



Chifeng Jilong Gold Mining Co., Ltd.

赤峰吉隆黄金矿业股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(H Shares Stock Code: 6693)

TERMS OF REFERENCE OF THE STRATEGY AND SUSTAINABILITY COMMITTEE OF THE BOARD OF DIRECTORS

The terms of reference of the Strategy and Sustainability Committee of the board (the “**Board**”) of directors (the “**Directors**”) of Chifeng Jilong Gold Mining Co., Ltd. (the “**Company**”) are set out below.

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to meet the needs of strategic development of the Company, enhance its core competitiveness and sustainable development capabilities, determine the Company's development plan, improve investment decision-making procedures, strengthen scientific decision-making, improve effectiveness and quality of major investment decisions, as well as improve the Company's governance structure, the Strategy and Sustainability Committee of the Board of Directors was established and the Terms of Reference of the Strategy and Sustainability Committee were formulated by the Company in accordance with the Company Law of the People's Republic of China, the Guidelines for the Governance of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd. and other relevant requirements.

Article 2 The Strategy and Sustainability Committee is a specialized body established by the Board of Directors. Its primary responsibilities include studying and making recommendations on the Company's medium-term and long-term development strategies, major investment decisions, and sustainable development policies.

CHAPTER 2 MEMBERSHIP

Article 3 The Strategy and Sustainability Committee shall consist of three to ten Directors.

Article 4 The members of the Strategy and Sustainability Committee shall be nominated by the Chairman of the Board of Directors, by more than one half of independent Directors, or by one-third of the total number of Directors. The members shall then be elected by the Board of Directors.

Article 5 The Strategy and Sustainability Committee shall have a chairman, who will be responsible for presiding over the work of the Committee's activities. The chairman of the Committee shall be the Chairman of the Company.

Article 6 The term of office of an Strategy and Sustainability Committee member shall align with the term of the Board of Directors. Members of the Strategy and Sustainability Committee may be re-elected at the end of their term. If, during the term of office, a member ceases to be a Director of the Company, his/her membership shall be automatically terminated and a replacement shall be appointed by the Committee in accordance with Articles 3 to 5 above.

Article 7 The Strategy and Sustainable Development Committee shall have a secretary, who shall be appointed by the Strategy and Sustainable Development Committee based on the qualifications of the candidate.

CHAPTER 3 POWERS AND DUTIES

Article 8 The Strategy and Sustainability Committee shall perform the following duties:

- (1) To review and provide recommendations on the Company's long-term development strategy, including enhancing the Company's sustainable development capabilities from environmental, social, and governance ("ESG") perspectives;
- (2) To review and provide recommendations on major investment and financing proposals requiring approval from the Board of Directors, as specified in the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd.;
- (3) To review and provide recommendations on major capital and asset operation projects requiring approval from the Board of Directors, as specified in the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd.;
- (4) To study, assess, and provide recommendations on key ESG trends, risks, and opportunities that the Company faces (such as climate change, water resource management, health and safety, community relations, etc.);
- (5) To oversee the development and implementation of the Company's ESG objectives, including setting ESG management performance targets, tracking progress, and offering recommendations for actions needed to meet those objectives;
- (6) To review and provide recommendations on other significant matters that impact the Company's development;
- (7) To monitor the implementation of the aforementioned matters;
- (8) To address other matters as authorized by the Board of Directors.

Article 9 The main duties and powers of the chairman are as follows:

- (1) To convene and preside over Committee meetings;
- (2) To supervise and evaluate the work of the Committee;
- (3) To sign relevant documents of the Committee;

- (4) To report the work of the Committee to the Board of Directors;
- (5) To attend the Company's annual general meetings and respond to shareholder questions on matters within the Committee's responsibilities. If the chairman of the Committee is unable to attend any annual general meeting, another member or an appointed delegate shall attend in their place;
- (6) To perform any other duties as required or conferred by laws, regulations, the relevant rules of securities regulatory authorities and stock exchanges where the Company's shares are listed, the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd., and the Board of Directors.

Article 10 The key rights and obligations of the Committee members are as follows:

- (1) To attend Committee meetings punctually, contribute to discussions, and exercise voting rights;
- (2) To propose issues for discussion at Committee meetings;
- (3) To attend or observe relevant Company meetings, conduct investigations and research, and obtain necessary reports, documents, materials, and other relevant information as required to fulfill their duties.
- (4) To fully understand the Committee's duties and their individual responsibilities as a member, remain familiar with the Company's management, business activities, and development relevant to their duties, and ensure they are capable of performing their responsibilities;
- (5) To dedicate the necessary time and effort to fulfill their duties effectively;
- (6) To perform other duties as required or conferred by laws, regulations, the relevant rules of securities regulatory authorities and stock exchanges where the Company's shares are listed, the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd., and the Board of Directors.

Article 11 The Strategy and Sustainability Committee shall be accountable to the Board of Directors and submit its proposals to the Board of Directors for consideration and decision.

CHAPTER 4 DECISION-MAKING PROCEDURE AND RULES OF PROCEDURE

Article 12 The Strategy and Sustainable Development Committee shall carry out its duties by convening meetings to discuss relevant matters. These meetings serve as preliminary reviews, providing recommendations to the Board of Directors prior to decision-making.

Article 13 Notices of the Strategy and Sustainability Committee meetings and relevant documents shall be sent to all members and other invited attendees at least three days before the meeting. In urgent situations, meetings may be convened on short notice, provided that the reason is explained during the meeting. The chairman shall preside over the meeting, and if the chairman is unable to attend, an independent director member may be appointed to lead the meeting.

Article 14 A meeting of the Strategy and Sustainability Committee shall only be valid if more than two-thirds of the members are present. Each member has one vote, and resolutions must be approved by a majority of the Committee members.

Article 15 Meetings of the Strategy and Sustainability Committee shall generally be held on-site. Unless otherwise specified in the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd. or these Terms of Reference, an extraordinary meeting may be convened via correspondence, provided that members are able to fully express their views. Voting at on-site meetings may be conducted by show of hands or by poll. When voting by correspondence or show of hands, members of the Strategy and Sustainability Committee shall be deemed to have attended the meeting and agreed to its content by signing the resolutions.

Article 16 When necessary, the Company's Directors, supervisors, and other senior management may be invited to attend the meetings of the Strategy and Sustainability Committee.

Article 17 If necessary, the Strategy and Sustainability Committee may engage an external consultant to provide professional opinions for its decision-making, at the Company's expense.

Article 18 The procedures for convening meetings, voting methods, and the resolutions passed must comply with relevant laws, regulations, the securities regulatory rules of the jurisdiction where the Company's shares are listed, the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd., and the provisions set forth in these Terms of Reference.

Article 19 Minutes of the meetings of the Strategy and Sustainability Committee shall be recorded and signed by the members present, and the Secretary of the Board of Directors shall retain the minutes.

Article 20 The resolutions passed and the voting results of the Strategy and Sustainability Committee meetings shall be reported in writing to the Board of Directors.

Article 21 Members present at the meeting are obligated to keep the matters discussed at the meeting confidential and are prohibited from disclosing any relevant information without authorization.

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Article 22 Upon approval by the Board of Directors, these Terms of Reference shall come into effect on the date the Company's H Shares are filed with the China Securities Regulatory Commission and listed on the Main Board of The Stock Exchange of Hong Kong Limited.

Article 23 Matters not addressed in these Terms of Reference shall be governed by the relevant laws and regulations of the state, the securities regulatory rules of the jurisdiction where the Company's shares are listed, and the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd. In the event of any inconsistency between these Terms of Reference and any future laws and regulations of the PRC, the securities regulatory rules of the jurisdiction where the Company's shares are listed or the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd. as amended by legal procedures, the latter shall prevail. Any necessary amendments to these Terms of Reference will be made promptly and submitted to the Board of Directors for consideration and approval.

Article 24 The Board of Directors shall have the authority to interpret these Terms of Reference.