TERMS OF REFERENCE FOR THE STRATEGY AND DEVELOPMENT COMMITTEE UNDER THE BOARD OF DIRECTORS OF SINOPEC ENGINEERING (GROUP) CO., LTD.

(Approved by resolution at the tenth meeting of the fifth session of the board of directors of the Company in 2025)

1 General Provisions

1.1 These terms of reference (these "**Terms**") are formulated by SINOPEC Engineering (Group) Co., Ltd. (the "**Company**") for the strategy and development committee (the "**Committee**") under its board of directors in accordance with and by reference to the Articles of Association of SINOPEC Engineering (Group) Co., Ltd. (the "**Articles of Association**"), the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant regulations as well as taking into account the actual situation of the Company, in order to set down the composition, responsibilities and rules of procedure of the Committee.

1.2 The Committee is a committee specifically established by and is responsible to the board of directors.

2 Composition of the Committee

2.1 The Committee shall comprise of at least three directors and have one chairperson, and may have one vice chairperson, both shall be the Committee members designated by the board of directors.

The Committee shall establish an administrative office in the Corporate Reform and Legal Department of the Company, which shall be responsible for undertaking the daily business of the Committee.

2.2 Members of the Committee shall be nominated by the Chairman of the board of directors, a majority of the independent directors or one-third or more of the directors, and shall be appointed by the board of directors.

2.3 The term of office of a member of the Committee shall be the same as the term of office of his/her directorship. If a member ceases to be a director of the Company, such member shall automatically cease to be a member of the Committee. A member of the Committee may resign prior to the expiry of his/her term of office by submitting a written resignation report to the board of directors, which shall include a statement of the reason for such resignation and if necessary the matters that should be brought to the attention of the board of directors. If a member of the Committee is disqualified from acting or his/her resignation has been accepted, the Company shall fill in the vacancy by appointing a successor member in accordance with Articles 2.1 and 2.2 above.

3 Duties and Responsibilities of the Committee

3.1 The Committee shall perform the following duties and responsibilities:

(1) to consider and make recommendations on the Company's mid and long-term development strategies;

(2) to consider and make recommendations to the board of directors on significant investments, financing, capital operations, asset management and such other material matters which will affect the development of the Company and shall be subject to the approval by the meeting of the board of directors or the shareholders' meeting pursuant to the Articles of Associations or other applicable rules of the Company;

(3) to consider and make recommendations on other significant matters which will affect the development of the Company;

(4) to trace and examine the implementation of the above matters and to make adjustment recommendations in a timely manner; and

(5) to fulfill such other duties and responsibilities delegated by the board of directors.

The Committee's costs shall be covered by the budget of the Company. When performing its duties, the Committee may engage professional personnel at the reasonable cost of the Company.

The senior management and relevant departments of the Company shall actively provide such necessary information and documents as required by the Committee in a cooperative and supportive manner, and actively cooperate with the work of the Committee.

3.2 The chairperson of the Committee shall perform the following duties and responsibilities:

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

(2) to take charge of the daily business of the Committee;

(3) to review, determine and sign the reports and other important documents of the Committee;

(4) to examine the implementation of the advice and proposals of the Committee which have been approved by the board of directors;

(5) to report to the board of directors on behalf of the Committee;

(6) to fulfill such other duties and responsibilities as assigned to the chairperson of the Committee.

If the chairperson is unable to or fails to perform his/her duties, the vice chairperson shall perform his/her duties; if the vice chairperson is also unable to or fails to perform his/her duties, a member of the Committee elected by a majority of all members of the Committee shall perform his/her duties.

4 Working Practices, Meetings and Rules of Procedure of the Committee

4.1 The administrative office of the Committee shall be responsible for carrying out the preliminary analysis, assessment and preparation in relation to decision-making process of the Committee, and shall provide the Committee with relevant written materials in such aspects of the Company:

(1) conduct fundamental research and make preliminary recommendations on the Company's mid and long-term development strategies;

(2) collect information on intentions for significant investments and financing, capital operations, and asset management projects, as well as preliminary feasibility study reports and basic information of business partners, etc;

(3) draft and submit formal proposals to the Committee in respect of recommendations for investment, deal structure, risk control clauses and equity management measures;

(4) consider and make recommendations on other significant issues which will affect the development of the Company;

(5) fulfill such other duties and responsibilities delegated by the board of directors.

The Committee shall consider and make recommendations on significant matters which will affect the development of the Company based on information provided by the administrative office of the Committee.

4.2 Meetings and Rules of Procedure of the Committee

(1) The meetings of the Committee consist of regular meetings and extraordinary meetings. The Committee shall convene at least one regular meeting each year. An extraordinary meeting shall be convened when necessary upon the proposal of the chairperson of the Committee or a majority of all members of the Committee;

(2) The meetings of the Committee shall be convened, and the notice thereof shall be issued, by the chairperson. The notice of the meeting and meeting documents shall be delivered to all members of the Committee at least five to ten days before the date of the meeting. Subject to the consent of all members of the Committee, the foregoing requirement of notification period may be waived;

(3) The quorum of a meeting of the Committee requires the presence of a majority of all members of the Committee (including a proxy duly authorized in writing). Any resolution or advice of the Committee shall be subject to the approval by a majority of the members present at the meeting. All resolutions and advice of the Committee shall be signed by all of its members present at the meeting. Each member shall have one vote;

(4) If necessary, the Committee may invite non-member directors and relevant senior management to be present at meetings of the Committee as non-voting delegates.

4.3 The resolution or advice adopted at meetings of the Committee shall be reported to the board of directors.

4.4 The Committee shall keep minutes of its meetings, which shall be signed by the members of the Committee present at the meetings.

4.5 The administrative office of the Committee shall be responsible for preparing and keeping all meeting documents and information.

4.6 Members attending a meeting of the Committee shall keep confidential all the matters discussed at such meeting, and may not disclose such information without authorization.

5 Supplementary Provisions

5.1 These Terms shall be interpreted by the Committee.

5.2 In the event of any conflict between these Terms and the provisions of relevant regulatory rules adopted from time to time, the latter shall prevail.

5.3 Unless otherwise stated, the terms used in these Terms shall have the same meanings as those in the Articles of Association.

5.4 In the event of any discrepancy between the English and Chinese versions of these Terms, the Chinese version shall prevail.

5.5 The establishment and amendments of these Terms shall come into effect upon the approval of board of directors of the Company.