

Working Rules for the Sustainable Development Committee of the Board of Directors of the Metallurgical Corporation of China Ltd.*

Chapter 1 General Provisions

Article 1 In order to strengthen the management capability of Metallurgical Corporation of China Ltd. (the “MCC” or the “Company”) in terms of environment, social, and governance and to improve the capability for sustainable development of the Company, and to better facilitate the Board’s management and supervision on the environment, social, and governance aspects of the Company. According to the latest requirements of the Company Law of the People’s Republic of China (中華人民共和國公司法), Articles of Association of Metallurgical Corporation of China Ltd. (中國冶金科工股份有限公司章程), Rules of Procedure for the Board of Directors of China Metallurgical Group Corporation (中國冶金科工股份有限公司董事會議事規則), and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (revised from time to time) (hereinafter referred to as the “**Hong Kong Listing Rules**”), the Board established the Sustainable Development Committee and formulated the Working Rules.

Article 2 The Sustainable Development Committee shall be a specialized committee established by the Board of Directors for providing consultation or recommendation to the Board of Directors in respect of sustainable development decision making, and shall be accountable and report to the Board of Directors.

Article 3 The Working Rules fall under the first level of the Company’s policy system. The Working Rules are applicable to the Sustainable Development Committee and relevant departments and personnel involved in the Rules.

Chapter 2 Composition

Article 4 The Sustainable Development Committee shall consist of three to five Directors, and the Director who acts as the Chairman shall be a member of the Sustainable Development Committee.

Article 5 The Sustainable Development Committee shall have one convener, who shall be responsible for convening and presiding over the meetings of the committee.

Article 6 The members of the Sustainable Development Committee shall be nominated by the Chairman, and deliberated and approved by the Board of Directors.

Article 7 Any member of the Sustainable Development Committee may hold positions in any other special committees of the Board concurrently, provided that he/she has sufficient capacity of discharging his/her duties.

Article 8 The term of office of the members of the Sustainable Development Committee is consistent with the term of the Board of Directors. The committee members shall be re-elected after their term expires. If a Sustainable Development Committee member ceases to be a Director of the Company during the term of office, he/she shall be automatically disqualified as a member of the Sustainable Development Committee, and the Board of Directors shall fill such vacancy in accordance with Articles 4 to 6 aforementioned.

Article 9 The Office of the Board of Directors shall be responsible for handling liaison of the daily work of the Sustainable Development Committee and organizing meetings of the Sustainable Development Committee. The Department of Safety, Quality and Environment, the Office and the Corporate Culture Department and other relevant functional departments of the Company are the institutions that assist in the daily work of the Sustainable Development Committee.

Chapter 3 Responsibilities and Authorities

Article 10 The Sustainable Development Committee exercises the following responsibilities and authorities:

- (1) to provide recommendations to the Board of Directors about the relevant objects, strategies, plans and material decisions for sustainable development of the Company (including Environment, Social, and Governance);
- (2) to supervise the implementation and progress for strategies and plans for sustainable development of the Company;
- (3) to supervise the commitments and performance of the Company on key issues such as climate change, protection of health and performance of social responsibility and to provide recommendations to the Board of Directors;
- (4) to focus on the significant information on sustainable development related to the business of the Company and research into relevant sustainable development matters of the Company, and to provide recommendations to the Board of Directors;
- (5) to consider the Environment, Social and Governance report (ESG report) of the Company or social responsibility report and to provide recommendations to the Board of Directors;
- (6) other authorities exercisable by the Sustainable Development Committee specified or recommended by the listing rules in the region where the Company's shares are listed (including the authorities recommended by the provisions in the Environmental, Social and Governance Reporting Guide as set out in Appendix 27 of the Hong Kong Listing Rules);

(7) other matters authorized by the Board of Directors.

Article 11 The Sustainable Development Committee shall be accountable to the Board of Directors, and submit proposals to the latter for review and approval.

Chapter 4 Work Procedures

Article 12 Under the coordination of the Office of the Board of Directors, the Department of Safety, Quality and Environment, the Office and the Corporate Culture Department and other relevant functional departments of the Company shall provide relevant information and services for the Sustainable Development Committee in a timely, integral and accurate manner.

Article 13 The Sustainable Development Committee shall convene meetings according to the proposals submitted by functional departments such as the Department of Safety, Quality and Environment, the Office and the Corporate Culture Department and other relevant functional departments of the Company, review the same, and submit the review results to the Board of Directors.

Chapter 5 Rules of Procedure

Article 14 There shall be regular and extraordinary meeting of the Sustainable Development Committee. The frequency of annual regular meetings shall be determined in accordance with the requirements of the Board of Directors with reference to practical work needs. When the convener or more than half (inclusive) of the members propose, an extraordinary meeting must be held. A notice of the meeting, which specifies the time, venue, attending persons, method of convening, duration, agenda, topics of the meeting, relevant information of the meeting and date of issuing such notice, shall be delivered to all attending committee members and persons invited to attend the meeting 10 days before the meeting (3 days for the purpose of an extraordinary meeting).

Article 15 A meeting of the Sustainable Development Committee can only be held when more than two-thirds of the members are present. The convener shall preside over the meeting. If the convener is unable to attend the meeting for certain reasons, he/she may entrust another committee member in writing to preside over the meeting. The Sustainable Development Committee may hold its meetings by means of teleconference or resolution signed in writing. Nevertheless, the opinions, suggestions or voting results of the members in writing shall be scanned or faxed to the Office of the Board of Directors at the date of meeting and the originals copies shall be posted to the Office of the Board of Directors within three days.

Article 16 The members of the Sustainable Development Committee shall rely on their own professional judgment, to express opinions clearly and independently, and strive to reach a consensus, whenever possible. When it is truly difficult to reach a consensus, the Sustainable Development Committee shall submit the different opinions with explanations to the Board of Directors.

Article 17 Each member of the Sustainable Development Committee is entitled to one vote. The resolutions made by the Sustainable Development Committee must be approved by more than half of its total members by voting. Voting at the meeting of the Sustainable Development Committee may be adopted by a show of hands or by a poll. Absent members may vote by correspondence voting.

Article 18 When necessary, the Sustainable Development Committee may invite other Directors, Supervisors, senior executives, chief officers of subsidiaries, relevant persons and external intermediaries to attend the meeting as observers. Such observers shall have no voting rights. The Sustainable Development Committee shall sign the confidentiality agreement with any intermediary invited to provide professional opinions. The fee for the intermediary shall be paid out of the Board of Directors Fund.

Article 19 The Sustainable Development Committee shall report the adopted resolutions and voting results in writing to the Board of Directors.

Where there are special disclosure requirements under the listing rules of the place where the company is listed in respect of resolutions passed at a meeting of the Sustainable Development Committee, the requirements shall prevail.

Article 20 The Office of the Board of Directors shall be responsible for preparing the minutes, and delivering the minutes to every member within three working days after each meeting ends. Each member shall sign the minutes within three working days after receipt of the minutes, and deliver the signed minutes to the Office of the Board of Directors.

Where a member has any comments or dissidence to the minutes, he/she may refuse to sign it, but shall deliver his/her written opinions to the Office of the Board of Directors within the specified time as stated above. In case of any proven errors or omissions, the Office of the Board of Directors shall revise the minutes, and the member shall sign the revised minutes.

The minutes of the meetings shall be kept by the Office of the Board of Directors for a period of ten years.

Article 21 All members and observers present at the meetings shall be obligated to keep matters discussed thereat confidential and are prohibited from disclosing any relevant information without authorization.

Chapter 6 Supplementary Provisions

Article 22 These Working Rules shall come into effect upon their approval by the Board of Directors.

Article 23 Where these Working Rules are in conflict with any newly promulgated laws, regulations and relevant documents of the State as well as the revised Articles of Association, the latter ones shall prevail, and these Working Rules shall be immediately revised, and submitted to the Board of Directors for approval.

Article 24 Under these Working Rules, the term “above” includes the original number and the term “below” does not include the original number.

Article 25 The term “Directors” under these Working Rules refer to all the members of the Board of Directors, and the senior executives include the President, Vice Presidents, the Chief Financial Officer and Secretary to the Board of Directors.

Article 26 These Working Rules shall be construed by the Board of Directors.