Chifeng Jilong Gold Mining Co., Ltd.
赤峰吉隆黃金礦業股份有限公司
(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

(Passed at the thirty-ninth meeting of the eighth session of the board of Directors on 22 August 2025)

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to meet the needs of strategic development of Chifeng Jilong Gold Mining Co., Ltd. (the "Company"), enhance its core competitiveness and sustainable development capabilities, 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 Securities Law of the People's Republic of China and the securities regulatory rules of the Company's stock listing places (including the Shanghai Stock Exchange and The Stock Exchange of Hong Kong Limited), the Articles of Association of Chifeng Jilong Gold Mining Co., Ltd. (hereinafter referred to as the "Articles of Association of the Company") and other relevant requirements.

Article 2 The Strategy and Sustainability Committee is a specialized body established by the board of Directors. It is accountable to the board of Directors and reports its work to 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 at least three 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 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 Strategy and Sustainability Committee's activities. The chairman of the Committee shall be the Chairman of the Company.

Article 6 The term of office of the Strategy and Sustainability Committee 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 board of Directors in accordance with Articles 3 to 5 of these Terms of Reference.

Article 7 With the approval of the board of Directors, adjustments may be made to the members of the Strategy and Sustainability Committee during their terms of office.

Article 8 The working group under the Strategy and Sustainability Committee shall provide guarantees and support for the daily operation and compliance performance of the Strategy and Sustainability Committee. The working group, which is composed of senior management, and relevant personnel from sustainable development department, finance department, and office of the board of Directors, shall be responsible for, according to actual work needs, supporting the daily work of the Strategy and Sustainability Committee such as data collection and research, formulation of relevant proposals, systems, and reports; the office of the board of Directors shall be responsible for the liaison of routine work, organization of meetings, and document retention, etc.

CHAPTER 3 POWERS AND DUTIES

Article 9 The Strategy and Sustainability Committee shall perform the following duties:

(1) To study and provide recommendations on the Company's long-term development strategy and planning, including enhancing the Company's sustainable development capabilities from environmental, social, and governance ("ESG") perspectives;

(2) To study and provide recommendations on major investment and financing proposals requiring approval from the board of Directors, as specified in the Articles of Association of the Company;

(3) To study 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 the Company;

(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 study 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 10 The main duties and powers of the chairman are as follows:

(1) To convene and preside over the meetings of the Strategy and Sustainability Committee;

(2) To supervise and evaluate the work of the Strategy and Sustainability Committee;

(3) To sign relevant documents of the Strategy and Sustainability Committee;

(4) To report the work of the Strategy and Sustainability Committee to the board of Directors;

(5) To attend the Company's annual general meetings and respond to shareholder questions on matters within the responsibilities of the Strategy and Sustainability Committee. 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 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 the Company, and the board of Directors.

Article 11 The key rights and obligations of the members of the Strategy and Sustainability Committee are as follows:

(1) To attend meetings of the Strategy and Sustainability Committee punctually, contribute to discussions, and exercise voting rights;

(2) To propose issues for discussion at meetings of the Strategy and Sustainability Committee;

(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 duties of the Strategy and Sustainability Committee 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 the Company and the board of Directors.

Article 12 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 13 The Strategy and Sustainability 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 14 The working group under the Strategy and Sustainability Committee is responsible for the preliminary preparation of materials for the decision-making of the Strategy and Sustainability Committee and provides the relevant information of the Company, including but not limited to background information, relevant plans, laws, regulations and company system provisions, feasibility study reports and relevant agreements, intermediary reports and opinions, etc.

Article 15 The Strategy and Sustainability Committee may convene meetings as needed. The chairman of the Strategy and Sustainability Committee or more than half of the members may propose to convene a meeting if they deem it necessary. Notices of the Strategy and Sustainability Committee meetings and relevant documents shall be sent to all members and other invited attendees no later than three days before the meeting. In urgent situations, meetings may be convened on short notice and unanimously agreed by all members to waive the notice period, provided that the reason is explained during the meeting. The chairman shall preside over the meeting, and if the chairman is unable to attend, another member may be appointed to lead the meeting.

Members of the Strategy and Sustainability Committee should attend the meeting as scheduled, fully express their opinions on the matters to be discussed or deliberated, and make clear statements. When unable to attend the meeting for any reason, one should review the meeting materials in advance to form a clear opinion and entrust another Committee member in writing to exercise the powers on his/her behalf (independent Directors can only entrust other independent Directors in writing to exercise their powers). The power of attorney should specify the name of the trustee, the entrusted matters, the authority and the validity period, and be signed by both the principal and the trustee. The power of attorney should be handed over to the chairman of the meeting no later than before the meeting's voting.

If a Committee member fails to attend the meeting twice consecutively and does not entrust another member to exercise his/her powers on his/her behalf, the Strategy and Sustainability Committee may request the board of Directors to replace him/her.

Article 16 A meeting of the Strategy and Sustainability Committee shall only be valid if more than two-thirds (inclusive) of the members are present. Each member has one vote. Resolutions at the meetings must be approved by a majority of the Committee members.

Article 17 Meetings of the Strategy and Sustainability Committee shall generally be held on-site. Unless otherwise specified in the Articles of Association of the Company 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 18 The Strategy and Sustainability Committee meeting may invite non-committee member Directors, senior management personnel of the Company to attend the meeting. If necessary, the Strategy and Sustainability Committee may also convene other personnel related to the meeting proposals to attend the meeting, introduce the situation or express opinions. However, non-committee members have no voting rights on the proposals.

Article 19 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 20 The procedures for convening meetings of the Strategy and Sustainability Committee, voting methods, and the resolutions passed at the meetings 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 the Company, and the provisions set forth in these Terms of Reference.

Article 21 Minutes of the meetings of the Strategy and Sustainability Committee shall be recorded. The minutes shall be true, accurate and complete, fully reflecting the opinions of the participants on the matters under review, and shall be signed by the members present. The secretary of the board of Directors shall retain the minutes properly.

Article 22 The resolutions passed at and the voting results of the Strategy and Sustainability Committee meetings as well as the suggestions and opinions on the resolutions shall be reported in writing to the board of Directors.

Article 23 Members present at the meeting and the personnel attending 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 24 The Terms of Reference shall come into effect as of the date of approval by the board of Directors, and the board of Directors shall have the authority to interpret these Terms of Reference.

Article 25 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 provisions of the Articles of Association of the Company. In the event of any conflict or 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 the Company as amended by legal procedures, the relevant laws, regulations, normative documents, securities regulatory rules of the jurisdiction where the Company's shares are listed and the relevant provisions of the Articles of Association of the Company shall prevail.

Article 26 The Terms of Reference are prepared in both Chinese and English. In case of any ambiguity between the Chinese and English versions, the Chinese version shall prevail.