珠江石油天然氣鋼管控股有限公司
CHU KONG PETROLEUM AND NATURAL GAS STEEL PIPE HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(the "Company")

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

1. Membership

1.1. The Committee shall comprise a minimum of three members. Members of the Nomination Committee shall be appointed by the board of directors (the "Board").

1.2. A majority of the members of the Nomination Committee shall be independent non-executive directors.

1.3. The Committee shall include at least one director of a different gender.

2. Chairman

2.1. The chairman of the Nomination Committee shall be appointed by the Board. The chairman should be chairman of the Board or an independent non-executive directors.

3. Quorum

3.1. The quorum for meetings of the Nomination Committee shall be any two members.

4. Frequency of meetings

4.1. The Nomination Committee shall meet at least once a year.

4.2. Unless otherwise specified, the provisions contained in the Company's Articles of Association for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Nomination Committee.

5. Annual general meeting

5.1. The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to answer questions at the Annual General meeting on the Nomination Committee's activities and their responsibilities.

6. Duties, powers and functions

The duties of the Nomination Committee are as follows:-

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

(b) Identify individuals suitably qualified to become board members and select or make recommendations to the Board on selection of individuals nominated for directorships;

(c) Make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the chief executive;

(d) Assess the independence of independent non-executive directors;

(e) Review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives, and make disclosure of its review results in the Corporate Governance Report annually;

(f) Support the Company's regular evaluation of the Board's performance;

(g) Assess each director's time commitment and contribution to the Board, as well as the director's ability to discharge his/her responsibilities effectively; and

(h) 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 or the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited where appropriate.

7. Reporting procedures

7.1. The Nomination Committee shall report to the Board on their recommendations. At the next meeting of the Board following a meeting of the Nomination Committee, the Chairman of the Nomination Committee shall report the findings and recommendations of the Nomination Committee to the Board.

8. Others

8.1. The Nomination Committee shall be provided with sufficient resources to discharge its duties.