

THE HONG KONG AND CHINA GAS COMPANY LIMITED
(the “Company”)
NOMINATION COMMITTEE (“NC”)

1. Membership

- 1.1 The NC shall comprise a majority of independent non-executive directors appointed by the Board of Directors (“BOD”) from time to time.
- 1.2 The BOD shall nominate the chairman of the BOD or an independent non-executive director as the chairman of the NC.

2. Meetings

- 2.1 The NC shall meet at least once every year. Additional meetings shall be held at the demand of NC Chairman, if necessary.
- 2.2 The quorum of a meeting shall be two members of the NC.
- 2.3 The NC may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.
- 2.4 Proceedings of meetings of the NC shall be governed by the relevant provisions of the Articles of Association of the Company.

3. Terms of Reference

- 3.1 The terms of reference of the NC include:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the BOD at least annually and make recommendations on any proposed changes to the BOD to complement the Company’s corporate strategy;
 - (b) to identify individuals suitably qualified to become board members and select or make recommendations to the BOD on the selection of individuals nominated for directorships;
 - (c) to assess the independence of independent non-executive directors; and
 - (d) to make recommendations to the BOD on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the managing director (if applicable).

3.2 The NC shall report back to the BOD on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

4. Publication of the Terms of Reference

4.1 The NC shall make available its terms of reference explaining its role and the authority delegated to it by the BOD by including them on both websites of The Stock Exchange of Hong Kong Limited and the Company.

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