

# Working Rules of the Nomination Committee under the Board of Directors of Maanshan Iron & Steel Company Limited

## CHAPTER 1: GENERAL PROVISIONS

- Article 1: The Board of Directors (the “**Board**”) of the Company established the Nomination Committee (the “**Committee**”) and formulated the Working Rules in accordance with the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies and the Management Measures for Independent Directors of Listed Companies promulgated by the China Securities Regulatory Commission, the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Self-regulatory Guideline No. 1 for Listed Companies – Standardized Operation and other regulations as well as the articles of association of Maanshan Iron & Steel Company Limited (the “**Articles of Association**”) for the purpose of governing the selection of the Company’s directors and senior management and improving corporate governance structure.
- Article 2: The Nomination Committee of the Board shall be a specialised operational body established under, and be accountable to, the Board. Its terms of reference shall be determined at Board meetings. Its major duties shall be conducting studies and making recommendations on the candidates for the Company’s directors and senior management as well as the selection criteria and procedures therefor.

## CHAPTER 2: COMPOSITION

- Article 3: The Committee shall be composed of directors, of whom independent directors shall account for the majority. Members of the Committee shall undertake the same liability as that of other directors.
- Article 4: Members of the Committee shall be proposed by the Chairman and elected by the Board.
- Article 5: The Committee shall have a chairman elected among independent directors who, after being elected by the Committee, shall be appointed or removed by the Board. The chairman of the Committee shall be responsible for convening and presiding over meetings of the Committee, and for the communication with the Board, the Company’s management and relevant departments.

Article 6: The Secretary to the Board shall concurrently serve as the secretary to the Committee.

Article 7: The term of office for the Committee shall be consistent with that for the Board. Any member may be qualified for reelection and reappointment upon expiry of his term of office. However, the maximum term of office for an independent director to be reappointed as a member of the Committee shall not be more than six years.

Article 8: Any member of the Committee may be dismissed by the Board if:

- (1) he tenders a written application for resignation;
- (2) he is unsuitable to continue to serve as a member of the Committee due to changes to his position during his term of office;
- (3) he is involved in gross misconduct or in violation of the provisions of the laws, regulations, the Articles of Association or the Working Rules during his term of office;
- (4) other circumstances which the Board considers that he is not fit to take up the position.

### **CHAPTER 3: DUTIES**

Article 9: The major duties of the Committee:

- (1) to review the structure, number, and composition of the Board (including skills, knowledge, and experience) at least annually, and make recommendations on any changes proposed to the Board to align with the Company's strategy and ensure diversity of Board members (including but not limited to gender, age, cultural and educational background or professional experience); in accordance with relevant regulations of China and in line with the Company's business development, changes to shareholding structure and so forth;
- (2) to determine the selection criteria and procedures for director and senior management, and make recommendations to the Board thereto;
- (3) to select, review and form clear review opinions on the candidates for directors and senior management as well as their qualifications;

- (4) to make recommendations to the Board regarding the nomination, appointment or dismissal of directors;
- (5) to make recommendations to the Board regarding the appointment or dismissal of senior management;
- (6) to evaluate the independence of independent directors;
- (7) other duties authorised by the Board and other matters stipulated by laws, administrative regulations, the China Securities Regulatory Commission, and the Articles of Association.

If the Board does not adopt or fully adopt the recommendations of the Committee, the Committee's opinions and specific reasons for not adopting them shall be recorded in the Board resolution and disclosed.

Article 10: Any proposals by the Committee shall be submitted to the Board for consideration and decision.

#### **CHAPTER 4: RULES OF PROCEEDINGS**

Article 11: Meetings of the Committee shall include regular meetings and extraordinary meetings. At least one regular meeting shall be held each year. Extraordinary meetings shall be held by the Committee when necessary. Meetings shall be chaired by the chairman of the Committee. If the chairman of the Committee is unable to attend a meeting, he may delegate another Committee member (an independent director) to chair such meeting.

Article 12: Notice of a regular meeting of the Committee shall be given to all members fourteen days prior to such meeting, while the date of an extraordinary meeting shall be determined under the basis of ensuring that all the members are able to receive the notice and have reasonable time for making preparations.

Article 13: A meeting of the Committee may be held only when more than two-thirds of the members are present thereat. Each member shall have one vote. Any resolutions made thereat shall be approved by a majority of all members.

Article 14: Voting at a meeting of the Committee shall be made by poll; an extraordinary meeting may be convened and voting thereat may be made through communication means.

- Article 15: When deemed necessary, the Committee may invite other directors or senior management of the Company to sit in on the meetings, and may request the heads of the relevant departments to sit in on the meetings.
- Article 16: Based on the needs for the discussion of business, if the Committee requests the relevant departments of the Company to provide relevant information or carry out other appropriate work, such departments shall do so in a proactive manner.
- Article 17: When necessary, the Committee may engage an intermediary to provide professional advice on its decision-making, with the costs to be borne by the Company.
- Article 18: Any member of the Committee shall abstain from a meeting of the Committee at which the issues about such member concerned are discussed. No directors shall be involved in the nomination of themselves.
- Article 19: The procedures for convening the meetings of the Committee and the methods of voting and resolutions passed thereat shall be in compliance with the relevant laws, regulations, the Articles of Association and the Working Rules.
- Article 20: The Committee shall record minutes of meetings on which the members present thereat shall sign. Minutes of meetings shall be kept by the Secretary to the Board of the Company.
- Article 21: The resolutions passed at the meetings of the Committee and the voting results thereof shall be submitted in writing to the Board of the Company.
- Article 22: The members at a meeting shall have an obligation of confidentiality towards the matters discussed thereat. No members may disclose relevant information without authorisation.

## **CHAPTER 5: SUPPLEMENTARY PROVISIONS**

- Article 23: The term “more than” referred to in the Working Rules includes the original number.
- Article 24: Any matters not covered hereunder shall be handled in accordance with the provisions of relevant laws and regulations of China as well as the normative documents of regulatory authorities. If the Working Rules conflict with any laws and regulations issued by the state in the future or the Articles of Association as amended in accordance with legal procedures, such laws, regulations and Articles of Association shall prevail.
- Article 25: The Working Rules shall be construed and amended by the Board of the Company.
- Article 26: The Working Rules shall come into force as of the date of consideration and approval by the Board of the Company.