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 ESG COMMITTEE ADOPTED BY THE BOARD OF DIRECTORS ON 16 MARCH 2026

The board (the "**Board**") of directors (the "**Directors**") of Sinopec Kantons Holdings Limited (the "**Company**", together with its subsidiaries, collectively the "**Group**") established a committee of the Board known as the Environmental, Social and Governance Committee (the "**ESG Committee**"), a summary of its purpose, constitution and particular duties are set out below:

1. Purpose

The primary objective of the ESG Committee is to assist the Board in formulating and reviewing the environmental, social and corporate governance policies and practices applicable to the Company and making recommendations to the Board. The Board has overall responsibility for the Group's ESG strategy and reporting, and the ESG Committee shall assist the Board in discharging such responsibility.

2. Composition

2.1 The ESG Committee shall be appointed by the Board.

2.2 The ESG Committee should comprise a minimum of three members (the "**Member(s)**"), the majority of members of the ESG Committee should be independent non-executive Directors.

2.3 The ESG Committee may delegate certain responsibilities to the Company's ESG Working Group, which carries out its day-to-day work under the leadership of the chairman of the ESG Committee.

3. Secretary

3.1 The Board Secretary of the Company shall be the secretary of the ESG Committee.

3.2 The ESG Committee may from time to time appoint another secretary with appropriate qualification and experience.

4. Meetings

4.1 The ESG Committee shall meet at least once a year and additionally as required.

4.2 The quorum of the ESG Committee shall be any two Members.

4.3 Resolutions of the ESG Committee at any meetings shall be passed by a majority of votes of the Members present.

4.4 A resolution in writing signed by all the Members of the ESG Committee shall be as valid and effectual as if it had been passed at a meeting of the ESG Committee duly convened and held.

4.5 Unless otherwise agreed, notice of each meeting confirming the venue, time and date shall be sent to each member of the ESG Committee, and to any other person required to attend in relation to all regular meetings of the ESG 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.

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

5. Attendance of Meetings

5.1 Other members of the Board, apart from the ESG Committee Members, have the right to attend any ESG Committee meetings, though they shall not be counted in the quorum.

5.2 The ESG Committee Members may join the meetings in person or through telephone/video conference.

5.3 Only the ESG Committee Members shall have the voting powers.

5.4 External advisers and other persons may be invited to attend all or part of any meetings.

6. Duties and Responsibilities of the ESG Committee

The ESG Committee shall have the following duties and responsibilities:

6.1 to provide guidance on and formulate the vision, goals, strategies and structure of the Company in relation to environmental, social and governance to ensure that they are in line with the needs of the Company and comply with applicable laws, regulations, regulatory requirements.

6.2 to monitor the development and implementation of the Company's environmental, social and governance vision, strategies and structure.

6.3 to oversee over the commitments and performance of the Company in response to key issues such as climate change, safeguarding occupational health and safety, protecting labour rights and advancing clean and green development, and provide advice to the Board.

6.4 to pay attention to the important information of the ESG development matters related to the business of the Company, study the ESG development-relevant matters of the Company, and provide advice to the Board.

6.5 to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board.

6.6 to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements.

6.7 to review the Company's compliance with the corporate governance code of Appendix C1 under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and its disclosure in the Corporate Governance Report.

6.8 to review the Company's compliance with the Environmental, Social and Governance Reporting Code set out in Appendix C2 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and its disclosure in the annual Environmental, Social and Governance Report, and to advise the Board on the related disclosures as required under Appendix C2.

6.9 to consider other topics, as defined by the Board, to perform such further functions related or incidental to the foregoing which the ESG Committee deems appropriate.

7. Duties and Responsibilities of the Chairman of the ESG Committee

The chairman of the ESG Committee shall discharge the following duties and responsibilities:

7.1 to convene and preside over the meetings of the ESG Committee.

7.2 to preside over the day-to-day work of the ESG Committee.

7.3 to review, determine and execute the reports of the ESG Committee and other important documents.

7.4 to review the decisions of the ESG Committee and the implementation of the advice.

7.5 to report, or designate a member to report, the work of the ESG Committee to the Board.

If the chairman of the ESG Committee is unable or fails to perform his duties, the members of the ESG Committee shall elect one of their number to act in his place and discharge his duties.

8. Reporting Responsibilities

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

9. Authority

9.1 The ESG Committee is authorized by the Board (when necessary) to seek any information it requires from any employee of the Group, and all employees are directed to co-operate with request made by the ESG Committee.

9.2 The ESG Committee is authorized by the Board (when necessary) to obtain independent professional advice in connection with its duties at the Company's expense.

9.3 The ESG Committee shall have access to sufficient resources in order to discharge its duties.

* *For identification purposes only*