

NewOcean Energy Holdings Limited
(新海能源集團有限公司) *
(the “Company”)
(Incorporated in Bermuda with limited liability)

Terms of reference of the Nomination Committee
(“Nomination Committee” or “Committee”)
of the Board of Directors (“Board”) of the Company

1. Constitution

1.1 The Nomination Committee has been established pursuant to a resolution of the Board dated 30 March 2012.

2. Membership of the Nomination Committee

2.1 The Committee shall consist of such number of members, which shall not be less than three, appointed by the Board from amongst the directors of the Company. A majority of the members of the Committee shall be independent non-executive directors.

2.2 The Chairman of the Committee shall either be the Chairman of the Board, or be appointed by the Board from amongst the members of the Committee who are independent non-executive directors.

2.3 The Company Secretary or such other person appointed by the Committee shall be the secretary of the Committee.

2.4 The Board may by resolution appoint additional members to or remove members from the Committee, provided that no appointment/removal shall take effect if as a result of such appointment/removal the number of members of the Committee shall be reduced to below three, or the number of independent non-executive directors shall no longer constitute a majority of the members of the Committee.

** for identification purpose only*

3. Meetings of the Nomination Committee

- 3.1 Unless otherwise agreed by all the members, meetings of the Committee shall be called by at least seven days' notice. Notice shall be given to each Committee member in person orally or in writing or by telephone or by telex or telegram or facsimile transmission at the telephone number or facsimile number or address from time to time notified to the secretary by such Committee member or in such other manner as the Committee members may from time to time determine. Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.
- 3.2 A Committee member may and, at the request of any Committee member the secretary to the Committee shall, at any time summon a Committee meeting.
- 3.3 Notice of meeting of the Committee shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting.
- 3.4 The quorum at a meeting of the Committee shall be two members and the majority shall be independent non-executive directors. The Committee may invite any director or employee of the Company to attend meetings of the Company as it may consider appropriate.
- 3.5 The Committee shall meet at least once each year. Additional meetings should be held as the business of the Committee demands.

4. Written resolutions

- 4.1 Written resolutions may be passed by all Committee members in writing.

5. Duties and Powers of the Nomination Committee

- 5.1 It shall be the duty of the Committee to recommend to the Board on the following matters:
 - (a) the review of the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis, and whether any changes should be made;
 - (b) identification of individuals suitably qualified to become Board members and select or make recommendations to the board on the selection of individuals nominated for directorships;

- (c) assessment of the independence of independent non-executive directors, and
- (d) matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the Chairman and the Managing Director.

5.2 The Committee shall have all the powers of the Board in the discharge of its duties, including powers:

- (a) to request employees of the Company to provide any information within the scope of its duties;
- (b) subject to prior discussion with the Chairman concerning the likely costs, to have access to independent professional advice at the Company's expense, and to secure the attendance of outside parties possessing a relevant experience in the performance of duties of the Committee; and
- (c) to conduct interview with prospective candidates.

6. Attendance at Annual General Meeting

6.1 The chairman, or if appropriate, a member of the Committee shall attend each year at the annual general meeting of the Company in accordance with arrangements made by the Chairman of the Board and be available to answer questions at the annual general meeting.

7. Minutes of the Nomination Committee

7.1 At a meeting of the Committee, full minutes should be kept by a duly appointed secretary for the meeting. Minutes of the Committee should be open for inspection at any reasonable time on reasonable notice by any director of the Company.

7.2 Minutes of the Committee should record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by directors or dissenting views expressed. Draft and final versions of minutes of the Committee meetings should be sent to all members of the Committee for their comments and records respectively, in both cases within a reasonable time after the meeting is held.