



CHINA ENERGINE INTERNATIONAL (HOLDINGS) LIMITED

中國航天萬源國際(集團)有限公司*

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 1185)

**TERMS OF REFERENCE OF
THE DEVELOPMENT AND INVESTMENT COMMITTEE**

1. Constitution

The Directors of the Company have established a Committee of the Board known as the Development and Investment Committee pursuant to Article 128 of the Articles of Association of the Company.

2. Membership

2.1 The Development and Investment Committee is composed of a minimum of three Directors, a majority of whom shall be Executive Directors.

2.2 Members of the Development and Investment Committee shall only be appointed and removed by the Board.

2.3 The Chairman of the Development and Investment Committee shall be appointed and removed by the Board.

3. Quorum

Unless otherwise agreed by all the members of the Development and Investment Committee, two members of the Development and Investment Committee shall be a quorum.

4. Frequency

The Development and Investment Committee is to meet as and when required.

5. Duties and powers

The Development and Investment Committee is established with the following duties and powers:

Make recommendations to the Board on the Group's development and investment plan and strategies.

** For identification purpose only*