国联民生证券股份有限公司
GUOLIAN MINSHENG SECURITIES CO., LTD.

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

(Stock Code: 01456)

RULES OF PROCEDURES OF THE STRATEGY AND ESG COMMITTEE OF THE BOARD OF DIRECTORS OF GUOLIAN MINSHENG SECURITIES COMPANY LIMITED

CHAPTER 1 GENERAL PROVISIONS

Article 1 To further facilitate and guide the research and implementation of the business development and the strategy formulation of Guolian Minsheng Securities Company Limited (hereinafter referred to as the "Company"), optimize the decision-making procedures of the major matters of the Company and enhance corporate governance structure, as well as improve the management standard of the environmental, social and governance (ESG) of the Company, the Company has formulated these rules of procedures in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the listing rules of the places where the Company's shares are listed, the Articles of Association of Guolian Minsheng Securities Company Limited (hereinafter referred to as the "Articles of Association") and other relevant regulations, and in light of the actual situation of the Company.

Article 2 The Strategy and ESG committee (the "Strategy and ESG Committee") is a special organisation under the board of directors (the "Board") of the Company, which is responsible for conducting research on the business strategy, major investments, ESG and other major decisions of the Company and is accountable and reports to the Board.

CHAPTER 2 COMPOSITION

Article 3 The Strategy and ESG Committee shall comprise five directors, who shall be elected by the Board. The committee shall have one chairman, who shall be acted by the chairman of the Board, and shall be responsible for convening and presiding over the work of the committee.

Article 4 The term of office of members of the Strategy and ESG Committee shall be the same as that of the Board, and members of the committee may serve consecutive terms if re-elected upon the expiration of his/her term of office. If any member no longer maintains the position as a director of the Company during his/her term of office, he/she shall automatically be disqualified as a member, and the vacancy shall be filled by the Board in accordance with the Articles of Association and these rules of procedures.

Article 5 The specific duties of administrative of the Strategy and ESG Committee shall be assumed by the secretary to the Board and the Board of Directors Office of the Company.

According to the working needs of the committee, the relevant departments, organisations and personnel of the Company shall cooperate with it by making preparations for the meetings and providing relevant written information, including collection of information relating to the resolutions, preparation of research reports on the relevant resolutions, and provision of materials relating to the Company's strategy and ESG.

CHAPTER 3 RESPONSIBILITIES AND POWERS

Article 6 The main responsibilities of the Strategy and ESG Committee are:

(1) to understand and keep abreast of the basic operation of the Company;

(2) to study and keep abreast of the latest development of the domestic and international industries and relevant national policies;

(3) to study and consider the strategic development planning of the Company and make recommendations to the Board;

(4) to provide advice on major decisions such as major capital operation, major investment and financing, and major reforms of the Company;

(5) to conduct research on the Company's ESG governance and provide advice on decision-making, including ESG governance vision, objectives, policies, ESG risks and major issues;

(6) to perform other responsibilities stipulated by laws and regulations, relevant provisions of the securities regulatory authorities and stock exchanges of the places where the Company's shares are listed and as authorized by the Board.

CHAPTER 4 PROCEDURES

Article 7 The Strategy and ESG Committee shall hold at least one meeting every year and may hold an extraordinary meeting when two or more members propose, or when the convenor deems it necessary. The meeting shall be presided over by the chairman, who may authorise other members to preside over the meeting if he/she is unable to attend.

Article 8 Notice of meeting

(1) The Strategy and ESG Committee shall, in principle, give at least three days advanced notice to all members and provide relevant materials and information when convening a meeting. Under special circumstances, if more than two-thirds (inclusive) of the members have no objection, the notification time requirement may be waived.

(2) Notice of meeting may be given orally, in writing, or by telephone, facsimile or e-mail or by other means.

(3) Notice given orally shall be confirmed in writing before the meetings.

(4) The written notice of the meeting shall include at least the following: date and venue of the meeting, duration of the meeting, reason for the meeting and agenda for discussion and date of issuance of the meeting notice. The oral notice of the meeting shall include at least the date and venue of the meeting, the duration of the meeting and the explanation of convening the extraordinary meeting of the Strategy and ESG Committee under emergency.

Article 9 The quorum of the meeting of the committee shall be more than two-thirds (inclusive) of the members present at the meeting. Each member shall be entitled to one vote at the meeting. Resolutions of the meeting shall be passed by the majority of all the members.

Article 10 When convening a meeting, the committee may invite, if necessary, the directors, senior management of the Company, and principals of relevant departments who are not the members of such committee to attend the meeting as non-voting attendees.

Article 11 The committee may engage the intermediary agencies to provide professional advice for its decisions when necessary, and the related fees shall be borne by the Company.

Article 12 Members attending the meeting shall undertake confidentiality obligation for all items discussed at the meeting, and shall not disclose relevant information to the public without permit.

CHAPTER 5 RESOLUTIONS AND MINUTES OF MEETINGS

Article 13 After the voting at the meetings of the Strategy and ESG Committee, resolutions shall be formed and meeting minutes shall be prepared, and each member attending the meeting shall sign on the resolutions and minutes of the meeting. The written documents of the resolutions of the Strategy and ESG Committee and the minutes of the meeting shall be kept by the Company as the Company's archives for a retention period of not less than ten years.

Article 14 After a resolution has been made at meetings of the Strategy and ESG Committee, it shall be further submitted to the Board for consideration and decision.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 15 These rules of procedures shall take effect on the date of being approved by the Board.

Article 16 In the event of any matter not covered under these rules of procedures or the event of any conflict with the provisions of the laws and regulations, the listing rules of the places where the Company is listed and the Articles of Association promulgated after the commencement of these rules of procedures, the provisions of the laws and regulations, the listing rules of the places where the Company is listed and the Articles of Association shall prevail.

Article 17 The power of amendment and interpretation of these rules of procedures shall be vested in the Board of the Company.

Note: In the event of any discrepancy between the English and Chinese versions of these rules of procedures, the Chinese version shall prevail.