



江西銅業股份有限公司
JIANGXI COPPER COMPANY LIMITED

(a Sino-foreign joint venture joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 0358)

**IMPLEMENTATION RULES FOR ENVIRONMENTAL, SOCIAL
AND GOVERNANCE DEVELOPMENT COMMITTEE
OF THE BOARD**
(amended on 28 August 2025)

CHAPTER I GENERAL PROVISIONS

- Article 1** The board of directors (hereinafter, the “**Board**”) of Jiangxi Copper Company Limited (hereinafter, the “**Company**”) established the environmental, social and governance development committee (hereinafter, the “**ESG Development Committee**”), and formulated these implementation rules in accordance with the Company Law of the People's Republic of China, the Guidelines on Articles of Association of Listed Companies, Code on Corporate Governance, the rules governing the listing of securities or stock on the stock exchanges where the Company's shares are listed (including but not limited to The Stock Exchange of Hong Kong Limited and the Shanghai Stock Exchange) (hereinafter, the “**Listing Rules**”) and the Articles of Association of Jiangxi Copper Company Limited and its amendments (hereinafter, the “**Articles of Association**”) and other relevant regulations and requirements.
- Article 2** The ESG Development Committee is a special committee of the Board and shall be accountable to the Board. It is mainly responsible for formulating ESG strategic objectives, identifying ESG-related risks, management and policy formulation, ESG performance management and assessment, and supervision and management of ESG implementation.

CHAPTER II COMPOSITION OF MEMBERS

- Article 3** The members of the ESG Development Committee shall be appointed by the Board and shall consist of not less than three members of the Board, at least one of which shall be an independent non-executive director.
- Article 4** The ESG Development Committee shall consist of a chairman, a vice chairman and members. The chairman of the Board shall act as the chairman of the ESG Development Committee and shall be responsible for presiding over the work of the ESG Development Committee. The vice chairman of the ESG Development Committee shall be an independent non-executive director.
- Article 5** The term of office of the ESG Development Committee shall be the same as that of the Board. A member may be re-elected and re-appointed upon expiry of the term of office. If any member no longer serves as a director of the Company during his/her term of office, he/she shall automatically cease to serve as a member of the ESG Development Committee, and the vacancy shall be filled by the ESG Development Committee in accordance with the above provisions.
- Article 6** The secretary office of the Board shall act as the secretariat of the ESG Development Committee and shall be responsible for the daily work of the ESG Development Committee.

CHAPTER III DUTIES AND AUTHORITIES

- Article 7** The main objective of the ESG Development Committee is to promote the sustainable development of the Company by improving the quality of the Company's work in the environmental, social and governance aspects in the strategic management of the Company, thereby enhancing the overall value of the Company.
- Article 8** The duties and authorities of the ESG Development Committee mainly include:
- (I) formulating and reviewing the short, medium and long-term ESG-related visions, goals and strategic plans of the Company, and make recommendations and report to the Board;
 - (II) reviewing and, if necessary, proposing ESG-related development policies and management guidelines of the Company, including but not limited to climate change, environment, health and safety, human rights, community and governance;

- (III) reviewing and, if necessary, proposing ESG-related goals/key performance indicators of the Company, and monitoring the progress of such goals/indicators at least annually;
- (IV) formulating the ESG-related management system of the Company, including appointments of personnel, duties and authorities and rules of procedures;
- (V) reviewing the annual ESG reports of the Company to ensure that the Company's environmental, social and governance reports are prepared in accordance with the Environmental, Social and Governance Reporting Code as set out in Appendix C2 to the Hong Kong listing rules (including amendments from time to time) and are in compliance with the relevant requirements;
- (VI) supervising and inspecting the relevant work of the ESG working group;
- (VII) formulating and organising the work meetings relating to the promotion of ESG development of the Company;
- (VIII) regularly reporting the ESG-related work of the Company to the Board, providing timely feedbacks on the progress of ESG development, the issues of concern of internal and external stakeholders on the enterprise and making recommendations for improvements relating to ESG management of the Company;
- (IX) coordinating with the risk management committee to incorporate the identified ESG risks into the overall risk assessment process and management system of the Company and identifying and evaluating new risks and significant changes arising from internal and external factors as early as possible; and
- (X) be responsible for other work proposed by the Board to the ESG Development Committee.

CHAPTER IV RULES OF PROCEDURES

- Article 9** The ESG Development Committee shall convene meetings as necessary and shall meet at least once a year, and may be convened by on-site meetings, in writing or through other communication methods.
- Article 10** The secretary of the ESG Development Committee shall give notice to all members at least 7 days prior to the meeting (excluding the day of the meeting).

The meeting shall be presided over by the chairman. In the case that the chairman is unable to attend, the vice chairman shall preside over the meeting. In the case that the chairman and vice chairman are unable to attend, the other members can elect by voting a member to preside over the meeting.

Members may attend meetings of the ESG Development Committee either in person or through other electronic means of communication.

Article 11 The quorum of a meeting of the ESG Development Committee shall be more than half of all members of the ESG Development Committee. Resolutions made at the meetings shall be passed by more than half of the members present at the meetings. Resolutions shall be passed by a unanimous vote if only two members are present.

For voting at the meetings, each member shall have one vote.

Voting at the meetings shall be by show of hands or by poll.

Article 12 The ESG Development Committee may invite persons in charge of relevant departments of the Company to attend its meetings and, if necessary, may invite other directors and senior management to attend its meetings.

Article 13 The resolutions passed and the voting results of the meetings of the ESG Development Committee shall be reported to the Board in writing.

Article 14 Members present at the meetings of the ESG Development Committee shall be obliged to keep the subject matters of such meetings confidential, and shall not disclose any relevant information without authorisation.

Article 15 The convening procedures, voting method and resolutions passed at the meeting of the ESG Development Committee shall be in compliance with the relevant laws and regulations, the Articles of Association and the provisions of these implementation rules.

Article 16 The Company shall provide sufficient resources to the ESG Development Committee to carry out its duties. When performing its duties, the ESG Development Committee shall, if necessary, seek independent professional advice at the expense of the Company.

CHAPTER V DECISION-MAKING PROCEDURES

Article 17 The Secretariat of the ESG Development Committee shall give notice to and distribute relevant meeting documents to the members of the ESG Development Committee for reference and comments, including but not limited to:

- (I) progress of the ESG-related work and goals of the Company;
- (II) ESG-related management and internal supervision of the Company;
- (III) assessment of the ESG-related risks and opportunities of the Company;
- (IV) disclosure of ESG information of the Company; and
- (V) other related matters.

Article 18 The ESG Development Committee shall review the work related to the ESG development of the Company and shall report to the Board in writing after approval.

Article 19 The Secretariat of the ESG Development Committee is responsible for recording the detailed content of the meetings held by the ESG Development Committee, forming the minutes of the meetings based on the decisions on the matters discussed by the ESG Development Committee and keeping relevant files. Members attending the ESG Development Committee meetings shall sign and confirm the minutes of the meetings. The draft and final versions of the minutes of the ESG Development Committee meetings should be sent to all members of the ESG Development Committee for their comments and records respectively within a reasonable time after the meetings.

CHAPTER VI SUPPLEMENTARY PROVISIONS

- Article 20** These implementation rules shall be implemented from the date of approval by the Board.
- Article 21** Any matters not not provided for in these implementation rules shall be governed by the relevant state laws and regulations, the Listing Rules and the Articles of Association. If these implementation rules conflict with any laws or regulations subsequently promulgated by the state or with the Articles of Association as amended pursuant to lawful procedures, they shall be implemented in accordance with the relevant state laws and regulations, the Listing Rules and the Articles of Association, and shall be promptly amended and submitted to the Board for consideration and approval.
- Article 22** For the purposes of these implementation rules, the terms “not less than”, “within”, “not more than” are all inclusive terms while “exceeding”, “not exceeding”, “excluding”, “less than” and “more than” are exclusive terms.
- Article 23** These implementation rules shall be construed by the Board.