

***Important Note: In case of any discrepancies or inconsistencies between the Chinese and English versions, the Chinese version shall always prevail.***

# **Implementation Rules for the Strategic and ESG Committee of Bluestar Adisseo Company (2026 Revision)**

## **Part I General Provision**

Article 1 In accordance with the Company Law of the People's Republic of China, the Rules for Governance of Listed Companies, Administrative Measures for Independent Directors of Listed Companies as well as the Articles of Association of Bluestar Adisseo Company, Bluestar Adisseo Company (hereinafter referred to as "the Company") hereby set up the Strategic and ESG Committee under the Board of Directors and its bylaw. The purpose of this bylaw is to align with our strategic priorities, boost core competitiveness, define our development path, improve decision-making and investment approval process, maximize investment return, promote corporate governance, enhance the ESG (environmental, social and corporate governance) management operation level of the Company and its subsidiaries and promote standardized operation and high-quality sustainable development of the Company.

Article 2 The Strategic and ESG Committee is a special body established by the Board of Directors. Its major mandate is to evaluate the Company's development strategies, major investment decisions as well as ESG-related strategies, policies and working mechanisms and make recommendations.

## **Part II Members**

Article 3 The Strategic and ESG Committee shall consist of more than three directors, at least one of whom shall be independent director(s).

Article 4 Member of the Strategic and ESG Committee shall be nominated by Chairman of Board, more than half of independent directors or over one third of all directors and shall be elected by the Board of Directors.

Article 5 The Strategic and ESG Committee shall have one committee chairman. Chairman of the Board shall assume this position and be in charge of the committee.

Article 6 The term of the Strategic and ESG Committee shall be the same as that of the Board of Directors. The members may be re-appointed in case of being re-elected upon expiration of their term. If during the term, a member is no longer a Director of the Company, or any member who should have the

status of director (including independent director) loses the qualification as a member, the Board of Directors shall supplement the number of members according to the Article 3-5.

**Article 7** A taskforce shall be set up under the Strategic and ESG Committee. This taskforce shall be led by the Company's Deputy General Manager in charge of the strategy and ESG work. Members of the taskforce shall be picked on an ad-hoc, project-oriented basis, and they shall be in charge of data collection, evaluation & research, project feasibility study, financing plan and other day-to-day tasks within the scope of the committee's responsibilities.

### **Part III Mandates**

**Article 8** Major responsibilities and authority of the Strategic and ESG Committee shall consist of the following:

- I. Company Strategy related Matters
  - A. Evaluate and make recommendations on the Company's long-term development strategies and plans;
  - B. Review the annual budget of the Company, and submit to the Board of Directors for review if it involves the business plan;
  - C. Evaluate and make recommendations on major investment and financing proposals which must be approved by the Board of Directors pursuant to the Articles of Associations;
  - D. Evaluate and make recommendations on major capital operations, asset management projects which must be approved by the Board of Directors pursuant to the Articles of Associations;
  - E. Evaluate and make recommendations on other major matters that may affect that Company's development;
  - F. Implement and review actions plans which are relevant to the above-mentioned matters;
  - G. Other tasks authorized by the Board of Directors.
- II. ESG-related Matters
  - A. Evaluate and make recommendations on the Company's ESG development strategic planning, ESG work system and ESG performance appraisal mechanism;
  - B. Review the Company's ESG development policy, objectives and measures, supervise the implementation and work progress of the company's ESG strategy, and regularly review the company's achievement of ESG goals;
  - C. Supervise the Company's ESG policies to ensure their compliance with applicable national policies, laws and regulations, international standards and mainstream ratings, etc;
  - D. Supervise the Company's commitments and performance in respect of ESG-related key topics, such as adaptation to climate change, safeguarding of health, safety and environment protection and fulfillment of social and governance responsibilities;
  - E. Follow up and timely respond to the recommendations, feedback and reports of external agencies such as regulatory authorities and third-party ratings on the Company's ESG management, policies and practices;

F. Review the Company's annual Environmental, Social and Governance Report and submit to the board of directors for review and approval, and simultaneously submitting other ESG related information (if any) to the board of directors, ensuring the accuracy and completeness of the disclosed ESG information and ensuring that the stakeholders can obtain timely and transparent ESG information; any part of the ESG report that is subject to audit by a third party shall be reviewed by the Audit, Risk and Compliance Committee and then submitted to the board of directors for review and approval.

The section "sustainable development and corporate governance" in the annual report of the Company may be cross-referenced to the ESG report, be prepared within four months after the end of each accounting year and be disclosed no earlier than the annual report upon deliberation and adoption by the board of directors.

G. Deliberate other ESG-related major topics to and make recommendations to the Board as necessary.

Article 9 The Strategic and ESG Committee shall report to the Board of Directors.

#### **Part IV Decision-making Process**

Article 10 Taskforce of the Strategic and ESG Committee shall be in charge of collecting and presenting data necessary for decision-making, which may include the following:

- A. Proposals on major investment, financing, capital operation, asset management project proposals, preliminary feasibility studies, overview of (potential) partners, ESG development situation, subject of report, function of report, standard research, industry standard setting, investigation interview etc., which are presented by heads of LoBs;
- B. The taskforce shall preliminarily review these projects, issue the project proposal or ESG report preliminary review opinions, and report to the Strategic and ESG Committee for the record;
- C. LoBs shall negotiate on agreements, contracts, charters, and submit feasibility studies to the taskforce;
- D. The taskforce shall evaluate, sign and approve in writing, while submit a formal report to the Strategic and ESG Committee.

Article 11 The Strategic and ESG Committee shall convene a session to deliberate on the proposal submitted by the taskforce, and submit the result to the Board of Directors.

#### **Part V Deliberation Procedure**

Article 12 The Strategic and ESG Committee shall consist of regular and interim meetings. Regular meetings shall be convened at least once per year. An interim meeting may be convened when deemed necessary by:

- A. More than half of the Strategic and ESG Committee Members;
- B. Chairman of the Committee; or
- C. Board of Directors of the Company.

Article 13 If the Strategic and ESG Committee convene a regular or interim meeting, it shall notify all its members of the meeting and provide relevant materials and information three days ahead. The meeting shall be presided over by the committee chairman; if the committee chairman cannot attend the meeting, he may entrust another member to preside over the meeting; if the committee chairman is unable to attend the meeting and does not entrust anyone to attend, more than half of members jointly elected one to preside over the meeting. In case of urgent situation that the interim meeting of the Strategic and ESG Committee shall be convened as soon as possible, the meeting notice may be sent via telephone or in other oral forms, but the convener shall explain at the meeting.

Article 14 The meeting of Strategic and ESG Committee shall not be convened until more than half of members are present; every member shall have one vote; the resolutions made at the meeting must be passed by more than 50% of all members.

Article 15 The Strategic and ESG Committee members can attend the meeting in person, also can trust other members of the committee to attend the meeting and exercise the voting rights. A committee member every time can only trust one member to exercise the voting rights. When a committee member trust other members of the committee to attend the meeting and exercise the voting rights, a power of attorney shall be submitted to the person who preside the meeting.

Article 16 If a Strategic and ESG Committee member does not attend the meeting in person, nor entrust other members of the committee to attend the meeting, the member shall be treated as not attend the meeting.

Article 17 Vote by raising hand or vote by ballot is adopted at the meeting of the Strategic and ESG Committee; vote by communication may be used at meetings.

Article 18 Members of the Committee's taskforce may attend meetings of the Strategic and ESG Committee and, if necessary, invite directors and senior executives to attend the meeting.

Article 19 If necessary, the Strategic and ESG Committee may engage professional service firms to offer advice and guidance on their decisions. Related expenses shall be paid by the Company.

Article 20 The procedures for the convening of the meetings of the Strategic and ESG Committee, the voting methods and the motions adopted by Committee meetings shall be governed by the relevant laws, regulations, Articles of Association and this bylaw.

Article 21 The meetings of the Strategy and ESG Committee shall be recorded and the members present shall sign the minutes of the meeting. Meeting minutes shall be kept by the Company's Board Secretary. Conference archives shall be kept for at least 10 years.

Article 22 The motion and the results of the votes considered at the meeting of the Strategic and ESG Committee shall be reported to the board of directors in writing.

Article 23 All persons present at the meetings of the Committee shall have confidentiality obligations in respect of the proceedings and agendas of the meeting and may not disclose the information without authorization.

## **Part VI Supplementary**

Article 24 This bylaw, including its amendments, shall be executed from the date of the Board's approval.

Article 25 This bylaw, including its amendments, shall be executed from the date of the Board's approval.

Article 26 Matters not mentioned herein shall be executed according to the regulations of national related laws, rules and the Articles of Association. If this bylaw conflicts with the laws and rules promulgated by the country in future or the Articles of Association amended according to lawful procedures, then national related laws, rules, and the Articles of Association shall prevail.

Article 27 The power of interpretation of this bylaw shall be vested in the Board of Directors.

Bluestar Adisseo Company

January 30, 2026