



ENN Energy Holdings Limited
ANNUAL MEETING OF SHAREHOLDERS
23RD MAY 2025
QUESTIONS FROM DWS INVESTMENT GMBH

Dear Mr. Yusuo Wang,
Dear Ms. Lai Wong,
Dear Mr. Zhixiang Ma,
Dear Members of the Board,

DWS Investment GmbH, also acting on behalf of funds of DWS Investment S.A. (incl. SICAVs and PLCs) and certain institutional mandates of DWS International GmbH, all according to delegation agreements (hereafter DWS), is one of the largest asset managers in Europe. As a responsible investor in ENN Energy Holdings Limited, it is part of our fiduciary duty to express our expectations in the best interest of our clients.

Ahead of your 2025 annual general meeting of shareholders (AGM), we would like to share our questions with you. We would greatly appreciate your answers in written form. Please note that we will also share our questions on our website (www.dws.com) on the day of your AGM. Thank you for your consideration.

Independence and Composition of the Board and Committees

Qualified, experienced and independent directors are essential for competent and efficient decision-making processes at board and committee level. Having a majority of independent members serving on the board is important for us to ensure challenging board discussions.

We appreciate the work of Mr. Yee Kwan Law, Mr. Zhixiang Ma and Mr. Po Kwong Yuen. However, according to the DWS Corporate Governance and Proxy Voting Policy, directors whose tenure exceeds 10 years are no longer viewed as independent.

As a result, the Board's independence percentage falls to 9%. Our DWS Corporate Governance and Proxy Voting Policy requires that the board must have a majority of independent directors.

Our expectation on independence also extends to the board's committees. Having at least 50% independent members on key committees and independent chairpersons for the audit and remuneration committee is important for us to ensure challenging discussions and decision making. In this case, the independence of the Audit, Remuneration and Nomination committees has reduced to 25%, 25% and 17% respectively, due to the reasons stated above.

Further, the Remuneration Committee has a non-independent chairperson, and the Nomination Committee has two members who are executive directors (Mr. Yusuo Wang and Ms. Jin Zhang). This falls short of the expectation of our DWS Corporate Governance and Proxy Voting Policy, which requires an independent chairperson on the remuneration committee and also requires key board committees to include only non-executive directors.

QUESTION 1: When can we expect the company to introduce new directors with fresh perspectives or rotate the chair(s) to balance the overall board composition as well as key committees?

Overboarding

Directors must ensure that they have sufficient time and capacities to fulfil their board commitments. Therefore, directors should not hold an excessive number of mandates. DWS considers directors overboarded in case they hold more than five external non-executive mandates. For directors who hold executive positions on any board, our limit is two additional non-executive mandates. Further, directors must not hold more than one executive position due to their extended responsibilities, DWS attributes an additional mandate to members assuming the chair position of the board or the chair position of the audit committee.

In this regard, we note that Ms. Su Li and Mr. Yuying Zhang holding multiple executive roles are currently overboarded according to our DWS Corporate Governance and Proxy Voting Policy.

QUESTION 2: Are there any plans for the above-mentioned directors to reduce their overall external mandates in the near term?

Executive Remuneration

Executive pay is one of the most important aspects of good corporate governance as it is one of the signals for a well-operated and supervised business. Our expectation is that the board ensures full transparency, clear and plausible key performance indicators for investors, the structure of the incentives encourages the achievement of corporate financial, social and environmental objectives and the amount ultimately granted is in line with performance.

With regard to sustainability, DWS expects investee companies to not only integrate material non-financial factors into their daily business and strategy, rather also to establish and disclose a clear link between their stated non-financial targets and their remuneration systems. The variable pay components should reflect sustainability-related targets which are meaningful, ideally quantifiable and reflect a financially material priority for the company.

In this regard, we still see room for improvement because while the company has reported that some percentage of the remuneration of top executives is linked to the ESG measures, full details regarding compensation framework, the weights assigned to the metrics used and the exact targets for the incentives are not disclosed.

QUESTION 3: Would you consider enhanced disclosure on the remuneration of executive directors with respect to targets used, their weights, and achievements against each of these targets in the next annual report?

Rotation of External Auditors

We place high value on the quality and independence of auditors. A strong degree of transparency regarding the audit fees, the proportionality and limitations on audit and non-audit fees, the tenure of the audit firm and the lead audit partner is key for DWS to assess whether ratifications for audit firms are deemed responsibly.

We regard regular rotation of both the audit firm (after ten years at the latest) and the lead audit partner (after five years at the latest) as a reasonable measure to ensure reliable, independent and critical evaluation of a firm's accounts.

As per our dialogue in 2024, we understand that Deloitte Touche Tohmatsu have been associated with the company for over ten years.

QUESTION 4: How do you evaluate and ensure the objectivity and independence of the audit firm after a long tenure? Might you consider a rotation of the audit firm in the near term?

QUESTION 5: Would you be willing to commit to a regular audit tender process?

QUESTION 6: Would you also consider disclosing the date of initial appointment of the company's auditors in the annual report?

Low Board Attendance

Directors must endeavour to attend all board and committee meetings. DWS expects directors to attend at least 75% of their meetings convened during the financial year.

As per your Annual Report, Mr. Yusuo Wang, attended only 60% (three out of five) of board and committee meetings in FY 2024. Further, no explanation was provided for his low attendance.

QUESTION 7: Could you please share with us the reasons for Mr. Yusuo Wang's low attendance?

To conclude, we would like to thank all members of the Board and all the employees of ENN Energy Holdings Limited on their commitment and dedication.

Thank you in advance for your answers.