

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE OF PN SMART ENERGY LIMITED

Membership

The Nominating and Corporate Governance Committee (the "**Committee**") of the board of directors (the "**Board**") of PN SMART ENERGY LIMITED (the "**Company**") shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the rules of the Nasdaq Stock Market.

The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the Company's director nominations process and procedures, developing and maintaining the Company's corporate governance policies, overseeing environmental, social and governance (ESG) matters within the scope delegated by the Board, and any related matters required by the federal securities laws.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

To identify and screen individuals qualified to become members of the Board, consistent with criteria approved by the Board. The Committee shall consider any director candidates recommended by the Company's shareholders pursuant to the procedures set forth in the Company's described in the Company's proxy statement.

To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a shareholder vote at the annual meeting of shareholders.

To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including its certificate of incorporation and by-laws.

To periodically review and assess the Company's corporate governance guidelines, Board leadership structure, director qualification standards, committee charters, related-party transaction policies, shareholder rights practices and other governance policies, and to recommend to the Board such updates as the Committee deems appropriate.

To oversee the Company's environmental, social and governance (ESG) strategy, policies, practices, initiatives and related disclosures, including matters relating to environmental stewardship, climate-related risks and opportunities, health and safety, human capital

management, diversity and inclusion, business ethics, anti-corruption, supply chain responsibility and community engagement, and to report to and make recommendations to the Board as appropriate.

To review, at least annually, management's assessment of significant ESG risks and opportunities and the Company's progress against any ESG goals, metrics or commitments approved by the Board or disclosed by the Company.

To review and discuss with management the Company's ESG reports, sustainability disclosures and other public statements concerning ESG matters, including the processes, controls and data used to prepare such disclosures, and to recommend improvements where appropriate.

To monitor emerging corporate governance and ESG trends, regulatory developments, stock exchange requirements and investor expectations applicable to the Company, and to advise the Board on related policies, practices and disclosures.

To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairmen annually.

If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by shareholders or appointment by the Board.

To develop and recommend to the Board for approval standards for determining whether a director has a relationship with the Company that would impair its independence.

To review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence, Board diversity, the director nominations process, ESG oversight and other governance matters, and to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 20-F, as applicable.

To develop and recommend to the Board for approval a Company Code of Business Conduct and Ethics (the "**Code**"), to monitor compliance with the Company's Code, to investigate any alleged breach or violation of the Code, to enforce the provisions of the Code and to review the Code periodically and recommend any changes to the Board.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors. The Committee shall receive appropriate funding from the

Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its search consultants, outside counsel and any other advisors.

Structure and Operations

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least two times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.