Implementation Rules and Regulations of Nomination 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 6th meeting of the 7th session of the Board of Directors on 29 March 2012)
(2nd Amended at the 4th meeting of the 11th session of the Board of Directors on 25 April 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 regulate the selection of the directors and senior management members of CSSC Offshore & Marine Engineering (Group) Company Limited (hereinafter referred to as the "Company"), optimize the composition of the members of the board of directors and improve the corporate governance structure, the Nomination Committee of the board 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 respective applicable rules of the stock exchanges on which the shares of the Company are listed (hereinafter referred to as the "Listing Rules"), the Guidelines for Self-Regulation of Companies Listed on the Shanghai Stock Exchange No. 1 – Regulation of Operation, the Articles of Association of CSSC Offshore & Marine Engineering (Group) Company Limited (the "Articles of Association") and other relevant regulations.

Article 2 The Nomination Committee of the board is a body specially constituted under the board, which is mainly responsible for formulation of the selection criteria and procedures for directors and senior management, and selecting and reviewing the candidates for directors and senior management and their qualifications.

CHAPTER 2 MEMBERSHIP

Article 3 The Nomination Committee shall be composed of three directors, two

of whom shall be independent non-executive directors, and at least one of whom shall be in different gender.

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

Article 5 The Committee shall have a chairman who must be an independent non-executive director and shall take charge of the Committee's work. The chairman shall be elected by the Committee from its members who are independent non-executive directors and shall become effective after the result is reported to, and approved by, the board.

Article 6 The term of office of a Committee member shall be consistent with his term as a director. Upon the expiration of his 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 membership shall be terminated automatically and the replacement shall be appointed by the board in accordance with Articles 3 to 5 above.

Article 7 The Company shall establish a working group for the Nomination Committee to undertake the daily work of the Nomination Committee, such as work liaison, meeting organization, material preparation and file management. When the Nomination Committee performs its duties, the Company's management and relevant departments shall cooperate in its work.

CHAPTER 3 POWERS AND DUTIES AND THEIR PERFORMANCE

Article 8 The principal powers and duties of the Nomination Committee shall include:

(1) based on the Company's operation, asset size and equity structure, to review the structure, scale, size and composition (including the skills, knowledge and experience) of the board at least annually, assist the board in maintaining a board skills matrix and make recommendations to the board on any proposed changes to the board to complement the Company's corporate strategy;

(2) to study and make recommendations to the board regarding the selection criteria and the selection procedures for directors and senior management;

(3) to review the qualifications of director and senior management candidates and make recommendations;

(4) to identify persons who are suitably qualified to be directors or senior management and to select and nominate such persons to be directors or senior management or to advise the board thereon;

(5) to make recommendations to the board on the appointment or

re-appointment of directors and senior management and succession plans for directors and senior management, in particular the chairman and the general manager;

(6) to assess the qualification of senior management members, and if identified unqualified, recommend the board on dismissal.

(7) to review the qualifications of independent director candidates and form clear review opinions; the Company shall disclose the review opinions before the shareholders' meeting to elect independent directors is held;

(8) to assess the independence of independent non-executive directors;

(9) to support the Company for regular evaluation of the board's performance;

(10) matters as prescribed by applicable laws, regulations, listing rules and other matters authorized by the board.

Article 9 The Nomination Committee shall, in performing its relevant duties, give due consideration to the diversity policy (including but not limited to gender, age, cultural and educational background or professional experience) of the board members and all employees (including senior management).

Article 10 The Nomination Committee shall be accountable to the board. The proposals of the Committee shall be submitted to the board for consideration and decision.

Article 11 The Committee shall determine the election criteria, selection procedures and term of office of the directors or senior management pursuant to relevant laws and regulations and the Articles of Association taking into account the actual situations of the Company. After the resolution is made, it shall be filed for record and reported to the board for approval and implementation.

Article 12 The selection procedures of directors and senior management:

(1) the Committee shall exchange opinions with the relevant divisions of the Company proactively to consider the Company's needs for new directors and senior management and produce relevant written materials;

(2) the Committee may conduct an extensive search for the candidates of directors and senior management within the Company and its holding companies (or companies in which the Company has shareholdings) as well as from the pool of talents available in the market;

(3) to obtain information regarding the occupation, educational background, job title, detailed working experience and all the part-time jobs of the proposed candidates and produce relevant written materials;

(4) to seek the opinion of the nominees. If the nominees refused to be nominated, he or she shall not be considered as candidate for director or senior management;

(5) to hold meeting of the Nomination Committee for the purposes of considering the qualifications of the proposed candidates based on the job qualifications required for directors and senior management;

(6) to submit to the board of directors proposals and related materials on the director and senior management candidates before the board meeting;

(7) to conduct other follow-up according to the decision and feedback of the board.

CHAPTER 4 RULES OF PROCEEDINGS

Article 13 A meeting of the Nomination Committee may be convened only upon the proposal of two or more members or when the chairman considers it necessary.

A meeting of the Nomination Committee can be held only if more than two-thirds of its members are present.

Article 14 The Nomination Committee meeting may be convened on-site, by means of telecommunication (including video, telephone, fax, e-mail, etc.), or by a combination of on-site and telecommunication.

Article 15 In principle, notice of the meeting of the Nomination Committee shall be issued three days before the meeting is held. If the situation is urgent and a meeting shall be convened as soon as possible, the aforesaid notification period requirement may be waived with the unanimous consent of all members. The notice of meeting shall be attached with the completed contents of proposed resolution(s).

Article 16 Members shall, in principle, attend the meeting in person. If they are unable to attend the meeting in person for any reason, they shall review the meeting materials in advance, form a clear opinion, and entrust other members in writing to attend the meeting on their behalf. Each member shall be entitled to one vote.

Article 17 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 may appoint another member who is an independent non-executive director to chair the meeting.

Article 18 The resolutions made at the meetings must be approved by two or more members.

Article 19 Directors and other senior management members of the Company may be invited to attend meetings as observers if necessary.

Article 20 The Company shall provide the Committee with sufficient resources to perform its duties. If necessary, the Nomination Committee may appoint intermediaries to provide independent professional advice for its decision-making at the costs and expenses of the Company.

Article 21 The convening procedure and voting method of the meetings of the

Nomination 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 22 Minutes of meetings of the Nomination Committee shall be taken which shall be true, accurate and complete, and fully reflect the opinions of the participants on the matters under consideration. The members present at the meeting shall sign on the minutes of the meeting.

Article 23 Resolutions passed by and voting results of the meetings of the Committee shall be reported to the board in writing.

Article 24 Members present at the meetings shall have an obligation to keep all matters discussed in such meetings confidential, and shall not disclose the relevant information without authorization.

Article 25 The meeting records of the Nomination Committee, including the notice and materials of the meeting, the letter of authorization for the members to attend on their behalf, the votes, the meeting resolutions signed and confirmed by the members present, minutes of the meeting, etc., shall be kept for at least ten years.

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Article 26 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 27 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 28 The board of directors shall be responsible for the interpretation of 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.*