

# **Nomination Committee of the Board of Directors of China Suntien Green Energy Corporation Limited\***

## **Terms of Reference**

### **Chapter 1 General Provisions**

**Article 1** With a view to standardize the generation of Senior Management, to optimize the constitution of Board of Directors and to improve the administrative structure of China Suntien Green Energy Corporation Limited (hereinafter referred to as “the Company”), we hereby formulate this Terms of Reference based on the Articles of Association of China Suntien Green Energy Corporation Limited (hereinafter referred to as “the Articles of Association”), Working Statute for the Board of Directors of China Suntien Green Energy Corporation Limited, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (modified from time to time) (hereinafter referred to as “Hong Kong Listing Rules”) as well as other relevant laws, regulations and regulatory documents.

**Article 2** The Nomination Committee of the Board of Directors is a special unit subordinated to the Board of Directors and mainly responsible for determining the standard and procedure of selecting directors and Senior Management of the Company, and also giving advices on it.

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

**Article 3** The Committee consists of five directors. A majority of the members of the Committee shall be independent non-executive directors.

**Article 4** Members of the Nomination Committee shall be nominated by the Chairman of the Board together with more than half of the independent non-executive directors or one third of all directors, and be elected by the Board of Directors.

**Article 5** There shall be a Chairman for the Nomination Committee, who shall be the Chairman of the Board or an independent non-executive director responsible for presiding over the works of the Committee. The appointment or dismissal of the Committee Chairman shall be decided by the Board of Directors. The Committee Chairman shall exercise the following functions and powers:

- (1) to chair the Committee Meeting, sign and approve the resolution of Meeting;
- (2) to propose and call Committee Meetings;
- (3) to lead the Nomination Committee and make sure that the Committee operates and performs its responsibilities efficiently;
- (4) to ensure every resolution discussed by the Nomination Committee will come into a clear and definitive conclusion, including agreed, disagreed or to be further discussed after supplementing materials;

- (5) to define the agenda of each Committee Meeting;
- (6) other functions and powers specified by this Terms of Reference.

**Article 6** Members of the Committee shall meet the qualifications as required by relevant Chinese laws, regulations and the Hong Kong Listing Rules.

**Article 7** Members of the Nomination Committee share the same term of office with that of the Board of Directors. The members may upon the expiry of their term of office be re-elected to serve a consecutive term. During this period, if members are no longer the Directors of the Company or members with independent non-executive director identity have lost the independence stipulated in the Articles of Association, they will automatically lose the qualification for being a Committee member. Then, the Board of Directors shall fill their vacancy according to Articles 4 and 5 in this Terms of Reference, and the supplementary member's term of office shall end by the expiry of term of office for his/her serving as Director.

As the supporting and contacting department for the Nomination Committee, the HR Management Department of the Company is responsible for daily communication and organization of Committee meetings.

**Article 8** Members of the HR Management Department may attend the Committee meeting when required by the Nomination Committee. If necessary, the Nomination Committee can also invite directors, supervisors, Senior Management and persons in charge of relevant departments to attend the Nomination Committee Meeting.

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

**Article 9** The Nomination Committee shall exercise the following functions and powers:

- (1) to study and work out the standard, procedure and method for selecting directors, chief executives and other Senior Management of the Company, as well as giving recommendations to the Board of Directors;
- (2) to examine the candidates for directors, chief executives and other Senior Management, and present its evaluating opinions on the appointment, reappointment of directors and succession planning for directors (especially the Chairman of the Board and chief executives) to the Board of Directors;
- (3) to widely search for qualified candidates of directors, chief executives and other Senior Management, and to nominate the directors, or to make recommendations to the Board of Directors;
- (4) to assess the independence of independent non-executive directors;

- (5) to review the structure, size and composition (including skills, knowledge and experience) of the Board of Directors and the Senior Management at least annually, 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) other functions and powers conferred by the Board of Directors.

**Article 10** The Nomination Committee shall be responsible to the Board of Directors, and submit the resolutions, recommendations or reports of the Committee to the Board of Directors for review and deliberation.

**Article 11** The Nomination Committee is entitled to request the Senior Management of the Company to provide full support to its work, facilitating the Committee to perform its duties.

**Article 12** The Nomination Committee shall be entitled to investigate the HR management conditions and the implementation of relevant policies of the Company by methods 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 13** While performing functions, or exercising powers, the Nomination Committee, if necessary, may seek intermediary institutions for providing independent professional advice, and the relevant reasonable expenses shall be borne by the Company.

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

**Article 14** The Nomination Committee shall make researches on the qualification, procedure and standard of election as well as evaluation methods for the directors and Senior Management of the Company by taking into consideration the practical situation of the Company and the provisions of laws, 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 execution.

## Chapter 5 Proceedings of Committee Meetings

**Article 15** Three working days prior to the Meeting of the Committee, the Office of Board of Directors shall issue notice to all members and prepare sufficient meeting materials. Once agreed by all of members, the foresaid notice period may be exempted. The Meeting shall be chaired by the Chairman of the Committee, or by another member entrusted by the Chairman of the Committee in case of his/her absence.

**Article 16** The notice of Meeting shall include:

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

**Article 17** The notice of Meeting can be served by personal delivery, fax, registered mail or other methods specified by the Articles of Association.

**Article 18** Members of the Committee shall attend the Meeting in person.

**Article 19** The Nomination Committee Meeting shall be held only in the presence of more than two thirds of the members. Each member has one vote. A resolution adopted by the Meeting requires affirmative votes by a majority of all members.

**Article 20** Directors may attend the Nomination Committee Meeting by means of video, telephone or similar communication devices, as long as such devices enable clear communication among all persons attending the meeting, and such directors shall be deemed to have attended the meeting in person.

**Article 21** Members attending the Nomination Committee Meeting could vote by show of hands, poll and voice vote. For directors 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 they can and send the voting original to the Company after the meeting. Voice vote shall be of the same effect with 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 fax or send by E-mail enclosure in the form of PDF for voting. After the meeting, they shall send the original of the fax or E-mail enclosure in the form of PDF to the Company.

**Article 22** Written resolution signed by all members 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 several counterparts, each signed by one or more than one member(s). The resolution can be signed and transmitted by fax or other e-communication methods.

**Article 23** The minutes of the Nomination Committee Meeting shall be recorded by specific personnel assigned by the supporting and contacting department. Minutes shall have detailed records on the matters reviewed and the decisions made in the meeting, including any concerns raised by the members and different views expressed by the members. The members attending the meeting shall sign on the minutes. As an important document for the Company, the minutes shall be kept by the Secretary of Board of Directors according to the file management system of the Company. Upon reasonable request by any director, such minutes shall be provided to the director for review within a reasonable period of time.

**Article 24** The resolutions and voting results passed at the Nomination Committee shall be reported to the Board of Directors of Company in written form.

**Article 25** The convening procedure, voting method adopted and the resolutions passed at the Nomination Committee Meeting must be in compliance with the relevant laws and regulations, provisions of the Articles of Association and this Terms of Reference.

**Article 26** All personnel attending in the meeting shall be obliged to keep confidential any of the issues discussed at the meeting, and shall not disclose any relevant information without authorization.

## **Chapter 6 Coordination and Communication**

**Article 27** The Nomination Committee shall designate the Chairman or an authorized member, or the HR Management Department to report to the Board of Directors regarding its works, or make a special report against a specific issue.

**Article 28** The written report submitted to the Board of Directors by the Nomination Committee shall be signed and approved by the Chairman or a member authorized by him/her, and then submitted to the Board of Directors through the Secretary of the Board of Directors.

**Article 29** During the adjournment of the Nomination Committee, for any significant or special items, the Senior Management of the Company can submit a written report to the Nomination Committee through the Secretary of the Board of Directors and suggest the Nomination Committee to convene a meeting for discussion.

## **Chapter 7 Annex**

**Article 30** For issues not covered in this Terms of Reference, or in the event of conflicts between the provisions herein and laws and regulations, provisions of Hong Kong Listing Rules or the Articles of Association issued or modified after the effective date of this Terms of Reference, the laws, regulations, provisions of Hong Kong Listing Rules or the Articles of Association shall prevail.

**Article 31** Unless otherwise specified, the terms used in this Terms of Reference shall bear the same meaning as that in the Articles of Association.

**Article 32** This functions and powers of the Committee shall be, from time to time, updated and modified according to the provisions of relevant laws and regulations, Hong Kong Listing Rules and the Articles of Association.

**Article 33** Staff of the office of the Board of Directors of the Company shall be familiar with the relevant requirements of the Terms of Reference.

**Article 34** This document is commercially confidential. The Company is entitled to exercise all rights with regard to this document; it is prohibited to transmit, copy, extract or cite content from the document without written permission of the Company.

**Article 35** Right to final interpretation of this Terms of Reference shall belong to the Board of Directors of the Company. This Terms of Reference and its modifications shall come into force from the date when the resolution of Board of Directors has been passed.

*\* 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.*