Terms of Reference for the Remuneration and Appraisal Committee of Angang Steel Company Limited*

CHAPTER 1 MEMBERSHIP

1. Members of the Committee shall be appointed by the Board and shall consist of not less than three members, a majority of whom should be independent non-executive directors of the Company.

2. Each appointment to the Committee shall be for a period of 3 years and shall be the same as the term of a directorship appointment.

CHAPTER 2 CHAIRMAN

3. The Board shall appoint the chairman of the Committee (the "**Chairman**"), which shall be an independent non-executive director.

4. The Chairman has the responsibility of liaising with the Board and shall chair the meetings of the Committee.

5. In the absence of the Chairman, the remaining members present shall elect one of themselves to chair the meetings of the Committee.

6. The Chairman shall attend the annual general meeting of the Company and be prepared to respond to any question from the shareholders on the Committee's functions.

CHAPTER 3 SECRETARY

7. The Company secretary shall be the secretary of the Committee (the "**Secretary**").

8. The Secretary or his/her delegate shall attend meetings of the Committee to take minutes.

9. In the absence of the Secretary, the members present at the meeting shall elect another person as the Secretary.

CHAPTER 4 AUTHORITY

10. The Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

11. The Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if necessary.

CHAPTER 5 DUTIES

12. The duties of the Remuneration and Appraisal Committee include:

    (a) to make recommendations to the Board on the Company's remuneration policy and structure for all directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy;

    (b) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

    (c) to make recommendations to the Board on the remuneration of directors and senior management, including benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment);

    (d) to be responsible for organizing the formulation of appraisal criteria for directors and senior management and conducting appraisal;

    (e) to consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Company;

    (f) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

    (g) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;

    (h) to ensure that no director or any of his/her associates shall be involved in deciding his/her own remuneration;

(i) to make recommendations to the Board on the establishment or modification of the Equity Incentive Scheme, Employee Stock Ownership Scheme, the entitlement to Incentive Participants and the fulfillment of the conditions for the exercise of such entitlement;

(j) to make recommendations to the Board on the arrangement of the stock ownership scheme for directors and senior management in the subsidiaries proposed to be spun off;

(k) to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong;

(l) other matters as stipulated by laws, administrative regulations, securities regulators and the Articles of Association of the Company.

CHAPTER 6 QUORUM

13. A quorum necessary for the proceedings shall be at least two members. A resolution made by the Committee shall be approved by more than half of the members of the Committee. The voting on the resolutions at the meetings of the Committee shall adopt one vote per person.

14. The Secretary shall ascertain, at the beginning of each meeting, the existence of any conflicts of interest or not and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he/she must abstain from voting on any resolution of the Committee in which he/she and/or his/her associates have a material interest.

15. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

CHAPTER 7 FREQUENCY OF MEETINGS

16. Meetings shall be held not less than twice a year.

CHAPTER 8 ATTENDANCE AT MEETINGS

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

18. Should any member of the Committee wishes to attend a meeting through electronic communications, prior arrangements shall be made with the Secretary.

CHAPTER 9 NOTICES OF MEETINGS

19. Meetings of the Committee shall be summoned by the Secretary at the request of any of its members.

20. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, and to any other person required to attend:

    (a) in relation to the meetings of the Committee, at least 3 days before the date of the meeting;

    (b) in relation to all other meetings of the Committee, within a reasonable time prior to the date of the meeting.

    Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.

21. Any member of the Committee shall be entitled, by notice to the Secretary, to include other matters relevant to the functions of the Committee in the agenda of a meeting of the Committee.

CHAPTER 10 MINUTES OF MEETINGS

22. The Secretary (or his/her delegate) in attendance at the meetings of the Committee shall minute in sufficient detail the proceedings and resolutions of all such meetings, including the names of those present and in attendance. The minutes should also include any concerns raised by any member of the Committee and/or dissenting views expressed.

23. Draft and final versions of minutes of the Committee meetings shall be sent to all Committee members for their comments and records respectively, in both cases within a reasonable time after the meeting. Members attending the meetings shall sign on the final version of the minutes of the meetings. Once they are agreed, the Secretary shall circulate the final version of minutes and reports of the Committee to all members of the Committee and to all members of the Board.

24. Minutes of the Committee meetings shall be kept by the Secretary and shall be available for inspection by any member of the Committee at any reasonable time on reasonable notice. The minutes shall be kept for not less than ten years.

CHAPTER 11 REPORTING RESPONSIBILITIES

25. The Chairman of the Committee shall report formally to the Board after each meeting on all matters within its duties and responsibilities.

26. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its authority where action or improvement is needed.

27. Where the Board resolves to approve any remuneration or compensation arrangements which the Committee has previously resolved not to approve, the Committee shall prepare a statement, for inclusion in the Company's Corporate Governance Report, explaining its recommendations. The Board shall include in the same report the reason(s) why the Board takes a different view.

CHAPTER 12 OTHERS

28. The Committee shall have access to sufficient resources in order to perform its duties. In the event that the Committee determines that it has insufficient resources, it may make a request for additional resources to the Chairman. If the request for additional resources is denied, the Committee may, if it chooses, make a request to the Board through the Secretary. The Board shall convene a Board meeting as soon as reasonably practicable to consider the request.

29. All members of the Committee shall have access to the advice and services of the Secretary with a view to ensuring that procedures of the Committee and all applicable rules and regulations are followed.

30. In the event that the Committee or any member of the Committee requires access to independent professional advice in connection with its/his/her duties, a request may be made to the Secretary. All such requests shall be processed in accordance with the Company's pre-defined procedures for seeking independent professional advice at the Company's expense.

31. At the expense of the Company, every newly appointed member of the Committee shall be given a comprehensive, formal and tailored induction on the first occasion of his/her appointment, and subsequently such briefing and professional development as is necessary, to ensure that he/she has a proper understanding of the operations and business of the Company and that he/she is fully aware of his/her responsibilities as a member of the Committee. All aforementioned required expenses shall be borne by the Company.

32. Every member of the Committee shall give sufficient time and attention to his/her duties as a member of the Committee. He/she shall give the Company the benefit of his/her skills and expertise through regular attendance and active participation.

33. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

34. These terms of reference shall take effect upon review and approval by the Board.

35. The Board is responsible for interpretation and amendment of these terms of reference.

Angang Steel Company Limited*
Board of Directors

* *For identification purposes only*