SINO GAS HOLDINGS GROUP LIMITED
中油潔能控股集團有限公司
(the “Company”)
(“本公司”)

Terms of Reference of the Nomination Committee (the “Committee”) of the Board (the “Board”) of Directors (the “Directors”) of the Company
（Revised on September 2026）

董事(“董事”)會(“董事會”)提名委員會(“委員會”)權責範圍
（於2026年9月修訂）

(中文本爲翻譯稿，僅供參考用)

1.	**Constitution**	**組成**
	The Committee is established pursuant to a resolution passed by the Board at its meeting held on 22 November 2018.	本委員會是按本公司董事會於2018年11月22日會議通過成立的。
2.	**Membership**	**成員**
2.1	Members of the Committee shall be appointed by the 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) and a majority of whom shall be independent non-executive Directors.	委員會成員由董事會從董事會成員中挑選，委員會人數最少三名(當中須至少有一名不同性別的成員)，而大部份之成員須爲本公司的獨立非執行董事。
2.2	The Chairman of the Committee shall be appointed by the Board which shall be the chairman of the Board or an independent non-executive Director.	委員會主席由董事會委任，幷由董事會主席或獨立非執行董事擔任主席。
2.3	The company secretary of the Company shall be the secretary of the Committee. In the absence of the secretary of the Committee, Committee members present at the meeting may elect among themselves or appoint another person as the secretary for that meeting.	本公司的公司秘書爲委員會的秘書。當委員會秘書缺席的時候，出席委員會會議的成員，可互選或委任另一人作爲該次會議的秘書。
2.4	The appointment of the members of the Committee may be revoked, replaced or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee. An appointment of Committee member shall be automatically revoked if such member ceases to be a member of the Board.	經董事會及委員會分別通過決議，方可委任額外、更替或罷免委員會的成員。如該委員會成員不再是董事會的成員，該委員會成員的任命將自動撤銷。

3. **<u>Procedural standing orders</u>**

3.1 The standing orders which from time to time apply to the terms of reference of the Nomination Committee of the Board shall apply *mutatis mutandis* to these terms of reference of the Committee.

3.2 Meetings shall be held at least once annually or more frequently if circumstances require.

4. **<u>Alternate Committee members</u>**

4.1 A Committee member may not appoint any alternate.

5. **<u>Authority of the Committee</u>**

5.1 The Committee may exercise the following powers:

(a) to seek any information it requires from any employee of the Company and its subsidiaries (hereinafter collectively referred to as "**Group**") and any professional advisers, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;

(b) to review the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or reappointment as Directors;

(c) to obtain, at the Company's expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings as it considers necessary. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;

<u>議事程序規則</u>

不時適用於董事會提名委員會職權範圍之議事程序規則,(在細節上作必要的變更後)應適用於此份職權範圍。

每年最少開會一次或更多(若有所需)。

<u>委任代表</u>

委員會成員不能委任代表。

<u>委員會的權力</u>

委員會可以行使以下權力:

(a) 向本公司及其任何附屬公司(合稱「**本集團**」)的任何雇員及專業顧問索取其所需的資料、要求上述人士準備及提交報告、出席委員會會議并提供所需資料及解答委員會提出的問題;

(b) 就董事的委任或重新委任,評審有關董事的表現及有關獨立非執行董事的獨立性;

(c) 如委員會覺得有需要,可就涉及本職權範圍的事宜對外尋求法律或其他獨立專業意見(包括獨立的人力資源顧問公司或其他獨立專業人士),以及確保具相關經驗及專業才能的外界人士出席委員會會議。委員會有權進行其認爲適當的調查(包括但不限於訴訟、破產及信譽查册)、報告或公開徵募及取得充足資源以履行其職責。前述費用均由本公司承擔;

(d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and

(d) 對本職權範圍及履行其職權的有效性作每年一次的檢討并向董事會提出其認爲須要的修訂建議；及

(e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 6 below can be properly discharged.

(e) 爲使委員會能恰當地執行其于第 6 章項下的職責，行使其認爲有需要及權宜的權力。

5.2 The Company should provide the Committee sufficient resources to perform its duties.

本公司應提供充足資源予委員會以履行其職責。

6. Duties of the Committee

委員會的職責

6.1 The duties of the Committee shall be:

委員會負責履行以下職責：

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

(a) 至少每年檢討董事會的架構、人數及組成(包括技能、知識、經驗及多元化觀點)，協助董事會編制董事會技能表，并就任何爲配合本公司策略而擬對董事會作出的變動提出建議；

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

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

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

(c) 評核獨立非執行董事的獨立性；

(d) to make recommendations to the Board on:

(d) 向董事會提呈下列事項的建議：

(i) the role, responsibilities, capabilities, skills, knowledge, experience and diversity of perspectives required from members of the Board;

(i) 作爲董事會成員所應有的角色、責任、能力、技術、知識、經驗及多元化觀點；

(ii) the policy on the terms of employment of non-executive Directors;

(ii) 委聘非執行董事的政策；

(iii) the composition of the audit committee, remuneration committee and other board committees of the Company;

(iii) 審核委員會、薪酬委員會及其他董事會委員會的組成；

(iv) proposed changes to the structure, size and composition of the Board;

(iv) 董事會的架構、人數及組成擬作出的變動;

(v) candidates suitably qualified to become members of the Board;

(v) 具備合適資格擔任董事的人士;

(vi) the selection of individuals nominated for directorship;

(vi) 挑選被提名人士出任董事;

(vii) the re-election of any Directors who are to retire by rotation having regard to their performance and ability to continue to contribute to the Board;

(vii) 輪流退任董事的重新委任，於此，須考慮其等的工作表現及對董事會繼續作出貢獻的能力;

(viii) the continuation (or not) in service of any independent non-executive Director serving more than nine years and to provide recommendation to the shareholders of the Company as to how to vote in the resolution approving the re-election of such independent non-executive Director;

(viii) 在任多於九年的獨立非執行董事的去留問題，并就該等獨立非執行董事的繼續委任與否向本公司股東就審議有關决議案贊成與否提供建議;

(ix) the appointment or re-appointment of Directors;

(ix) 董事委任或重新委任董事;

(x) succession planning for Directors in particular the chairman and the chief executive; and

(x) 董事繼任計劃(尤其是主席及行政總裁); 及

(xi) the policy concerning the diversity of Board members, and the measurable objectives for implementing such policy and to discuss with the Board any revisions of such policy that may be required, and recommend any such revisions to the Board for consideration and approval;

(xi) 關於董事會成員多元化的政策，執行該政策的可衡量目標，以及與董事會討論任何需對該政策作出的修訂，並向董事會提出修訂建議，供董事會考慮及通過;

(e) to give full consideration to the following in the discharge of its duties as mentioned above or elsewhere in these terms of reference:

(e) 在履行上述責任或本職權範圍項下的其他責任，對下列各項給予充份考慮:

(i) succession planning of Directors;

(i) 董事接替計劃;

(ii) leadership needs of the Group with a view of maintaining or fostering the competitive edge of the Group over

(ii) 本集團爲保持或加强本集團的競爭優勢所需要的領導才能;

others;

(iii) changes in market environment and commercial needs of the market in which the Group operates;

(iv) the skills and expertise required from members of the Board;

(v) the Board’s policy concerning diversity of Board members adopted from time to time; and

(vi) the relevant requirements of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) with regard to directors of a listed issuer;

(f) in respect of any proposed service contracts to be entered into by any members of the Group with its director or proposed director, which require the prior approval of the shareholders of the Company at general meeting under rule 13.68 of the Listing Rules, to review and provide recommendations to the shareholders of the Company (other than shareholders who are directors with a material interest in the relevant service contracts) as to whether the terms of the service contracts are fair and reasonable and whether such service contracts are in the interests of the Company and the shareholders as a whole, and to advise shareholders on how to vote;

(g) to ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out what is expected of them in terms of time commitment, committee service and involvement outside meetings of the Board;

(h) to conduct exit interviews with any Director upon their resignation in order to ascertain the reasons for his departure;

(i) to review the policy on Board diversity and the measurable objectives for implementing such policy from time to time adopted by the Board, and to review the progress on achieving these

(iii) 市場環境的轉變及本集團營運市場的商業需要;

(iv) 董事會成員所須具備的技能及專才;

(v) 由董事會不時採納的關於董事會成員多元化的政策; 及

(vi) 香港聯合交易所有限公司（「**聯交所**」）證券上市規則（「**上市規則**」）對上市發行人的董事的相關要求;

(f) 就任何按上市規則第13.68 條須事先取得本公司股東批准的現任董事或建議委任董事與集團成員的擬定服務合同作出檢討，向本公司股東就該擬定服務合同條款的公平及合理性、服務合同對本公司及整體股東而言是否有利及本公司股東應怎樣作表決，向本公司股東提呈建議(不包括該等亦同時爲於相關服務合同有重大利益的董事);

(g) 確保每位被委任的非執行董事於被委任時均取得正式委任函件，當中須訂明對其等之要求，包括工作時間、董事會委員會服務要求及參與董事會會議以外的工作;

(h) 會見辭去本公司董事職責的董事幷瞭解其離職原因;

(i) 檢討董事會成員多元化政策及執行由董事會不時採納的有關政策的任

objectives; 何可衡量目標，以及檢討達成該等目標的進度；

(j) to report annually, in the corporate governance report contained in the Company's annual report, on the Board's composition under diversified perspectives, and monitor the implementation of the Board diversity policy;

(j) 於每年在本公司年報刊載的《企業管治報告》內彙報董事會依據多元化層面的組合，並監察董事會成員多元化政策的執行；

(k) to assist the board of directors in formulating and reviewing the employee (including senior management) diversity policy (the **"Employee Diversity Policy"**); and disclose relevant policies in the "Corporate Governance Report";

(k) 協助董事會制定及檢討員工（包括高級管理人員）多元化政策（「**員工多元化政策**」）；並於《企業管治報告》內披露有關政策；

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

(l) 支援本公司定期評核董事會的表現；

(m) if the Board proposes to elect a person as an independent non-executive Director at a general meeting, the Committee shall ensure that the circular to shareholders and/or the explanatory statement accompanying the notice of the relevant general meeting sets out: (i) the process of identifying such person and the reasons why the Board considers that such person should be elected and is independent; (ii) the perspective, skills and experience that such person can bring to the Board; and (iii) how such person contributes to the diversity of the Board;

(m) 如董事會建議在股東大會上推選某人為獨立非執行董事，委員會應確保在致股東的通函及／或隨附於相關股東大會通知的說明函件中載明：(i) 物色該人士的程序及董事會認為其應獲選的原因及其具獨立性的理由；(ii) 該人士可為董事會帶來的觀點、技能及經驗；及 (iii) 該人士如何促進董事會的多元化；及

(n) to consider and implement other matters, as defined or assigned by the Board from time to time.

(n) 考慮及執行董事會委派的其他事項。

7. Annual general meeting

股東周年大會

7.1 The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions at the annual general meeting on the Committee's activities and their responsibilities.

委員會的主席，或在委員會主席缺席時由另一名委員或(如該名委員未能出席，則其適當委任的代表)應出席本公司的股東周年大會，並就委員會的活動及其職責在股東周年大會上回應問題。

8. Continuing application of the articles of association of the Company

本公司組織章程的持續適用

8.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

就前文未有作出規範，但本公司章程作出了規範的董事會會議程序的規定，在可行的情況下適用於委員會的會議程序。

9. Powers of the Board

董事會權力

9.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including the Corporate Governance Code set out in Appendix C1 to the Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments or supplements to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended, supplemented or revoked.

本職權範圍所有規則及委員會通過的決議，可以由董事會在不違反公司章程及上市規則的前提下(包括上市規則之附錄C1《企業管治守則》或公司自行制定的企業管治常規守則(如被採用))，隨時修訂、補充及廢除，惟有關修訂、補充及廢除，並不影響任何在有關行動作出前，委員會已經通過的決議或已采取的行動的有效性。

10. Publication of the terms of reference of the Committee

委員會職權範圍的刊登

10.1 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 website of the Company and on the website of the Stock Exchange.

委員會應在本公司的網站及聯交所的網站公開其職權範圍，解釋其角色及董事會轉授予其的權力。

Amended on 18 September 2026
於2026年9月18日修訂