

**South Sea Petroleum Holdings Limited**  
**Terms of Reference: Nomination Committee**  
(Adopted by a board resolution passed on 29 March 2012)

1. Constitution

The Nomination Committee (the “Committee”) was established pursuant to a resolution passed by the board of directors (“Board”) of the Company at its meeting held on 29 March 2012.

2. Membership

2.1 The Committee shall be made up of at least three members, the majority of whom are independent non-executive directors.

2.2 The Committee members shall be appointed by the board of directors (the “Board”) from time to time.

2.3 The Committee shall be chaired by the Chairman of the Board or an independent non-executive director shall be appointed by the Board.

3. Secretary

The company secretary shall act as the secretary of the Committee.

4. Notice of Meetings

Unless otherwise agreed, a 7-day notice should be served to all the Committee members

5. Quorum

5.1 The quorum necessary for the transaction of business shall be two.

5.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

6. Meetings

6.1 The Committee shall meet at least once a year and at such other times as the chairman of the Committee shall require.

6.2 In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

6.3 Only members of the Committee have the right to attend Committee meetings. Other individuals may be invited to attend any meetings as and when appropriate.

7. Minutes of Meetings

Written resolutions signed by the majority of the Committee members shall be valid and effectual as a minute duly passed in a Committee meeting.

8. Duties

The Committee shall:

- 8.1 review and recommend the structure, size and composition of the Board at least annually to complement the Company's corporate strategy;
- 8.2 identify and recommend individuals suitably qualified to become Board member(s);
- 8.3 assess the independence of the independent non-executive directors; and
- 8.4 recommend to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors.

9. Reporting Responsibilities

The Committee chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.