



Enviro Energy International Holdings Limited

環能國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “Company”)

(Stock Code: 1102)

NOMINATION COMMITTEE TERMS OF REFERENCE

(Revised version adopted on 28 December 2018)

1. Constitution

The Board of Directors of the Company (the “Board”) had resolved to establish a committee known as the “Nomination Committee”.

2. Membership

- 2.1 Members of the Nomination Committee shall be appointed by the Board.
- 2.2 The majority of the members of the Nomination Committee shall be Independent Non-executive Directors.
- 2.3 The Chairman of the Nomination Committee shall be appointed by the Board and should be an Independent Non-executive Director.

3. Secretary

- 3.1 The Company Secretary of the Company shall act as the secretary of the Nomination Committee.
- 3.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

4. Quorum

The quorum necessary for the transaction of business of the Nomination Committee shall be two members of the Committee, one of whom must be an Independent Non-executive Director.

5. Frequency of meetings

The Nomination Committee shall meet at least once a year.

6. Proceedings at meetings

Unless otherwise specifically provided for in this term of reference, all of the provisions of the Articles of Association of the Company regulating meetings and proceedings of the Board shall, mutatis mutandis, govern the meetings and proceeding of the Nomination Committee.

7. Authorities

7.1 The Nomination Committee is authorized by the Board to seek any information it requires from senior management of the Company in order to perform its duties.

7.2 The Nomination Committee is authorized by the Board where necessary to have access to independent professional advice.

7.3 The Nomination Committee shall be provided with sufficient resources to perform its duties.

8. Duties and Nomination Policy

The Nomination Committee shall have the following responsibilities, powers and discretion which are regarded as the key nomination criteria and principles of the Company for the nomination of Directors, and these provisions in accompanying with the Company's process for appointing a Director constitute the "Nomination Policy" of the Company:

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

8.2 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;

8.3 to assess the independence of Independent Non-executive Directors ("INEDs", and each an "INED") and 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 ("Shareholders", and each a "Shareholder") and/or explanatory statement accompanying the notice of the relevant general meeting:

8.3.1 the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;

- 8.3.2 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;
 - 8.3.3 the perspectives, skills and experience that the individual can bring to the Board; and
 - 8.3.4 how the individual contributes to diversity of the Board.
- 8.4 to review the diversity of Board members periodically which can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience;
 - 8.5 to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the Chief Executive Officer; and
 - 8.6 to assist the Board in the development and review of the Board's diversity policy and directors' nomination policy, as appropriate; and review the measurable objectives for the implementation of the Board's diversity policy and monitor progress towards the achievement of such.

9. Reporting Procedures

The secretary shall circulate the minutes of the meetings of the Nomination Committee to all members of the Board.

Note: In case of discrepancies or inconsistencies between the English version and the Chinese version of this terms of reference, the English version shall prevail.