

# **Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd.**

## **Rules of Procedure for the Nomination Committee of the Board of Directors**

### **Chapter 1 General Provisions**

- Article 1 For the purpose of standardizing the corporate governance structure of Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd. (the “**Company**”), improving the scientific and democratic process in election of the Board, selection of senior management, and optimizing the composition of the Board, the Nomination Committee of the Board of Directors has been established, and the Rules of Procedures have been formulated in accordance with the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), the Articles of Association of Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd. (the “**Articles of Association**”) and the Rules of Procedure for the Board of Directors of Sino-Synergy Hydrogen Energy Technology (Jiaxing) Co., Ltd. (the “**Rules of Procedure for the Board**”).
- Article 2 The Nomination Committee is a special committee established under the Board and shall exercise its powers and functions in accordance with the Articles of Association and within the terms of reference approved by the Board. Its main responsibility is to provide opinions or recommendations to the Board the replacement and recommendation of candidates for new directors and candidates for senior management.
- Article 3 The Nomination Committee is responsible to the Board and report to the Board.

### **Chapter 2 Composition**

- Article 4 The Nomination Committee shall comprise no less than three directors and a majority of whom shall be independent non-executive directors, the committee shall have at least one member of a different gender.
- Article 5 Members of the Nomination Committee shall be elected by the Board.
- Article 6 The Nomination Committee shall have one chairman, who shall be the chairman of the Board or an independent non-executive Director and shall be appointed by the Board.
- Article 7 Members of the Nomination Committee shall have the same term of office as the directors. The members may be re-elected upon the expiration of the term of office. If a member ceases to be a director of the Company or becomes unable to continue to serve as a director, or if a member who shall serve as an independent non-executive Director no longer has the independence required by the relevant laws and regulations, the Hong Kong Listing Rules or the Articles of Association within his/her term of office, he/she shall be disqualified as the member automatically, the vacancy in the committee shall be filled upon the decision of the Board in accordance with the Article 5 of the Rules of Procedure.

- Article 8 The provisions of the Company Law of the People's Republic of China, the Articles of Association and the Hong Kong Listing Rules regarding the obligations of directors shall be applicable to members of the Nomination Committee.
- Article 9 The Secretary to the Nomination Committee shall be the Company Secretary, or any person designated by the Nomination Committee from time to time.

### **Chapter 3 Main Duties**

- Article 10 The Nomination Committee shall mainly perform the following duties:
- (I) to review the structure, size, composition, and diversity (including gender, age, cultural and educational background, ethnicity, skills, knowledge, and experience) of the Board annually, assist the Board in preparing a board skills matrix and make recommendations on any proposed changes to the Board in support of the Company's strategies;
  - (II) to search for qualified candidates for directors and senior management, and select and nominate relevant persons to serve as directors or senior management or provide opinions to the Board to this end;
  - (III) to assess the independence of independent non-executive Directors;
  - (IV) to advise the Board on relevant matters as to the appointment or the re-appointment of directors and the successor planning for the directors (particularly the chairman of the Board) and the general manager;
  - (V) to develop and, where appropriate, review and implement the Board Diversity Policy as adopted by the Board from time to time, review the progress on achieving the objectives, and disclose the underlying policy or a summary thereof in the Company's annual report; and
  - (VI) to support the company in regularly evaluating the performance of the Board and to perform other duties as authorized by the Board.
- Article 11 The exercise of the powers and functions by the Nomination Committee must be in accordance with the Company Law of the People's Republic of China, the Articles of Association and the relevant provisions of the Rules of Procedure, and shall not be detrimental to the interests of the Company and its shareholders.
- Article 12 The Company shall provide the Nomination Committee with adequate resources to perform its duties. When the Nomination Committee performs its duties, the relevant departments of the Company shall cooperate and the necessary expenses shall be borne by the Company.
- Article 13 The Board shall fully respect the recommendations of the Nomination Committee regarding the nomination of candidates for directors and senior management.

- Article 14 The main responsibilities and authorities of the chairman of the Nomination Committee include:
- (I) convening and presiding over meetings of the Nomination Committee;
  - (II) taking charge of day-to-day operations of the Nomination Committee;
  - (III) reviewing and signing the reports and other important documents of the Nomination Committee;
  - (IV) checking the implementation of the Nomination Committee's resolutions and recommendations;
  - (V) reporting to the Board on behalf of the Nomination Committee;
  - (VI) attending the annual general meetings and answering questions about the work and responsibilities of the Nomination Committee at the meetings; and
  - (VII) other duties to be performed by the chairman of the Nomination Committee.

If the chairman of the Nomination Committee is unable to perform his/her duties for any reason, he/she shall designate a member to act in his/her place.

- Article 15 The Nomination Committee is authorized by the Board to investigate any activity within the terms of reference. The Nomination Committee has the right to obtain any information from any employee, and all employees are required to cooperate regarding any request made by the Nomination Committee.
- Article 16 The Board authorizes the Nomination Committee to obtain external legal or other independent professional advice at the expense of the Company, and, where appropriate, to request any person with relevant experience or expertise to participate in the Nomination Committee meetings.

#### **Chapter 4 Decision-making Procedures**

- Article 17 The Nomination Committee shall review the election conditions, selection procedure for and the term of office of the directors and senior management based on the actual conditions of the Company pursuant to the provisions of relevant laws, regulations, the Hong Kong Listing Rules and the Articles of Association, and file and submit the underlying resolutions to the Board for approval after making thereof, and implement the same upon approval.
- Article 18 Procedure for election of directors and senior management:
- (I) The Nomination Committee shall promptly communicate with relevant departments of the Company to check the need for new directors and new senior management and prepare written materials in relation thereto;
  - (II) The Nomination Committee can extensively hunt for of the candidates for directors and senior management inside the Company and the wholly-owned companies, holding companies (invested companies) and the human resource market;

- (III) To collect information on the preliminary candidates, including career, academic degree, technical title, detailed working experience and all part-time positions, and prepare written materials in relation thereto;
- (IV) To seek for the consent from the nominated candidates on the proposed nomination; otherwise, such nominated candidates shall not be considered as candidates for directors and senior management;
- (V) To convene a meeting of the Nomination Committee, and review qualifications of preliminary candidates pursuant to the working requirements for directors and senior management;
- (VI) To submit relevant suggestions and relevant documents related to the candidates for directors and candidates for new senior management to the Board before the election of new directors and appointment of new senior management; and
- (VII) To carry out other follow-up works pursuant to the decision and feedback of the Board.

## **Chapter 5 Meeting Procedures**

Article 19 Meetings of the Nomination Committee are composed of regular meetings and extraordinary meetings. Regular meetings of the Nomination Committee shall be held at least once a year or at such frequency as required by the Hong Kong Listing Rules or other regulatory requirements applicable to the Company from time to time. The chairman of the Nomination Committee shall be responsible for convening the meetings. If the chairman of the Nomination Committee is unable to perform the duty for any reason, the meetings shall be convened by other members designated by the chairman of the Nomination Committee; if the chairman of the Nomination Committee does not designate an agent, the meetings shall be convened by another member of the Nomination Committee.

The Nomination Committee shall convene an extraordinary meeting under any of the following circumstances:

- (I) when proposed by the Board;
- (II) when proposed by the chairman of the Nomination Committee;
- (III) when proposed by more than two members; and
- (IV) when proposed by the chairman of the Board.

- Article 20 A meeting of the Nomination Committee shall be held only when attended by more than two-thirds of the members. A meeting of the Nomination Committee shall be attended by members in person or by teleconference or with the help of similar communication equipment. If any member is unable to attend the meeting for any reason, he/she may authorize in writing another member to attend the meeting and vote thereat on his/her behalf. Where a member authorizes another member to attend the meeting, he/she shall deliver a written power of attorney stating the authority of the authorized member. A member who neither attend in person nor authorize another member to attend on his/her behalf shall be regarded to have waived his/her right to vote thereat.
- Article 21 Regular meetings shall be notified to members and other participants at least three days before the meeting (excluding the day of the meeting), and extraordinary meetings shall be notified to members and other participants two days before the meeting (excluding the day of the meeting), and agenda materials shall be sent to members in a timely manner. Where the Nomination Committee needs to convene a meeting as soon as possible under any urgent circumstances, the notice of the meeting can be sent by telephone, fax or e-mail on the same day, but the chairman of the Nomination Committee shall make an explanation at the meeting.
- Article 22 Each Nomination Committee member shall be entitled to one vote. Voting opinions are divided into three categories: agreement, abstention, and disagreement. Those who disagree should indicate their reasons for doing so. Resolutions put forward at the Nomination Committee meetings shall be approved by more than half of all the members. Voting at meetings of the Nomination Committee shall be conducted by a show of hands or by poll; extraordinary meetings may be held by voting through correspondence.
- Article 23 When the Nomination Committee discusses a proposal relating to relevant members, they shall avoid the discussion. When necessary, the Nomination Committee can invite the directors, general manager and other senior management members of the Company to attend the meeting as non-voting attendees.
- Article 24 Minutes of the Nomination Committee meetings shall be kept by the secretary to the Nomination Committee. If reasonably notified by any director, the secretary shall make them available for inspection at any reasonable time. After a meeting of the Nomination Committee, the first draft and the final draft of the meeting minutes shall be sent to all of its members within a reasonable period of time.
- Article 25 Unless restricted by legal or regulatory restrictions, the recommendations, motions and voting results adopted by the Nomination Committee at its meetings shall be reported in writing to the Board.
- Article 26 For any resolutions that have not been published and the agenda of meeting that needs to be kept confidential, the participants shall not disclose them.

## **Chapter 6 Miscellaneous**

- Article 27 The terms “above”, “at least” and “over” in the Rules of Procedures include the number following them.
- Article 28 The Rules of Procedures shall take effect upon approval by the Board, and the original rules shall become void.
- Article 29 Matters not covered herein shall be implemented in accordance with relevant Chinese laws and regulations, the Articles of Association, the Hong Kong Listing Rules and other applicable laws and regulations of Hong Kong. In case of any conflict between the Rules of Procedures and the laws and regulations promulgated in the future, the Articles of Association modified through legal procedures, or the Hong Kong Listing Rules amended from time to time, the relevant laws and regulations, the Articles of Association and the Hong Kong Listing Rules shall prevail, and the Rules of Procedures shall be revised in a timely manner and submitted to the Board for consideration and approval.
- Article 30 Interpretation right of the Rules of Procedure shall be reserved to the Board of the Company.