

ENN ENERGY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

ENN ENERGY HOLDINGS LIMITED

Terms of Reference for the Nomination Committee

Formation

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

Composition and Quorum

The Committee shall be appointed by the Board 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, including at least one director of a different gender.

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 Committee meetings and proceedings shall be 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 request any necessary information it requires from any employee, and all employees are directed to cooperate 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, assist the Board in maintaining a board skills matrix, 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 review the implementation and the effectiveness of the Board diversity policy and the gender diversity targets annually.
6. To review the implementation and the effectiveness of the independence mechanism annually.
7. To support the Company in the periodic assessment of the Board's performance.
8. To review regularly the assessment of each director's time commitment and contributions to the Board, as well as whether they have devoted sufficient time accordingly
9. To review and monitor the training programs and continuous professional development plans for directors.
10. To report its decisions or recommendations to the Board, except where restricted by legal or regulatory requirements.

Secretary of the Committee

The Company Secretary of the Company ("Company Secretary") shall be the secretary of the Committee. In the absence of the Company Secretary in any meeting of the Committee, the representative of the Company Secretary or any one member of the Committee shall be the secretary of the meeting of the Committee.

Frequency and notice of meetings

Meetings shall be held not less than once a year. Notice should be given to all Committee members at least 3 days prior to the meeting, with the meeting to be chaired by the Committee chairman.

Reporting procedures

The Company Secretary or the representative shall circulate the minutes of the Committee meetings to all members of the Committee.

- End -

Date of First Adoption: 30 March 2012
Date of Latest Revision: 25 February 2025