

BRIGHTOIL PETROLEUM (HOLDINGS) LIMITED

光滙石油(控股)有限公司

(incorporated in the Bermuda with limited liability)



**TERMS OF REFERENCE
OF
THE NOMINATION COMMITTEE**

A. Constitution

Pursuant to the resolution passed on 18 January 2012 by the board (“**Board**”) of directors (“**Directors**”) of Brightoil Petroleum (Holdings) Limited (“**Company**”), a nomination committee (“**Committee**”) was established as the nomination committee of the Board.

B. Committee

1. Membership

- 1.1 Members of the Committee (“**Members**”, each a “**Member**”) shall be appointed by the Board from amongst the Directors only and shall consist of not less than three (3) Members, with the majority being independent non-executive Directors of the Company. The initial Members are Professor Chang Hsin Kang, Mr. Kwong Chan Lam, Mr. Lau Hon Chuen, Mr. Tan Yih Lin and Dr. Sit Kwong Lam.
- 1.2 The chairman of the Committee (the “**Chairman**”) shall either be the chairman of the Board or an independent non-executive Director appointed by the Board. Mr. Lau Hon Chuen shall be the first Chairman.
- 1.3 The secretary of the Committee shall be appointed by the Board. The company secretary shall be the secretary of the Committee.
- 1.4 The appointment of the Members and secretary of the Committee may be revoked, or additional Members may be appointed to the Committee by separate resolutions passed by the Board.

2. Proceedings of the Committee

2.1 Notice

- 2.1.1 Unless otherwise agreed by all Members, a meeting of the Committee (the “**Meeting**”) shall be called by at least three (3) days’ notice.
- 2.1.2 A Member may and, on the request of a Member, the secretary of the Committee shall, at any time summon a Meeting. Notice shall be given to each Member, at least three (3) days before the date of the meeting, orally in person or in writing or by telephone or facsimile transmission at the telephone number or facsimile number or address from time to time notified to the secretary by such Member or in such other means as the Members may from time to time determine. Any notice given orally shall be confirmed in writing.
- 2.1.3 Notice of Meeting shall state the date, 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 for the purpose of the Meeting.

2.2 Quorum

The quorum of the Meeting shall be constituted by two (2) Members, one of which should be an independent non-executive Director.

2.3 Attendance of Meetings by non-members

Other members of the Board, apart from the Members, shall have the right to attend any Meetings, but shall not be counted in the quorum of the relevant Meetings.

2.4 Frequency of Meetings

Meetings shall be held at least once every year. The Members may call any Meeting at any time when necessary.

2.5 Voting

Resolutions of the Committee at any Meeting shall be passed by a majority of votes of the Members present.

2.6 Others

Meeting could be held in person, by telephone or by video conference. Members may participate in a Meeting by means of a telephone conference or similar communication equipment by means of which all persons participating in the Meeting are capable of hearing each other.

3. Written resolutions

Resolutions may be passed by all Members in writing. Resolutions signed by all Members will be treated valid as if it is passed in a meeting held by the Committee.

4. Alternate members

No Members shall appoint any alternate.

5. Authority

The Committee may exercise the following powers:

- (a) to obtain sufficient resources to perform its duties including access to independent professional advice at the Company's expense as the Committee considers necessary;
- (b) to determine the policy for the nomination of Directors;
- (c) to delegate its authority and duties to sub-committees, or individual Members, as it deems appropriate;
- (d) to do any such things to enable the Committee to discharge its authority and duties conferred on it by the Board; and
- (e) to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

6. Duties

The duties of the Committee shall include, without limitation:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

- (b) to identify individuals suitably qualified to become Board members and to select or to make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of independent non-executive Directors; and
- (d) to make recommendations to the Board on the appointment or re-appointment of Directors and the succession planning for Directors, in particular the chairman of the Board and the chief executive.

7. Reporting procedures

- 7.1 The secretary of the Committee shall circulate the draft and final minutes of Meetings and all written resolutions of the Committee to all members of the Board.
- 7.2 The secretary of the Committee shall maintain as part of the Company's corporate records all approved minutes of Meetings and reports.
- 7.3 After each meeting, the Committee shall report formally to the Board on all matters within its duties and responsibilities.

8. Annual general meetings of the Company

The Chairman or another Member shall attend the Company's annual general meetings and be prepared to respond to questions raised by shareholders of the Company on the Committee's activities and responsibilities.

9. Continuing application of the Bye-Laws of the Company

The Bye-Laws of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and not inconsistent with the provisions herein shall apply, *mutatis mutandis*, to regulate the Meetings and proceedings of the Committee.

10. Powers of the Board

The Board may, subject to compliance with the Bye-Laws of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, amend, supplement and revoke these Terms of Reference and any resolutions passed by the Committee provided that no amendments to and revocation of these Terms of Reference and the resolutions passed by the Committee shall invalidate any prior act and resolutions of the Committee which would have been valid if these Terms of Reference or resolution had not been amended or revoked.