亞洲能源物流
ASIAENERGY
Logistics

ASIA ENERGY LOGISTICS GROUP LIMITED
亞洲能源物流集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 351)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. CONSTITUTION

1.1 The Nomination Committee (the "**Committee**") is a committee of the board of directors (the "**Director**") (the "**Board**") of Asia Energy Logistics Group Limited (the "**Company**").

2. OBJECTIVE

2.1 To review and assess the structure, size and composition of the Board and to identify and make recommendation to the Board on the selection, appointment or re-appointment for directorship.

3. MEMBERSHIP

3.1 The Committee shall consist of not less than three Directors, a majority of Independent Non-Executive Directors and at least one Director of a different gender. The Chairman of the Committee shall be appointed by the Board and must be the chairman of the Board or an Independent Non-Executive Director.

3.2 Members of the Committee (the "**NC Member(s)**") may only be appointed or removed by the Board.

3.3 The company secretary of the Company (the "**Company Secretary**") shall be the secretary of the Committee.

4. AUTHORITY

4.1 The Committee shall report to directly to the Board.

4.2 The Committee is authorized by the Board to perform its functions within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

4.3 The Committee is authorized to seek independent professional advice, at the Company's expense, to perform its responsibilities, where necessary.

4.4 The Committee should be provided with sufficient resources to perform its duties.

5. DUTIES

5.1 To review the structure, size and composition (including the skills, knowledge and experience) of the Board at least once annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.

5.2 To identify individuals suitably qualified to become the Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships.

5.3 To assess the independence of Independent Non-Executive Directors.

5.4 To make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive.

5.5 To support the Company's regular evaluation of the board's performance.

5.6 To regularly review the performance of the Directors; its assessment of each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively, taking into account (including but not limited to) professional qualifications and work experience, existing directorships of other listed companies and other significant external time commitments of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience;

5.7 To regularly review the Board Diversity Policy and Nomination Policy of the Company; and

5.8 Where the Board proposes a resolution to elect an individual as an Independent Non-executive Director at the general meeting, the Nomination Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent.

6. QUORUM

6.1 The quorum for a meeting shall be two NC Members.

7. MEETINGS

7.1 Meetings of the Committee shall be held at least once a year.

7.2 The NC Members may participate in any meeting of the Committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing and speaking to each other throughout the meeting. A person participating in this way is deemed to be present in person at the meeting and is counted in a quorum and entitled to vote.

7.3 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the NC Members present.

7.4 A resolution in writing signed by all NC Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

7.5 The Committee may, from time to time, invite the Executive Directors and advisers to the meeting, including but not limited to external advisers or consultants to advise its NC Members.

7.6 Only NC Members are entitled to vote at the meetings.

7.7 All meetings and proceedings of the Committee shall be governed by the provisions of the Articles of Association of the Company regulating proceedings of meetings of the Board unless otherwise provided herein.

7.8 Full minutes of the meetings of the Committee should be kept by the Company Secretary. Draft and final versions of minutes of the meetings should be circulated to all NC Members for their comment and records, within a reasonable time after the meetings.

7.9 The Committee should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

8. REVIEW

8.1 These terms of reference govern the operations of the Committee. The Committee shall review and reassess the terms of reference and the effectiveness of the Committee on a regular basis or as required.

9. PUBLICATION OF THE TERMS OF REFERENCE

9.1 The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on the websites of The Stock Exchange of Hong Kong Limited and the Company.

10. ANNUAL GENERAL MEETING

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

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

(Updated in March 2026)