



中裕能源控股有限公司

ZHONGYU ENERGY HOLDINGS LIMITED

(INCORPORATED IN THE CAYMAN ISLANDS WITH LIMITED LIABILITY)
(Stock Code:3633)

NOMINATION COMMITTEE (the “Committee”)

TERMS OF REFERENCE

(Adopted on 30 March 2012 with the last revision approved
by the Board with effect from 27 August 2026)

MEMBERSHIP

1. The Committee shall consist of not less than 3 members appointed by the board (the “**Board**”) of directors (“**the Director(s)**”) from time to time, the majority of which shall be independent non-executive Directors and shall include at least 1 Director of a different gender. The members of the Committee shall be appointed by the Board of the Company from amongst the Directors.
2. The Board shall appoint the chairman of the Committee (“**Chairman**”) who shall be the chairman of the Board or an independent non-executive Director. The chairman of the Committee shall be consulted on the appointment of other members of the Committee.
3. The company secretary or his nominee shall act as the Committee’s secretary.

FREQUENCY AND PROCEEDINGS OF MEETINGS

4. The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
5. Meetings can be convened at the request of the chairman or members of the Committee.
6. Where there is disagreement between the Committee and the Board, adequate time should be made available for discussion of the issue with a view to resolving the disagreement.
7. The quorum of a Committee meeting shall be 2 members of the Committee. Decisions shall be determined by simple majority and, in the event of a tie, the chairman of the Committee shall have the casting vote.

8. The Committee shall be provided with sufficient resources to enable it to perform its functions, including seeking independent professional advice at the expense of the Company and to secure at the meeting the attendance of outsiders with relevant experience and expertise to advise its members if it considers necessary or desirable.
9. The provisions in the Company's Articles of Association regulating the meetings and proceedings of the Board shall apply to the meetings and proceedings of the Committee so far as the same are applicable and are not replaced by the provisions in these terms of reference.

DUTIES, POWERS AND FUNCTIONS

10. The duties of the Committee shall include, but shall not be limited to the following:
 - (a) to formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy; and
 - (b) without prejudice to the generality of the foregoing:
 - (i) to review at least annually the structure, size and composition (including but not limited to diversity (such as gender and ethnicity), age, cultural and educational background, professional experience, skills, knowledge and length of service) of the Board and other factors which may be relevant to its effectiveness; to assist the Board in maintaining a board skills matrix; and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy and business model;
 - (ii) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having regard to each candidate's merit against an objective criteria and the benefits of diversity of the Board;
 - (iii) to assess the independence of independent non-executive Directors and review the independent non-executive Directors' annual confirmations on their independence; and to make disclosure of its review results in the corporate governance report;
 - (iv) to regularly review the time required from a Director to perform his responsibilities;
 - (v) to make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman and the chief executive of the Company, as well as the senior management;
 - (vi) to support the Company's regular evaluation of the Board's performance;

- (vii) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board;
 - (viii) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation; and
 - (ix) have regard to the Company's policies concerning diversity of Board members and workforce (including senior management), and make appropriate disclosure of the policies or a summary of the policies including any measurable objectives (e.g. numerical targets and timelines) that it has set for implementing the policies, and progress on achieving those objectives in the corporate governance report.
11. The chairman or in his absence other member of the Committee should attend the annual general meeting to answer shareholder questions on the Committee's activities.

REPORTING PROCEDURES

12. Full minutes of meetings of the Committee should be kept by the secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any Director. The minutes should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes of the meetings of the Committee should be sent to all Committee members for their comment and records, within a reasonable time after the meeting.
13. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's Chairman shall report the Committee's findings and recommendations to the Board, unless there are legal or regulatory restrictions on its ability to do so.

Note: The Chinese version of this document is for reference only. In the event of any discrepancies or inconsistencies between the English version and the Chinese version, the English version shall prevail.