Hainan Drinda New Energy Technology Co., Ltd.
Terms of Reference of the Nomination Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 In order to regulate the appointment of directors and senior management, optimize the composition of the board of directors (the "Board") of Hainan Drinda New Energy Technology Co., Ltd. (the "Company"), and enhance its corporate governance structure, the Company has established a nomination committee (the "Nomination Committee") of the Board and formulated the Terms of Reference of the Nomination Committee of the Board of Hainan Drinda New Energy Technology Co., Ltd. (the "Terms of Reference") in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Measures for the Administration of Independent Directors of Listed Companies, the Securities Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), Appendix C1 to the Listing Rules (the "Corporate Governance Code"), the relevant regulatory rules of the securities regulatory authorities and stock exchanges in the places where the Company's shares are listed and other relevant laws and regulations, as well as the Articles of Association of Hainan Drinda New Energy Technology Co., Ltd. (the "Articles of Association").

Article 2 The Nomination Committee is a dedicated working body under the Board, which is primarily responsible for considering the selection of directors (including independent non-executive directors), general manager and senior management of the Company, the selection criteria and procedures thereof, as well as putting forward opinions and recommendations to the Board.

Article 3 The directors mentioned in the Terms of Reference refer to all directors elected at the shareholders' meeting, including independent non-executive directors. Senior management (the "seniors") shall mean the general manager, deputy general managers, Board secretary, chief financial officer appointed by the Board, as well as other senior management as stipulated in the laws and regulations, relevant regulatory rules of the securities regulatory authorities and stock exchanges in the places where the Company's shares are listed, as well as the Articles of Association.

Chapter 2 Composition

Article 4 The Nomination Committee shall consist of three or more directors, with a majority of independent non-executive directors, and at least one director of a different gender.

Article 5 The members of the Nomination Committee shall be nominated by the chairperson of the Board or jointly nominated by more than one-third of members of the Board, and shall be elected by the Board with the approval of more than half of all directors.

Article 6 The Nomination Committee shall have one convener/committee chairperson, who shall be the chairperson of the Board or an independent non-executive director and appointed and dismissed by the Board, and preside over the work of the Nomination Committee. In the event that the chairperson of the Nomination Committee is unable or does not perform his/her duties, an independent non-executive director jointly recommended by more than half of the members shall perform his/her duties on his/her behalf. Upon approval of the proposal for such election, the new appointed member shall commence his/her term of office immediately after the conclusion of the meeting of the Board.

Article 7 The term of office of the members of the Nomination Committee shall be consistent with that of the members of the Board. Each member shall be eligible for re-election upon the expiry of his/her term of office. During his/her term of office, if any member ceases to be a director of the Company, or any member with the capacity of an independent non-executive director ceases to have the independence as stated in the Company Law, the Articles of Association and the Listing Rules, his/her membership in the Nomination Committee shall lapse automatically. A member of the Nomination Committee may submit his/her resignation report in writing to the Board prior to the expiry of his/her term of office to resign from his/her position in the Nomination Committee. The resignation report shall contain such reasons for resignation and matters which require the attention of the Board of the Company as necessary. Upon the loss of qualification or permission to resign, the position(s) vacated by such member(s) shall be filled by the Board according to applicable laws, regulations, normative documents, and the provisions of Articles 4 to 6 above. The term of office for the member filling the vacancy shall expire upon the expiration of his/her term of office as a director or an independent non-executive director. A member of the Nomination Committee shall not, before the expiry of his/her term of office, be relieved of his/her duties without causes except for the situations that prevent such member from holding office as specified in the Company Law, the Articles of Association or the Listing Rules.

Chapter 3 Duties and Authorities

Article 8 The Nomination Committee of the Board of the Company is responsible for formulating the standards and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications for office, and making recommendations to the Board on the following matters:

(I) to consider and draw up the criteria and procedures for selecting directors and senior management and make recommendations thereon to the Board. Factors to be considered include but are not limited to cultural and educational background and work experience;

(II) to nominate or appointment and dismiss of directors and make nominations to the Board, to review and make recommendations on candidates for directors of the Company (in particular the chairperson of the Board);

(III) to appoint or dismiss senior management, to review and make recommendations on candidates for senior management of the Company (in particular the general manager);

(IV) to review the independence of independent non-executive directors;

(V) 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 changes to the Board to complement the Company's strategies; to assess the structure of the committees under the Board, recommend members to the relevant committees from among the directors, and submit to the Board for approval;

(VI) to establish reserve plans for directors and senior management, and to update and supplement the plans at any time;

(VII) to evaluate the director's work, and put forward opinions or suggestions on the replacement, re-appointment or succession of directors (including the chairperson and CEO) based on the evaluation results;

(VIII) to formulate, and, where appropriate, review and implement the Board diversity policy adopted by the Board from time to time, review the progress of achieving goals, and disclose the relevant reviewed policies or their summary in the Company's annual report;

(IX) other matters as prescribed by the laws, administrative regulations, the Listing Rules, the relevant regulatory rules of the securities regulatory authorities and stock exchanges in the places where the shares of the Company are listed, and the Articles of Association.

The Board shall record and disclose in its resolutions the opinion of the Nomination Committee and the specific reasons for not adopting or fully adopting the recommendations of the Nomination Committee.

Article 9 The Nomination Committee may exercise any authority conferred by the Board at such time as it considers necessary. Where necessary, the Nomination Committee may engage headhunting firms to assist in searching competent candidates for directors and senior management.

Article 10 The Nomination Committee shall be accountable to the Board. The recommendations made by the Committee shall be submitted to the Board for consideration and approval, among which, resolutions on the nomination of candidates for directors shall, upon approval by the Board, be submitted to the shareholders' meeting for consideration and approval prior to implementation.

Article 11 The Nomination Committee shall make available its Terms of Reference explaining its role and the authority delegated to it by the Board on the websites of The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") and the Company.

Article 12 Duties of convener/committee chairperson shall include the following:

(I) to convene and preside over the meetings of the Committee;

(II) to urge and check the Committee's work;

(III) to sign relevant documents of the Committee;

(IV) to report the Committee's work to the Board of the Company;

(V) to perform other duties and responsibilities as required or conferred by the laws, administrative regulations, the Listing Rules, the relevant regulatory rules of the securities regulatory authorities and stock exchanges in the places where the shares of the Company are listed, the Rules of Procedure and the Board.

Article 13 Rights and obligations of the members of the Committee shall include the following:

(I) to attend meetings of the Committee as scheduled, express opinions on matters for discussion at the meetings, and exercise voting rights;

(II) to suggest topics for discussion at the meetings of the Committee;

(III) to attend or sit-in the relevant meetings of the Company as audience and conduct investigation and research and obtain the required relevant information, such as reports, documents and materials, for the purpose of performing duties;

(IV) to fully understand the duties and responsibilities of the Committee and his/her own duties as a member of the Committee, familiarize with the operation and management conditions, business activities and development status of the Company relating to his/her duties, ensure his/her capabilities in performing their duties;

(V) to provide full assurance for the working time and efforts required to perform their duties and responsibilities;

(VI) to perform other duties and responsibilities as required or conferred by the laws, administrative regulations, the Listing Rules, the relevant regulatory rules of the securities regulatory authority and stock exchanges in the places where the shares of the Company are listed, the Rules of Procedure and the Board.

Chapter 4 Rules of Procedure

Article 14 The chairperson of the Nomination Committee or (if the chairperson is absent) another member of the Nomination Committee (who must be an independent non-executive director) shall attend the annual shareholders' meeting of the Company and respond to shareholders' questions on the activities and responsibilities of the Nomination Committee.

Article 15 Members of the Nomination Committee shall undertake the duties of loyalty and diligence towards the Company in accordance with laws, regulations, the Articles of Association and the Listing Rules. Proposals or recommendations raised at the Nomination Committee meeting must comply with the requirements of laws, regulations, the Articles of Association and the Listing Rules.

Article 16 The Nomination Committee shall study the qualifications for election of the Company's directors and seniors, the election procedures and the term of office and submit such information to the Board for consideration upon reaching a resolution under the Company's actual circumstances subject to laws, regulations, the Listing Rules and the Articles of Association. If the Board intends to propose a motion at the shareholders' meeting to elect a person as an independent non-executive director, the circular and/or explanatory letter to shareholders accompanying the notice of the shareholders' meeting shall specify the procedures of the selection, the reasons why the Board deems that the person should be elected and why the Board considers the person to be independent, and the reasons why the Board considers that such person can still devote sufficient time to fulfill the responsibilities of a director if the proposed independent non-executive director is to serve as a director of a fourth (or more) listed company; the perspectives, skills and experience that such person can bring to the Board; and how such person promotes diversity of the members of the Board.

Article 17 Meetings of the Nomination Committee may be convened whenever the chairperson of the Committee deems it necessary, upon the proposal of more than half of the members of the Committee or recommendation of the chairperson of the Board. The regular meetings shall be convened at least once a year.

Article 18 The Nomination Committee shall hold meetings on an irregular basis as proposed by the convener. The notice of meeting and materials for meeting shall be delivered to all members three days before the convening of the meeting. If all members unanimously agree, the requirement for advanced notice may be waived. The meeting shall be presided over by the convener. If the convener fails to attend the meeting, he/she may appoint an independent non-executive director to preside over the meeting.

Article 19 The quorum for meetings of the Nomination Committee shall be at least two thirds of the total members of the Committee, one of whom shall be an independent non-executive director. Members who cannot attend a meeting may authorize, in writing, other members to attend and vote on his/her behalf. The power of attorney, containing the name of the proxy, the matters delegated, the scope of authorization and the validity period of such authorization, and signed or stamped by the appointer, shall be submitted to the chairperson of the meeting no later than the time when voting takes place. If a member fails to attend the meetings of the Nomination Committee in person or by proxy, he/she shall be deemed as having abstained from voting at such meetings.

The resolutions made at the meetings shall be approved by a majority of all members; the voting at the meetings of the Nomination Committee shall be by a show of hands or by poll, and may be conducted by means of communications if necessary. Each member shall have one vote; where the respective votes for and against a resolution are equal in number, the chairperson of the Nomination Committee shall be entitled to have a casting vote.

Article 20 The meetings of the Nomination Committee may be convened by way of on-site meetings, teleconferences, video conferences, circulation of documents, facsimile, email and other appropriate means.

Article 21 The Nomination Committee may invite the directors, seniors and external advisors of the Company to attend meetings of the Nomination Committee when necessary. Persons attending the meetings may explain or illustrate the matters discussed at the meetings, but non-members of the Nomination Committee shall have no voting rights.

Article 22 The Company should provide the Nomination Committee with sufficient resources to perform its duties. The Nomination Committee may, if necessary, engage intermediary institutions to provide professional advice on its decisions. The reasonable expenses shall be borne by the Company.

Article 23 The convening procedures, voting method and approved proposals of the meetings of the Nomination Committee shall comply with the applicable laws and regulations, the relevant regulatory rules of the securities regulatory authorities and stock exchanges in the places where the Company's shares are listed, the Articles of Association, as well as the Terms of Reference.

Article 24 Minutes of meetings of the Nomination Committee shall be maintained, on which members present at the meeting shall sign. Members present at such meetings are entitled to require his/her speech at meetings to be explicitly recorded in minutes. Minutes of meetings of the Committee shall be kept by the Board secretary of the Company. Resolutions passed by the Nomination Committee meetings and the voting results shall be reported in writing to the Board.

Article 25 The Nomination Committee shall form a clear and definite conclusion on the resolutions under consideration, including: approval, rejection or consideration pending supplementary information. The resolutions and voting results passed at the meetings of the Nomination Committee shall be reported in writing to the Board of the Company for its consideration.

Article 26 Members attending a meeting and persons sitting in on a meeting shall keep all matters discussed at the meeting confidential, and shall not disclose any relevant information without authorization, unless otherwise stipulated under applicable laws, regulations and/or regulatory authorities.

Chapter 5 Avoidance System

Article 27 Where a member of the Nomination Committee himself/herself or his/her immediate relatives, or other enterprises controlled by the member and his/her immediate relatives are interested, directly or indirectly, in any issue discussed at the meetings, the member shall disclose as soon as possible the nature and extent of the interest to the Nomination Committee.

Article 28 In the event of any such circumstances as set forth above, the interested member shall give a detailed explanation of the relevant circumstances at the meetings of the Nomination Committee and clearly indicate that he/she will recuse himself/herself from voting. However, if the other members of the Nomination Committee unanimously agree after discussion that such interests will not have a significant impact on the matter to be voted on, the interested member may participate in the voting. In case the Board considers it inappropriate for the interested member to participate in the voting as mentioned in the preceding paragraph, it may revoke the voting results, and require the other uninterested members to vote on the relevant proposals again.

Article 29 The Nomination Committee shall consider and make a resolution on the proposal without counting interested members as a quorum. If the minimum quorum of the Nomination Committee is not present after the abstention by the interested member, all members (including the interested member) shall resolve on the procedural matters regarding submitting such proposals to the Board of the Company for the consideration, and the Board of the Company shall consider such proposals accordingly.

Article 30 The minutes and resolutions of the Nomination Committee meetings shall specify the fact that the interested members were not counted as a quorum and did not participate in the voting.

Chapter 6 Supplementary Provisions

Article 31 The Terms of Reference shall be interpreted by the Board.

Article 32 The Terms of Reference shall become effective and be implemented upon consideration and approval by the Board. The Company's original Terms of Reference of the Nomination Committee of the Board shall be automatically invalidated since the implementation date of the Terms of Reference.

Article 33 Any matters not covered by the Terms of Reference or in any event that the Terms of Reference contravene relevant laws and regulations, the Listing Rules, the relevant regulatory rules of the securities regulatory authorities and stock exchanges in the places where the Company's shares are listed, as well as the Articles of Association, the latter shall prevail. In case of any inconsistency between the Terms of Reference and any future laws, regulations, the Listing Rules, relevant regulatory rules of the securities regulatory authorities and stock exchanges in the places where the Company's shares are listed, as well as the Articles of Association, the latter shall prevail, and the Terms of Reference shall be amended accordingly as soon as practicable and submitted to the Board for consideration and approval.

Hainan Drinda New Energy Technology Co., Ltd.
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