



凯盛新能源股份有限公司

Triumph New Energy Company Limited

*(Formerly known as “LUOYANG GLASS COMPANY LIMITED 洛陽玻璃股份有限公司”
(a joint stock limited company incorporated in the People’s Republic of China with limited liability))*

(Stock code: 01108)

IMPLEMENTATION RULES FOR THE NOMINATION COMMITTEE UNDER THE BOARD OF DIRECTORS

(Revised on 29 April 2024, and considered and approved
at the 21st meeting of the tenth session of the Board of Directors)

CHAPTER 1 GENERAL RULES

Article 1 The Nomination Committee (“**Committee**”) under the Board of Directors and the Implementation Rules are established according to the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Code on Corporate Governance Practices of The Stock Exchange of Hong Kong Limited, the Articles of Association of Triumph New Energy Company Limited (the “**Articles of Association**”) and other relevant provisions for the purposes of standardizing election of the Company’s management, optimizing the Board of Directors’ composition and perfecting corporate governance structure.

Article 2 The Nomination Committee under the Board of Directors is a special working committee set by the Board of Directors to be responsible for studying and recommending on the candidates for the Company’s Directors and management, formulating the criteria and procedures for selecting such candidates.

CHAPTER 2 COMPOSITION

Article 3 The Nomination Committee shall be comprised of three Directors, and a majority of which shall be independent Directors.

Article 4 The members of Nomination Committee shall be nominated by chairman of the Board of Directors, a majority of the independent Directors or at least one third of the entire Board of Directors and then elected by the Board of Directors.

Article 5 The Nomination Committee is set with a chairman (i.e. the convener), which shall be taken up by an independent Director and preside over the Committee's work. The chairman shall be elected from the Committee's members and approved by the Board of Directors.

Article 6 The term of the Nomination Committee shall be consistent to that of the Board of Directors. Members of the Committee can be re-elected when their terms expire. If a member is no longer the Company's Director during the period, he/she will automatically lose the qualifications to be member of the Committee. In this circumstance, the Committee shall fill the vacancy according to preceding provisions of Articles 3 to 5.

CHAPTER 3 TERMS OF REFERENCE

Article 7 The key terms of reference of the Nomination Committee include, but not limited to, the following:

- (1) to make proposals to the Board of Directors in respect to the size and composition of the Board of Directors based on the Company's operation, assets scale and equity structure;
- (2) to study the criteria and procedures to select Directors and management personnel and make recommendations to the Board of Directors;
- (3) to review the structure, number and composition (including skills, knowledge and experience) of the Board of Directors on a yearly basis, and to make recommendations on any proposed change to the Board of Directors to complement the Company's development strategies or tactics;
- (4) to identify individuals with suitable qualification to become Directors and management and select or make recommendations to the board on the selection of individuals nominated for Directors and management;
- (5) to examine the qualifications of senior management candidates who shall be appointed by the Board of Directors and make recommendations in respect to such candidates;

- (6) to assess the independence of independent non-executive Directors;
- (7) to make recommendations to the Board of Directors in respect to the appointment or re-appointment of Directors and the succession planning for Directors (in particular, the chairman and the general manager); and
- (8) to deal with other matters as authorized by the Board of Directors.

Article 8 The Nomination Committee shall be accountable to the Board of Directors; and its proposals shall be submitted to the Board of Directors for consideration and decision. In the absence of sufficient grounds or solid evidence, the Board of Directors shall fully respect the proposals of the Nomination Committee, and shall not nominate alternative candidates for Directors and management.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 9 According to provisions of relevant laws and regulations and the Articles of Association and subject to the Company's actual situation, the Nomination Committee shall review criteria and procedures for selection and terms of office of the Company's Directors and management. Any resolution formed in this regard shall be submitted to the Board of Directors for consideration and approval, and shall be implemented accordingly.

Article 10 The procedures for the Nomination Committee to nominate candidates for Directors and management are as follows:

- (1) to actively communicate with relevant departments of the Company to study their demand for new Directors and management within the Company and to come up with written materials;
- (2) to extensively look for candidates for the Directors and management in the Company within the Company or holding companies or the recruitment market;
- (3) to collect information on the candidates, including their profession, education background, job title, detailed work experience and all the part-time positions, etc, and to come up with written materials;
- (4) to obtain consent of the proposed candidates for their nomination, otherwise the candidates shall not be nominated for Directors or management;

- (5) to convene a meeting of the Nomination Committee to examine qualifications of the preliminarily proposed candidates according to the job requirements for Directors and management;
- (6) to propose candidates for Directors and the new management and submit relevant materials to the Board of Directors one or two months prior to the election of the new Directors and appointment of the new management;
- (7) to conduct follow-up work according to the decisions and feedbacks of the Board of Directors.

CHAPTER 5 RULES OF PROCEDURES

Article 11 The Nomination Committee shall convene at least one meeting every year. The Committee shall give notice to all members of the Committee seven days before the date of meeting. The meeting shall be presided over by the chairman; if the chairman is not able to attend the meeting, he/she may appoint another member (independent Director) to preside over the meeting.

Article 12 The meeting of the Nomination Committee shall be held only with the presence of more than two-thirds of the entire body. Each member of the Committee shall have one vote. Resolutions of a meeting must only be adopted by the affirmative votes of more than half of the Committee's members.

Article 13 The Nomination Committee shall vote by a show of hands or by poll. In an interim meeting, however, the vote may be cast by correspondence.

Article 14 The Nomination Committee may invite Directors, supervisors and other senior management to observe its meeting when necessary.

Article 15 The Nomination Committee may seek professional opinions from intermediary agencies or professionals when necessary. The expenses so incurred shall be borne by the Company.

Article 16 The convening procedures and voting methods of and resolutions passed by the Nomination Committee's meeting shall comply with provisions of relevant laws and regulations, the Articles of Association and these Implementation Rules.

Article 17 The meeting of the Nomination Committee shall be kept. The draft and final minutes of the meeting shall be sent to all the members of the Committee within a reasonable period of time after the meeting. The draft minute shall be sent for the Committee's members to form opinions and the final one is for record purpose. The minute of such meeting shall be kept by secretary to the Board of Directors.

Article 18 Any resolutions passed and the results of poll taken at the meeting of the Nomination Committee shall be reported in writing to the Board of Directors.

Article 19 All members attending the meeting of the Nomination Committee shall be obliged to keep matters discussed at the meeting confidential and shall not disclose the relevant information.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 20 These Implementation Rules shall become effective from the date of consideration and approval by the Board of Directors.

Article 21 Matters not governed by these Implementation Rules shall be implemented in accordance with the provisions of relevant laws and regulations in China and the Articles of Association. Where there is a conflict between the Implementation Rules and future laws or regulations to be promulgated by China or the Articles of Association as amended in accordance with legitimate procedure, the laws and regulations so issued in China and the Articles of Association so amended as well as other relevant requirements shall prevail. In these circumstances, these Implementation Rules shall be amended accordingly and then submitted to the Board of Directors for consideration and approval in a timely manner.

Article 22 The right to interpret these Implementation Rules shall be vested in the Board of Directors.

These Rules have both Chinese and English versions, the English version is for reference only. Should there be any discrepancy between the two versions, the Chinese version shall always prevail.