



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

NOMINATION COMMITTEE
(the “Committee”)
TERMS OF REFERENCE
(Adopted and approved by the Board of directors
of the Company on 30 March 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 designate one of the three members as the Committee’s Chairman.
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. Proceedings of the Committee meetings shall be governed by Articles 61-65 of the Company’s Articles of Association.

Duties, powers and functions

8. The Committee shall include, but shall not be limited to the following:
 - (a) 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) review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually; and 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 of Directors on the selection of, individuals nominated for directorships;
 - (iii) assess the independence of Independent Non-executive Directors and review the Independent Non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report;
 - (iv) regularly review the time required from a Director to perform his responsibilities;
 - (v) make recommendations to the Board on relevant matters relating to the succession planning for the Chairman, the Chief Executive as well as the senior management;
 - (vi) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (vii) 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 the resources for seeking independent professional advice.

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.

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.

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