

ENN ENERGY HOLDINGS LIMITED

(Incorporated in Cayman Islands with limited liability)

TERMS OF REFERENCE FOR THE ENVIRONMENTAL, SOCIAL AND CORPORATE GOVERNANCE COMMITTEE

(Adopted on 21 March 2019)

(Amended on 17 March 2022)

ENN ENERGY HOLDINGS LIMITED

Terms of Reference for the Environmental, Social and Corporate Governance Committee

Formation

1. The Board of Directors (the “**Board**”) of ENN Energy Holdings Limited (the “**Company**”) resolved to establish a committee of the Board to be known as the Environmental, Social and Corporate Governance Committee (the “**Committee**”). The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating meetings and proceedings of the Board.

Composition and Quorum

2. Members of the Committee shall be appointed by the Board from time to time, they do not have to be the director(s) of the Company. The Committee shall consist of not less than three members. A quorum for a meeting of the Committee shall be two members.
3. The Chairman (the “**Chairman**”) of the Committee shall be appointed by the Board, responsible for leading the Committee to ensure the effective functioning of the Committee and perform their duties.
4. The Board shall appoint the secretary of the Committee.
5. The appointment of members or secretary of the Committee, or the appointment of extra members of the Committee, can only be withdrawn after the independent resolution of the Board.

Attendance at meetings of Committee

6. The Committee shall invite appropriate person(s) to attend a meeting whenever it is necessary. Other Board members also has the right of attendance, provided that such members should not be counted in the quorum within.
7. The secretary of the Company is the secretary of the Committee, he / she shall attend all of the meetings held by the Committee.
8. A member may participate at a meeting of the Committee by conference telephone or other communication devices by means of which all persons participating in the meeting can hear from each other. Participation by a person in a meeting of the Committee in this manner is treated as presence in person at that meeting.

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Frequency of meetings

9. The Committee meeting shall be held not less than once a year. The Chairman or any two members of the Committee may request a meeting if they consider the meeting is necessary. Upon the receipt of such request, the secretary of the Committee shall convene the meeting under the manner of reasonable, feasible and practicable for all members to attend the meeting.
10. The resolutions may be passed in writing by all members of the Committee.
11. Unless otherwise agreed by all members of the Committee, notice of the Committee meeting shall be given at least seven days before the meeting is held.

Authority

12. The Committee is authorised by the Board to review, assess and make recommendations on any of the matters set out in the terms of reference of the Committee.
13. The Committee is authorised by the Board, subject to prior discussion concerning the cost, 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.
14. The Committee should disclose its terms of reference publicly on the websites of the Company and the Hong Kong Stock Exchanges and Clearing Limited, to explain its role and authority delegated by the Board. The terms of reference of the Committee must be made available upon request and to disclose its role and functions in the Corporate Governance Report section of the Company's Annual Report.
15. The Committee should be provided with sufficient resources to carry out its duties.

Duties

16. The duties, responsibilities and discretionary power of the Committee shall be:
 - (a) to formulate and review the Company's environmental, social and corporate governance goals, strategies, risks, measures, policies, management approaches and practices, and to make recommendations to the Board accordingly;

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Duties (Continued)

- (b) to monitor and review environmental, social and corporate governance trends and issues, and to make recommendations to the Board on how to address the emerging risks affecting the Company;
- (c) to monitor environmental, social and corporate governance related goals, and keep track on the Company's performance and make recommendations to the Board on the required actions to improve such performance;
- (d) to monitor and review the training and continuing professional development of the directors and senior management of the Company in relation to environmental, social and corporate governance issues;
- (e) to monitor and review the Company's policies and practices in relation to compliance with legal and regulatory requirements;
- (f) to develop, monitor and review the Code of Conduct and Compliance Manual, if any, applicable to the directors and employees of the Company in relation to environmental, social and corporate governance issues;
- (g) to monitor the Company's compliance with the Corporate Governance Code and to review the Corporate Governance Report for the Board's considerations and approval of disclosure;
- (h) to review the Company's compliance with the Environmental, Social and Governance Reporting Guide set out in Appendix 27 to the Listing Rules, and to review the Company's annual Environmental, Social and Corporate Governance Report before submitting to the Board's approval;
- (i) to take any actions to enable the Committee to discharge its role and duties delegated by the Board;
- (j) to delegate the Committee's power to its sub-committee or the Chairman of the Committee if the Committee considers it is appropriate and in the best interests of the Group;
- (k) to satisfy the Board's request, guidelines and rules from time to time or the Company's Articles of Associations, or the Listing Rules, or any applicable laws and regulations; and
- (l) the Committee should be provided with sufficient resources to perform its duties, including obtaining independent professional advices as the Committee considers necessary, the related expenses shall be borne by the Company.

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Annual General Meeting

17. The Chairman of the Committee (or in the absence of the Chairman of the Committee, another member of the Committee, or in his / her absence, his / her appointed representative) shall attend the Company's annual general meeting and be prepared to answer questions regarding the activities and duties of the Committee raised by any of the Shareholders.

Reporting Procedures

18. The Committee shall report its findings, decisions and / or make recommendations directly to the Board.
19. The secretary of the Committee or its representative shall circulate the minutes of the Committee meeting to all members of the Committee.

Terms of reference available for inspection

20. The Committee shall make the terms of reference of the Committee publicly available in the websites of the Company and the Hong Kong Stock Exchanges and Clearing Limited.

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