UNITED ENERGY GROUP LIMITED

聯合能源集團有限公司

(the "Company")

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 467)

TERMS OF REFERENCE
OF
NOMINATION COMMITTEE
("the Committee")

Approved and Adopted by the Board as amended on 31 March 2026

Membership

1. The Committee shall consist of at least three directors of the board ("Director(s)") with majority of independent non-executive Directors appointed by the board of Directors ("the Board") from time to time. At least one Director of a different gender must be appointed to the Committee.

2. The Board shall nominate one of the members as the Chairman of the Committee who should be the Chairman of the Board or an independent non-executive Director. .

3. The company secretary of the Company or a nominee shall act as the Secretary of the Committee.

Frequency and proceedings of meetings

1. The Committee shall meet at least once every year for a review of the structure, size and composition of the Board to complement the Company's corporate strategy. Additional meetings shall be held as the work of the Committee demands.

2. The Chairman of the Committee may convene additional meetings at his discretion.

3. The quorum of a meeting shall be two members of the Committee.

4. Proceedings of meetings of the Committee shall be governed by the provisions of the Bye-Laws of the Company.

Duties, powers and functions

1. The Committee is authorized by the Board to –

(i) make full use of intermediary agencies for identifying qualified director candidates at the Company's expenses; and

(ii) conduct interviews with prospective candidates for nomination.

2. The Committee shall –

(i) review and monitor the structure, size composition and diversity (including without limitation, skills, knowledge experience and background, geographical and industry experience, ethnicity, gender, knowledge and length of service and other qualities) of the Board at least annually, assist the Board in maintaining a board skills matrix and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(ii) identify and nominate qualified individuals for appointment as additional Directors or to fill Board vacancies as and when they arise;

(iii) make recommendations to the Board on matters relating to the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the Chief Executive Officer;

(iv) assess the independence of independent non-executive Directors;

(v) to review and assess the time commitment and contribution to the Board by each of the Directors as well as the Director's ability to discharge his/her responsibilities effectively, taking in to account such factors as provided under the Listing Rules ;

(vi) to support the Company's regular evaluation of the Board's performance;

(vii) to discuss and agree annually the relevant measurable objectives for achieving diversity on the Board and make recommendations to the Board for adoption in accordance with the Listing Rules;

(viii) to monitor the implementation of the Company's Board Diversity Policy and report to the Board on the achievement of the measurable objectives for achieving diversity under the Company's Board Diversity Policy;

(ix) to review the Company's Board Diversity Policy annually and make recommendations on any required changes to the Board for consideration and approval;

(x) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;

(xi) report back to the Board on decisions or recommendations made, unless there are legal or regulatory restrictions to do so.

Reporting Procedures

The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the Chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

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