

CHINA RESOURCES GAS GROUP LIMITED

**TERMS OF REFERENCE
OF THE INVESTMENT COMMITTEE**

(adopted on 13th May, 2010)

CHINA RESOURCES GAS GROUP LIMITED
Terms of Reference for Investment Committee

1. Purpose

The primary objective of the Investment Committee (the “Committee”) is to assist the Board in making investment decisions in respect of the downstream city gas distribution business within the investment threshold as authorised by the Board.

2. Composition

- (a) All Committee members including its Chairman shall be appointed by the Board.
- (b) The Committee shall consist of not less than three members and shall include at least one Independent Non-executive Director.

3. Meetings

- (a) A quorum shall be two members.
- (b) The Committee shall meet as frequently as the Chairman of the Committee shall decide in order to discharge its duties, but not less than once a year. The secretary of the Committee shall also convene a Committee meeting on requisition by any member of the Committee.

4. Authority

- (a) The Committee is authorised by the Board to deal with any activity within its terms of reference. It is authorised by the Board to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
- (b) The Committee is authorised by the Board to obtain external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

5. Duties

The duties of the Committee shall be:

- (a) To consider and approve the major investments (including acquisition or divestment opportunities) within the investment threshold of US\$ 3 million to US\$ 8 million or other thresholds as authorised by the Board from time to time.
- (b) To consider and approve other relevant matters as referred to it by the board.

6. Reporting responsibilities

- (a) The appointed secretary of the Committee shall prepare and circulate minutes of the meetings and reports of the Committee to all members of the Board.