



China New Energy Limited

(Incorporated in Jersey, Channel Islands with limited liability and carrying on business in Hong Kong as “Zhongke Tianyuan New Energy Limited”)
(the “**Company**”)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE ADOPTED BY THE BOARD ON 16 JUNE 2020

1 MEMBERSHIP

- (a) The Nomination Committee (the “**Committee**”) shall be appointed by the board (the “**Board**”) of directors (the “**Directors**”) of the Company. The Committee shall consist of not less than three members, a majority of whom should be independent non-executive Directors (the “**INEDs**”). The terms of reference of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) from time to time.
- (b) The chairman (the “**Chairman**”) of the Committee shall be the chairman of the Board or an INED.

2 ATTENDANCE AT MEETINGS

- (a) Unless otherwise stated herein, the meetings of the Committee are governed by the provisions contained in the Company’s articles of association for regulating the meetings and proceedings of Directors.
- (b) The quorum for a meeting of the Committee shall be two members, both of whom must be INEDs.
- (c) Where the chairman of the Board is not a member of the Committee, he/she may attend meetings of the Committee.
- (d) The Committee may, where appropriate, invite external advisers and/or members of the management of the Company and its subsidiaries (the “**Group**”) to attend the meeting to advise its members.
- (e) The company secretary of the Company shall be the secretary of the Committee who should attend all meetings of the Committee. The Committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the Committee.
- (f) 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.

3 FREQUENCY OF MEETINGS

Meetings shall be held not less than once a year. Any member of the Committee may request a meeting if he/she considers that one is necessary and upon the receipt of such request, the secretary of the Committee shall convene a meeting as soon as reasonably practicable and having regard to the convenience of all members with priority given to the INEDs.

4 COMMITTEE'S RESOLUTIONS

A resolution in writing signed by all 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 like form each signed by one or more 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 physical meeting of the Board or Committee to be held.

5 AUTHORITIES

- (a) The Committee is authorised by the Board to review, assess and make recommendations upon any issue within its terms of reference. It is authorised to seek any information it requires from any employee of the Group or executive Director and such persons are directed to co-operate with any request made by the Committee.
- (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 the attendance of outsiders with relevant experience and expertise if it considers this necessary.
- (c) The Committee is to be provided with sufficient resources by the Company to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

6 PURPOSE AND GENERAL RESPONSIBILITIES

The purpose of the establishment of the Committee is to ensure the presence of a formal and transparent procedure for the appointment of new Directors.

7 DUTIES

The duties of the Committee shall be:

- (a) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. When reviewing the structure, size and composition of the Board, the Committee shall take into consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience in accordance with the Board diversity policy adopted by the Company from time to time to achieve Board diversity;
- (b) 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;
- (c) assess the independence of the INEDs. Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting (i) the process used for identifying the individual and why the Board believe he should be elected and the reasons why they consider him to be independent; (ii) if the proposed INED will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board; (iii) the perspectives, skills and experience that the individual can bring to the Board; and (iv) how the individual contributes to diversity of the Board;
- (d) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and chief executive of the Company;
- (e) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution and documents of the Company or imposed by the Listing Rules or applicable law; and
- (f) ensure the Chairman, or in the absence of the Chairman, another member of the Committee or failing this, his/her duly appointed delegate, to be available to answer questions related to the Committee at the annual general meeting of the Company.

8 REPORTING PROCEDURES

- (a) The Committee shall report to the Board. At the next meeting of the Board following a meeting of the Committee, the Chairman shall report the findings and recommendations of the Committee to the Board.
- (b) The Committee's recommendations on nomination will be placed before the Board in the form of a Board paper circulated in advance of Board meetings through the company secretary of the Company.
- (c) Such recommendations will be supported by the resume in respect of the individuals concerned.

9 MINUTES AND RECORDS

- (a) Full minutes of the meetings of the Committee should be kept by the secretary of the Committee.
- (b) Draft and final versions of the minutes of the Committee should be circulated to all member of the Committee for their comments and records respectively within a reasonable time after the meeting. Once the minutes are signed, the secretary shall circulate the minutes and reports of the Committee to all members of the Board.
- (c) The secretary of the Committee shall record individual attendance of members of the Committee, on a named basis, at meetings.

10 AVAILABILITY AND UPDATE OF THE TERMS OF REFERENCE

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