

CHONGQING IRON & STEEL COMPANY LIMITED

Work Regulations of the Strategic Committee of the Board (Amendments passed at the sixth meeting of the ninth session of the board of directors on 21 December 2021)

1 GENERAL PROVISIONS

- 1.1 In order to cater for the needs of the Company for strategic development, improve the Company's environmental, social and governance (ESG) management, strengthen the Company's core competitiveness and determine its development plan, improve investment decision-making procedures, enhance science-based decision making as well as the effectiveness and quality of major investment decisions, and improve the corporate governance structure, the Company formulates these work regulations in accordance with the Company Law, the Securities Law, the Standards for the Governance of Listed Companies, the Articles of Association of Chongqing Iron & Steel Company Limited (the Articles of Association), and other relevant regulations.
- 1.2 The Strategic Committee of the Board is a special body set up by the Board, mainly responsible for studying the Company's long-term development strategies and major investment decisions and making recommendations thereon. It reports to the Board and is subject to supervision of the Board.

2 COMPOSITION

- 2.1 The Strategic Committee shall comprise three to six directors.
- 2.2 The members of the Strategic Committee shall be appointed by the Board from among the members of the Board, in respect of which directors' will and professional background shall be taken into account.
- 2.3 The Strategic Committee shall have one chairman, which is to take charge of the committee's work. In principle, the chairman shall not serve as the chairman of other special committees of the Board.

- 2.4 The term of the Strategic Committee is the same as that of the Board, the members are eligible for re-election at the expiry of their term of office. If any member ceases to hold office as a director during the term, he/she shall automatically be disqualified from holding office as a member and the Board shall fulfil the number of members in accordance with the provisions of Clauses 2.1 to 2.3 above.
- 2.5 Secretary to the Board shall serve as the secretary of the Strategic Committee and is responsible for coordinating the day-to-day work of the committee.

3 DUTIES AND POWERS

- 3.1 The chairman of the Strategic Committee shall exercise the following functions and powers:
- 3.1.1 to convene and preside over work meetings of the committee.
 - 3.1.2 to report work to the Board.
 - 3.1.3 to execute documents of the committee.
 - 3.1.4 to exercise other authorities granted by the Board.
- 3.2 Members of the Strategic Committee shall:
- 3.2.1 perform duties based on the authorization of the Board and provide the Board with suggestions and recommendations in respect of supervision, implementation and strategic decision making.
 - 3.2.2 handle the committee's affairs in good faith and with adequate attention and prudence.
 - 3.2.3 ensure that ample time and energy are devoted to committee meetings.
 - 3.2.4 make independent judgments.
 - 3.2.5 other matters authorized by the Board.

3.3 Primary responsibilities of the Strategy Committee:

- 3.3.1 to study the strategic plan for long-term development of the Company and provide suggestions.
- 3.3.2 to study the operation plans and investment plans of the Company which are required by the Articles of Association to be approved by the Board and provide suggestions.
- 3.3.3 to study material acquisition or external investments which are required by the Articles of Association to be proposed or approved by the Board and provide suggestions.
- 3.3.4 to study other significant events which may influence the Company's development and provide suggestions.
- 3.3.5 to inspect the execution of the above matters.
- 3.3.6 other matters authorized by the Board.

3.4 According to the domestic and overseas regulatory requirements of the listing places, the Strategic Development Committee is also responsible for the Company's environmental, social and corporate governance (ESG) works and provides relevant suggestions to the Board, which specifically include:

- 3.4.1 to develop and review the Company's ESG management policies, strategies and structure and review the Company's ESG-related policies and strategies to ensure its compliance with laws, regulations and standards.
- 3.4.2 to evaluate and sort out the Company's ESG-related risks and opportunities, and provide suggestions to the Board.
- 3.4.3 to review the Company's ESG management and internal control system and provide suggestions to the Board on the appropriateness and effectiveness thereof.
- 3.4.4 to review and monitor the objectives and implementation of the Company's ESG-related work, evaluate the work and provide suggestions to the Board.
- 3.4.5 to review and report to the Board on the Company's sustainability performance (such as achievements of KPIs and objectives), based on peer/historical records or other relevant standards.

- 3.4.6 to review the ESG reports disclosed externally by the Company, ensure that the ESG reports are prepared and disclosed in accordance with the Listing Rules and relevant guidelines and provide suggestions to the Board.
 - 3.4.7 to provide guidance on the development of vision, objectives and strategies of the Company's ESG management, and provide suggestions to the Board.
 - 3.4.8 other duties authorized by the Board of the Company.
- 3.5 The Company has set up an ESG working group to provide professional support to the Strategy Committee.
- 3.5.1 the ESG working group is responsible for the development of ESG-related policies and implementation plans that are in line with the Company's strategy and ESG objectives.
 - 3.5.2 to manage ESG-related risks in the daily operations of the Company.
 - 3.5.3 to be responsible for communication with relevant departments and branches and subsidiaries of the Company to coordinate and promote the implementation of ESG-related matters.
 - 3.5.4 to collect, collate and prepare public disclosures by the Company on ESG-related matters.

4 RULES OF PROCEDURE

- 4.1 The Strategic Committee shall hold extraordinary meetings based on its work needs, and the meeting shall be presided over by the chairman of the Strategic Committee, or another member of the committee as entrusted if the chairman is unable to attend the meeting.

Where the Board, directors or supervisors have special agendas which need to be proposed at meetings of the Strategic Committee for consideration, a written report on relevant representations shall be submitted to the chairman who shall then determine whether to arrange for meeting sessions pursuant to the materiality principle.

- 4.2 Notice of a Strategic Committee meeting shall be given to all members five days in advance and shall ensure that all members are notified and have a reasonable amount of time to prepare.

- 4.3 The notice of the meeting of the Strategic Committee shall contain:
- 4.3.1 the venue, date, time and form of convening the meeting.
 - 4.3.2 the agenda, issues for discussion and related information of the meeting.
 - 4.3.3 the date of issuing the notice.
- 4.4 Meetings of the Strategic Committee may only be convened with the presence of more than two-thirds of its members; the formal opinions put forward by the Strategic Committee to the Board on matters under consideration shall be approved by over half of all committee members.
- 4.5 Members of the Strategic Committee shall attend the meetings in person and express their clear opinions on the matters under consideration. If a member cannot attend the meeting in person for any reason, he or she may submit a power of attorney signed by the member and appoint other member to attend and express opinions on his or her behalf. The power of attorney shall expressly state the scope and duration of the authorization. Each member can only be authorised by one member at the same time.
- 4.6 The meeting of the Strategic Committee may be convened by the way of communication.
- 4.7 The Strategic Committee may invite other directors, supervisors or other senior management of the Company to attend its meetings according to the needs of the matters under discussion, and may also request other persons whom the committee deems necessary to attend its meetings to attend its meetings, without the persons attending the meetings intervening in the proceedings.
- 4.8 The Strategic Committee may engage intermediaries or advisors to provide professional advice, with relevant expenses borne by the Company.
- The Strategic Committee shall investigate the experience and background of the appointed institutions or experts to ensure that they do not compete with the Company in business, or possibly infringe on the interests of the Company. The Company shall enter into the letter of commitment on confidentiality with related advisory institutions or experts.
- 4.9 Members of the Strategic Committee shall offer opinions on meeting proposals on the basis of adequate consideration and discussion. When considering proposals relating to connected matters, members of the Strategic Committee shall make written or verbal statements as to the independence of their judgments, which shall be included in the meeting minutes.

- 4.10 There shall be minutes taken at meetings of the Strategic Committee, on which members of the committee present at such meetings shall sign their names; meeting minutes shall be kept by the secretary to the Board for a term as stipulated by the Articles of Association.
- 4.11 The results of meetings of the Strategic Committee shall be reported to the Board.
- 4.12 The Strategic Committee shall properly manage the documents and information it handled within its scope of duties, and shall not divulge relevant information or data coming to its knowledge within its scope of duties without permission. Members attending such meetings shall have an obligation to keep all matters discussed thereat confidential, and shall not disclose the relevant information without permission.

5 SUPPLEMENTARY PROVISIONS

- 5.1 Matters not covered by these regulations shall be executed in accordance with the relevant laws and regulations of the State and the Articles of Association; In the event that these regulations are in conflict with the laws and regulations promulgated by the State in future, or the Articles of Association (as amended pursuant to legal procedures), such laws and regulations, and the Articles of Association shall prevail, and corresponding amendments to these regulations shall be made forthwith, and shall be reported to the Board for consideration and approval.
- 5.2 These regulations shall be amended and interpreted by the Board of the Company.
- 5.3 These regulations shall come into effect on the date of approval of the relevant resolution at the sixth meeting of the ninth session of the Board of the Company.