



MIE HOLDINGS CORPORATION

MI 能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1555)

(“the Company”)

**TERMS OF REFERENCE AND MODUS OPERANDI
OF
NOMINATION COMMITTEE
(“the Committee”)**

Membership

1. The Committee shall consist of three directors, the majority of which shall be independent non-executive directors, appointed by the board of directors (“the Board”) from time to time.
2. The Board shall appoint one member of the three members who is also an independent non-executive director, or the chairman of the Board, as the chairman of the Committee.
3. The Company Secretary or his nominee shall act as the Secretary of the Committee.

Frequency and proceedings of meetings

4. The Committee shall meet before the holding of an annual general meeting where appointment of directors will be considered. Additional meetings shall be held as the work of the Committee demands.
5. In addition, the chairman of the Committee may convene additional meetings at his discretion.
6. The quorum of a meeting shall be two members of the Committee.
7. Proceedings of meetings of the Committee shall be governed by the provisions of Article 20 of the Articles of Association of the Company.

Duties, powers and functions

8. The Committee shall –
 - (a) formulate nomination policy for consideration of the Board and implement the nomination policy laid down by the Board;
 - (b) without prejudice to the generality of the foregoing:
 - (i) consider the selection criteria of directors, and develop procedures for the sourcing and selection of suitable members of the Board to be elected by shareholders;
 - (ii) identify and nominate candidates to the Board for it to make recommendations to shareholders on the appointment or re-appointment of directors. Sufficient biographical details of nominated candidates shall be provided to the Board and shareholders to enable them to make an informed decision;

- (iii) identify and nominate candidates to fill casual vacancies of directors for the Board's approval;
 - (iv) review the structure, size and composition of the Board at least annually, considering, *inter alia*, the skills, knowledge and experience of the Board as a whole, and make recommendations to the Board regarding any proposed changes to complement the Company's corporate strategy;
 - (v) assess the independence of independent non-executive directors;
 - (vi) 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;
 - (vii) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (viii) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.
9. The Committee should be provided with sufficient recourses to discharge its duties, including but not limited to obtaining independent professional advice at the expense of the Company when necessary.

Reporting Procedures

10. The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

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