Important Note: The following is an English translation of the Chinese version of the Terms of Reference of the Strategy and ESG Committee of the Board of Directors of CRCC High-Tech Equipment Corporation Limited. In case of any discrepancies or inconsistencies between the Chinese version and the English version, the Chinese version shall always prevail.

CRCC High-Tech Equipment Corporation Limited (the "Company")
Terms of Reference of the Strategy and ESG Committee of the Board of Directors (the "Committee")

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to improve the decision-making procedures of the board of Directors of the Company (hereinafter referred to as the "Board"), and fully safeguard the legal interests of the Company and its shareholders, the Company has formulated these terms of reference in accordance with the PRC Company Law (中華人民共和國公司法), the Standards on Corporate Governance of Listed Companies (上市公司治理準則) issued by the China Securities Regulatory Commission, the Rules (hereinafter referred to as the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Stock Exchange"), the Articles of Association of the Company (hereinafter referred to as the "Articles") and other relevant rules.

Article 2 The Committee is established by the Board and shall report to the Board.

Article 3 The Committee shall be responsible for studying and making recommendations on the Company's strategic development plans, major investment decisions, ESG planning and decision-making.

CHAPTER 2 COMPOSITION AND ORGANIZATION OF THE COMMITTEE

Article 4 The Committee shall be composed of five Directors, including at least one independent non-executive Director, with the Chairman of the Board serving as the convenor.

Article 5 The powers and duties of the convener of the Committee are as follows:

(1) to be in charge of the work of the Committee;

(2) to convene and preside over meetings of the Committee;

(3) to supervise and review the execution of the resolutions at meetings of the Committee;

(4) to execute material documentation of the Committee;

(5) other powers and duties authorized by the Board.

Article 6 The terms of office of the members of the Committee shall be the same as that of their directorship. Members of the Committee may be re-elected or re-appointed at the expiry of their terms of office.

If any member ceases to be a Director of the Company before the expiry of his/her term of office, he/she shall be automatically disqualified from acting as a member of the Committee, and such vacancy shall be filled by the Board pursuant to Article 4 above.

Any change in the membership of the Committee which involves changes in the Board member shall be approved on a general meeting in accordance with the procedures as required in the Articles and announced in accordance with the regulatory requirements.

Article 7 A member of the Committee may concurrently serve as a member of other committees of the Board, provided that such member is capable of concurrently performing such duties.

Article 8 The working body of the Committee is the department responsible for strategic planning and major investment of the Company, which is responsible for such daily work as preparing meeting notice, meeting documents, conducting daily contacts with the convener of the Committee, preparing and reporting meeting minutes and meeting resolutions. The working body of the Board is responsible for the specific work including issuing meeting notices, keeping meeting minutes and meeting resolution, jointly preparing for and organizing meetings with the working body of the Committee. The Secretary of the Board is responsible for coordinating the work among the Committee, the working body of the Committee, and the working body of the Board and presenting at the meeting of the Committee.

CHAPTER 3 POWERS AND DUTIES OF THE COMMITTEE

Article 9 The main powers and duties of the Committee are as follows:

(1) timely assess the Company's development strategy, supervise the formulation and review of development strategies and medium– to long-term development plans of the Company, and provide recommendations;

(2) study and advise on major investment, financing and guarantee proposals that require approval by the Board;

(3) study and advise on major capital operations and asset management projects that require approval by the Board;

(4) study and advise on proposals involving the Company's reorganization, mergers and acquisitions, transfer of equity interests held by the Company, restructuring and organizational adjustments that require approval by the Board;

(5) study laws, regulations and policies in the ESG field, and advise on the Company's sustainable development and ESG management;

(6) identify and supervise ESG-related risks and opportunities that have significant impact on the Company's business, and supervise the formulation of strategic plans, systems and implementation rules for ESG management of the Company;

(7) other matters as required by laws, administrative regulations, the CSRC, the Listing Rules and the Articles;

(8) other powers and duties authorized by the Board.

Article 10 The Committee shall report to the Board. The motions raised by the Committee shall be submitted for the review and approval by the Board, unless otherwise authorized by the Board.

Article 11 The Company shall provide necessary funds and other resources to the Committee for performing its duties.

Article 12 The Committee shall make available these terms of reference, explaining its role and the authority delegated to it by the Board.

CHAPTER 4 MEETINGS OF THE COMMITTEE

Article 13 The Committee shall hold a meeting if proposed by two or more members of the Committee or the convener of the Committee.

Article 14 The meeting of the Committee shall be duly convened with all members being informed by telephone, mail or fax of the time and the place of the meeting, form of meeting, matters and issues to be considered, the convener and the chairman not less than three days prior to the meeting; and such information shall be sent to each member.

Article 15 A meeting of the Committee shall be presided over by the convener of the Committee or if he/she is unable to attend, another member of the Committee designated by him/her.

Article 16 A meeting of the Committee shall not be held unless attended by more than two-thirds of its members.

Members of the Committee shall attend the meeting in person or in a manner of teleconference or by aid of similar communication equipment. If the member is unable to attend the meeting for certain reason, he/she may authorize another committee member in writing to attend the meeting on his/her behalf. The power of attorney shall set forth the scope of authorization.

Article 17 If a meeting of the Committee is held, the Committee may invite the Company's other Directors and senior management to sit in on the meeting when necessary. If necessary, the Committee may also engage the intermediaries to provide individual opinions on its decision-makings, and shall sign a confidentiality agreement. All the reasonable expenses caused thereby shall be borne by the Company.

Article 18 Voting at the Committee's meetings shall be by a show of hands or poll and each member shall have one vote. The resolutions adopted at the meetings shall be effective only when being approved by more than half of all members.

Article 19 A meeting of the Committee may be held by way of written resolutions. Written resolutions shall be dispatched by facsimile, courier or by hand or otherwise to all members, and shall be returned in original copies to the Company for filing after deliberation by the members. A proposal signed by consenting members satisfying the threshold hereunder shall become an effective resolution of the Committee.

Article 20 The procedures for convening the meetings of the Committee, voting methods and resolutions passed at the meetings shall be in compliance with the provisions of relevant laws and regulations, the Articles and these terms of reference.

Article 21 Resolutions passed at the meeting of the Committee and any vote results shall be reported to the Board in writing.

Article 22 Members attending and sitting in on the meeting of the Committee shall undertake confidentiality obligations for all items discussed at the meeting and shall not disclose the relevant information.

Article 23 There shall be complete minutes of the meeting of the Committee. Members attending the meetings shall sign the minutes. The meeting minutes shall be kept by the working body of the Board and made available for inspection by Directors at any time.

Article 24 The first draft of the meeting minutes of the Committee shall be submitted to all members for review as soon as possible and members shall provide written amendment suggestions. The final draft of the meeting minutes shall be finished within a reasonable time after the meetings and shall be sent to all the members for record.

CHAPTER 5 THE SUPERVISION AND ASSESSMENT SYSTEM OVER THE COMMITTEE BY THE BOARD

Article 25 The Committee is supervised by the Board which assesses the work of Committee at the end of each year.

The criteria of assessment mainly include:

(1) whether the terms of reference of the Committee satisfy the requirements of the laws, regulations, the Articles and regulatory requirements;

(2) whether each member has the legal qualification, appropriate professional capabilities and experience for his/her office;

(3) whether each member fully understands and performs his/her duties.

Article 26 The Committee shall submit the annual work report to the Board within four months from the end of each accounting year.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 27 The Directors as referred in these terms of reference shall refer to all members of the Board; the members of senior management as referred herein shall refer to the general manager, assistant general manager, chief accountant, chief engineer, chief economist and Secretary of the Board as engaged by the Board.

Article 28 Any matters not covered by these terms of reference or in the event that these terms of reference are inconsistent with the national laws and regulations, the listing rules of the place where the shares of the Company are listed or the Articles as promulgated or amended after these terms of reference become effective, such laws, regulations, listing rules of the place where the shares of the Company are listed or the Articles formulated or revised through legal procedures shall prevail and these term of reference shall be amended forthwith and submitted to the Board for approval.

Article 29 These terms of reference shall become effective from the date of approval by the Board of the Company, and the same shall apply to any amendments thereto.

Article 30 The right of interpretation to these terms of reference shall be vested with the Board.