



ENERGY INTERNATIONAL INVESTMENTS HOLDINGS LIMITED

能源國際投資控股有限公司*

(the “**Company**”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 353)

Nomination Committee

Terms of reference

(amended by the Company on 29 August 2013)

1. Constitution

1.1 The Board of Directors (the “**Board**”) of the Company has resolved to established the Nomination Committee (the “**Committee**”).

2. Membership

2.1 The Committee shall be appointed by the Board from time to time and shall consist of at least three Directors.

2.2 The majority of the members of the Committee should be independent non-executive Directors.

2.3 The chairman of the Committee shall be appointed by the Board and should either be the chairman of the Board or an independent non-executive Director.

2.4 The Company Secretary of the Company shall be the secretary of the Committee.

3. Meetings and Quorum

3.1 The Committee can call for a meeting anytime when it is necessary.

3.2 The quorum for meetings shall be any two members of the Committee.

3.3 Full minutes of the Committee meetings should be kept by a duly appointed secretary of the meetings. Draft and final versions of minutes of the Committee meetings should be sent to all members of the Committee for their comment and record within a reasonable time after the meeting.

** For identification purposes only*

4. Resolutions

- 4.1 Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members present.

5. Role and Authority of the Committee

- 5.1 The Committee is authorized to request the employee of the Company to provide any information within the scope of its duties.
- 5.2 The Committee should be provided with sufficient resources to perform its duties and should seek independent professional advice where necessary, at the Company's expense, to perform its responsibilities.
- 5.3 Where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.

6. Functions of the Committee

- 6.1 To review the structure, size and composition (including but not limited to the skills, knowledge, gender, age, cultural and educational background or professional experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 6.2 To identify individuals suitably qualified to become the members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships on merits and against objective criteria, with due regard on the benefits of diversity on the Board, especially to ensure that the independent non-executive Directors comprise at least one-third of the Board;
- 6.3 To assess the independence of independent non-executive Directors;
- 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 of the Board and the chief executive, taking into account the Company's corporate strategy and the mix of skills, knowledge, diversity and experience in the future; and

- 6.5 To review the Board diversity policy, as appropriate, and to review the measurable objectives that the Board has set for implementing the Board diversity policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually.