

China Everbright Environment Group Limited

(incorporated in Hong Kong with limited liability)

(Stock code: 257)

Terms of Reference of the Nomination Committee

(Updated on 5 December 2022)

China Everbright Environment Group Limited

Terms of Reference of the Nomination Committee

Formation

1. The Nomination Committee (the “Committee”) was formed on 1 April 2012 pursuant to the resolutions of the board (the “Board”) of directors (the “Director(s)”) of China Everbright Environment Group Limited (the “Company”) passed on 13 January 2012.

Objectives

2. The formation of the Committee is to enhance the corporate governance of the Company and further optimise the composition and structure of the Board. The Committee shall, having regard to the qualification and competence of the candidates, make recommendations to the Board on appointment, re-appointment or re-designation of the Directors, so as to ensure that all nominations are fair and transparent.

Members

3. The Committee shall comprise not less than three members, a majority of which shall be independent non-executive Directors.
4. The chairman and the members of the Committee shall be appointed by the Board.
5. The Committee shall have a chairman, who shall be either the Chairman of the Board or an independent non-executive Director.
6. The terms of office of the members of the Committee shall be consistent with the terms of office of the Directors. Any member who ceases to hold office as a Director during the terms of office will automatically be disqualified as a member of the Committee, and the Board shall appoint a replacement in accordance with Article 4 above (if necessary).

Frequency and proceedings of meetings

7. The Committee shall hold at least one meeting each year. The meeting shall be chaired by the chairman of the Committee. In the absence of the chairman of the Committee, the other members present shall elect one of them to chair the meeting.
8. The meetings and proceedings of the Committee are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of the Board.
9. Only members of the Committee have the right to attend the Committee meetings. However, any Director, executive or other person(s) may be invited to attend the meetings when the Committee considers that their attendance can assist it in discharging its duties.

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10. The quorum of meetings of the Committee shall be two members, either present in person or by telephone conference or by some other means the Committee thinks fit. Each member shall have one vote and the resolutions made by the meeting must be approved by more than half of all members who attend the meeting.

Duties

11. The duties of the Committee shall be :
- (a) 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 change to the Board to complement the Company's corporate strategy;
 - (b) to review and report the Board diversity to the Board;
 - (c) to review the implementation and effectiveness of the Company's Board Diversity Policy annually, and to make recommendations to the Board;
 - (d) to identify individuals suitably qualified to become Directors and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (e) to assess the independence of the independent non-executive Directors;
 - (f) to make recommendations to the Board on the appointment, re-appointment or re-designation of Directors and succession planning for Directors, in particular the Chairman of the Board and the Chief Executive Officer of the Company;
 - (g) to make recommendations to the Board on the appointment or re-appointment of the senior management;
 - (h) to make recommendations to the Board on the composition of the committees under the Board;
 - (i) to make recommendations to the Board on any matter relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the Company subject to the laws and his/her service contract;
 - (j) to ensure that on appointment to the Board, non-executive Directors including independent non-executive Directors receive a formal letter of appointment setting out clearly the terms of office and duties and powers, etc;

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- (k) to report to the Board on its decisions or recommendations made, unless there are legal or regulatory restrictions to do so; and
- (l) to consider other topics as defined by the Board.

Authority

- 12. The Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties; and
- 13. The Company should provide the Committee with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Secretary

- 14. The Company Secretary of the Company shall act as the secretary of the Committee.

Others

- 15. The chairman of the Committee or in his/her absence, another member of the Committee or failing this, his/her duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Committee's activities and its responsibilities.