



中裕燃氣控股有限公司
ZHONGYU GAS HOLDINGS LIMITED
(the “Company”)

NOMINATION COMMITTEE
(the “Committee”)

TERMS OF REFERENCE

(Adopted on 30 March 2012 with the last revision approved by
the Board effective on 11 July 2012)

Membership

1. The Committee shall consist of not less than 3 members, the majority of which shall be independent non-executive directors. The members of the Committee shall be appointed by the board of directors (the “Board”) of the Company from amongst the directors of the Company.
2. The Board shall appoint the chairman of the Committee (“Chairman”) who shall be the chairman of the Board or an independent non-executive director.
3. The Company Secretary or his nominee shall act as the Committee’s Secretary.

Frequency and proceedings of meetings

4. The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
5. In addition, the Committee’s Chairman may convene additional meetings at his discretion.
6. The quorum of a meeting shall be 2 members of the Committee.
7. The provisions in the Company’s Articles of Association regulating the meetings and proceedings of the Board shall apply to the meetings and proceedings of the Committee so far as the same are applicable and are not replaced by the provisions in these terms of reference.

Duties, powers and functions

8. The duties of the Committee shall include, but shall not be limited to the following:
 - (a) to formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy; and
 - (b) without prejudice to the generality of the foregoing:
 - (i) to review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually; and to make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
 - (ii) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
 - (iii) to assess the independence of independent non-executive directors and review the independent non-executive directors' annual confirmations on their independence; and to make disclosure of its review results in the Corporate Governance Report;
 - (iv) to regularly review the time required from a Director to perform his responsibilities;
 - (v) to 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 of the Company, as well as the senior management;
 - (vi) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (vii) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.
9. The Committee shall be provided with sufficient resources to enable it to perform its functions, including seeking independent professional advice at the expense of the Company.

Reporting Procedures

10. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's Chairman shall report the Committee's findings and recommendations to the Board, unless there are legal or regulatory restrictions on its ability to do so.

Note: The Chinese version of this document is for reference only. In the event of any discrepancies or inconsistencies between the English version and the Chinese version, the English version shall prevail.

-END-