

# **Rules of Procedures for the Board of Chongqing Iron & Steel Company Limited**

(Revised on 26 November 2025)

## **CHAPTER 1 GENERAL PROVISIONS**

**Article 1** These rules of procedures are made in accordance with the Company Law of the People's Republic of China ("Company Law"), Securities Law of the PRC, the Standards for Corporate Governance of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, Shanghai Stock Exchange Guidelines for Self-regulation of Listed Companies No. 1 – Standardized Operation and other relevant laws, regulations, and normative documents, and Articles of Association ("Articles of Association") of Chongqing Iron & Steel Company Limited (the "Company") in order to further regulate the discussion methods and decision-making procedures of the Board for effective fulfilment of the duties of the directors and the Board, and to improve the proper operation and scientific decision-making of the Board.

**Article 2** The Board shall consist of nine Directors, including: one employee representative Director and three independent Directors (including at least one accounting professional). The Board shall have one Chairman and, depending on circumstances, may have one to two vice Chairmen. The Chairman and vice Chairmen shall be elected by a majority vote of all Directors.

**Article 3** The Board Office under the Board is a permanent establishment of the Board. The Secretary to the Board concurrently serves as the head of the Board Secretary's Office. The Secretary to the Board may designate relevant personnel, such as the Securities Affairs Representative, to assist in handling daily affairs.

## **CHAPTER 2 RESPONSIBILITIES OF THE BOARD**

**Article 4** Within the scope stipulated by the Company Law, the Articles of Association and these Rules, the Board exercises its powers and reports to the general meeting.

**Article 5** The Board shall, in accordance with laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed, and other provisions of the Articles of Association, determine the authorisation limits for matters such as external investments, acquisition and disposal of assets, asset mortgages, external guarantees, entrusted wealth management, connected transactions, and external donations, and establish strict review and decision-making procedures.

Major investment projects shall be evaluated by relevant experts and professionals, and submitted to the Board for approval.

## **CHAPTER 3 POWERS OF THE CHAIRMAN**

**Article 6** The Chairman shall exercise the following powers:

- (1) Preside over general meetings and convene and preside over Board meetings;
- (2) Supervise and inspect the implementation of Board resolutions;
- (3) Sign securities issued by the Company;
- (4) Nominate candidates for the President;
- (5) During the recess of the Board, preside over the daily work of the Board;
- (6) Other powers granted by the Articles of Association and the Board.

**Article 7** If the Chairman is unable or fails to perform his/her duties, the vice Chairman shall perform the duties; if the vice Chairman is unable or fails to perform his/her duties, a Director shall be jointly recommended by a majority of the Directors to perform the duties.

## **CHAPTER 4 CONVENING AND HOLDING OF THE BOARD MEETING**

**Article 8** Board meetings shall be divided into regular meetings and extraordinary meetings.

**Article 9** The Board shall hold at least four regular meetings every year. The meetings shall be convened by the Chairman.

Before dispatching the notice on holding the regular board meetings, the Board Office shall thoroughly seek all Directors' opinions and preliminarily reaches the meeting proposals for the Chairman's decision. The Chairman shall seek the president and other senior managers' opinions (where necessary) before determining the proposals.

When the Board makes decisions on major company matters that fall within the scope of the Party Committee's participation in major matter decision-making, the opinions of the Company's Party Committee shall be sought in advance.

**Article 10** The extraordinary meeting of the Board shall be convened and presided over by the Chairman within ten (10) days upon receipt of the proposal in case of the occurrence of any of the following circumstances:

- (1) When proposed by the shareholder(s) representing more than one-tenth of voting rights;
- (2) When proposed jointly by more than one-third of the directors;
- (3) When proposed by the audit and risk committee;
- (4) Other circumstances as provided in the Articles of Association.

**Article 11** If an extraordinary meeting of the Board is proposed for holding in accordance with the preceding paragraph, a written proposal signed (sealed) by the proponent shall be submitted to the Chairman through the Board Office. The written proposal shall include:

- (1) Name or designation of the proponent;
- (2) Reasons for or objective facts on which the proposal is based;

- (3) the time or timeframe, venue, and method for convening the proposed meeting;
- (4) The definite and specific proposal;
- (5) The proponent's contact mode and proposal date.

Content of the proposal shall fall within the power scope of the Board as required by the Articles of Association, and shall be submitted together with relevant materials of the proposal.

The Board Office shall pass the written proposal and relevant materials above to the Chairman as soon as possible after receiving them. The Chairman may require the proponent to revise or supplement if the content of the proposal is considered as not clear or specific or relevant materials are not adequate.

**Article 12** Board meetings shall be convened and presided over by the Chairman. If the Chairman is unable to perform or fails to perform his/her duties, the Vice Chairman shall convene and preside over the meetings; if the Vice Chairman is unable to perform or fails to perform his/her duties, one director jointly recommended by a majority of the directors shall convene and preside over the meetings.

**Article 13** To hold the regular meetings or extraordinary meetings of the Board, the Board Office shall submit the written notice of the meeting to all the Directors, the president and the Secretary to the Board by hand, fax, email or other modes for 14 days and 3 days in advance respectively. If delivery is not directly made, the delivery shall be confirmed by calls and relevant records shall be made.

The meeting notice may be dispatched through the phone or other oral methods but the convener shall explain it at the meeting if it is necessary to hold an extraordinary meeting of the Board in case of emergencies. The scheduling of the meeting shall ensure that all Directors receive the notice and have reasonable time for preparation.

**Article 14** The written notice of a meeting shall include the following:

- (1) The date and place of the meeting;

- (2) The duration of the meeting;
- (3) Mode through which the meeting is held;
- (4) the reasons for holding the meeting and the topics to be discussed thereat;
- (5) Convener and chairman of the meeting, the proponent of the extraordinary meeting and his/her written proposal;
- (6) The contact person and contact method;
- (7) Date on which the notice is served.

The oral notice of the meeting shall, at least, include content of the above (1) and (3) and the explanation for holding the extraordinary meeting of the Board as soon as possible in case of emergencies.

**Article 15** If it is necessary to change the time and place or add, change and cancel the resolutions for the meeting after dispatching the written notice of the regular meeting of the Board, the written notice for the change shall be dispatched three days before the original date of the meeting to explain the situation and relevant content and relevant materials of the new proposals. If the written notice is dispatched within three days before the original date of the meeting, the meeting shall be postponed accordingly, or held as scheduled after obtaining the approval of a majority of the Directors present at the meeting.

If it is necessary to change the time and place of the meeting or add, change and cancel the resolutions for the meeting after dispatching the written notice of the extraordinary meeting of the Board, the approval of a majority of the Directors present at the meeting shall be obtained beforehand and relevant records shall be made.

**Article 16** The Board meeting shall be convened with attendance of over one half of Directors. Matters involving the repurchase of the Company's A shares due to the reasons specified in items (iii), (v), and (vi) of Article 31 of the Articles of Association require the attendance of at least two-thirds of the Directors for the Board meeting to be held.

If relevant Directors refuse to attend the meeting or ignore the participation, which results in the number of participating Directors falling below the quorum, the Chairman and Secretary to the Board shall report to the regulatory authorities in time.

The president and Secretary to the Board shall attend the Board meeting as non-voting participants. Other senior management personnel who are not Directors may attend Board meetings as non-voting participants upon invitation by the Board. The president can notify other relevant persons to attend the Board meeting if he/she thinks necessary.

Persons attending the Board meeting may fully express their opinions on matters discussed for the Board's reference in decision-making, but attendees do not have voting rights.

**Article 17** In principle, the Directors shall attend the Board meeting in person. If a Director is unable to attend the meeting for any reason, he/she shall review the meeting materials and make clear opinions and appoint other Director(s) to attend the meeting on his behalf. The power of attorney shall specify the name of the proxy, the matters to be represented, the scope of authorisation, and the validity period, and shall be signed or sealed by the principal. The Director attending the meeting on behalf of another shall exercise the Director's rights within the scope of authorisation. If a Director does not attend the Board meeting and does not appoint a representative to attend, he/she shall be deemed to have waived his/her voting rights at that meeting.

For matters involving voting, the principal shall clearly state in the power of attorney his/her opinion on each item as "in favour of", "against" or "abstain".

The Director on behalf of others shall submit the written power of attorney to the convener and explain the attendance on behalf of others on the attendance book of the meeting.

**Article 18** The Director attending the meeting on behalf of the entrusting director shall only exercise the rights within the power of attorney. Should a Director neither attend a meeting of the Board nor appoint a proxy to attend on his behalf, the said Director shall be deemed as waiving his voting rights at the meeting.

If a Director fails to attend two consecutive Board meetings in person and does not appoint another Director to attend on his/her behalf, he/she shall be deemed unable to perform his/her duties, and the Board shall recommend to the general meeting that he/she be replaced. If an independent Director fails to attend two consecutive Board meetings in person and does not appoint another independent Director to attend on his/her behalf, the Board shall propose to hold a general meeting to remove the independent Director from his/her position within thirty days from the occurrence of such event.

**Article 19** To Appoint and being entrusted for attending the Board meeting shall comply with the following principles:

- (1) Non-connected Directors shall not appoint connected Directors to attend the meeting when considering connected transactions; Connected Directors shall not accept the appointment by the non-connected Directors;
- (2) Any independent Director shall not appoint other non-independent Directors to attend the meeting on his behalf and a non-independent Director shall not accept the independent Directors' appointment;
- (3) Directors shall not issue or accept proxies without voting intentions, general proxies, or proxies with unclear authorisation scope;
- (4) A Director shall not accept over two Directors' appointment at a Board meeting, and shall not appoint any Director that has accepted the other two Directors' appointment either.

**Article 20** In principle, the Board meeting shall be convened by ways of on-site meetings.

Unless otherwise provided by the regulatory rules of the stock exchange where the Company is listed, meetings of the Board may be conducted through written considerations or by means of video conferencing, telephone conferences, or similar communication equipment, provided that all participating Directors are able to communicate fully. All participating Directors shall be deemed to have attended the meeting in person.

## **CHAPTER 5 CONSIDERATION PROCEDURES AND RESOLUTION OF THE BOARD**

**Article 21** The chairman of the meeting shall request the Directors present at the Board meeting to give clear opinions for all proposals.

As to the proposal necessary for the independent Directors' prior confirmation as

required, the chairman of the meeting shall designate an independent Director to announce the written confirmation opinions given by the independent Directors prior to the discussion of the relevant proposal.

The chairman of the meeting shall timely stop any Directors that impede the normal progress of the meeting or affect other Directors' speeches.

Except the unanimous consent of all the Directors present at the meeting, any proposal not set out in the meeting notice shall not be voted at the Board meeting. Director(s) who accept other Director's appointment to attend the meeting on his/their behalf shall not vote on the proposal(s) not set out in the meeting notice on the behalf of other Director.

**Article 22** The Directors shall carefully read the meeting materials and independently and prudently give their opinions on the basis of fully understanding the conditions.

During the pre-meeting review of relevant meeting materials, if all Directors unanimously deem it necessary to obtain advisory opinions or suggestions from a special committee, the matters to be considered shall first be submitted to the special committee for study.

The Directors may seek the necessary information from relevant personnel including the Board Office, the convener, senior managers, all special committees and accounting firms and law firms before the meeting, and may also suggest the chairman of the meeting to invite the above-mentioned personnel and institutions to attend the meeting for explaining relevant situation.

**Article 23** The chairman of the meeting shall appropriately ask for voting on each proposal individually by the attending Directors after thorough discussion of every proposal.



Voting for the meeting shall be executed by means of a show of hands or written ballot on the basis of one vote per person.

**Article 24** The Directors' voting intent includes voting in favour of, against or abstaining. The Directors present at the meeting shall select one from the intents above and the chairman of the meeting shall ask those who fail to select or simultaneously select two or more intents to reselect and those who refuse to select shall be deemed as abstaining; Where anyone leaves away during the meeting and fails to return, it shall be deemed as "abstain".

On the premise of ensuring that Directors fully express their opinions, if the Board distributes the proposed resolution in writing to all Directors, and the number of Directors who have signed their consent to the resolution has reached the number required by laws, administrative regulations, and the Articles of Association for making such a resolution, a valid resolution may be formed.

**Article 25** If more than half of the Directors present at the meeting or more than two (2) independent Directors consider the proposal to be indefinite and unspecific, or where an informed judgement cannot be made due to other reasons including inadequate meeting materials, the chairman of the meeting shall request that the meeting postpone the vote on that proposal.

Directors who propose for postpone voting shall make clear requirements for re-consideration of the subject proposal.

**Article 26** After the voting of the Directors present at the meeting, relevant personnel of the Board Office shall timely collect the Directors' votes, and pass them to the Secretary to the Board for calculation under the supervision of one independent Director or other Directors.

**Article 27** If the meeting is convened on site, the chairman of the meeting shall announce the voting results forthwith. In other cases, the chairman of the meeting shall require the Secretary to the Board to notify the Directors of the voting results within two (2) working days after conclusion of the specified voting time.

**Article 28** If the Directors vote after announcement of the voting results by the chairman of the meeting or after conclusion of the specified voting time, their votes shall not be counted.

**Article 29** Except for matters provided in Article 30 herein, a resolution on a proposal considered and passed at the Board meeting shall be voted for approval by more than half of all the Directors. If the approval of more Directors shall be obtained in the process of the Board's reaching the resolutions as required by laws, regulations and the Articles of Association, the relevant provisions shall be complied with.

In accordance with requirements of the Articles of Association, the Board shall make a resolution on the guarantees within its scope of power and shall obtain the approval of more than two thirds of the Directors present at the meeting, in addition to the approval of over half of all the Directors.

If different resolutions conflicts on the content and meanings, the resolution reached later shall prevail.

**Article 30** The Directors shall abstain from voting on relevant proposals in any of the following circumstances:

(1) Where the Directors shall abstain from voting as required by the listing rules of stock exchange(s) on which the company's shares are listed;

(2) Where the Director himself considers he should abstain from voting;

(3) Other circumstances in which any Director is connected with the enterprises or individuals that are involved in proposals of the meetings as required by the Articles of Association.

(4) Other circumstances under which Directors shall abstain from voting as stipulated by

laws, regulations, or normative documents.

In case that the Directors abstain from voting, Directors shall abstain from voting on such resolution for himself or on behalf of any other director. Such Board meeting may be convened with attendance of a majority of nonconnected directors, and resolutions shall be passed by a majority of non-connected Directors at the Board meeting. If the number of non-connected Directors attending the Board meetings is less than three (3), relevant proposals shall not be voted, and such matters shall be submitted to the general meeting for consideration.

**Article 31** The Board shall act in strict accordance with the authorisation of the general meeting and the Articles of Association of the Company and shall not reach resolutions by going beyond such scope of authorities.

**Article 32** If a proposal is unapproved, the proposal with the same content as it shall not be considered at the Board meeting within one month in case relevant conditions and factors are not materially changed.

**Article 33** The Secretary to the Board shall arrange the personnel of the Board Office to make records for the Board meeting. The minutes of the meeting shall include the following:

- (1) The session of the meeting and the convening time, place and mode;
- (2) Despatching of the notice;
- (3) The convener and chairman of the meeting;
- (4) The situation that the Directors attend the meeting in person/by proxy;
- (5) Statement on meeting procedures and convening of the meetings;
- (6) Proposals considered at the meeting, the gist of every Director's speaking and main opinions in respect of relevant matters and voting intents for the proposals;

(7) Voting method and results in relation to each proposal (describe the ballot of “for”, “against” and “abstain”);

(8) Other matters the Directors present at the meeting consider that should be recorded.

**Article 34** The Directors present at the meeting shall sign on the meeting records and resolution records for confirmation of themselves and other Directors who appoint them to attend the meeting on their behalf. Director may make written comments for this signature in case of any different opinions on the meeting records or resolution records. If necessary, it shall be timely reported to the supervisory authorities or to make public statements.

Any Director that neither signs for confirmation in accordance with the preceding paragraph nor makes written comments for his different opinions or reports to the regulatory authorities and makes public statements shall be deemed to fully agree to the content of the meeting records and the resolution records. Secretary to the Board shall sign the meeting minutes.

The Directors shall be liable for the resolutions of the Board. If a resolution of the Board violates the laws, regulations or the Articles of Association and results in the Company sustaining serious losses, the Directors participating in the resolution are liable to compensate the Company. Provided that the Director who has expressly objected to the resolution put forward for voting which is proven and recorded in the minutes of the meeting, and the Director voted against or abstained, the Director may be released from such liabilities.

## **CHAPTER 6 SUBSEQUENT EVENTS**

**Article 35** Announcements of the resolutions of the Board meetings shall be handled by the Secretary to the Board in accordance with the relevant requirements of the stock exchange in the listing place. The participating Directors, personnel present as non-voting

participants, recording staff and service providers shall have the obligation to keep the content of resolutions confidential before disclosure of the announcement of the resolutions.

**Article 36** The Chairman shall urge relevant personnel to implement the resolutions of the Board meeting, check the fulfilment of the resolutions, and declare the execution of the passed resolutions at the later Board meetings.

**Article 37** The archives of Board meeting include meeting notices, meeting materials, attendance lists of the meeting, power of attorney for the Directors' appointment for attendance at the meeting, votes, meeting records signed by the Directors for confirmation, meeting records, announcement of resolutions, shall be kept by the Secretary to the Board.

Such minutes shall be maintained for more than 10 years.

#### **CHAPTER 7 EXPENDITURES OF THE BOARD**

**Article 38** The Company provides the expenses for the Board, which shall be included in the management expense.

**Article 39** Utilization of expenditure of the Board:

- (1) Allowance of the Directors;
- (2) Expenses of the Board Meetings;
- (3) Consulting fees for intermediaries;
- (4) Funds for various activities arranged under the name of the Board;
- (5) Other expenditures of the Board.

**Article 40** Expenditure of the Board is managed by finance department of the Company. Other than those to be approved by the Chairman as required by the Articles of Association and rules of the Company, expenditure shall be approved by the Secretary to the Board.

## **CHAPTER 8 SUPPLEMENTARY PROVISIONS**

**Article 41** In these rules, the expressions of number of “over” or “more than” shall include the underlying number.

**Article 42** These rules shall be formulated by the Board and take effect after reporting to general meeting for approval; the same is true for the amendments.

**Article 43** These rules shall be interpreted by the Board.