SOLARGIGA ENERGY HOLDINGS LIMITED

(THE

(*Incorporated in the Cayman Islands with limited liability*)

(Stock Code: 757)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

<u>The Nomination Committee</u>

3. Meetings

3.1

6. Duties and responsibilities

The duties and responsibilities of the Nomination Committee shall be:

6.1 to review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational background, professional experience, talents, skills, knowledge, length of service, experience and other qualities of Directors) of the Board at least annually and make

strategy;

6.2 having regards to the Board Diversity Policy of the Company, 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;

6.3 to assess the independence of independent non-executive Directors, having regard to, among other things, the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

6.4 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 (if any) of the Company; and

6.5 where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, to 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 they believe the individual should be elected and the reasons why they consider the individual to be independent; (ii) if the proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, why they believe 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.

7. Reporting responsibilities

7.1 After each meeting, the Nomination Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

8. Authority

8.1 The Nomination Committee is authorised by the Board when necessary to seek any information it requires from any employee of the Company and its subsidiaries, to require any of them to prepare and supply information and answer questions raised by the Nomination Committee.

8.2 The Nomination Committee is authorised by the Board when necessary to seek outside legal or other independent professional advice in connection with its duties or to perform its responsibilities

Note: All such arrangements of obtaining outside legal or other independent professional advice may be made by the Secretary.

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

9. Language Version

9.1 The text of this terms of reference of the Nomination Committee appears in both English and Chinese languages. In case of discrepancy, the English version shall prevail.