

ENN ENERGY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

(adopted on 30 March 2012)

ENN ENERGY HOLDINGS LIMITED

Terms of Reference for the Nomination Committee

Formation

The Committee was formed pursuant to the board resolution of ENN Energy Holdings Limited (“the Company”).

Composition and Quorum

The Committee shall be appointed by the board of directors of the Company amongst the non-executive directors and executive directors of the Company. A majority of the Committee members should be independent non-executive directors.

The Chairman of the Committee shall be appointed by the board and shall be an independent non-executive director or the chairman of the board.

The Committee shall consist of not less than 3 members.

Quorum : 2

The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of Directors.

Authority

1. The Committee is authorised by the board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
2. The Committee is authorised by the board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

The duties of the Committee shall be:—

1. To review the structure, size and composition (including the skills, knowledge and experience) of the board at least annually and make recommendations on any proposed changes to the board to complement the Company’s corporate strategy.
2. To identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships.

ENN ENERGY HOLDINGS LIMITED

Terms of Reference for the Nomination Committee

3. To assess the independence of independent non-executive directors.
4. To make recommendations to the board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive.
5. To consider other topics as defined by the board.

Secretary of the Committee

The Company Secretary of the Company shall be the secretary of the Committee. The secretary of the Committee or in his absence, his representative or any one member, shall be the secretary of the meetings of the Committee.

Frequency and notice of meetings

Meetings shall be held not less than once a year. Notice of at least 3 days should be given to all members of the Committee. The Chairman of the Committee shall be chaired in the meeting.

Reporting procedures

The secretary or his representative shall circulate the minutes of meetings to all members of the Committee.

- End -