

Rules of Procedures of the Strategic and Investment Committee under the Board of Directors of China BlueChemical Ltd.

Chapter 1 General Provisions

- Article 1 To enhance the strategic planning and investment decision-making procedures of China BlueChemical Ltd. (hereinafter referred to as the “Company”), strengthen the scientific nature of its decision-making and improve the quality of its investment decisions, the board of directors of the Company has established the Strategic and Investment Committee and has formulated these Rules of Procedures in accordance with the Company Law of the People’s Republic of China, Articles of Association of China BlueChemical Ltd. (hereinafter referred to as the “**Articles of Association**”) and relevant regulations while taking into consideration the actual circumstances of the Company.
- Article 2 The Strategic and Investment Committee under the board of directors shall be primarily responsible for conducting a study on the development strategy and medium- to long-term development plan of the Company and making recommendations to the board of directors, as well as considering investment projects that are beyond the scope of decision-making of management authorized by the board of directors and making recommendations to the board of directors.

Chapter 2 Composition

- Article 3 The Strategic and Investment Committee shall comprise at least four board directors of the Company, at least two of whom shall be non-executive directors (including independent non-executive directors). Members of the Strategic and Investment Committee shall be selected or dismissed by the board of directors. The Strategic and Investment Committee shall have a convener (also known as the chairman, hereinafter referred to as the “Chairman”). The Chairman shall be nominated by the chairman of the Company and shall be considered and approved by the board of directors.
- Article 4 The Chairman of the Strategic and Investment Committee shall be responsible for convening and presiding over meetings. If the Chairman is unable or fails to perform his/her duties, the meetings shall be presided over by another member of the Committee designated by him/her or a member jointly elected by a majority of the members of the Strategic and Investment Committee. If the Chairman of the Strategic and Investment Committee has neither appointed another member nor a member is elected by the Strategic and Investment Committee to preside over the

meetings in accordance with the above provisions, any member may report the relevant situation to the board of directors and the board of directors shall appoint a member of the Strategic and Investment Committee to temporarily perform the duties of the Chairman or re-elect the Chairman of the Committee.

Article 5 Members of the Strategic and Investment Committee shall have the same term of office as directors of the Company. Members shall not be relieved of their duties without reason prior to the expiry of term of office, except for circumstances specified in the Company Law and the Articles of Association under which they shall not hold office as directors of the Company. During which if members no longer act as directors of the Company or, in case of independent non-executive directors who are required to be independent, lose their independence, they shall automatically lose their office as members of the Strategic and Investment Committee.

A member of the Strategic and Investment Committee may resign from his/her position by submitting a resignation report to the Company in writing before the expiration of his/her term of office. The resignation shall take effect on the date when the Company receives such notice of resignation. However, if the resignation results in the number of members of the Strategic and Investment Committee falling below the minimum number specified in these Rules of Procedures, the original members shall continue to perform their duties pursuant to the applicable laws and regulations as well as these Rules of Procedures until the members of the newly elected Strategic and Investment Committee assume office.

Article 6 In case of resignation or removal of members from the Strategic and Investment Committee, the board of directors shall forthwith elect new members to fill the vacancies. If the number of members falls below four people, the Strategic and Investment Committee shall suspend the exercise of duties and powers provided in these Rules of Procedures.

Chapter 3 Responsibilities and Authority

Article 7 The Strategic and Investment Committee is accountable to the board of directors and shall report on its work; conduct a study on the development strategy and medium- to long-term development plan of the Company and make recommendations to the board of directors; consider the investment projects proposed by the management and make recommendations to the board of directors.

Article 8 The Strategic and Investment Committee shall mainly exercise the following duties and powers:

- (1) conduct a study on the development strategy and medium- to long-term development plan of the Company and make recommendations to the board of directors;
- (2) consider fixed asset investment projects that are beyond the scope of decision-making of management authorized by the board of directors and make recommendations to the board of directors;
- (3) consider property rights and M&A investment projects that are beyond the scope of decision-making of management authorized by the board of directors and make recommendations to the board of directors;
- (4) consider long-term equity investment projects that are beyond the scope of decision-making of management authorized by the board of directors and make recommendations to the board of directors;
- (5) review the status of implementation of investment projects approved by the board of directors on a regular basis; and
- (6) other matters delegated by the board of directors.

Article 9 The Strategic and Investment Committee shall, upon consideration of issues within its terms of reference, maintain minutes of meeting which shall be submitted, together with relevant resolutions, to the board of directors.

Chapter 4 Convening and Notification of Meetings

Article 10 Meetings of the Strategic and Investment Committee may be held upon joint request by more than one-half of the directors of the board or more than one-half of the members of the Strategic and Investment Committee, or when deemed necessary by the Chairman of the Strategic and Investment Committee.

Meetings shall be presided over by the Chairman. If the Chairman is unable or fails to perform his/her duties, Article 4 of these Rules of Procedures shall apply.

Article 11 Notice of meetings shall be made by the secretary to the board of directors by way of facsimile, email, telephone, personal delivery or postal mail, etc.

Article 12 The secretary to the board of directors shall deliver the notice of meeting and relevant materials to all members in five working days prior to the meeting in accordance with

the requirements of the convener.

Article 13 Meetings may be convened in the form of physical meetings or non-physical meetings or a combination of both.

Article 14 Notice of meetings shall at least include the following items:

- (1) time and venue of the meeting;
- (2) duration of the meeting;
- (3) agenda and relevant materials required for discussion in the meeting; and
- (4) contact person of the meeting and the contact methods.

Chapter 5 Proceedings and Minutes

Article 15 Meetings of the Strategic and Investment Committee shall be held by three-quarters or more of the members attending the meeting in person.

Article 16 Members of the Strategic and Investment Committee shall attend the meeting in person. If members of the Strategy and Investment Committee are unable to attend a meeting for any reason, they may authorise other members in writing to attend on their behalf and exercise their voting rights (if necessary). Members who are absent from the meeting for two consecutive times are considered to be unable to perform their duties properly and the board of directors may remove them as members of the Strategic and Investment Committee.

Article 17 The convener may, when necessary, invite other directors, senior management and other members of management of the Company to sit in on the meeting and summon other personnel of the Company or professionals from the Company's engaged intermediaries relating to the resolutions to attend the meeting to give briefing or express opinions.

Article 18 When the meeting commences, the person presiding over the meeting or any other attendee appointed by him/her shall give an introduction and explanation of items to be considered. Members attending the meeting shall express their opinions on the items for consideration. If a member has an interest on an item for consideration, such member shall declare his/her interests upon commencement of the meeting and shall abstain from the meeting when other members express their opinions on the

item concerned.

If voting is required on matters or proposals under consideration at a meeting, each member of the Strategic and Investment Committee has one voting right, and voting shall be conducted by a show of hands or written ballot.

Article 19 The Strategic and Investment Committee shall maintain written records of meeting which shall at least include the following items:

- (1) date and venue of the meeting, and the names of the convener and the person presiding over the meeting;
- (2) name of members attending the meeting in person, which should be specially noted if by proxy;
- (3) agenda of the meeting;
- (4) key comments of members;
- (5) concluding observations on each item considered; and
- (6) other matters that shall be explained and stated in the minutes.

Members of the Strategic and Investment Committee attending the meeting and the recorder of minutes shall sign on the minutes. Members attending the meeting have the right to request for a descriptive record of their comments made at the meeting in the minutes.

Article 20 If meetings are held in the form of communications over written resolutions, members shall express their opinions toward resolutions for consideration in writing and shall deliver their signed written opinions to the Company by mail within the period specified in the notice of meeting.

If the number of members expressing their opinions in writing reaches the number provided in Article 15 of these Rules of Procedures, such meeting shall be considered to have legally convened.

The secretary to the board of directors shall prepare the minutes of meeting based upon the written opinions of members which shall be attached to the minutes and the convener shall sign on the minutes.

Article 21 The minutes, being files of the Company, shall be maintained by the secretary to the

board of directors. The minutes shall be kept for the same duration as the minutes of the board of directors' meetings during the period of existence of the Company.

- Article 22 The person presiding over the meeting shall forthwith submit the minutes and relevant resolutions to the board of directors upon conclusion of the meeting.

Chapter 6 Supplementary Provisions

- Article 23 Unless otherwise specified, the terms "at least" and "more than" in these Rules of Procedures include the number itself, while "over" and "other than" do not include the number itself.
- Article 24 These Rules of Procedures and amendments thereto shall be implemented from the date of approval by the board of directors.
- Article 25 The right to interpretation of these Rules of Procedures shall be vested in the board of directors.
- Article 26 Where there are items that have not been mentioned in these Rules of Procedures, the provisions of relevant applicable laws, regulations, regulatory documents and the Articles of Association shall prevail. Where these Rules of Procedures contravene the applicable laws, regulations, regulatory documents that are promulgated or the Articles of Association amended after these Rules of Procedures have come into effect, the laws, regulations, regulatory documents that are newly promulgated or Articles of Association amended shall prevail and these Rules of Procedures shall be amended by the board of directors in a timely manner.

Revised at the third meeting of the Board of Directors on 18 August 2025