

**China North East Petroleum Holdings, Limited**  
**Corporate Governance Guidelines**  
**(Adopted August 5, 2008)**

中国东北石油控股有限公司  
公司治理方针  
(2008年8月5日采纳)

The following corporate governance guidelines have been approved by the Board of Directors (the "Board") of China North East Petroleum Holdings, Limited (the "Company"). Along with the charters of the Board committees applicable provisions of the Company's governing instruments, and the Nevada Revised Statutes, these guidelines provide the foundation for the governance of the Company. The Board may review and amend these guidelines from time to time as it deems necessary.

以下公司治理方针已经过中国东北石油控股有限公司（以下简称“公司”）董事会（以下简称“董事会”）的批准。随同董事会下属委员会的章程、公司治理文件的适用条款以及内华达州公司法一起，这些方针为公司治理工作提供了基础。董事会可以在其认为有必要时审阅和修改这些方针。

**1. Role of the Board and Management. 董事会和管理层的任务**

The business of the Company is conducted by its employees under the management and direction of the Company's President and the President's senior management team. The role of the Company's Board of Directors is to provide effective oversight of and strategic direction to the management of the Company, with a view to enhancing the long-term value of the Company. The President speaks for the Company and reports to the Board. The directors exercise their business judgment and act in what they reasonably believe is the best interests of the Company and its stockholders.

公司的业务是在公司总裁和总裁的高级管理团队的管理和指导下，由公司员工进行的。公司董事会的任务是，对公司管理层进行有效的监督，并为公司管理层指明战略方向，着眼于提高公司的长期价值。总裁代表公司讲话并向董事会报告。董事们作出商业判断和采取行动，以他们合理地认为是公司及其股东的最大利益作为出发点。

**2. Duties and Responsibilities and Responsibilities of the Board. 董事会的义务和责任。**

- a. **Oversight.** In exercising its oversight function, the Board shall:
  - a. **监督。**董事会在行使其监督职能时，应该：
    - (i) Strive to ensure that the Company operates in a legal, ethical, and socially responsible manner; 努力确保公司以一种合法的、道德的以及有社会责任感的方式运营；
    - (ii) Select, evaluate, and offer substantive advice and counsel to the President and work with the President to develop effective measurement systems that will evaluate and determine the Company's degree of success in creating long-term economic value for its stockholders;  
选任、评估总裁，并为总裁提供实质性的建议和忠告，与总裁一道工作，发展有效的度量系统，使用该系统可以评估和确定公司在为其股东创造长期经济价值方面的成功度；
    - (iii) Review, approve, and monitor fundamental financial and business strategies and major corporate actions; 审查、批准和监督基本的财政和经营战略以及主要的公司行动；
    - (iv) Oversee the Company's capital structure and financial policies and practices;  
监督公司的资本结构和财务制度以及实践；

- (v) Assess major risks facing the Company and review options for their mitigation; and 评估公司所面临的主要风险，并审阅减少风险的选项；以及
  - (vi) Provide counsel and oversight on the selection, evaluation, development, and compensation of executive officers and provide critical and candid feedback on their successes and failures. 在执行官的选任、评估、发展与报酬方面提供忠告和监督，并对于他们的成功和失败提供有判断力的和公正的反馈。
- b. Corporate Governance. The Board will review and, if it deems appropriate, approve (i) changes to these Guidelines that are recommended to the Board by the Nominating and Corporate Governance Committee or any stockholder of the Company, and (ii) changes to the Charters of Company's Audit, Compensation and Nominating and Corporate Governance Committees that are recommended to the Board by those Committees.
- b. 公司治理。董事会将审阅并且如果认为有必要则批准(i)由提名及公司治理委员会，或公司的任何股东向董事会建议的对这些方针的修改，和(ii)由公司审计委员会、薪酬委员会以及提名及公司治理委员会向董事会建议的对那些委员会的章程的修改。
- c. Assessing Board and Committee Performance. The Board will annually conduct a self-evaluation to determine whether it and its Committees are functioning effectively. The Board's evaluation will be facilitated by the Nominating and Corporate Governance Committee. Such evaluations may be conducted with the assistance of appropriate internal and external advisors.
- c. 评估董事会和委员会的业绩。董事会将每年进行一次自我评估，以确定它和下属委员会是否有效地发挥了作用。董事会的评估将由提名及公司治理委员会帮助进行。这些评估可以在适当的内部和外部顾问的帮助下进行。
- d. Assessing President's Performance. Each year, the Nominating and Corporate Governance Committee will survey the Board, on a confidential basis, regarding its assessment of the President's performance during the preceding year. Concurrently, the President will provide a self-evaluation of his or her performance to the Nominating and Corporate Governance Committee. The results of this survey will be communicated to the Compensation Committee, along with the President's self-evaluation. The Compensation Committee will utilize these results in its evaluation of the President's performance and in the development of President's salary, bonus, and long-term incentive (such as equity-based compensation) compensation. The President's salary, bonus and long-term incentive compensation approved annually by the Compensation Committee will be submitted to the Board for ratification by the independent directors. In addition, the annual and long-term performance goals for the President approved by the Compensation Committee will be submitted to the Board for ratification by the independent directors.
- d. 评估总裁的业绩。提名及公司治理委员会将每年对董事会进行秘密调查，调查董事会对于总裁在前一年中的业绩的评估。同时，总裁将向提名及公司治理委员会提供对他/她的业绩的自我评估。本调查的结果将随总裁的自我评估一起被送达薪酬委员会。薪酬委员会将利用这些结果来评估总裁的业绩以及总裁的薪水、奖金和长期奖励（例如基于股权的报酬）。由薪酬委员会每年批准的总裁的薪水、奖金和长期奖励将被提交给董事会，由独立董事予以批准。另外，由薪酬委员会批准的总裁的年度和长期业绩目标将被提交给董事会，由独立董事予以批准。
- e. Business Conduct and Ethics. In order to maintain the highest ethical, legal, and socially responsible conduct, the Company has established a written Code of Ethics, which the Nominating and Corporate Governance Committee reviews periodically to ensure its compliance

with rules and regulations promulgated by the NASDAQ Stock Market LLC ("NASDAQ"), the Sarbanes-Oxley Act of 2002 and the Securities and Exchange Commission ("SEC").

e.

商业操行和道德规范。为了维持最高尚的道德、法律和有社会责任感的操行，公司制订了一份书面的道德规范，提名及公司治理委员会定期对该道德规范进行检查，以确保其符合纳斯达克股票市场有限责任公司（以下简称“纳斯达克”）、2002年Sarbanes-Oxley法和证券交易委员会（以下简称“SEC”）发布的规章制度。

### **3. Board Composition and Structure. 董事会的组成和结构**

#### **a. Size, Classification and Selection of Members of the Board. 董事会的规模、分类和成员的选任。**

- The Board will periodically consider the number of directors that is appropriate for the effective operation of the Board.
- 董事会将定期考虑适合于董事会有效运作的董事人数。
- Each year at the Company's annual stockholders' meeting, the Board will recommend a slate of nominees for election by the stockholders. In addition, the Board may fill vacancies on the Board when necessary or appropriate. The Board's recommendations or determinations are based on the recommendations of, and information supplied by, the Nominating and Corporate Governance Committee as to the suitability of each individual and, where applicable, the slate as a whole, to serve as directors, taking into account the criteria described below and other factors, including the requirements for Board committee membership.
- 每年在公司的股东年会上，董事会将推荐一份被提名人的名单供股东选任。另外，当有必要或适当的时候，董事会可以对自身进行补缺。董事会的建议或决定基于由提名及公司治理委员会提出的建议和提供的资料，这些建议和资料是关于每个人以及在适用的场合作为一个整体的候选人名单担任董事的适合性，考虑下面所述的标准和其它因素，包括董事会下属委员会成员资格的要求。

#### **b. Nomination of Proposed Directors by Stockholders. The Company's Bylaws or Nominating and Corporate Governance Committee Charter should contain a procedure allowing for the nomination by stockholders of proposed directors.**

b.

由股东提议的董事的提名。公司的规章制度或者提名及公司治理委员会章程应该包含关于由股东提议的董事的提名的程序。

#### **c. Board Membership Criteria. The Nominating and Corporate Governance Committee reviews the qualifications of proposed nominees for director to serve on the Board and recommends nominees to the Board. The President, members of the Nominating and Corporate Governance Committee, and other members of the Board are the primary sources for the identification of prospective nominees. The Nominating and Corporate Governance Committee is also authorized to retain search firms or other consultants for this purpose. The Nominating and Corporate Governance Committee may consider proposed nominees that are identified by stockholders.**

c.

董事会成员资格标准。提名及公司治理委员会对被提议的担任董事会董事的被提名人的资格进行审查。总裁、提名及公司治理委员会委员和其它董事会成员是鉴别被提名人的主要来源。提名及公司治理委员会也被授权雇佣以此为目的的猎头公司或其它顾问。提名及公司治理委员会可以考虑由股东推荐的被提名人。

While the Nominating and Corporate Governance Committee has no formal process for identifying and evaluating proposed nominees, the members of the Nominating and Corporate Governance Committee generally will review the resume of a proposed nominee and consult the proposed nominee's personal references. The Nominating and Corporate Governance Committee may also personally interview (and suggest that other members of the Board interview) the proposed nominee, if the Committee considers the proposed nominee sufficiently suitable.

虽然提名及公司治理委员会没有正式的鉴别和评估被提名人的程序，但提名及公司治理委员会的委员通常会审查被提名人的履历，并查阅被提名人的个人证书。如果提名及公司治理委员会认为被提名人是十分合适的，那么委员会也可以亲自对被提名人进行面试（并建议其它董事会成员进行面试）。

In identifying candidates for membership on the Board, the Nominating and Corporate Governance Committee and the Board shall take into account all factors it considers appropriate, which may include (a) Board qualifications of diversity, individuals with various and relevant career experience, creating a Board respected within the industry and the Company's markets, proven leaders in the communities in which the Company does business, experienced managers, visionaries for the future of the Company's business, ability to effectively handle crises and minimize risk, dedicated to sound corporate governance, and collegial, and (b) individual qualifications of strength of character, maturity of judgment, independence of thought, accounting and finance knowledge (including expertise that could qualify at least one director as an "audit committee financial expert," as that term is defined by the rules of the SEC), technical expertise, familiarity with the Company's business industry and competition, general business acumen, critical thinking, local or community ties, consideration of any actual or potential conflicts of interest posed by the proposed nominee's election as a director, and the proposed nominee's time available to devote to Board and committee activities and to enhance his or her knowledge of the Company's business. The Nominating and Corporate Governance Committee and Board also may consider the extent to which the candidate would fill a present need on the Board.

在确定董事会成员资格的候选人时，提名及公司治理委员会和董事会应该考虑其认为适当的因素，这些因素可能包括(a) 董事会资格的多样性、具有各种各样的和相关的职业经验的个人、在行业和市场范围内受尊重的董事会的创立、在公司经营的社区内公认的领导者、经验丰富的经理、公司业务前景的幻想家、有效地处理危机和减小风险的能力、致力于健全的公司治理、以及共同掌权的，和 (b) 个人人格力量是条件、判断的成熟性、思想的独立性、会计和金融知识（包括能够使一名董事符合“审计委员会财务专家”（该术语由SEC规则定义）资格的专门知识）、技术专门知识、对公司的商办工业和竞争的熟悉、一般的商业敏锐度、批评的思想、地方或团体的纽带、对于由被提名人被选任为董事产生的实际的或潜在的利益冲突的考虑、以及被提名人可用于参加董事会和委员会的活动以及增加他/她的关于公司业务的知识的时间。提名及公司治理委员会和董事会还可能考虑候选人满足董事会的当前需要的程度。

Each director will disclose any potential or perceived conflict of interest they may have to the Chair of the Nominating and Corporate Governance Committee as well as on any issue considered by the Board or the committee on which they serve. If a director has a conflict of interest, he or she will not vote on the related matter and will not attempt to influence other directors on their votes on the matter.

每位董事可能会表示他们与提名及公司治理委员会主席、或与他们所供职的董事会或委员会考虑的任何问题有任何潜在的或可察觉的利益冲突。如果一位董事有利益冲突，他/她将不对相关的问题投票，并不试图在该问题的表决上影响其他董事。

d. Term Limits; Resignation.

d. 任期限制；辞职。

(i) Term Limits. The Board has not established term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they have the disadvantage of causing the loss of the contribution of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations, and therefore provide an increasing contribution to the Board as a whole.

(ii) 任期限制。  
董事会没有设定任期限制。虽然任期限制能够帮助确保董事会可以获得新的想法和观点，但其缺点是：会使原本可以提高工作质量的董事失去做贡献的机会。这些董事们经过一段时间后，对公司及其经营的洞察力有进一步的提高，因此在总体上能够为公司做出更大的贡献。

(ii) Resignation Policy. Management directors will offer to resign from the Board upon their resignation, removal, or retirement as an officer of the Company. The Board will, in its sole discretion, determine whether or not to accept such resignation.

(ii) 辞职制度。管理董事在作为公司的官员辞职、被免职或退休后，可向董事会辞职。董事会将自行裁量，决定是否接受这一辞职。

e. Additional Directorships. Directors are encouraged to limit the number of other boards of directors (excluding non-profit boards of directors) on which they serve, taking into account potential meeting attendance, participation, and effectiveness on these boards of directors. The Nominating and Corporate Governance Committee and the full Board will take into account the nature of and the time involved in a director's service on other boards of directors in evaluating the suitability of individual director candidates. Every director must seek the consent of the Nominating and Corporate Governance Committee and the Chairperson of the Board to confirm the absence of any actual or potential conflict prior to accepting any invitation to serve on another corporate or not-for-profit board of directors or with any government or advisory group.

e. 其他董事职位。我们希望董事们限制他们所供职的其它董事会（不包括非营利性董事会）的数量，原因是考虑到这些董事会的可能的会议出席、参加和效力情况。提名及公司治理委员会和全体董事会在评估个别董事候选人的适合性时，将考虑关于该董事在其它董事会工作的状况和时间。每一位董事在接受为另一个公司董事会或非营利性董事会或任何政府或顾问机构工作之前，都必须征得提名及公司治理委员会和董事会主席的同意，确认没有任何实际的或潜在的冲突。

f. Compensation of Non-Employee Directors. The Compensation Committee has responsibility for recommending to the Board compensation and benefits for non-employee directors, if any, including cash, equity-based awards and other compensation. In determining non-employee director compensation and benefits, if any, the Compensation Committee may seek advice from outside consultants and will consider (i) the amount that is adequate to compensate directors for the time and effort attending to their obligations on the Company's Board and committees and (ii) the compensation and benefits offered by comparable public companies to non-employee directors. The Compensation Committee will also consider issues raised with respect to a director's independence if compensation exceeds what is customary.

f. 非雇员董事的报酬。

薪酬委员会有责任向董事会建议非雇员董事的报酬和福利（如有），包括现金、基于股权的奖励和其它报酬。在确定非雇员董事的报酬和福利（如有）时，薪酬委员会可以向外部顾问征求建议，并要考虑

(i) 金额要足以补偿董事们履行他们在公司的董事会和委员会的职责时所花费的时间和付出的努力，和  
(ii)

对非雇员董事提供的报酬和津贴要符合上市公司的平均水平。薪酬委员会还要考虑在报酬超过通常水平的情况下，会引起董事的独立性问题。

#### **4. Director Independence 董事的独立性**

The Company's Board and committee composition is subject to the rules of NASDAQ, which require a majority of the directors serving on the Board to be independent and require that the Company's Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee be comprised entirely of independent directors. Each director will promptly inform the Chair of the Nominating and Corporate Governance Committee or the Chairman of the Board of any change in his or her circumstances which might compromise such director's independence or impact his or her ability to perform Board and committee duties effectively. The Board encourages each director to frequently assess when such changed circumstances might compromise independence.

公司的董事会和委员会的构成要遵守纳斯达克规则，该规则要求在董事会供职的大部分董事们是独立的，并要求公司的审计委员会、薪酬委员会和提名及公司治理委员会完全由独立的董事们组成。每位董事在他/她的境况发生变化，而这种变化可能影响该董事的独立性，或者影响他/她的有效履行董事会和委员会义务的能力时，要及时地把有关情况通报给提名及公司治理委员会主席或董事会主席。董事会鼓励每一位董事在这种改变的境况可能影响独立性时经常进行评估。

#### **5. Board Meetings and Procedures. 董事会会议和程序**

##### **a. Board Meetings. 董事会会议**

- (i) Number of Meetings; Attendance and Preparation. The Board will hold at least [four] regularly scheduled meetings per year with additional meetings called by the Chairman of the Board as appropriate. Directors are expected to attend all Board meetings and meetings of committees on which they serve. Directors are also expected to review all materials distributed prior to a meeting and to spend sufficient time preparing for each meeting in order to properly discharge their responsibilities. A director who is unable to attend a meeting is expected to notify the Chairperson of the Board in advance of such meeting. Attendance at a meeting by telephone, videoconference or other means of communication is permissible.
- (i) 会议的次数、出席和准备。 董事会每年将举行至少四次常规预定会议，以及在适当情况下由董事会主席召开的其他会议。董事们要出席所有董事会会议以及他们所供职的委员会的会议。董事们还要在会议之前审阅所有分发的材料，并花足够的时间为每次会议做准备，以正确地履行他们的职责。如果一位董事不能出席一次会议，那么他/她要在该次会议之前通知董事会主席。允许采用电话、视频或其它通信方式参加会议。
- (ii) Selection of Agenda Items. The Chairperson of the Board and President should establish the agenda for Board meetings; directors may at any time suggest that particular items be placed on the agenda.
- (ii) 议程项目的选择。 董事会主席和总裁应该确定董事会会议的议程；董事们可以随时建议在议程上添加特定项目。
- (iii) Distribution of Materials. The Company will distribute written materials, including the agenda, for use at Board meetings sufficiently in advance of meetings to permit meaningful review. The Nominating and Corporate Governance Committee will periodically review the information flow to Board members to strive to ensure that directors receive the right kind and amount of information in sufficient time to prepare for meetings.

- (iii) 材料的分发。公司将在董事会会议之前分发足够的书面材料，包括议程，以供针对性阅览。提名及公司治理委员会将定期审查董事会成员的资料传送情况，以努力确保董事们在足够的时间内收到了正确种类和数量的资料，为会议做好准备。
- (iv) Attendance of Non-Directors. The Board believes that attendance of key executive officers augments the meeting process by providing certain expertise and insight into items that are open for discussion at certain meetings. Therefore, key executive officers may be invited to attend Board meetings when the Chairperson of the Board or the President believes such officers can meaningfully contribute to Board discussion.
- (iv) 非董事的出席。董事会相信，通过在某些会议上提供对讨论项目的某些专门知识和洞察力，重要执行官的出席会延长会议进程。因此，当董事会主席或者总裁相信重要执行官对董事会的讨论能够起到有意义的作用时，可以邀请这些官员来参加董事会会议。
- (v) Executive Sessions of Non-Employee Directors. The non-employee directors of the Board will meet in executive session at each regularly scheduled Board meeting, without any management directors and any other members of the Company's management who may otherwise be present, to (i) evaluate the President; (ii) review management succession planning; and (iii) consider such other matters as they may deem appropriate. The independent directors shall appoint one of their number to preside over such executive sessions. The directors may meet in executive session at any time to consider issues that they deem important to address without management present. At least [twice] each year, only the independent directors will meet in executive session.
- (v) 非雇员董事的秘密会议。  
董事会的非雇员董事将在每次常规预定董事会会议时举行秘密会议，没有任何管理董事和公司管理层的任何其他成员出席该会议，该会议是为了(i) 对总裁进行评估；(ii) 审查管理连续性计划编制；和 (iii) 考虑他们可能认为适当的其它问题。独立董事应任命他们中的一个人来主持该秘密会议。董事们可以随时举行秘密会议来考虑他们认为重要的问题，管理层不参加该会议。每年至少举行两次秘密会议，仅独立董事们参加。
- b. Access to Senior Management/Advisors. Board members have complete and open access to members of management and the Company's advisors. The Board, including the independent members of the Board, has the authority, in their discretion, to retain independent advisors, which advisors will be compensated by the Company.
- b. 高级管理人员/顾问的接触。  
董事会成员对管理层成员和公司顾问可以完全和自由地接触。董事会，包括独立的董事会成员，有权自由裁量雇佣独立的顾问，顾问将由公司支付报酬。
- c. Confidentiality. The Board believes that maintaining confidentiality of information and deliberations is an imperative and each director is expected to recognize that imperative.
- c. 保密。董事会认为，对资料和商议内容保密是必要的，每位董事都要认可这一强制性要求。

## 6. **Board Committees. 董事会下属委员会。**

- a. Board Committees; Committee Charters. Except where Board committees have sole authority to act as required by applicable law or NASDAQ Rules, it is the policy of the Company that major decisions be considered by the Board as a whole. The Board has determined to constitute only those committees that it believes are critical to the efficient operation of the Board or are required by applicable law or NASDAQ Rules. The Board will establish three standing Committees: the

Audit Committee; the Compensation Committee; and the Nominating and Corporate Governance Committee. The Board has the authority to establish such other committees, temporary or permanent, as the Board deems advisable. Each of the Audit Committee, Compensation Committee and the Nominating and Corporate Governance Committee will consist of three or more directors, each of whom will satisfy the independence requirements set forth herein and any additional requirements set forth in their respective charters and any other listing or regulatory requirements. The Nominating and Corporate Governance Committee will recommend, and the Board will designate, a chairperson of each committee.

a.

董事会下属委员会；委员会章程。除了董事会下属委员会具有按适用法律或纳斯达克规则的要求行动的独立权限的情况外，公司的制度是：大的决议要由全体董事会予以考虑。董事会已经确定，仅组建它认为对董事会的有效运作而言重要的或者为适用的法律或纳斯达克规则所要求的那些委员会。董事会将建立三个常务委员会：审计委员会；薪酬委员会；以及提名及公司治理委员会。董事会有权在其认为合理时建立其它临时性的或永久性的委员会。审计委员会、薪酬委员会以及提名及公司治理委员会中的每个都要由三位以上的董事组成，其中每位董事都要满足本文规定的独立性要求、各委员会章程中规定的任何附加要求以及其它上市标准及规章要求。提名及公司治理委员会将建议每个委员会主席的人选，董事会将对此作出任命。

(i) Each committee will have the opportunity to meet in executive session in conjunction with each of the Board's regularly scheduled meetings.

(i) 每一个委员会都有机会与每次董事会常规预定会议联合举行秘密会议。

(ii) Each of the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee will have appropriate written charters. The charter of each committee will be reviewed annually by the Board and the relevant committee. These committee charters will be made available on the Company's website.

(ii) 审计委员会、薪酬委员会和提名及公司治理委员会中的每一个都将拥有适当的书面章程。每一个委员会的章程都将接受董事会和相关委员会的年度审查。可以在公司的网站上获得这些委员会的章程。

b. Committee Agendas. The chairperson of each committee, in consultation with the appropriate members of the committee and management, will develop their committee's agenda.

b.

委员会的议程。每个委员会的主席要与适当的委员会委员和管理人员磋商，制订他们的委员会的议程。

c. Board Oversight; Committee Reports. The Board is responsible for overseeing the activities of its committees (except where such committees have sole authority to act pursuant to applicable law or a listing standard) and for ensuring that the committees are fulfilling their duties and responsibilities. The Board will regularly receive reports from its committees regarding their activities and will take such actions as it deems necessary and appropriate in response to these reports.

c.

董事会监督；委员会报告。董事会负责监督其委员会的活动（这些委员会拥有依照适用的法律或上市标准行动的单独权限的情况除外），并确保委员会履行其义务和职责。董事会应定期接收其委员会关于他们的活动的报告，并采取它认为必要的和适当的措施，对这些报告作出响应。

## **7. Other Principles. 其它原则。**

- a. Disclosure Policy. The Board believes that it is imperative that the Company make full, fair, accurate, timely and understandable disclosure in the periodic reports and other statements required to be filed by the Company.
- a. 关于信息披露的制度。董事会相信，公司对于要求公司填报的定期报告和其它报表予以完全的、公平的、精确的、适时的和易懂的信息披露是必要的。
- b. Share Ownership by Directors and Executive Officers. The Board encourages each director and executive officer to own stock in the Company.
- b. 董事和执行官的股权。董事会鼓励每一位董事和执行官拥有公司的股票。
- c. Disclosure and Review of Corporate Governance Guidelines. These Guidelines will be made available on the Company's website. The Nominating and Corporate Governance Committee will review these Guidelines from time to time, but not less frequently than annually, and will report the results of the review to the full Board.
- c. 公司治理方针的公布与审查。可以在公司的网站上获取这些方针。提名及公司治理委员会将不时地审查这些方针，并将向全体董事会报告审查的结果。
- d. Attendance at Annual Meeting of Stockholders. Each member of the Board is encouraged, but not required, to attend the Company's Annual Meeting of Stockholders.
- d. 出席股东年会。鼓励但不要求每一位董事会成员出席公司的股东年会。
- e. Communication with Directors. Interested parties may contact an individual director, the Board or a Board committee, by sending an email to the Corporate Secretary, Jiang Chao at [jiang.chao@cnepetroleum.com](mailto:jiang.chao@cnepetroleum.com) or write to the following address:
- e. 与董事的通信。有关各方可以向公司秘书姜超发送电子邮件（电子邮箱：[chao.jiang@cnepetroleum.com](mailto:chao.jiang@cnepetroleum.com)）或写信邮寄到下列地址的办法，与董事个人、董事会或董事会下属委员会取得联系：

Board of Directors  
China North East Petroleum Holdings, Limited  
Suite 1413, Foster Mansion, 85 PuJiang Road  
Nan Gang, Harbin, China, 150010  
Attn: Mr. Jiang Chao, Corporate Secretary

or

Board of Directors  
China North East Petroleum Holdings, Limited  
445 Park Avenue  
New York, NY 10022  
Attn: Mr. Jiang Chao, Corporate Secretary

中国150010  
哈尔滨市南岗区  
浦江路85号1413室

中国东北石油控股有限公司董事会  
联系人：姜超（公司秘书）

或

美国10022  
纽约州纽约市  
Park Avenue 445号  
中国东北石油控股有限公司董事会  
联系人：姜超（公司秘书）

Communications should specify the addressee(s) and the general topic of the communication.  
The Company will review and sort communications before forwarding them.

信件应注明通信地址和一般主题。公司会在对这些信件进行审阅和分类后转交。