PUXING ENERGY LIMITED
普星能量有限公司

(Incorporated in Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)
(the "Company")
(「公司」)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE ADOPTED BY THE BOARD ON 30 OCTOBER 2025
董事會於2025年10月30日採納的提名委員會職權範圍

1 Membership
成員

(a) The Nomination Committee (hereinafter referred to as the "Committee") shall be appointed by the board of directors ("Board") from amongst the directors of the Company and shall consist of not less than three members with at least one member of a different gender.

提名委員會(以下稱為「委員會」)須由董事會從公司的董事中委任,且委員會必須由不少於三名成員組成,而至少一名成員為不同性別。

A majority of the members of the Committee should be independent non-executive directors ("INEDs").

委員會的成員必須以公司的獨立非執行董事(「獨立非執行董事」)佔大多數。

The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") from time to time.

委員會的組成必須不時遵守香港聯合交易所有限公司證券上市規則(「上市規則」)的要求。

(b) The chairman of the Committee shall be the chairman of the Board ("Chairman") or an INED and a member of the Committee appointed by the Board.

委員會的主任委員必須是董事會董事長(「董事長」)或獨立非執行董事及由董事會委任的委員會成員擔任。

2 Attendance at Meetings
出席會議

(a) At all times the Chairman shall be notified of all meetings of the Committee and may be in attendance thereat, provided that he shall not be in attendance when his own nomination is being discussed.

在任何時候，董事長必須獲通知委員會的所有會議。除委員會會議在討論其本身的提名外，董事長可以出席委員會的所有會議。

(b) The quorum of a meeting of the Committee shall be at least two thirds of the total members of the Committee, one of whom must be an INED. In the event of an equality of votes, the chairman of the Committee shall be entitled to a second or casting vote.

委員會會議的法定人數不得少於委員會全體成員的三分之二，其中一人必須為獨立非執行董事。如票數均等，委員會的主任委員有權投第二票或決定票。

(c) The Chairman and/or the executive director shall be, where appropriate, invited by the Committee to attend the meetings.

在適當情況下，董事長及／或執行董事應獲邀請出席委員會的會議。

(d) The Committee may, if necessary, invite advisors to attend the meetings, including but not limited to external professional advisors or consultants to advise its members.

如需要，委員會可邀請諮詢人出席委員會的會議為其成員提供意見，當中包括但不限於外聘專業諮詢人或顧問。

(e) The secretary of the Company shall be the secretary of the Committee ("Secretary") who should attend all meetings of the Committee.

公司的秘書是委員會的秘書(「秘書」)，而他／她必須出席委員會的所有會議。

(f) Notice of Committee meetings shall be given to all members. Notice of Committee meeting shall be deemed to be duly given to a member if it is given to him personally, by word of mouth or given to him in writing sent to his last known address or any other address given by him to the Company or by electronic means by transmitting it to any electronic number or email address supplied by the member to the Company for this purpose.

委員會會議通知必須送達予所有委員會成員。在此目的下，無論面交該成員或以口述形式送達或以任何電子形式傳遞至任何由該成員提供予公司的電子號碼或電郵地址，該通知均被視為正式送達。

(g) Members of the Committee may participate in a meeting of the Committee by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

委員會成員可以透過電話會議或其它相似的通訊設備參加委員會會議，而透過該設備參與會議的所有人能夠聽見對方。根據本條款參加會議將構成以親身方式參加該會議。

(h) The Committee should keep the record of attendance of members, by name, at meetings held.

委員會應予保留具名列載各委員出席該等會議的紀錄。

3 Frequency of Meetings
會議的次數

Meetings shall be held not less than once a year. The chairman of the Committee or any two members of the Committee may request a meeting if they consider it necessary. Committee meetings shall be arranged by the Secretary upon instruction of the chairman of the Committee.

會議應每年召開不少於一次。如委員會的主任委員或任何兩名委員會成員認為有需要，可以要求召開會議。委員會會議須按委員會主任委員的指示，由秘書作出安排。

4 Committee's Resolutions
委員會的決議

(a) A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in the same form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic communications. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

委員會的所有成員簽署的書面決議，猶如該決議是於委員會會議上通過一樣，具有同等效力及作用。該決議可由多份相同格式的文件組成，而每份文件由一位或多位成員簽署。該決議可以以傳真或其他電子通訊方式簽署及傳閱。本條文不得損害上市規則任何有關董事會或委員會會議的舉行之規定。

(b) A member shall not vote in respect of any resolution concerning (i) his own appointment (including determining or varying its terms); and (ii) the termination of his own appointment, as the holder of any office with the Company or any other company in which the Company is interested.

如涉及(i)其自身的委任(包括決定及更改其條款)及(ii)免除其自身的委任有關公司或其他公司有權益的公司的任何職務，該委員會成員將不能投票。

5 Authorities
授權

(a) The Committee is authorised by the Board to review, assess and make recommendations upon, any issue within these terms of reference.

委員會已獲董事會授權對其職權範圍內的任何事宜作出檢討、評核及提出建議。

(b) The Committee is authorised by the Board, and at the reasonable expense of the Company, to obtain outside legal or other independent professional advice and to secure attendance of outsiders with the relevant experience and expertise if it considers this necessary to perform its responsibilities.

委員會已獲董事會授權，如委員會認為有需要，可由公司支付合理費用下，向外索取法律或其他獨立專業意見，及確保有關具經驗及專業的外聘人士出席會議以履行其職責。

(c) The Committee is to be provided with sufficient resources to perform its duties.

委員會應獲提供充足資源以履行其職責。

6 Duties
職責

The duties of the Committee shall include:

委員會的職責應包括：

(a) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in preparing the board skills matrix, and make recommendations on any proposed changes to the Board complement and the Company's corporate strategy;

至少每年檢討董事會的架構、人數及組成（包括技能、知識及經驗方面），協助董事會編製董事會技能表，並就任何為配合公司的企業策略而擬對董事會作出的變動提出建議；

(b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

物色具備合適資格可擔任董事的人士，並挑選提名有關人士出任董事或就此向董事會提供意見；

(c) assess the independence of independent non-executive directors annually with reference to the guidelines set out in Rule 3.13 of the Listing Rules;

參照上市規則第3.13條所列的指引，每年評核獨立非執行董事的獨立性；

An INED shall notify the Board immediately, if, as a result of a change in circumstances, he no longer meets the criteria for independence. The Committee shall review the change in circumstances and make its recommendation to the Board;

如在某些狀況改變後獨立非執行董事不再符合獨立的標準，該成員必需立刻通知董事會。委員會應評核該等狀況並向董事會提出建議；

Each INED shall provide an annual confirmation of his independence to the Company in accordance with the requirements of the Listing Rules to assistant the Committee to perform its annual assessment to the independence of INEDs;

每位獨立非執行董事每年均須根據上市規則要求向公司提供確認函確認其獨立性，以協助委員會對獨立非執行董事的獨立性進行年度評估。

(d) make recommendations to the Board on the appointment and re-appointment of directors and succession planning for directors, in particular the Chairman and chief executive, having regard to individual capacity, the director's contribution and performance (e.g. attendance, preparedness, participation, candour and any other salient factors);

在考慮各人能力、董事的貢獻及表現(如出席、準備、參與、誠實及其他顯著因素)後，就董事委任或重新委任以及董事(尤其是董事長及行政總裁)繼任計劃向董事會提出建議；

(e) supporting the Company's regular evaluation of the board's performance;

支援公司定期評估董事會表現；

(f) decide whether a director is able to and has adequately carried out his duties as a director of the Company in particular where the director concerned has multiple board representations. Where possible, the Committee shall formulate internal guidelines that can address the competing time commitments that are faced when directors serve on multiple boards;

決定董事是否有能力及能充份地執行其為公司董事的職務，特別於董事擔任多個董事會職務的情況下。在可能的情況下，委員會應制定關於應對董事擔任多個董事會職務的時間承諾的內部指引；

(g) decide on how the Board's performance may be evaluated and propose objective performance criteria. Such performance criteria, that allow comparison with its industry peers, should be approved by the Board and address how the Board has enhanced long term shareholders' value;

決定如何評核董事會的表現及提議表現評核準則。該等與同業作比較的評核準則應先獲得董事會批准及應說明其如何提升股東的長期利益；

(h) review the Board diversity policy, as appropriate, and the measurable objectives that the Board has set for implementing the Board diversity policy; to monitor the progress on achieving the objectives; and to make relevant disclosure in the corporate governance report of the Company; and

適時檢討董事會成員多元化政策及董事會為執行董事會多元化政策而制訂的可計量目標；監測實現目標的進展情況；並於《企業管治報告》內作出相關披露；及

(i) review the Company's policies on workforce diversity (including senior management) and their implementation, and make recommendations to the Board to enhance their effectiveness and foster a diverse and inclusive workplace environment.

適時檢討公司的員工多元化(包括高級管理層)政策及其實施情況，並向董事會提出建議以提高其有效性，創造多元共融的工作環境。

7 Reporting Procedures
報告程序

(a) The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting/written resolution of the Committee, the chairman of the Committee shall report the decisions and recommendations of the Committee to the Board.

委員會須向董事會定期匯報。在委員會會議／書面決議之後的下一個董事會會議上，委員會主任委員須向董事會匯報其決定及建議。

(b) Minutes of Committee meetings shall be sent to all members of the Committee within a reasonable time after the meeting.

委員會的會議記錄須在會議後一段合理時間內送交委員會全體成員。

8 Publication and Update of the Terms of Reference
職權範圍的發佈及更新

(a) These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and/or changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong.

當有需要時，本職權範圍應就狀況變化及／或法定要求(如：上市規則)改變而作出更新及修改。

(b) These terms of reference shall be made available to the public by including the information on The Stock Exchange of Hong Kong Limited's website and the Company's website.

本職權範圍的有關資料應登載於香港聯合交易所有限公司網站及公司網站上，以供公眾查閱。

The English text of this terms of reference will prevail over the Chinese text in case of any inconsistency.
若此職權範圍的中文與英文版本不一致，一切以英文版本為準。