

China Renewable Energy Investment Limited
(Incorporated in the Cayman Islands with limited liability)

NOMINATION COMMITTEE – TERMS OF REFERENCE

1. Objective

- 1.1 The Nomination Committee is to assist the Board of Directors (the “Board”) to make recommendations to the Board to ensure that all nominations are fair and transparent.

2. Membership

- 2.1 The Nomination Committee shall be appointed by the Board.
- 2.2 The majority of the members of the Nomination Committee (“Members”) shall be independent non-executive Directors (“INEDs”).
- 2.3 The Chairman of the Nomination Committee shall be determined in each meeting and must be an INED.

3. Secretary

- 3.1 The Company Secretary shall be the secretary of the Nomination Committee.
- 3.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

4. Meetings

- 4.1 The Nomination Committee shall meet at least once a year.
- 4.2 Notice of any meetings has to be given at least 14 days prior to any such meetings being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed a waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.
- 4.3 The quorum of the Nomination Committee shall be any two Members, of whom one has to be an INED.
- 4.4 Meetings could be held in person or via electronic means including by telephone, by video conference or by virtual meeting technology. Members may participate in a meeting by means of a conference telephone, a virtual meeting technology or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
- 4.5 Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.

- 4.6 Minutes shall be kept by Company Secretary. Draft and final versions of minutes shall be circulated to all Members for their comment and records respectively, within a reasonable period of time after a meeting is held. Such minutes shall be open for Directors' inspection.

5. Attendance at Meetings

- 5.1 At the invitation of the Nomination Committee, the Chairman of the Board and/or chief executive, external advisers and other persons may be invited to attend all or part of any meetings.

6. Annual General Meeting

- 6.1 The Chairman of the Nomination Committee or, in his/her absence, another Member (who must be an INED) of the Nomination Committee shall attend the Company's Annual General Meeting and be prepared to respond to shareholders' questions on the Nomination Committee's activities and their responsibilities.

7. Responsibility, Powers and Discretion

The Nomination Committee shall have the following responsibilities, powers and discretion:

- 7.1 to review and monitor the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional and industry experience, skills and knowledge, ethnicity, length of service and other qualities of directors) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 7.2 to identify individuals suitably qualified for appointment as additional Directors or to fill Board vacancies as and when they arise and select, or make recommendations to the Board on the selection of, individuals nominated for directorships;
- 7.3 to assess the independence of INEDs;
- 7.4 to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the chief executive;
- 7.5 to review the board diversity policy as appropriate and any measurable objectives for implementing such board diversity policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives and the appropriate disclosure on the diversity policy in the corporate governance report;
- 7.6 to review the nomination policy as appropriate and the appropriate disclosure on the nomination policy in the corporate governance report;
- 7.7 to report back to the Board on its decisions or recommendations (unless there are legal or regulatory restrictions on its ability to do so);

7.8 to assess the independence of INEDs where the Board proposed a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

- (a) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
- (b) if the proposed INED will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
- (c) the perspectives, skills and experience that the individual can bring to the Board; and
- (d) how the individual contributes to diversity of the Board;

7.9 to assess the independence of INEDs who have served more than nine years and where such director's further appointment should be subject to a separate resolution to be approved by shareholders of the Company. The papers to shareholders accompanying that resolution should state why the board (or the nomination committee) believes that the director is still independent and should be re-elected, including the factors considered, the process and the discussion of the board (or the nomination committee) in arriving at such determination. Where all INEDs has served more than nine years on the board, the Company should:

- (a) disclose the length of tenure of each existing INED on a named basis in the circular to shareholders and/or explanatory statement accompanying the notice of the annual general meeting; and
- (b) appoint a new INED on the board at the forthcoming annual general meeting;

7.10 to review the implementation and effectiveness of the Company's mechanism(s) to ensure independent views and input are available to the board; and

7.11 to consider and implement other matters, as defined or assigned by the Board or otherwise required by the Listing Rules from time to time.

8. Reporting Responsibilities

8.1 The Nomination Committee shall report to the Board on their decisions and recommendations.

9. Authority

9.1 The Nomination Committee shall be provided with sufficient resources to perform its duties.

9.2 The Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities where necessary. Arrangement to seek professional advice could be made through Company Secretary.

10. Publication of the Terms of Reference

10.1 The terms of reference will be posted on the websites of the Company and The Stock Exchange of Hong Kong Limited. A copy of the terms of reference will be made available to the Members without charge upon request.

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.

Adopted on 28 May 2008 and amended on 9 March 2012 and 29 March 2023.