

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF CHINA NORTH EAST PETROLEUM HOLDINGS, LIMITED
ADOPTED AS OF AUGUST 5, 2008

中国东北石油控股有限公司董事会
提名及公司治理委员会章程
于2008年8月5日通过

The Nominating and Corporate Governance Committee's responsibilities and powers as delegated by the board of directors are set forth in this Charter. Whenever the Committee takes an action, it shall exercise its independent judgment on an informed basis that the action is in the best interests of the Company and its stockholders.

本章程里的提名及公司治理委员会的责任和权利为董事会所授予。委员会采取的行动，应为其独立判断，并以认为该行为是为公司和股东的最大利益服务为基础。

I. PURPOSE AND AUTHORITY OF THE COMMITTEE 委员会的目的和权力

The Nominating and Corporate Governance Committee (the "Committee") of China North East Petroleum Holdings, Limited (the "Company") is appointed by the Board of Directors (the "Board") to (1) assist the Board in identifying individuals qualified to become members of the Board and executive officers of the Company, (2) select, or recommend that the Board select, director nominees for election as directors by the stockholders of the Company; (3) develop and recommend to the Board a set of effective governance policies and procedures applicable to the Company; (4) lead the Board in its annual review of the Board's performance; (5) recommend to the Board director nominees for each committee, (6) make recommendations regarding committee purpose, structure and operations and (7) oversee and approve a management continuity planning process.

中国东北石油控股有限公司（以下简称“公司”）的提名及公司治理委员会是由公司的董事会（以下简称“董事会”）任命，以（1）协助董事会寻找适合的董事和高管候选人，（2）向股东大会选择或推荐合适的董事候选人；（3）向公司董事会推荐一套有效的公司治理政策和程序；（4）领导董事会进行董事会的年度业绩审查；（5）向每个委员会推荐董事，（6）对委员会目的、结构和运作提供建议，和（7）监督和批准管理层的检查经营持续性计划过程。

II. COMPOSITION OF THE COMMITTEE 委员会的构成

The Committee shall be comprised of three or more members of the Board. The members of the Committee shall satisfy all applicable requirements then in effect of the NASDAQ Stock Market LLC ("NASDAQ"), or any stock exchange or national securities association on which the Company's securities are listed or quoted and any other applicable regulatory requirements, including without limitation requirements relating to director independence, nomination and size of the Committee.

各委员会应由董事会的三名以上成员组成。委员会的成员应满足所有纳斯达克股票市场有限责任公司（以下简称“纳斯达克”）的标准，或公司股票挂牌交易的其他股票交易所、全国性的证券协会的所有法律要求，包括但不限于涉及董事独立性、委员会提名和规模的要求。

The members of the Committee shall be appointed annually to one-year terms by majority vote of the Board at the first meeting of the Board following the annual meeting of the Company's stockholders and each member shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation, retirement, removal from office or death. The members of the Committee may be removed, with or without cause, by a majority vote of the Board. Vacancies on the Committee shall be filled by majority vote of the Board at the next Board meeting following the occurrence of the vacancy or as soon as practicable thereafter.

委员会的成员的任命，应于每年公司的年度股东大会后首次召开的董事会上，以多数票通过，任期为一年。每个成员应服务到他的继任者产生，或至其提前辞职、退休、被免职或死亡。不管有无原因，董事会的多数票可免除成员的职位。委员会的职位发生空缺时，应在下一次董事会或此后尽早的董事会上由董事会多数票通过补选出新的成员。

Unless a Chairman is elected by the full Board, the members of the Committee shall designate a Chairman by majority vote of the full Committee membership. The Chairman will chair all meetings of the Committee and set the agendas for Committee meetings. The Chairman shall establish an annual calendar with a proposed agenda of corporate governance matters and nominations to be addressed at each of the Committee's scheduled meetings during the year. Committee members are expected to make suggestions for agenda items. A vacancy in the position of Committee Chair shall be filled by majority vote of the Committee at the next Committee meeting following the occurrence of the vacancy or as soon as practicable thereafter.

除非主席由全体董事会选出，委员会的成员应通过全体委员会成员的多数票选出一个主席。主席负责召集委员会的所有会议并制定会议议程。主席应就公司治理及提名方面在当年的每次委员会会议上需要讨论的问题列一个年度计划。其他成员应对会议计划提供建议。委员会主席发生空缺时，应在下一次委员会或此后尽早的委员会上由委员会多数票通过补选出新的主席。

III. MEETINGS AND PROCEDURES OF THE COMMITTEE 委员会的会议和程序

The Committee shall meet as often as its members deem necessary to fulfill the Committee's responsibilities. A majority of the Committee members shall constitute a quorum for the transaction of the Committee's business. The Committee shall act upon the vote of a majority of its members at a duly called meeting at which a quorum is present. Any action of the Committee may be taken by a written instrument signed by all of the members of the Committee. The Committee shall have the authority to establish other rules and procedures for notice and conduct of its meetings consistent with the Company's bylaws and this Charter. A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

委员会应以其成员认为履行委员会职责所必需的频率举行会议。委员会成员的多数即构成委员会决议的法定人数。委员会的决定应该在满足法定人数出席的情况下由多数人投票通过。委员会的任何决议亦可由全体成员书面签署批准。委员会有权根据公司章程和本章程制定其他关于召集举行会议的规定和程序。多数委员亲自出席或通过电话等彼此能听见对方声音的通讯方式参加会议，即可构成法定人数。

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority within the scope of the Committee's authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by any applicable law, regulation or listing standard to be exercised by the Committee as a whole.

委员会可以成立分支委员会，只要委员会认为需要并可以把委员会拥有的权利部分地授权给分支委员会，分支委员会不应少于2人，不能授予给分支委员会根据法律、法规或上市规则必须委员会整体才能行使的权利。

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. However, when necessary, the Committee may meet in executive session without such other persons present, and in all cases such officers shall not be present at meetings at which their performance and compensation are being discussed and determined.

任何不是委员会成员的非管理层董事可参加委员会的会议，但无权投票。此外，委员会可以邀请任何董事、管理层或其他有必要参加的人参加会议。然而，委员会也可召开秘密会议。当讨论和决定高管的业绩和薪酬的时候，该高管都不应在场。

Following each of its meetings, the Committee shall report its deliberations at the next meeting of the Board, including a description of all actions taken by the Committee at the meeting and an identification of any matters that require action by the Board. The Committee shall keep written minutes of its meetings which shall be maintained with the books and records of the Company.

每次会后，委员会应在下次董事会上报告商议结果，包括会议上的所有决议和需要董事会考虑的问题。委员会应将会议纪要与公司的登记簿和档案保存在一起。

IV. COMMITTEE AUTHORITY AND RESPONSIBILITIES 委员会权力和职责

- Developing the criteria and qualifications for membership on the Board.
为董事会的成员指定原则和资质标准。
- Recruiting, reviewing and nominating candidates for election to the Board or to fill vacancies on the Board; including retaining, determining fees and retention terms and terminating any search firm used to identify director candidates.
招募、审查和提名董事的候选人或是填补董事会空缺；包括但不限于，保留、决定任期和费用，终止让猎头公司寻找董事候选人。
- Reviewing candidates proposed by stockholders, and conducting appropriate inquiries into the background and qualifications of any such candidates.
审查股东提名的候选人并对这些候选人的背景和资质进行审查。
- Establishing subcommittees for the purpose of evaluating special or unique matters.
为评估特定事项建立分支委员会。
- Monitoring and making recommendations regarding committee functions, contributions and composition. 监督并对委员会功能、贡献和构成等提出建议。
- Evaluating, on an annual basis, the current composition, organization and governance of the Board and its Committees, determining future requirements and make recommendations to the Board for approval.
评估每年的董事会和委员会的治理、组成和组织，决定未来的要求准则并提交给董事会批准。
- Developing, annually reviewing and updating and recommending to the Board a set of corporate governance principles for the Company.
为董事会提供公司治理的一套原则、标准。
- In the event it is necessary to select a new chief executive officer of the Company, leading the process and initiating evaluation, consideration and screening of potential chief executive candidates. The full Board of Directors has the final responsibility to select the Company's chief executive officer.
在公司需要选举一个首席执行官的时候，主导程序并开始评估、考虑和筛选潜在的首席执行官人选。
- Reviewing and recommending to the full Board matters and agenda items relating to the Company's Annual Meeting of Shareholders including determining agenda items, setting the time and date of the Annual Meeting and approving the slate of Directors for election.
审查并向全体董事会推荐与公司年度股东大会有关的事项和议程内容，包括决定议程内容，设定年度大会的日期、时间，以及通过董事候选人。

- Evaluating and recommending termination of membership of individual directors in accordance with the Board of Directors' corporate governance principles, for cause or for other appropriate reasons. 依照公司董事会管理规则，评估并建议中止个别董事的资格。
- Coordinating and approving Board and Committee meeting schedules.
协调并通过董事会及委员会的会议时间计划。
- Reviewing and assessing the Committee's performance on an annual basis.
每年审查和评估委员会的业绩。
- Reviewing this Charter at least annually and making recommendations to the Board for approval and adoption of the Charter, including any additions, deletions or modifications, as may be deemed appropriate.
至少每年应审核本章程并建议董事会批准和采纳章程，包括认为合适的添加、删除或修改部分。

CHINA NORTH EAST PETROLEUM HOLDINGS, LIMITED

Board of Director Candidate Guidelines

董事候选人指引

The Nominating and Corporate Governance Committee (the "Nominating Committee") of China North East Petroleum Holdings, Limited (the "Company") will identify, evaluate and recommend candidates to become members of the Board of Directors ("Board") with the goal of creating a balance of knowledge and experience. Nominations to the Board may also be submitted to the Nominating Committee by the Company's stockholders in accordance with the Company's policy, a copy of which is attached hereto. Candidates will be reviewed in the context of current composition of the Board, the operating requirements of the Company and the long-term interests of the Company's stockholders. In conducting this assessment, the Committee will consider and evaluate each director-candidate based upon its assessment of the following criteria:

中国东北石油控股有限公司（以下简称“公司”）的提名及公司治理委员会（以下简称“提名委员会”）将根据知识和经验的平衡挑选、评估并推荐其候选人成为公司董事会（以下简称“董事会”）的成员。根据公司制度，公司的股东亦可向提名委员会递交董事会提名，本指引后附有复印件。对候选人的评审将根据现任董事会构成、公司运营的要求及公司股东的长期利益。为了这一评估，委员会将基于以下规则考虑和评估董事候选人：

- Whether the candidate is independent pursuant to the requirements of the NASDAQ Stock Market LLC. 候选人是否具备纳斯达克股票市场有限责任公司所要求的独立性。
- Whether the candidate is accomplished in his or her field and has a reputation, both personal and professional, that is consistent with the image and reputation of the Company.
候选人在他/她所从事的行业是否有知名度，包括个人和专业两方面是否与公司的形象和声誉一致。
- Whether the candidate has the ability to read and understand basic financial statements. The Nominating Committee also will determine if a candidate satisfies the criteria for being an "audit committee financial expert," as defined by the Securities and Exchange Commission.
候选人是否有能力读懂基本的财务报表。提名委员会也将决定候选人是否符合证券交易委员会定义的“审计委员会财务专家”的标准。
- Whether the candidate has relevant experience and expertise and would be able to provide insights and practical wisdom based upon that experience and expertise.
候选人是否具有相关的经验和专业技术，且是否能据此提供真知灼见和实践经验。
- Whether the candidate has knowledge of the Company and issues affecting the Company.
候选人是否了解公司及可能影响公司的事项。
- Whether the candidate is committed to enhancing stockholder value.
候选人是否致力于提升股东价值。
- Whether the candidate fully understands, or has the capacity to fully understand, the legal responsibilities of a director and the governance processes of a public company.
候选人是否能完全理解、或有能力完全理解作为董事的法律责任和上市公司的治理程序。
- Whether the candidate is of high moral and ethical character and would be willing to apply sound, objective and independent business judgment, and to assume broad fiduciary responsibility.

候选人的是否具有高尚的道德，及是否愿意作出稳健、客观、独立的业务判断及接受董事委员会委托的责任。

- **Whether the candidate has, and would be willing to commit, the required hours necessary to discharge the duties of Board membership.**
候选人是否有或愿意承诺为履行董事会成员的职责贡献必要的时间。
- **Whether the candidate has any prohibitive interlocking relationships or conflicts of interest.**
候选人是否有禁止性的内部勾结关系或利益冲突。
- **Whether the candidate is able to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.**
候选人是否能与公司的其他董事成员发展良好的工作关系，并与高层管理团队保持良好合作关系。
- **Whether the candidate is able to suggest business opportunities to the Company.**
候选人是否能向公司介绍一些行业机遇。

Stockholder Recommendations for Directors

股东推荐董事书

Stockholders who wish to recommend to the Nominating and Corporate Governance Committee a candidate for election to the Board of Directors should send their letters to China North East Petroleum, Suite 1413, Foster Mansion, 85 Pu Jiang Road, Nan Gang, Harbin, China, 150010 Attention: Nominating and Corporate Governance Committee, or 445 Park Avenue, New York, NY 10022, Attn: Nominating and Corporate Governance Committee, with a copy to the Company's counsel, William W. Uchimoto, Esq., Buchanan, Ingersoll & Rooney PC, 1835 Market Street, 14th Floor, Philadelphia, PA 19103-2985. The Corporate Secretary will promptly forward all such letters to the members of the Nominating Committee. Stockholders must follow certain procedures to recommend to the Nominating Committee candidates for election as directors. In general, in order to provide sufficient time to enable the Nominating Committee to evaluate candidates recommended by stockholders in connection with selecting candidates for nomination in connection with the Company's annual meeting of stockholders, the Corporate Secretary must receive the stockholder's recommendation not less than sixty (60) days nor more than ninety (90) days prior to the anniversary of the mailing of the proxy statement for the annual meeting of stockholder for the preceding year. For the year 2009, stockholder recommendations must be received by the Corporate Secretary no sooner than _____, 2009 and no later than _____, 2009.

希望向提名及公司治理委员会推荐董事会候选人的股东，须将信函寄至中国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提名及公司治理委员会，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提名及公司治理委员会，并附送一份给公司的法律顾问, Buchanan, Ingersoll & Rooney PC. 的William W. Uchimoto, 地址为：1835 Market Street, 14th Floor, Philadelphia, PA 19103-

2985。公司秘书将迅速把所有的信函转给提名委员会的所有成员。股东也须遵循一些程序，以向提名委员会推荐董事会候选人。通常，为了使提名委员会有充分时间审核股东所推荐的候选人，以向公司年度股东大会推荐，公司秘书须在向前一年的股东邮寄年度股东大会的投票委托书前的60至90天内收到股东的推荐信。2009年股东的推荐信必须在2009年____月____日至2009年____月____日期间寄至公司秘书处

The recommendation must contain the following information about the candidate:

推荐必须包括候选人的下列信息：

- Name; 姓名；
- Age; 年龄；
- Business and current residence addresses, as well as residence addresses for the past 20 years; 单位和现住址，及过去20年内的居住地址；
- Principal occupation or employment and employment history (name and address of employer and job title) for the past 10 years (or such shorter period as the candidate has been in the workforce);
主要职业及过去十年（如参加工作时间少于十年则为全部）的工作经历（包括单位名称、地址和工作职务）；
- Educational background; 教育背景；

- Permission for the Company to conduct a background investigation, including the right to obtain education, employment and credit information;
允许公司对其做背景调查，包括教育、雇用、信用等；
- The number of shares of common stock of the Company beneficially owned by the candidate; 候选人所拥有的公司普通股股数；
- The information that would be required to be disclosed by the Company about the candidate under the rules of the SEC in a Proxy Statement soliciting proxies for the election of such candidate as a director (which currently includes information required by Items 401, 404 and 405 of Regulation S-K); and
此信息将被要求由公司揭露，关于候选人元在SEC规则中的代理条款所要求的董事候选人
- A signed consent of the nominee to serve as a director of the Company, if elected.
受提名者签名的同意书，表示如入选，同意成为公司董事。

The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as a director of the Company. No person shall be eligible for election as a director of the Company unless nominated in accordance with the procedures set forth herein. The officer of the Company presiding at an annual meeting shall, if the facts warrant, determine and declare to the meeting that a nomination was not made in accordance with the foregoing procedure, and if he should so determine, he shall so declare to the meeting and the defective nomination shall be disregarded.

公司可向受提名者要求补充任何其他公司认为对确认符合作为董事候选人资格的其他信息。所有符合资格的候选人均须符合上述程序。主持年度会议的公司官员如确定，可向股东大会宣布某项提名未遵循上述程序。如官员决定并向会议宣布，则此项提名将作废。