

# **China Suntien Green Energy Corporation Limited\***

## **Terms of Reference for the Nomination Committee of the Board of Directors**

### **Chapter 1 General Provisions**

**Article 1** In order to standardize the appointment of directors and senior management of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”), optimize the composition of the Board of Directors and improve the corporate governance structure of the Company, these Terms of Reference are formulated in accordance with the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant laws, regulations and regulatory documents, as well as the provisions of the Articles of Association of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Articles of Association”) and the Rules of Procedure of the Board of Directors of China Suntien Green Energy Corporation Limited.

**Article 2** The Nomination Committee of the Board of Directors is a special operating committee under the Board of Directors, which is mainly responsible for selecting the candidates for directors and senior management of the Company, determining the selection criteria and procedures therefor, and giving recommendations thereon.

**Article 3** The Nomination Committee shall be accountable, and report to, the Board of Directors, and its proposals shall be submitted to the Board of Directors for consideration and decision.

### **Chapter 2 Composition of the Committee**

**Article 4** The Nomination Committee shall consist of five directors, the majority of whom shall be independent directors.

**Article 5** Members of the Nomination Committee shall be nominated by the chairman of the Board of Directors, more than half of the independent directors or one-third of all directors, and shall be elected by the Board of Directors.

**Article 6** The Nomination Committee shall have a chairman to be served by an independent director, who shall preside over the work of the Committee. The appointment and dismissal of the chairman of the Committee shall be decided by the Board of Directors. The chairman shall exercise the following functions and powers:

- (1) to preside over meetings of the Committee and sign resolutions of the meetings;
- (2) to propose and convene meetings of the Committee, and where the chairman fails to perform his/her duties, an independent director who is also a member of the Committee shall be designated to perform his/her duties on his/her behalf;

- (3) to lead the Nomination Committee and ensure that the Committee operates and performs its duties and responsibilities efficiently;
- (4) to ensure every proposal discussed by the Nomination Committee reaches a clear and definitive conclusion, including whether the proposal is approved, not approved or to be further discussed after supplemental materials are provided;
- (5) to define the agenda for each meeting of the Committee;
- (6) any other functions and powers specified by these Terms of Reference.

**Article 7** Members of the Committee shall meet the qualifications required by the relevant PRC laws, regulations and the listing rules of the place where the shares of the Company are listed.

**Article 8** The Nomination Committee shall have the same term of office as that of the Board of Directors. Members of the Committee may, upon the expiry of their term of office, be re-appointed for consecutive terms if re-elected. During his/her term of office, if any member ceases to be a director of the Company or a member who shall be an independent director ceases to be independent as required by the Articles of Association and the listing rules of the place where the shares of the Company are listed, such member shall automatically lose the qualification for being a Committee member. The Committee shall fill the vacancy according to Article 5 above, and the term of office of the supplementary members shall end with the term of the current Board of Directors. Any member of the Nomination Committee may submit his/her resignation to the Board of Directors prior to the expiry of his/her term of office, in which he/she shall set out the imperative reasons for his/her resignation and matters to which the Board of Directors shall pay attention. Changes may be made to the members of the Nomination Committee during their terms of office upon being proposed by the chairman of the Board of Directors and approved by the Board of Directors after its discussion.

**Article 9** The Company shall provide the Nomination Committee with sufficient resources to perform its duties. The office of the Board of Directors of the Company is the supporting and liaison department for the Nomination Committee and shall be responsible for the daily communication and organization of the Committee meetings. At the request of the Nomination Committee, staff members of the office of the Board of Directors may attend meetings of the Committee without voting rights. Where necessary, the Nomination Committee may also invite directors, senior management or persons in charge of relevant departments of the Company to attend meetings of the Nomination Committee without voting rights.

### **Chapter 3 Duties and Responsibilities of the Committee**

**Article 10** The Nomination Committee shall have the following primary duties and responsibilities:

- (1) to study and draw up the criteria, procedures and methods for selecting directors, president and other senior management of the Company, and give recommendations to the Board of Directors;

- (2) to assess the candidates for directors, president and other senior management, and provide appraisal opinions to the Board of Directors in respect of the appointment, re-appointment of directors and the succession planning for directors and senior management (especially the chairman of the Board of Directors and president);
- (3) to widely search for qualified candidates for directors, president and other senior management, and to nominate directors, senior management or make recommendations to the Board of Directors;
- (4) to assess the independence of independent directors;
- (5) to review the structure, size and composition (including the skills, knowledge and experience) of the Board of Directors and the senior management at least annually, assist the Board of Directors in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board of Directors to complement the Company's corporate strategy with due regard to the Board Diversity Policy;
- (6) to monitor the implementation of the Board Diversity Policy and the Board Nomination Policy and review such policies as appropriate;
- (7) make recommendations to the Board of Directors on measurable objectives for achieving diversity of the Board of Directors;
- (8) to support the Company's regular evaluation of the Board of Directors' performance;
- (9) any other functions and powers conferred by the Board of Directors.

**Article 11** The Nomination Committee shall be accountable to the Board of Directors, and shall submit its resolutions, recommendations or reports to the Board of Directors for review and deliberation.

**Article 12** The Nomination Committee may request the senior management of the Company to provide support to its work, with a view to facilitating the Committee to perform its duties.

**Article 13** The Nomination Committee shall be entitled to investigate the human resources management conditions and the implementation of relevant policies of the Company by various means, including but not limited to attending or sitting in on the relevant meetings of the Company, conducting investigation and research within the Company, requiring the senior management or relevant persons in charge of the Company to make verbal or written report to the Committee within a specific period.

**Article 14** While performing its duties, the Nomination Committee may, if necessary, appoint intermediaries to provide independent professional advice for its decision, and any reasonable expenses in connection therewith shall be borne by the Company.

## **Chapter 4 Decision-making Procedure of the Committee**

**Article 15** The Nomination Committee shall study the selection conditions, procedures and criteria, as well as appraisal methods for the directors and senior management of the Company by taking into consideration the actual situation of the Company and in accordance with the provisions of relevant laws and regulations as well as the Articles of Association, and conduct a preliminary examination on the qualifications of candidates for directors and senior management of the Company, reach a resolution and submit to the Board of Directors for approval before implementation.

## **Chapter 5 Proceedings of Committee Meetings**

**Article 16** The office of Board of Directors shall notify all members of the Committee of a Nomination Committee meeting three days prior to the meeting, and shall provide sufficient meeting materials. However, the above notice period may be exempted with the unanimous consent of all members of the Committee. The meeting shall be chaired by the chairman of the Committee, or by another member authorized by the chairman of the Committee in the case of his/her absence.

If any one of the following circumstances occurs, the chairman of the Committee shall convene an extraordinary meeting within five days from the date of occurrence:

- (1) when it is proposed by the Board of Directors;
- (2) when it is proposed by the chairman of the Nomination Committee;
- (3) when it is proposed by more than half of members of the Committee.

The office of the Board of Directors shall deliver the notice of the extraordinary meeting and relevant meeting information to all members of the Committee one day before the convening of such meeting in accordance with the instructions from the chairman of the Nomination Committee. However, the above notice period may be exempted with the unanimous consent of all members of the Committee.

**Article 17** The notice of the meeting shall include:

- (1) the venue, date, time and form of convening the meeting;
- (2) the agenda, issues for discussion and related information of the meeting;
- (3) the date of issuing the notice.

**Article 18** The notice of the meeting may be served by personal delivery, fax, registered mail or other methods specified by the Articles of Association.

**Article 19** Members of the Committee shall attend the meeting in person.

**Article 20** A meeting of the Nomination Committee shall be held only in the presence of two-thirds or more of the members. Each member has one vote. A resolution adopted by the meeting requires affirmative votes by a majority of all members.

**Article 21** A meeting of the Nomination Committee may be held by means of video, telephone or similar communication devices. As long as such devices enable clear communication and exchange of opinions throughout the meeting among all members attending the meetings, all members attending the meetings shall be deemed to have attended the meeting in person.

**Article 22** Members attending the Nomination Committee meeting can vote by show of hands, poll and voice vote. For members who participate in the meeting by means of video, telephone or similar communication devices and vote by hands, their voice vote shall be deemed to be valid, but they must perform the written signature procedure as soon as possible and send the voting original to the Company after the meeting. Voice vote shall be of the same effect as a written signature, but the content of the subsequent written vote must be identical to that of the voice vote given at the meeting. If voting by poll, members can vote by fax or e-mail enclosing the vote in PDF format. After the meeting, they shall send the original of the fax or e-mail enclosing the vote in PDF format to the Company.

**Article 23** Written resolution signed and agreed by all members of the Committee shall be deemed as valid and effective as if it had been passed at a legally-convened Committee meeting. Such written resolutions may consist of documents in counterparts, each signed by one or more member(s) of the Committee. The resolution can be signed and transmitted by fax or other means of electronic communication.

**Article 24** Minutes shall be taken for the Nomination Committee meeting and recorded by specific personnel assigned by the supporting and liaison department. Minutes shall have detailed records on the matters reviewed and the decisions made in the meeting, including any concerns raised by all members and different views expressed by them. The members attending the meeting shall sign on the minutes. As an important document of the Company, the minutes shall be kept by the secretary of the Board of Directors of the Company according to the file management system of the Company. If a reasonable notice is given by any director, such minutes shall be made available to the director for inspection within any reasonable period of time.

**Article 25** The proposals duly passed at meetings of the Nomination Committee and the voting results thereof shall be reported to the Board of Directors of the Company in writing.

**Article 26** The convening procedure, voting method adopted and the proposals passed at meetings of the Nomination Committee must be in compliance with the relevant laws, regulations and provisions of the Articles of Association, the Rules of Procedure of the Board of Directors and these Terms of Reference.

**Article 27** All personnel attending the meeting shall be obliged to keep confidential any of the matters discussed at the meeting, and shall not disclose any relevant information without authorization.

## **Chapter 6 Coordination and Communication**

**Article 28** The chairman or a member of the Nomination Committee authorized by him/her, or the human resources management department shall report the work of the Nomination Committee to the Board of Directors, or make a special report on a specific issue.

**Article 29** Any written reports submitted to the Board of Directors by the Nomination Committee shall be signed and approved by the chairman of the Committee or a member authorized by him/her, and shall be submitted to the Board of Directors through the secretary of the Board of Directors.

**Article 30** In the event that the senior management of the Company has any significant or special matter when the Nomination Committee is in recess, the senior management of the Company can submit a written report to the Nomination Committee through the secretary of the Board of Directors and may recommend the chairman of the Nomination Committee to convene a meeting for discussion.

## **Chapter 7 Supplementary Provisions**

**Article 31** Any matters not covered in these Terms of Reference, or any conflicts of these Terms and Reference with the laws, regulations and provisions of the listing rules of the place where the shares of the Company are listed, the Articles of Association and the Rules of Procedure of the Board of Directors issued or modified after the effective date of these Terms of Reference, shall be handled in accordance with the laws, regulations, and provisions of the listing rules of the place where the shares of the Company are listed, the Articles of Association and the Rules of Procedure of the Board of Directors.

**Article 32** Unless otherwise specified, the terms used in these Terms of Reference shall bear the same meaning as those in the Articles of Association.

**Article 33** The terms of reference of the Nomination Committee shall be updated and modified from time to time according to the relevant laws, regulations and provisions of the listing rules of the place where the shares of the Company are listed, the Articles of Association and the Rules of Procedure of the Board of Directors.

**Article 35** The interpretation and amendment of these Terms of Reference shall be vested in the Board of Directors of the Company.

**Article 36** Staff members of the office of the Board of Directors of the Company shall be familiar with the relevant requirements of these Terms of Reference.

**Article 37** This document is a core business secret. The Company shall be entitled to exercise all rights with regard to this document; it is prohibited to transmit, copy, extract or cite any content from the document without written permission of the Company.

**Article 38** These Terms of Reference and its amendments shall be effective and implemented from the date of passage of the resolutions of the Board of Directors.

\* *For identification purpose only*

# *These Terms of Reference are prepared in Chinese. In case of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.*