervene to facilitate communication and dispute settlement.

29 本基金会的信息披露管理制度

Information Disclosure and Management System of the Charity

29.1 本基金会信息公开的范围

Scope of Information Disclosure

29.1.1 应当向社会公布的信息

Information That Shall Be Disclosed to the Public

为了扩大基金会的透明度，充分披露相关信息，降低基金会的运营风险，满足社会组织评估关于信息公开规范的要求，根据《慈善组织信息公开办法》《深圳市社会组织评估指南》《深圳市递爱福公益基金会信息公开制度》等规定，本基金会应当公开法律法规规定的相关信息。

In order to improve the transparency of the Charity, fully disclose relevant information, reduce operational risks, and meet the requirements of information disclosure concerning non-governmental organizations stipulated in relevant guidelines, the Charity shall disclose the information that shall be disclosed to the public, according to *Measures for Information Disclosure of Charitable Organizations*, *Shenzhen Non-Governmental Organization Assessment Guide*, and the Rules of Information Disclosure, and other regulations and rules.

29.1.2 不得向社会公开的信息

Information That Shall Not Be Disclosed to the Public

本基金会对《慈善法》第七十六条、《慈善组织信息公开办法》第十九条规定的不得公开的信息，将不予公开：涉及国家秘密、商业秘密、个人隐私的信息以及捐赠人、志愿者、受益人、慈善信托的委托人不同意公开的姓名、名称、住所、通讯方式等信息，将不予公开。

The Charity shall not disclose information that is forbidden to be disclosed by Article 76 of the *Charity Law* and Article 19 of the *Measures on Information Disclosure of Charitable Organizations*: Information concerning any state secrets, trade secrets or personal privacy, and the name, domicile, contact information and other information of the donors, volunteers, beneficiaries and charitable trust settlors that they are unwilling to disclose, shall not be disclosed.

29.2 本基金会信息公开的渠道

Information Disclosure Channels

为了丰富信息公开渠道，构建多样的信息建设平台，本基金会信息公开内容将通过如下渠道发布：民政部统一信息平台、本基金会官方网站、基金会官方微信公众号、基金会出版物、基金会年度报告，以及其他合法可行的渠道。本基金会其他渠道公布的信息，应与本基金会在民政部统一信息平台上公布的信息相一致。

In order to enrich the channels of information disclosure and to build a diverse information construction platform, information of the Charity will be disclosed through the following channels: the unified information platform of Ministry of Civil Affairs, the Charity's official website, the WeChat Official Account of the Charity, publications of the Charity, annual reports of the Charity, and other lawful channels. Information disclosed by the Charity through other channels shall be consistent with the information disclosed by the Charity on the unified information platform of Ministry of Civil Affairs.

29.3 本基金会信息公开审批及实施程序

Approval and Implementation Procedures of Information Disclosure

29.3.1 本基金会理事会制定《深圳市递爱福公益基金会信息公开制度》，由秘书长办公会按照本指引及有关管理办法的规定，进行信息披露。

The Board of Directors shall formulate the Rules of Information Disclosure. The Secretary-General's Staff Meeting shall disclose information in accordance with the Guidelines and relevant regulations.

29.3.2 本基金会秘书长办公会负责对所有须公开信息进行统一审核、管理，并承办信息公开工作；对于已经公开的信息，制作信息公开档案并妥善保存。

The Secretary-General's Staff Meeting shall be responsible for the unified review and management of all the information that shall be disclosed and shall also take charge of information disclosure matters. For the disclosed information, the Secretary-General's Staff Meeting shall make information disclosure archives for proper preservation.

29.3.3 本基金会各管理部门负责保存、整理和上报其在工作中产生的各类信息，未经基金会秘书长办公会批准，各管理部门不得擅自公开信息。

All management departments of the Charity shall preserve, organize and report all forms of information generated during their work, and shall not disclose any information without the approval of the Secretary-General's Staff Meeting of the Charity.

29.3.4 秘书长办公会对信息公开后的公众反应进行及时监测。信息一经公开，不得随意更改，确需更改的应当严格履行信息公开的审批流程后重新公布，并说明更改理由，同时声明原公开信息作废。

The Secretary-General's Staff Meeting shall monitor the public's responses to the information disclosure in a timely manner. The disclosed information shall not be revised at will. If the information disclosed must be revised, the revised information shall undergo strict review and approval procedures before being disclosed again, together with the explanations on the revision and a declaration that the original disclosure is no longer valid.

29.4 本基金会设立新闻发言人制度

Charity Sets Up the Spokesperson Rules

29.4.1 新闻发言人制度的定义：依据《民政部关于推动在全国性和省级社会组织中建立新闻发言人制度的通知》的有关规定，社会组织新闻发言人制度，是指社会组织任命或指定有关人员，就本组织的重要活动、

重大事件或热点问题，通过定期或不定期举行新闻发布会、吹风会、接受采访等形式主动回应社会关切的规范性安排。

Definition of the Spokesperson Rules: According to the *Notice of the Ministry of Civil Affairs on Promoting the Establishment of Spokesperson Rules in National and Provincial Social Organizations*, the spokesperson rules of social organizations means the normative arrangements in which relevant personnel appointed or designated by the social organizations actively respond to the public concerns about the main activities or main affairs of or hot issues regarding the social organization through both regular or irregular news conferences, briefings, interviews or other forms of communication.

29.4.2 新闻发言人制度的设立目的及依据: 为进一步规范本基金会的新闻舆论工作，加强信息公开，提高公信力和透明度，切实保障社会公众的知情权、参与权和监督权，营造良好的社会舆论气氛，树立本基金会的良好形象，依据《民政部关于推动在全国性和省级社会组织中建立新闻发言人制度的通知》的要求，本基金会将设立新闻发言人制度。

Purpose and Basis of the Spokesperson Rules: In order to regulate the Charity's work concerning public opinion, strengthen information disclosure, enhance the accountability and the transparency of the Charity, guarantee the public's right to know, right to participate and right to supervise, create a good atmosphere of public opinion, and establish a good image of the Charity, the Charity will set up the spokesperson rules in accordance with the requirements of the *Notice of the Ministry of Civil Affairs on Promoting the Establishment of Spokesperson Rules in National and Provincial Social Organizations*.

29.4.3 本基金会的新闻发言人及其职责: 本基金会设立首席新闻发言人1名、新闻发言人1至2名。首席新闻发言人主要负责本基金会重大、敏感问题，全局性、综合性信息的对外发布；新闻发言人主要负责非重大问题和涉及到具体业务工作的对外信息发布。

Spokesperson of the Charity and Their Duties: The Charity appoints 1 Chief Spokesperson, and 1-2 Spokespersons. The Chief Spokesperson is

mainly responsible for releasing major and sensitive questions as well as comprehensive information of the Charity to the public. The Spokespersons are mainly responsible for releasing information that is not major and information related to specific business work to the public.

29.4.4 理事会制定《深圳市递爱福公益基金会新闻发言人制度》：对于本基金会新闻发布管理、新闻发布的范围及内容、新闻发言人的具体职责等内容，本基金会理事会将制定《深圳市递爱福公益基金会新闻发言人制度》，予以详细规定。

The Charity Stipulates the Spokesperson Rules of the China DAF Charity: The management of news released, the scope and content of news released, the specific duties of the Spokespersons, and so on are elaborated on in the Spokesperson Rules of the China DAF Charity stipulated by the Board of Directors.

30 基金会与相关方之间签署协议的成立及生效条件

Conditions for Conclusion and Effectiveness of Agreements Signed Between the Charity and Relevant Parties

30.1协议的成立及生效条件

Conditions for Conclusion and Effectiveness of Agreements

为了便于本基金会与相关方之间签署协议，便捷开展本基金会的各类业务，对合格捐赠人与本基金会之间签署的《捐赠协议》、本基金会与战略合作伙伴之间签署的《深圳市递爱福公益基金会战略合作协议标准文本》、本基金会与合格受赠组织之间签署的《捐助协议》等协议的成立及生效条件，将在各具体协议中予以详细规定。

The conditions for conclusion and effectiveness of agreements are elaborated on in the agreements themselves, including the Strategic Cooperation Agreements signed between the Strategic Cooperation Partners and the Charity, the Contribution Agreements signed between the qualified donors and the Charity, the Grant Agreements signed between the qualified grantees and the Charity, etc.

30.2专业人员的见证或证明

Attestation or Witness by Professionals

为证明与基金会签署书面协议的相关方签字或盖章的真实性，本基金会有关要求（但非必须）相关方联系一名专业人员（即合格捐赠人资格预审员/慈善账户督导员/慈善专家顾问）或者双方共同认可的第三方人员，以独立的第三方见证人或者证明人的身份，在本协议上签字，除法律法规另有规定外，无须由该见证人或证明人所在的执业单位加盖公章。关于“专业人员的见证或证明”的具体内容，在《深圳市递爱福公益基金会关于专业人员担任合格捐赠人资格预审员、慈善账户督导员、慈善专家顾问入库管理办法》及各具体协议中予以详细规定。

In order to prove the authenticity of the signature or the seal of the Charity's counterparty on a written agreement, the Charity has the right to require the counterparty to contact one professional (i.e., a donor qualification examiner, charitable account supervisor, or philanthropic expert consultant) or a third party recognized by the two parties to also countersign the agreement as an independent third-party attestor or witness. Unless otherwise regulated in laws or regulations, the affixation of the official seal from the affiliated organization of the attestor or witness is not required. Specific rules and procedures concerning the attestation or witness by the professionals are elaborated on in the Administrative Measures for Admission of Professionals into the Databases and the corresponding agreements.

30.3 本基金会有关选择电子签约的方式

Charity Has the Right to Choose the Method of Electronic Signing

30.3.1 为便于本基金会与相关方高效、便捷地签署各类协议，弥补冒名代签、私刻公章、协议篡改等风险漏洞，待本基金会的电子签约系统成就时，本基金会有关选择电子签约的方式。

In order to facilitate the efficient and convenient signing of various agreements between the Charity and relevant parties, and to mitigate risks and close loopholes such as impersonation, private seals and tampering, the Charity will have the right to choose the method of electronic signing when an electronic signing system is built up.

30.3.2 电子签约的具体签署方式，将由本基金会另行规定。

The specific method of electronic signing will be specified by the Charity.

31 附则

Supplementary Provisions

31.1本指引由本基金会理事会制定、修改。

The Guidelines shall be formulated and amended by the Board of Directors of the Charity.

31.2本指引的解释权由本基金会理事会授权本基金会理事会执行委员会行使。

Authorized by the Board of Directors, the Executive Committee of the Board of Directors shall be responsible for the interpretation of the Guidelines.

31.3根据实际需要，本基金会理事会执行委员会可以根据本指引，制定具体的实施细则。

According to the actual needs, the Executive Committee of the Board of Directors may formulate specific implementation rules in accordance with the Guidelines.

31.4根据基金会实际业务的需要，本理事会授权理事会执行委员会制定《深圳市递爱福公益基金会关联交易管理办法》及其后续的修改、补充、完善。

According to the actual business needs of the Charity, the Board of Directors authorizes the Executive Committee of the Board of Directors to formulate the Measures on the Administration of Related-Party Transactions of China DAF Charity and its subsequent revisions, supplements and improvements.

31.5本基金会的理事会有权根据我国立法、政策的发展、变更、届时的市场环境等，对本指引的内容予以修改、重述。本指引于【2018】年【9】月【20】日经本基金会第一届理事会第二次会议批准通过，于【2022】年【12】月【16】日经第一届理事会第十次会议予以修改和重述。原版本指引于新版本指引生效之日起被替代且失去效力。

The Board of Directors of the Charity has the right to amend or restate the contents of the Guidelines in keeping with the development and changes of China's laws

and policies as well as changes in market environments. The Guidelines were passed and approved by the first Board of Directors at its second meeting on September 20th, 2018 and were amended and restated by the first Board of Directors at its tenth meeting on December 16th, 2022. The original Guidelines shall then be replaced by the new version of the Guidelines when the amendment or restatement comes into force.

31.6本指引用中英文书写，如有不一致之处，以中文为准。

The Guidelines are written in both Chinese and English. In case of any discrepancy between the Chinese and English version, the Chinese version shall prevail.