

Working Rules for the Finance & Audit Committee of the Board of Directors of the Metallurgical Corporation of China Ltd.*

Chapter 1 General Provisions

Article 1 The Metallurgical Corporation of China Ltd. (hereafter referred to as the “Company”) has established the Finance & Audit Committee under the Board of Directors (hereafter referred to as the “Finance & Audit Committee” or the “Committee”), and formulated these Working Rules in accordance with the Company Law of the People’s Republic of China, the Governance Rules for Listed Companies, the Articles of Association of the Metallurgical Corporation of China Ltd. (hereafter referred to as the Articles of Association), the Securities Listing Rules of the Hong Kong Exchanges and Clearing Limited (hereafter referred to as the “Hong Kong Listing Rules”), the Stock Listing Rules of the Shanghai Stock Exchange (hereafter referred to as the “Shanghai Listing Rules”), other relevant laws, regulations and normative documents, in a move to strengthen the internal control of the Company and improve its corporate governance.

Article 2 The Committee shall be a specialized committee established by the Board of Directors, and shall be accountable to the latter. The committee performs its responsibilities in line with the Articles of Association, the Rules of Procedure of the Board of Directors and these Working Rules.

Chapter 2 Composition

Article 3 The Committee shall consist of at least three Non-executive Directors, at least half of whom shall be Independent Directors. At least one Independent Director shall possess the appropriate professional qualification or expertise required by relevant supervision laws and administrations in the region where the shares of the Company are listed.

Article 4 The Committee shall establish one convener, who shall be an Independent Director and shall be responsible to convene and preside over the meetings of the committee.

* For identification purpose only;
These working rules are written in Chinese. If there is any discrepancy between the Chinese edition and this English edition, the Chinese edition of these working rules shall prevail.

Article 5 The members and the convener of the Committee shall be nominated by the Chairman, and deliberated and approved by the Board of Directors.

The special provisions of the region where the Company shares are listed concerning the qualifications of the members of the Committee, if any, shall prevail.

Article 6 Any members of the Committee may hold positions in any other special committees of the Board concurrently, provided that he/she is capable of discharging his/her duties.

Article 7 The term of office of the members of the Committee is consistent with the term of the Board of Directors. The committee members shall be reelected after their term expires. If a Committee member ceases to be a Director of the Company during the term office, he /she shall be automatically disqualified as a member of the Committee, and the Board of Directors shall fill such vacancy in accordance with Article 3 to 5 aforementioned.

Article 8 The Office of the Board of Directors shall be responsible for handling the daily work of liaising and organizing meetings of the Committee. The Planning & Finance Department, the Audit Department and other relevant functional departments of the Company are the institutions that assist in the daily work of the Committee.

Chapter 3 Terms of Reference

Article 9 The Committee conducts the independent assessment and supervision of the compliance, legality and efficiency of the economic activities of the Company on behalf of the Board of Directors. Specifically, the Committee exercises the following authorities:

(1) to review major financial control objectives, supervise the execution of the financial rules and systems, and instruct the financial work of the Company;

(2) to develop the guarantee management policy, and review the guarantee business;

(3) to review the annual financial budget and final accounts, and supervise the implementation thereof;

(4) to review the financial analysis of major investment projects, supervise the implementation results of the investment projects, and organize the post-assessment and review of major investment and financing projects;

(5) to review the profit distribution plan and the loss recovery plan of the Company, and advise the Board of Directors in this regard;

(6) to review the assets and financial quality indicators of the Company, and advise the Board of

Directors in this regard;

(7) to review the annual internal audit plan of the Company;

(8) to review the internal audit system and its implementation in the company, and suggest the establishment of the internal audit system of the Company as well as the appointment and dismissal of the leaders of the audit department;

(9) to suggest the engagement or replacement of external audit;

(10) be responsible for maintaining smooth communications between the internal auditor and external auditor;

(11) to verify the financial information of the Company and its disclosure, review the financial statements independently, and express opinions;

(12) to coordinate the internal control audit;

(13) to confirm the list of Affiliated persons of the Company, and report in time to the Board of Directors and the Board of Supervisors;

(14) to review material connected transactions proposed between the Company and Affiliated persons, express written opinions, submit the same to the Board of Directors for review, and report the same to the Board of Supervisors;

(15) to review the opinion feedback channels established by the Company to ensure employees could put forward different opinions on misconducts incurred in the financial report, internal monitoring and other aspects;

(16) Other authorities granted by the Board of Directors; and

(17) Other authorities exercisable by the Committee specified or recommended by the listing rules in the region where the Company shares are listed (including the authorities recommended by relevant principles in Article C.3 under the Corporate Governance Code as Appendix 14 of the Hong Kong Listing Rules and the articles in the Code).

The special provisions of the region where the Company shares are listed concerning the responsibilities of the Committee, if any, shall prevail.

Article 10 The Committee shall be accountable to the Board of Directors, and submits proposals to the latter for review and approval.

Chapter 4 Working Procedure

Article 11 Under the arrangement and coordination of the Office of the Board of Directors, the Planning & Finance Department, the Audit Department and other relevant functional departments of the Company shall provide relevant information and services for the Committee in a timely, integral and accurate manner, and assist the Committee. The relevant information includes:

- (1) annual audit plan;
- (2) relevant financial reports of the Company;
- (3) working reports of the internal and external audit institutions;
- (4) external audit contract and relevant working report;
- (5) documents of the internal control system of the Company;
- (6) review report on material related transactions of the Company; and
- (7) other documents.

Article 12 The Committee shall convene meetings according to the proposals submitted by the Planning & Finance Department, the Audit Department and other relevant functional departments of the Company, reviews the same, and submits the review results to the Board of Directors.

Chapter 5 Rules of Procedure

Article 13 There shall be regular and extraordinary meeting of the Committee. The frequency of annual regular meetings shall be determined in accordance with the requirements of the Board of Directors with reference to practical work need. When the convener or more than two of the members propose, an extraordinary meeting must be held. A notice of the meeting, which specifies the time, venue, attending persons, method of convening, duration, agenda, topics of the meeting, relevant information of the meeting as well and date of issuing such notice, shall be delivered to all attending committee members and persons invited to attend the meeting 10 days before the meeting (3 working days for the purpose of an extraordinary meeting).

Article 14 A meeting of the Committee can only be held when more than two-thirds of the members are present. The convener shall preside over the meeting. If the convener is unable to attend the meeting for certain reasons, he/she may entrust another member in writing to preside over the meeting. The Committee may hold its meetings by means of teleconference or resolution signed in writing. Nevertheless, the opinions, suggestions or voting results of the members in

writing shall be faxed to the Office of the Board of Directors at the date of meeting and the originals copies shall be posted to the Office of the Board of Directors within three days.

Article 15 The members of the Committee shall rely on their own professional judgment, express opinions clearly and independently, and strive to reach a consensus, whenever possible. When it is truly difficult to reach a consensus, the Committee shall submit the different opinions with explanations to the Board of Directors.

Article 16 Each member of the Committee is entitled to one vote. The resolutions made by the Committee must be approved by more than half of its total members by voting. Voting at the meeting of the Committee may be adopted by a show of hands or by a poll. Absent members may vote by correspondence voting.

Article 17 When necessary, the Committee may invite other Directors, Supervisors, senior executives, relevant persons and external intermediaries to attend the meeting as observers. Such observers shall have no voting rights. The Committee shall sign the confidentiality agreement with any intermediary invited to provide professional opinions. The fee for the intermediary shall be paid out of the Board of Directors Fund.

Article 18 The Committee shall report the adopted proposals and voting results in writing to the Board of Directors.

Article 19 The Office of the Board of Directors shall be responsible for keeping the records of the meeting, preparing the minutes, and delivering the minutes to every member within three working days after each meeting ends. Each member shall sign the minutes within three working days after receipt of the minutes, and send the signed minutes back to the Office of the Board of Directors.

Where a member has any comments or dissidence to the minutes, he/she may refuse to sign it, but shall deliver his/her written opinions to the Office of the Board of Directors within the specified time as stated above. In case of any proven errors or omission, the Office of the Board of Directors shall revise the minutes, and the member shall sign the revised minutes.

The records and minutes of the meetings shall be kept by the Office of the Board of Directors for a period of 10 years.

Article 20 All members and observers present at the meetings shall be obligated to keep matters discussed thereat confidential and are prohibited from disclosing any relevant information without authorization.

Chapter 6 Supplementary Provisions

Article 21 These Working Rules shall be implemented from the date upon the review and approval by the Board of Directors in accordance with the Rules of Procedure of the Board of Directors.

Article 22 Where these Working Rules are in conflict with any newly promulgated laws, regulations and relevant documents of the State as well as the revised Articles of Association, the latter ones shall prevail, and these Working Rules shall be immediately revised, and submitted to the Board of Directors for approval.

Article 23 The term “Directors” under these Working Rules refer to all the members of the Board of Directors, and the senior executives include the President, Vice Presidents, Secretary to the Board and the Chief Financial Officer.

Article 24 These Working Rules are revised and modified by the Board of Directors.

Article 25 These Working Rules shall be construed by the Board of Directors.