

China Molybdenum Co.Ltd  
Detailed Working Rules of the Sustainability  
Executive Committee

Contents

Chapter One General Provisions .....	2
Chapter Two Composition .....	3
Chapter Three Duties and Powers .....	3
Chapter Four Convening of Meetings and Rules of Proceedings .....	5
Chapter Five Supplementary Provisions .....	6

## **Chapter One General Provisions**

Article 1 In order to fulfill the vision and development strategies of China Molybdenum Co., Ltd. (hereinafter referred to as the “Company”), to establish and improve a sustainability framework that suits the company's own development needs, in compliance with the goals, duties and working rules of the Strategic and Sustainability Committee of the Board of Directors and approved by its Chairman, the company hereby decides to set up a Sustainability Executive Committee (hereinafter referred to as the “Executive Committee”), and to formulate the Working Rules of the Sustainability Executive Committee.

Article 2 The Executive Committee is responsible to the Strategic and Sustainability Committee of the Board and reports its work to the Secretary of the Board of Directors. Each functional department of the company shall appoint at least one professional as member of the committee. The Executive committee will be fully responsible for the examination, implementation and supervision of the company's sustainable development (SD) strategies.

Article 3 The decisions of the Executive Committee must abide by the relevant laws and regulations as well as the relevant provisions of the “Working Rules of the Strategic and Sustainability Committee” and conscientiously implement the internal rules, systems, resolutions and management decisions of the company.

Article 4 The Executive Committee aims to implement the company's sustainable development strategies and strengthen the company's core competitiveness and international reputation. The Executive Committee shall continue to promote the guidance of SD principles in attaining the company's strategic objectives and business operations, improve the company's SD management framework and ESG reporting system, and achieve the integration and upgrading of global business in this area as soon as possible. The Executive Committee shall implement the resolutions and decisions of the Strategic and Sustainability Committee of the Board and provide practical proposals and working plans.

## **Chapter Two Composition**

Article 5 The Executive Committee shall consist of one chairman and several members. The chairman shall be appointed by the Secretary of the Board of Directors, and the members shall be appointed by departments related to sustainable development fields. The designation and replacement of the above personnel shall be reported to the company's Strategic and Sustainability Committee for the record.

Article 6 The members of the Executive Committee have no fixed term. The relevant members must have the expertise and professionalism required to fulfill their tasks and duties.

## **Chapter Three Duties and powers**

Article 7 The Executive Committee shall exercise the following duties and powers:

- (1) To formulate and issue company-level key policies in SD areas, including but not limited to: environment, safety, community, anti-corruption, human rights, employees, supply chain and others (the same below);
- (2) To review and supervise the formulation and implementation of SD policies in various business operations;
- (3) To identify and manage company-level SD risks;
- (4) To submit management suggestions or improvement measures for problems existing in company's SD areas;
- (5) To assess and provide guidance for the SD risks of major strategic capital and business development projects;
- (6) To prepare short-term and long-term SD plans and formulate annual SD targets;
- (7) To supervise, assess and improve the sustainability performance of various business operations;
- (8) To provide support to SD risk management of various business operations;
- (9) To examine and review the company's ESG report and to coordinate with external assurance provider;
- (10) To prepare the company's annual sustainability report and submit it to the Board of Directors for review; To review and approve the sustainability,

- environmental, health and safety reports of each business operation;
- (11) To report the progress of the above work to the Strategic and Sustainability Committee of the Board on a regular basis;
  - (12) To handle other matters authorized or assigned by the company's Board of Directors and senior management.

Article 8 The chairman of the Executive Committee shall exercise the following duties and powers:

- (1) To organize and convene meetings of the Executive Committee, and to determine agenda, goals and work plans of the meetings;
- (2) To monitor and supervise the performance of duties of each member;
- (3) To report to the Strategic and Sustainability Committee of the Board on the work carried out and the performance of the members on a regular basis;
- (4) To organize and arrange the committee's regular or non-regular reports to the senior management and the Board of Directors on company's SD progress.

Article 9 SD Reports submitted by the Executive Committee to the company's management and the Board of Directors include but not limited to: important events and their response reports, progress reports on relevant initiatives in SD areas, monthly and quarterly reports of important risks in SD areas, annual Environmental, Social and Governance Report, Sustainability Report and Independent Assurance.

Article 10 The Executive Committee shall have sufficient resources (including but not limited to seeking independent legal advice and other professional advisory opinions and assurance opinions by independent assurance institutions) in order to perform its functions. The relevant departments of the company shall cooperate and the expenses shall be borne by the company.

Article 11 The Managing Directors (or equivalent) of each business operation is responsible for the sustainability performance of his/her site and should appoint one Deputy Managing Director (or equivalent) to be responsible for the SD specific work. The site Deputy Managing Director of SD should closely communicate and cooperate with the Executive Committee, set up sound site-level implementation systems and appoint responsible persons for relevant functions.

## **Chapter Four Convening of Meetings and Rules of Proceedings**

Article 12 The meetings of the Executive Committee comprise regular meetings and extraordinary meetings. Regular meetings are: quarterly meetings, semi-annual and annual meetings. The extraordinary meetings are convened by the chairman of the committee as needed. Meeting notice shall be sent 5 days before the meeting by the chairman of the Executive Committee.

Article 13 The meeting of the Executive Committee may be held by way of a physical meeting or by means of communication. Communication methods include but not limited to: conference calls, video conferences and email circulation.

Article 14 The Executive Committee may invite relevant responsible persons from each business operation to participate in the meetings when needed. The relevant person in charge of each business operation may also request to participate in meetings to the chairman of the Executive Committee.

Article 15 The rules of proceedings for regular meetings and extraordinary meetings shall adopt a system of free speech and collective consultation. All participants should participate in the discussion in a professional, responsible and transparent manner. Meeting minutes shall be circulated and kept in archives. The chairman of the Executive Committee may, if necessary, notify the Secretary of the Board of the minutes of the meeting.

Article 16 In response to important issues within the scope of the Executive Committee's duties, the Executive Committee shall discuss and form written resolutions at the meeting, which shall become effective upon signature by all members.

Article 17 Members of the Executive Committee should do his/her best to attend every meeting in person. If unable to attend, a member may appoint a colleague from his/her department or another member of the Executive Committee as his/her proxy to express his/her opinions. If the meeting topics involve the specific duties and responsibilities of certain members, these members shall not be absent or represented by a proxy. In case of absence for particular reasons, the relevant department shall appoint other professionals to attend the meeting.

A member who does not attend the meeting in person nor appoints another member as proxy to attend the meeting shall be deemed to be absent from such meeting. Should a member fail to attend the meetings twice in a row, he or she shall be deemed to be unable to duly carry out his/her duties . The chairman of the Executive Committee has the right to request his/her department to reappoint another member.

Article 18 The chairman of the Executive Committee or another member designated by the chairman shall follow and monitor the implementation of the resolutions of the Executive Committee and may request and supervise persons concerned to remedy the violations of the resolutions found. Should the persons concerned fail to follow such instructions, the Chairman of the Executive Committee or his/her designated member shall report the situation to the company's management.

### **Chapter Five Supplementary Provisions**

Article 19 The Detailed Working Rules take effect and are implemented immediately.

Article 20 The Detailed Working Rules shall be interpreted by the Sustainability Executive Committee of the company .