

Strategy and Investment 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 adapt to the strategic developing needs of China Suntien Green Energy Corporation Limited (hereinafter referred to as “Company”), to achieve more scientific and standardized making of strategic decision, and to guarantee that the Strategy and Investment Committee of the Board of Directors efficiently perform their responsibilities, 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 Statutes for the Board of Directors of China Suntien Green Energy Corporation Limited (hereinafter referred to as “Statutes of Board of Directors”) as well as other relevant laws, regulations and regulatory documents.

Article 2 The Strategy and Investment Committee of the Board of Directors is a special unit subordinated to the Board of Directors mainly responsible for studying and giving advice on the long-term developing strategy and significant investment decision of the Company, as well as supervising and inspecting the implementation of annual operational plan and investment program under the authorization by the Board of Directors.

Chapter 2 Composition of the Committee

Article 3 The Strategy and Investment Committee shall at least consist of three directors.

Article 4 Members of the Strategy and Investment Committee shall be nominated by the Chairman of the Board together with more than half of 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 Strategy and Investment Committee, who shall be the Chairman of the Board or a committee member appointed by the Chairman of the Board, 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 meetings;
- (3) to lead the Committee and make sure that the Committee operates and performs its responsibilities efficiently;

- (4) to ensure every resolution discussed by the 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 other requirements related to Stock Exchanges.

Article 7 Members of the Strategy and Investment 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, 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 Term 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 Strategy and Investment Committee, the Strategic Planning Department of the Company is responsible for preparing the Meeting of the Strategy and Investment Committee and executing the related decisions made by the Strategy and Investment Committee.

Chapter 3 Duties and Responsibilities of the Committee

Article 8 The Strategy and Investment Committee shall exercise the following functions and powers:

- (1) to study and make recommendations on the developing strategy and significant investment decision for the Company;
- (2) to organize the formulation of the medium to long-term developing plan for the Company, provide guidance and approve the strategic developing plan of its key subsidiaries;
- (3) to review the annual operational plan and investment plan for the Company;
- (4) to study and make recommendations on the significant investing, financing and capital operation system that require approval from the Board of Directors;
- (5) to study and make recommendations on the material issues influencing the development of Company, such as the restructuring and reorganization of the Company;
- (6) other functions and powers conferred by the Board of Directors.

Article 9 The Strategy and Investment Committee shall be responsible to the Board of Directors, and submit recommendations or reports to the Board of Directors for review and deliberation.

Article 10 The Strategy and Investment Committee is entitled to request the Senior Management of the Company to provide full support to its work and seek comprehensive answers to its questions. The information provided by the Senior Management shall be complete and accurate, and its format and quality shall be appropriate and sufficient to allow the Committee to make decision accordingly. Other departments of the Company shall also actively assist the works of the Committee.

Article 11 The Strategy and Investment Committee shall be entitled to investigate the implementation of strategic development plan of the Company by methods including but not limited to attending or sitting in the relevant meetings of the Company, conducting investigation and research within the Company, requesting 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 12 The functions and powers performed by the Strategy and Investment Committee must be in compliance with the provisions of the Company Law, the Articles of Association and this Terms of Reference, without prejudice to the interests of the Company and Shareholders.

Article 13 After being authorized by the Board of Directors, the Strategy and Investment Committee, if necessary, may seek intermediary institutions for providing professional advice, and the relevant reasonable expenses shall be borne by the Company.

Chapter 4 Proceedings of Committee Meeting

Article 14 Three working days prior to the Meeting of the Strategy and Investment 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 Committee in case of his/her absence.

Article 15 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 16 The notice of Meeting can be served by personal delivery, fax, registered mail or other methods specified by the Articles of Association.

Article 17 Members of the Committee shall attend the Meeting in person.

Article 18 The 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 19 Directors, supervisors and Senior Management can be invited to attend the Strategy and Investment Committee Meeting if necessary.

Article 20 Directors may attend the Strategy and Investment 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 Strategy and Investment 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 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 Strategy and Investment 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 Strategy and Investment Committee Meeting shall be reported to the Board of Directors in written form.

Article 25 After being authorized or approved by the Board of Directors, the resolutions passed at the Committee meeting must be further implemented by the Senior Management or other relevant persons in charge of the Company. The Committee is entitled to request relevant personnel to report the implementations within specific time or at the next meeting.

Article 26 The convening procedure, voting method and the resolutions passed at the Strategy and Investment Committee Meeting must be in compliance with the relevant laws and regulations, provisions of the Articles of Association and this Term of Reference.

Article 27 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 5 Coordination and Communication

Article 28 The Strategy and Investment Committee shall designate the Chairman or an authorized member, or the supporting and contacting department to report to the Board of Directors regarding its works, or make a special report against a specific issue.

Article 29 The written report submitted to the Board of Directors by the Strategy and Investment Committee shall be signed and approved by the Chairman or a member authorized by him/her, and submitted to the Board of Directors through the Secretary of the Board of Directors.

Article 30 During the adjournment of the Strategy and Investment Committee, for any significant or special issues, the Senior Management of the Company can submit a written report to the Committee through the Secretary of the Board of Directors and suggest the Strategy and Investment Committee to convene a meeting for discussion.

Chapter 6 Annex

Article 31 For issues not covered in the this Term of Reference, or in the event of conflicts between the provisions herein and laws and regulations, the rules on company listing in the region where the Company is listed or the Articles of Association issued or modified after the effective date of this Term of Reference, the laws, regulations, the listing rules or the Articles of Association shall prevail.

Article 32 Unless otherwise specified, the terms used in this Term of Reference shall bear the same meaning as that in the Articles of Association.

Article 33 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, the rules on company listing in the region where the Company is listed or the Articles of Association.

Article 34 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 35 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 36 Right to final interpretation of this Terms of Reference shall belong to the Board of Directors of the Company. This Term of Reference and its modifications shall come into force from the date when the resolution of the 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.