



HUAQIN CO., LTD.
華勤技術股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 3296)

**Terms of Reference of the Strategy and Sustainable
Development Committee of the Board of Directors**

Chapter 1 General Provisions

Article 1 In order to respond to needs of strategic development of Huaqin Co., Ltd. (hereinafter referred to as the “**Company**”), improve the management capability in respect of environmental, social and governance (ESG), enhance the core competitiveness and sustainability, determine the development plan, improve the investment decision-making process, strengthen the scientific decision-making process, enhance the effectiveness and quality of major investment decisions, and build a sound corporate governance structure, the Company has established a strategy and sustainable development committee (hereinafter referred to as the “**Strategy and Sustainable Development Committee**”) of the board of directors (hereinafter referred to as the “**Board**”) and formulated these Terms of Reference pursuant to the Company Law of the People’s Republic of China, the Administrative Measures for Independent Directors of Listed Companies, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Listing Rules**”), the Articles of Association of Huaqin Co., Ltd. (hereinafter referred to as the “Articles of Association”) and other relevant regulations.

Article 2 The Strategy and Sustainable Development Committee of the Board is a dedicated working body set up by the Board in accordance with a resolution of the shareholders’ general meeting, which is primarily responsible for conducting research and making recommendations on the long-term development strategies, major investment decisions, sustainable development and ESG-related issues of the Company.

Chapter 2 Composition

Article 3 The Strategy and Sustainable Development Committee shall consist of three directors, which shall include at least one independent director.

The term “independent director(s)” in these Terms of Reference shall have the same meaning as “independent non-executive director(s)” in the Hong Kong Listing Rules.

Article 4 The members of the Strategy and Sustainable Development Committee shall be nominated by the chairperson of the Board, at least half of the independent directors or one-third of all the directors, and shall be elected by the Board.

Article 5 The Strategy and Sustainable Development Committee shall have one chairperson (convener), and be responsible for presiding over the work of the Strategy and Sustainable Development Committee. The chairperson shall be appointed by the Board from the members of the committee.

Article 6 The term of office of the members of the Strategy and Sustainable Development Committee shall be the same as that of the directors of the Board. Each member shall be eligible for re-election upon the expiry of his/her term of office. If any member ceases to be a director of the Company during his/her term of office, he/she shall automatically lose his/her qualification as a member of the Strategy and Sustainable Development Committee, and the vacancy in the Strategy and Sustainable Development Committee shall be filled by the committee in accordance with the abovementioned provisions.

Article 7 The Strategy and Sustainable Development Committee shall set up an working group.

Chapter 3 Duties and Authorities

Article 8 The main duties and authorities of the Strategy and Sustainable Development Committee are as follows:

- (I) to conduct research and provide recommendations on the Company's long-term development strategies and major investment decisions;
- (II) to conduct research and provide recommendations on the major investments and financing plans which require the approval of the Board in accordance with the requirements of the Articles of Association;
- (III) to conduct research and provide recommendations on the major capital operation and asset management projects which require the approval of the Board in accordance with the requirements of the Articles of Association;
- (IV) to conduct research and provide recommendations on the Company's sustainable development strategic goals and environmental, social and governance (ESG) issues, and guide the execution and implementation of the Company's sustainable development;
- (V) to conduct research, analysis and evaluation on the Company's ESG issues (such as climate change, environmental management, business ethics, etc.), regularly review the Company's ESG strategy, policies, risks, target performance, etc., and review the annual ESG report;
- (VI) to conduct research and provide recommendations on other major issues affecting the Company's development;
- (VII) to inspect the implementation of the above matters;
- (VIII) other matters as stipulated in laws, regulations and the Articles of Association, and authorized by the Board.

Article 9 The Strategy and Sustainable Development Committee is accountable to the Board, and its recommendations shall be submitted to the Board for consideration and decision.

Chapter 4 Decision-making Procedures

Article 10 The working group shall make preparations for the Strategy and Sustainable Development Committee's decision-making by providing the relevant information of the Company:

- (I) the Company's relevant departments or controlling (shareholding) enterprises shall provide the intention, preliminary feasibility reports on material investment and financing, capital operation and assets operation projects, and basic information about the partners, and materials related to the Company's sustainable development and environmental, social and corporate governance (ESG) issues, reports, etc.;
- (II) the working group shall conduct preliminary review and propose project approval opinions and submit the same to the Strategy and Sustainable Development Committee;
- (III) the Company's relevant departments or controlling (shareholding) enterprises shall negotiate with external parties regarding agreements, contracts, articles of association and feasibility reports and report the relevant situation to the working group;
- (IV) the working group shall communicate with relevant departments and holding companies of the Company to collect, organize and prepare ESG materials for the Company;
- (V) the working group shall organize evaluation and submit formal proposals to the Strategy and Sustainable Development Committee.

Article 11 The Strategy and Sustainable Development Committee shall convene a meeting for discussion according to the proposals of the working group and submit the discussion results to the Board.

Chapter 5 Rules of Procedure

Article 12 The Strategy and Sustainable Development Committee shall meet at least once every year and notice of the Strategy and Sustainable Development Committee shall be given to all members 3 days prior to the meetings. The meeting shall be presided over by the chairperson. If the chairperson is unable to attend the meeting, another committee member may be entrusted to preside over the meeting.

Article 13 The meeting of the Strategy and Sustainable Development Committee shall be held only with the presence of more than two-thirds of the members. Each member of the Committee has one vote; and resolutions of the Committee must be adopted by the affirmative votes of more than half of the Committee's members.

Article 14 The voting may be made by a show of hands or by poll at the meetings of the Strategy and Sustainable Development Committee. An extraordinary meeting may be convened by means of voting by correspondence.

Article 15 Where the Strategy and Sustainable Development Committee convenes a meeting and deems necessary, it may invite the directors and senior management of the Company to attend its meetings.

Article 16 The Strategy and Sustainable Development Committee may, if necessary, engage intermediaries to provide professional advice for its decisions at the cost of the Company.

Article 17 The convening procedures and voting methods of meetings of the Strategy and Sustainable Development Committee and the resolutions passed at the meetings shall meet the Articles of Association and the provisions of these Terms of Reference.

Article 18 The Strategy and Sustainable Development Committee shall maintain the minutes of meetings. All members attending the meetings shall sign on the minutes of meetings, which shall be kept by the secretary to the Board of the Company.

Article 19 The resolutions passed at a meeting of the Strategy and Sustainable Development Committee and the voting results thereof shall be submitted in writing to the Board of the Company.

Article 20 All members attending a meeting of the Strategy and Sustainable Development Committee are obligated to keep confidential the matters discussed thereat, and shall not disclose any relevant information without authorization.

Chapter 6 Supplementary Provisions

Article 21 These Terms of Reference shall be approved by a resolution of the Board and be implemented from the date on which H shares are issued by the Company and are listed on The Stock Exchange of Hong Kong Limited. Any amendment to these Terms of Reference shall also be approved by a resolution of the Board.

Article 22 Matters not covered by these Terms of Reference shall be implemented in accordance with the provisions of the relevant laws and regulations of the State, the regulatory rules of the place where the Company's shares are listed and the Articles of Association. If these Terms of References contravene any laws and regulations promulgated by the State, the regulatory rules of the place where the Company's shares are listed or the Articles of Association as amended through lawful procedures, the relevant laws and regulations of the State, the regulatory rules of the place where the Company's shares are listed and the Articles of Association shall prevail. These Terms of Reference shall be immediately amended accordingly and submitted to the Board for consideration and approval.

Article 23 These Terms of Reference shall be interpreted by the Board of the Company.

Huaqin Co., Ltd.

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