



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 COMPLIANCE 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 In order to ensure the compliance of decision-making of the Company and enhance the level of corporate governance of the Company, the Company has specifically set up the Compliance Committee under the Board of Directors and formulated this Implementation Rules.

Article 2 The Compliance Committee under the Board of Directors is a special working committee established by the Board of Directors, which shall mainly ensure the compliance of the acts of the Company.

CHAPTER 2 COMPOSITION

Article 3 The Compliance Committee shall comprise two Directors and the secretary to the Board of Directors, and at least one of whom shall be an independent Director.

Article 4 The Compliance Committee’s members shall be nominated by chairman of the Board of Directors, more than half 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 Compliance Committee shall have a chairman (i.e. the convener), which shall be an independent Director among the members of the Committee and preside over the Committee’s work. The chairman shall be elected from the members of the Committee and be approved by the Board of Directors.

Article 6 The term of office of the Compliance Committee shall be consistent with that of the Board of Directors. Members of the Committee can be re-elected upon expiry of their terms. 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 and the vacancy shall be filled up by the Committee according to preceding provisions of Articles 3 to 5.

Article 7 The secretariat of the Board of Directors is the daily office of the Compliance Committee and is responsible for daily work liaison and meeting organisation.

CHAPTER 3 TERMS OF REFERENCE

Article 8 The Compliance Committee's primary terms of reference include the following:

- (1) to consider important and material transactions to be entered into by the Company and its subsidiaries;
- (2) to make recommendations to the Board of Directors on compliance;
- (3) to monitor the implementation of important and material transactions and continuing connected transactions to ensure that they are fulfilled or carried out in accordance with the requirements;
- (4) to make applicable recommendations to the Board of Directors corresponding to the updates and changes of the requirements under the laws, regulations and normative documents, etc., in Hong Kong and the Mainland China;
- (5) to urge, review and monitor the Directors, senior management and employees at all levels of the Company to participate in continuous compliance training and continuous professional development;
- (6) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board of Directors;
- (7) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (8) to develop, review and monitor the Company's code of conduct and compliance manual (if any) applicable to employees and Directors of the Company;
- (9) to review the Company's compliance with the Corporate Governance Code as set out in Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the disclosure in the Corporate Governance Report;

(10) other matters authorised by the Board of Directors.

Article 9 The Compliance Committee shall be accountable to the Board of Directors and its proposals shall be submitted to the Board of Directors for consideration and approval.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 10 The secretariat of the Board of Directors shall provide relevant information to the Compliance Committee:

- (1) details of transactions to be entered into and matters relating to the transactions;
- (2) details of continuing connected transactions;
- (3) updates required by the laws, regulations and normative documents, etc., in Hong Kong and the Mainland China;
- (4) compliance training programmes, training contents and training status for Directors, supervisors, senior management and employees at all levels of the Company; and
- (5) other relevant matters.

Article 11 The Compliance Committee focuses on considering and evaluating the following matters through meetings and other means of communication and exchanges, and forms resolutions or recommendations which shall be reported to the Board of Directors.

- (1) the compliance of the proposed transactions;
- (2) whether the continuing connected transactions exceed the caps under the contracts;
- (3) whether the compliance training is effective and meets regulatory requirements; and
- (4) other relevant matters.

CHAPTER 5 RULES OF PROCEDURES

Article 12 The Compliance Committee meets at least once a year and the notice of a meeting of the Compliance Committee shall be given to all members three days before the date of the meeting. The meeting shall be presided over by the chairman of the Committee; if the chairman is not able to attend the meeting, he/she may appoint another member (being a Director of the Company) to preside over the meeting.

Article 13 The meeting of the Compliance Committee shall be held only with the presence of more than two-thirds of the members. Each member of the Committee has one vote; and resolutions of the Committee must be adopted by the affirmative votes of more than half of the Committee's members.

Article 14 The meetings of the Compliance Committee shall be held in the form of on-site meeting or by means of telecommunication methods, and shall vote by a show of hands or by poll.

Article 15 The members of the secretariat of the Board of Directors may sit in the meeting of the Compliance Committee, the Company's Directors, supervisors and other senior management may also be invited to be in attendance at the meeting when necessary.

Article 16 The Compliance Committee may, for its decisions, seek professional advice from intermediary institutions when necessary, and the expenses so incurred will be borne by the Company.

Article 17 The convening procedures and voting methods of and resolutions passed by the Compliance Committee's meeting shall comply with provisions of relevant laws and regulations, and the Articles of Association of Triumph New Energy Company Limited (hereinafter referred to as the "**Articles of Association**").

Article 18 The Compliance Committee shall keep minutes of its meetings. Members present at the meetings shall sign on the minutes which shall be kept by the secretary to the Board of Directors of the Company.

Article 19 Any resolution passed or the results of a poll taken at a meeting of the Compliance Committee shall be reported in writing to the Board of Directors of the Company.

Article 20 All members attending the meeting of the Compliance Committee are obliged to keep matters discussed at the meeting confidential and shall not disclose them without permission.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Article 21 This Implementation Rules shall be effective on a trial basis from the date of consideration and approval by the Board of Directors.

Article 22 Matters not governed by this 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 this 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, this Implementation Rules shall be amended accordingly and then submitted to the Board of Directors for consideration and approval in a timely manner.

Article 23 The right to interpret this 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.