CHINA GAS HOLDINGS LIMITED

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

(Adopted on 20 December 2005 and
amended on 20 July 2007, 31 December 2012, 23 August 2013, 27 June 2025 and
27 November 2026)

CHINA GAS HOLDINGS LIMITED
(the "Company")

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1. Composition

1.1 The Nomination Committee (the "**Committee**") of the board of directors of the Company (the "**Board**") shall comprise a majority of independent non-executive directors of the Company. The minimum number of members of the Committee (including its chairperson) shall be three (3), and any other requirements as imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") from time to time shall be complied.

1.2 The Board shall appoint the members of the Committee and nominate one of the members of the Committee who shall be the chairperson of the Board or an independent non-executive director of the Company as the chairperson of the Committee (the "**Committee Chairperson**").

1.3 If the Committee Chairperson is absent in a meeting of the Committee, the members present shall elect one of their members to chair the meeting.

2. Secretary

2.1 The company secretary of the Company shall act as the secretary of the Committee (the "**Secretary**").

3. Quorum and Resolutions

3.1 The quorum necessary for the transaction of business shall comprise those members of the Committee who are independent non-executive directors of the Company. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise any of the authorities, powers and discretions vested in, or exercisable by, the Committee. A resolution passed by a simple majority of members of the Committee present at such meeting shall constitute a valid resolution approved by the Committee.

3.2 Members of the Committee may participate in any meeting of the Committee by means of a conference telephone, electronic or other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.

3.3 A written resolution signed by all members of the Committee shall constitute a valid resolution duly approved and passed by the Committee. Any written resolution may be contained in one document or in several documents in same form each signed by one or more of the Committee members.

4. Frequency of Meetings

4.1 The Committee shall meet at least once every financial year and at such times as the Committee Chairperson shall require.

4.2 Meetings of the Committee shall be convened by the Secretary at the request of any member of the Committee. Notices of meeting may be given in writing or verbally (including in person or by telephone) or by electronic means to an electronic address or in such other manner as the Committee may from time to time determine.

5. Minutes of Meeting

5.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings.

5.2 A draft of the minutes of Committee meetings shall be circulated to all members of the Committee for their comments within a reasonable time after the meeting. Once all Committee members who have attended the relevant meeting have agreed on the content, the final version of the minutes shall be circulated to all Committee members for the records and also made available to all members of the Board for their reference.

6. Duties

6.1 The Committee shall:

(i) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, review the board diversity policy and the nomination policy, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy and for succession planning purposes;

(ii) determine the policy for the nomination of directors, including the nomination procedures, the process and the criteria to select and recommend candidates for directorship;

(iii) prepare a description of the roles and capabilities required of a particular appointment;

(iv) identify individuals suitably qualified to become Board members and select or make recommendation to the Board on the selection of individuals nominated for directorships; in identifying suitable candidates, the Committee shall consider candidates on meritocracy, and against objective criteria, taking into account the Company's the board diversity policy and the nomination policy, and, where appropriate, the Board's succession planning;

(v) assess the independence of independent non-executive directors;

(vi) ensure that a candidate on appointment has sufficient time to undertake his or her role;

(vii) regularly review and assess each director's time commitment and contribution to the Board, as well as the director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM of The Stock Exchange of Hong Kong Limited and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience;

(viii) ensure that the Secretary has on behalf of the Board formally written to each of the appointees, detailing the role and time commitments required of him or her and proposing a comprehensive, formal and tailored induction plan which shall be prepared in consultation with the chairperson of the Board (in the Secretary's letter, the appointee should also be reminded that, subsequent to his or her appointment, he or she should receive any briefing and professional development necessary to ensure that he/she has a proper understanding of the Company's operations and business and is fully aware of his/her responsibilities under statute and common law, the Listing Rules, legal and other regulatory requirements and the Company's business and governance policies);

(ix) support the Company's regular evaluation of the Board's performance; and

(x) consider other topics as defined by the Board.

6.2 It shall also make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairperson of the Board and the managing director, joint managing director, president and executive president of the Company taking into account a number of aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, length of service and diversity needed in the future, as appropriate. These recommendations shall be considered at a meeting of all directors.

6.3 Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it 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.

7. Authority and Resources

7.1 The Committee is authorised to seek any information which it requires from any employee of the Company and the group in order to perform its duties under its terms of reference.

7.2 The Committee shall be provided with sufficient resources to perform its duties under its terms of reference.

7.3 Where necessary, the Committee is authorised to obtain, at the Company's expense, independent professional advice on any matter to perform its responsibilities under its terms of reference.

8. Annual General Meeting

8.1 The Committee Chairperson or at least one other member of the Committee shall attend the annual general meeting of the Company and be prepared to respond to shareholders' questions on the activities of the Committee.

9. Others

9.1 The Committee shall review at least annually its terms of reference and recommend any changes that it considers necessary to the Board for its approval.

9.2 The Committee shall make available its terms of reference, with an explanation of its role and the authority delegated to it by the Board, by including them on the websites of Hong Kong Exchanges and Clearing Limited and of the Company.