SINOPEC KANTONS HOLDINGS LIMITED
（中石化冠德控股有限公司）*

(incorporated in Bermuda with limited liability)

(Stock Code: 934)

TERMS OF REFERENCE OF THE REMUNERATION COMMITTEE AMENDED AND ADOPTED BY THE BOARD OF DIRECTORS ON 16 MARCH 2026

The board of directors (the "**Board**") of Sinopec Kantons Holdings Limited (the "**Company**") established a committee of the Board known as the Remuneration Committee (the "**Remuneration Committee**"), a summary of its constitution and particular duties are set out below:

1. Membership

1.1 The Remuneration Committee shall be appointed by the Board.

1.2 The majority of Remuneration Committee members shall be independent non-executive Directors of the Company.

1.3 The Board shall appoint the chairman of the Remuneration Committee. The chairman must be an independent non-executive Director.

1.4 The term of each appointment to the Remuneration Committee shall be determined by the Board upon appointment.

2. Secretary

2.1 The Company Secretary shall be the secretary of the Remuneration Committee.

2.2 The Remuneration Committee may from time to time appoint another secretary with appropriate qualification and experience.

3. Meetings

3.1 At least one meeting will be held each year.

3.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be sent to each member of the Remuneration Committee, and to any other person required to attend in relation to all regular meetings of the Remuneration Committee, at least 14 days before the date of the meeting; and in relation to any adjourned meeting held within 14 days, no prior notice is required.

3.3 The quorum of Remuneration Committee meetings shall be two members, one of them should be an independent non-executive director.

3.4 Members of the Remuneration Committee may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).

3.5 Resolutions of the Remuneration Committee shall be passed with a majority of votes.

3.6 Resolutions signed by all members of the Remuneration Committee will be treated valid as if it is passed in the meeting held by the Remuneration Committee.

3.7 Minutes of the Remuneration Committee meetings shall be kept by the secretary of the Remuneration Committee and shall be available for inspection by any member of the Remuneration Committee and/or any Director of the Company at any reasonable time on reasonable notice. Draft and final versions of minutes of Remuneration Committee meetings shall be sent to all Remuneration Committee members for their comments and records respectively, in both cases within a reasonable time after the meeting. Once they are agreed, the secretary of the Remuneration Committee shall circulate the minutes and reports of the Remuneration Committee to all members of the Board.

4. Attendance of Meetings

4.1 Upon invitation by the Remuneration Committee, external consultant and other Board members may attend all or any of the meetings.

4.2 Only the Remuneration Committee members shall have the voting powers.

5. Annual General Meeting

The chairman of the Remuneration Committee shall endeavour to attend the annual general meeting of the Company and be prepared to respond to any shareholder questions on the Remuneration Committee's activities. If the chairman of the Remuneration Committee is unable to attend, a member of the Remuneration Committee (who must be an independent non-executive director) shall attend the annual general meeting of the Company. Such person shall be prepared to respond to any shareholder questions on the Remuneration Committee's activities.

6. Duties and Responsibilities

The duties and responsibilities of the Remuneration Committee shall be:

6.1 to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;

6.2 to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;

6.3 to review and to make recommendations to the Board on the remuneration packages of all individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

6.4 to make recommendations to the Board on the remuneration of non-executive Directors;

6.5 to consider factors such as salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;

6.6 to review and approve the compensation payable to executive Directors and senior management for any loss or termination of their office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

6.7 to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;

6.8 to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration; and

6.9 to review and/or approve matters relating to share schemes under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, if any.

7. Reporting Responsibilities

7.1 After each meeting, the Remuneration Committee shall report formally to the Board on all matters within its duties and responsibilities.

8. Authority

8.1 The Remuneration Committee shall consult the chairman and/or the chief executive of the Company about their proposals relating to the remuneration of other executive directors.

8.2 The Remuneration Committee is authorized by the Board when necessary to seek any remuneration information it requires from senior management of the Company in order to discharge its duties.

8.3 The Remuneration Committee is authorized by the Board when necessary to obtain outside legal or other independent professional advice in connection with its duties at the Company's expense.

8.4 The Remuneration Committee shall have access to sufficient resources in order to discharge its duties.

* *For identification purpose*