Implementation Rules and Regulations of Strategy Committee

(The Rules and Regulations were approved at the 12th meeting of the 4th session of the Board of Directors on 6 February 2004)

(1st Amended at the 12th meeting of the 9th session of the Board of Directors on 22 March 2019)

(2nd Amended at the 8th meeting of the 11th session of the Board of Directors on 29 October 2024)

(3rd Amended at the 18th meeting of the 11th session of the Board of Directors on 29 December 2025)

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to fulfill the strategic development needs of CSSC Offshore & Marine Engineering (Group) Company Limited (hereinafter referred to as the "Company"), enhance the Company's core competitiveness, determine the Company's development plan, improve the investment decision-making process, strengthen scientific decision-making, enhance the quality and effectiveness of major investment decision-making, and improve corporate governance structure of the Company, based on the actual condition of the Company, the Strategy Committee of the board of directors is established and these Implementation Rules and Regulations were formulated by the Company in accordance with the Company Law of the People's Republic of China, the Guidelines for the Governance of Listed Companies, the Articles of Association of CSSC Offshore & Marine Engineering (Group) Company Limited (the "Articles of Association") and other relevant requirements.

Article 2 The Strategy Committee of the board of directors of the Company is a body specially constituted under the board of directors pursuant to the resolution of the general meeting. It is mainly responsible for studying and giving advice on the Company's long-term development strategies and major investment decision-marking and accountable to the board of directors.

CHAPTER 2 MEMBERSHIP

Article 3 The Strategy Committee shall be composed of five to seven directors.

Article 4 The members of the Strategy Committee shall be nominated by the chairman of the board of directors or more than half of the independent directors or one-third of all directors, and be elected by the board of directors.

Article 5 The Strategy Committee shall have a chairman who must be the chairman of the board of directors of the Company.

Article 6 The term of office of a Strategy Committee member shall be consistent with his/her term as director. Upon the expiration of his/her term, a member may serve a consecutive term if re-elected. Where a member ceases to be a director of the Company during the term, his/her membership shall be terminated automatically and the replacement shall be appointed by the board of directors in accordance with Articles 3 to 5 above.

CHAPTER 3 POWERS AND DUTIES

Article 7 The principal powers and duties of the Strategy Committee shall include:

(1) studying and giving advice on the Company's long-term strategic development plans;

(2) studying and giving advice on major investment and financing proposals that are subject to the approval of the board of directors according to the Article of Association;

(3) studying and giving advice on major working capital and assets management projects that are subject to the approval of the board of directors according to the Article of Association;

(4) studying and giving advice on other major issues affecting the development of the Company;

(5) reviewing the implementation of the above items;

(6) other matters authorized by the board of directors.

Article 8 The Strategy Committee shall be accountable to the board of directors. The proposals of the committee shall be submitted to the board of directors for consideration and decision.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 9 Strategic proposals or investment proposals can be proposed by the directors, general manager and other senior management of the Company. The management of the Company shall be responsible for the preliminary preparation work for the decision-making of the Strategy Committee, and shall provide all information relating to decision-making matters. The decision-making procedures of the committee are as follows:

(1) The person-in-charge of the relevant functional departments of the Company or its holding (associated) companies shall report the particulars about major investment and financing, working capital, the intention of assets management projects, preliminary feasibility reports and basic information of the cooperating parties;

(2) The management of the Company shall carry out a preliminary review on the proposed investment projects, and the general manager of the Company shall sign and issue a written opinion on approval of the projects, which shall be filed to the Strategy Committee;

(3) The relevant functional departments of the Company or its holding (associated) companies shall discuss with the external parties on matters

(4) relating to agreements, contracts, constitutional documents and feasibility reports based on the preliminary review opinion of the management of the Company, and shall report the particulars discussed to the management of the Company;

(5) The management of the Company shall carry out evaluation, and the general

manager of the Company shall sign and issue a written opinion and shall submit a formal proposal to the Strategic Committee.

Article 10 On the basis of the proposal submitted by the management of the Company, the Strategy Committee shall convene a meeting to discuss the matters. The result of such discussion shall be proposed to the board of directors for consideration and fed back to the management of the Company at the same time.

CHAPTER 5 RULES OF PROCEEDINGS

Article 11 The Strategy Committee shall hold meetings at least once every year and a notice shall be given to all committee members seven days prior to any meeting. The meetings of the committee shall be chaired by the chairman of the committee. If the chairman is unable to attend the meeting, he or she shall appoint another committee member to chair the meeting.

Article 12 The meetings of the Strategy Committee shall be held only with the presence of two-thirds or more of its committee members. Each committee member shall be entitled to one vote. Any resolutions made at the meetings shall be considered valid only upon the approval by two-thirds or more of its committee members.

Article 13 At the meetings of the Strategy Committee, voting shall be made by a show of hands or by casting of vote. Meetings may take the form of telephone conference or be conducted through other similar communication devices and as long as the committee members participated can hear each other clearly and exchange their views, all the committee members participated shall be deemed to have attended such meetings in person.

Article 14 Directors, general manager and other senior management members of the Company may be invited to attend meetings as observers if necessary.

Article 15 If necessary, the Strategy Committee may appoint intermediaries to provide professional advice for its decision-making at the costs and expenses of the Company.

Article 16 The convening procedure and voting method of the meetings of the Strategy Committee and the resolutions passed at such meetings shall comply with the relevant laws, regulations, the Listing Rules, the Articles of Association of the Company and these Implementation Rules and Regulations.

Article 17 The Strategy Committee shall maintain minutes for its meetings. Committee members attending the meetings shall sign on the minutes of the meetings. The minutes of the meetings shall be kept by the secretary to the board of directors of the Company.

Article 18 Resolutions passed at and voting results of the meetings of the Strategy Committee shall be reported in writing to the board of directors of the Company.

Article 19 Committee members attending the meetings shall have an obligation to keep all matters considered at such meetings confidential, and shall not disclose the relevant information without authorization.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 20 Any matters not covered by these Implementation Rules and Regulations shall be implemented in accordance with the relevant provisions of the relevant laws and regulations of the People's Republic of China, the Articles of Association and the respective listing rules of the stock exchanges on which the shares of the Company are listed.

Article 21 Should these Implementation Rules and Regulations be in conflict with the relevant laws and regulations of the People's Republic of China, they shall be implemented in accordance with the relevant laws and regulations of the People's Republic of China.

Article 22 The board of directors shall be responsible for the interpretation and amendment to these Implementation Rules and Regulations after they come into effect upon the consideration and approval by the board of directors.

Note: *The English version is for reference only. Should there be any inconsistency or discrepancy between the English and the Chinese versions, the latter shall prevail.*