

**SHENGLI OIL & GAS PIPE HOLDINGS LIMITED**  
**(the “Company”)**  
**胜利油气管道控股有限公司**  
**(“本公司”)**

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**Terms of reference of the Nomination Committee (“Committee”)**  
**of the Board of Directors (“Board”) of the Company**  
**本公司董事会(“董事会”)**  
**提名委员会(“委员会”)职权范围及程序**

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**1. Constitution 组成**

1.1 The Committee is established pursuant to a resolution passed by the Board at its meeting held on 21 November 2009 and revised on 11 November 2013 with its responsibilities:

委员会是按董事会于 2009 年 11 月 21 日会议通过的决议案成立，并于 2013 年 11 月 11 日修订，其职责为：

- (a) to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy; A14A5.2(a)  
至少每年检讨董事会的架构、人数及成员多元化（包括但不限于性别、年龄、文化及教育背景、种族、专业经验、技能、知识及服务任期方面），并就任何为配合本公司的策略而拟对董事会作出的变动提出建议；
- (b) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships. In identifying suitable candidates, the Committee shall consider candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board; A14A5.2(b)  
物色具备合适资格可担任董事的人士，并挑选提名有关人士出任董

事或就此向董事会提供意见。委员会物色合适人选时，应考虑有关人选的长处，并按客观条件考虑人选，并充分顾及董事会成员多元化的裨益；

- (c) to assess the independence of independent non-executive directors of the Company; A14A5.2(c)  
评核本公司独立非执行董事的独立性；
- (d) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and to review succession planning for the Chairman, the Chief Executive as well as the senior management, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate; A14A5.2(d)  
就董事委任或重新委任向董事会提出建议，并因应本公司的企业策略及日后需要的技能、知识、经验及多元化组合，在适当情况下联同董事会检讨主席、集团行政总裁及高级管理人员的继任计划；
- (f) to 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; A14A5.6  
在适当情况下检讨董事会成员多元化政策；及检讨董事会为执行董事会成员多元化政策而制定的可计量目标和达标进度；以及每年在《企业管治报告》内披露检讨结果；
- (g) to attend annual general meetings of the Company, and be available to answer questions at such annual general meetings(*Note: the chairman (the "Chairman") of the Committee shall attend annual general meetings of the Company; and in the Chairman's absence, another member of the Committee or failing this, the Chairman's duly appointed delegate, shall attend.*) A14E1.2  
出席公司的股东周年大会，并须在股东周年大会中回答提问(注：委员会主席(「主席」)应出席本公司的股东周年大会；若主席未能出

席，则另一名委员会成员（或如该名委员会成员未能出席，则主席适当委任的代表）应出席）。

## 2. Membership 成员

2.1 Members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors. A14A5.1

委员会成员须由董事会从本公司的董事中委任。委员会最少由三名成员组成，大部份成员必须是独立非执行董事。

2.2 The Chairman shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director of the Company. A14A5.1

主席须由董事会任命，及必须为董事会主席或本公司的独立非执行董事。

2.3 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.

董事会及委员会分别通过决议，方可对委员会的成员进行罢免或委任额外人士成为委员会成员。

2.4 The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) as amended from time to time.

委员会的组成应遵守经不时修订的香港联合交易所有限公司证券上市规则（「上市规则」）的要求。

## 3. Proceedings of the Committee 会议程序

### 3.1 Notice of Meeting 会议通知

(a) Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least fourteen (14) days’ notice.

除非委员会全体成员同意，委员会的会议通知期，不应少于十四天。

(b) A Committee member may at any time summon a Committee meeting.

任何一位委员会成员于任何时间均可召开委员会会议。

- (c) Notice shall be given to each Committee member in person orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the secretary of the Company by such Committee member or in such other manner as the Committee members may from time to time determine.

会议通知可通过口头形式、书面形式、或以电话、传真或电邮方式按照委员会成员不时通知公司秘书的号码和地址致委员会成员本人，或以委员会成员不时议定的方式发予委员会各成员。

- (d) Any notice given orally shall be followed by confirmation in writing before the meeting.

以口头形式做出的通知，应在会议召开前以书面方式确认。

- (e) Notice of meeting 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.

会议通知必须说明会议的时间、地点，并提供会议议程以及委员会成员参加会议所需审阅的其它文件。

3.2 The quorum of the Committee meeting shall be two members of the Committee.  
委员会的会议法定出席人数为两位委员会成员。

3.3 Other Board members shall also have the right of attendance.  
其他董事会成员均有权出席会议。

#### **4. Written resolutions 书面决议**

4.1 Written resolutions may be passed by all Committee members in writing. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

委员会成员可以以书面赞成方式通过书面决议，惟必须所有委员会成员同意。本条文不影响上市规则有关举行董事会或委员会会议的要求。

#### **5. Alternate Committee members 委任代表**

5.1 Except for the situation as specified in clause 1.1(g) above, a Committee member may not appoint any alternate.

除上述第 1.1(g)条所述情形之外，委员会成员不能委任代表。

## **6. Authorities of the Committee 委员会的权力**

6.1 The Committee has the authority delegated to it from the Board to deal with the matters set out in clause 1.1 above.

委员会获董事会授权处理上述第 1.1 条所述的事项。

6.2 The Committee shall be provided with sufficient resources to perform all of its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

A14A5.4

委员会应获给予充足资源以履行其职责。委员会履行职责时如有需要，应寻求独立专业意见，费用由本公司支付。

## **7. Reporting procedures 报告程序**

7.1 Full minutes of Committee meeting shall be kept by a duly-appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any director. The duly-appointed secretary of the meeting shall circulate the draft and final version of minutes of meeting to all members of the Committee for their comments and records respectively within a reasonable time after the meeting is held, and circulate the final version of minutes of meeting to all directors of the Company within a reasonable time after the meeting is held. The procedures set out in this clause 7.1 shall also apply to the written resolutions of the Committee as referred to in clause 4 above.

A14A1.4

A14A1.5

经正式委任的会议秘书应存备委员会的会议记录，若有任何本公司董事发出合理通知，应公开有关会议记录供其在任何合理的时段查阅。经正式委任的会议秘书应将会议记录的初稿及最后定稿于会议后一段合理时间内先后发送委员会全体成员，初稿供成员表达意见，最后定稿作记录之用，并在会议结束后的一段合理的时间内发送会议记录的最后定稿予本公司的所有董事。本第 7.1 条所述的程序亦适用于上述第 4 条所述的委员会书面决议。

7.2 The Committee should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

A14D2.2

委员会应向董事会汇报其决定或建议，除非委员会受法律或监管限制所限而不能作出汇报（例如因监管规定而限制披露）。

## **8. Continuing application of the articles of association of the Company 本公司章程的持续适用**

8.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

本公司章程作出的规范董事会会议程序的规定，如果也适用于委员会会议而且并未被本职权范围及程序所取代，亦应适用于委员会的会议程序。

## **9. Powers of the Board 董事会权利**

- 9.1 The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including Appendix 14 (the Corporate Governance Code and Corporate Governance Report) to the Listing Rules), amend, supplement and revoke these terms of reference and any resolution 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 resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

董事会在遵守本公司章程及上市规则(包括上市规则附录十四《企业管治守则》及《企业管治报告》)的前提下，随时修订、补充及废除本职权范围及程序以及委员会已通过的任何决议，惟有关修订、补充及废除，并不影响任何在有关行动作出前委员会已经通过的决议或采取的行动的有效性。

## **10. Language 语言**

- 10.1 If there is any inconsistency between the English and Chinese terms of reference, English version will prevail.

本职权范围及程序的中、英文版如有歧异，应以英文版为准。

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