

GOLDPOLY NEW ENERGY HOLDINGS LIMITED

金保利新能源有限公司 *

(incorporated in Bermuda with limited liability)

Terms of Reference for the Risk Control Committee

Effective upon approval by the Board of Directors on 23 July 2013

Chapter I General Provisions

Rule 1 To establish and improve the risk control mechanism of Goldpoly New Energy Holdings Limited (hereinafter referred to as the “Company”), strengthen the risk analysis, judgement and decision-making of the Company, and enhance the risk prevention, monitoring and management capacity of the Company, the Board of Directors of the Company has established the Risk Control Committee (hereinafter referred to as the “RC Committee”) and formulated these Terms of Reference in accordance with the relevant requirements of the Listing Rules, the Companies Ordinance and the Articles of Association.

Rule 2 The RC Committee is a body under the Board of Directors of the Company. It is primarily responsible for the identification, adversion and control of risks associated with important investments, internal control system, material operation and property of the Company, and making recommendations on improving the risk control and internal control of the Company. It reports and is responsible to the Board of Directors.

Rule 3 In exercising its authority and the resolutions passed, the RC Committee shall comply with the requirements of the laws, listing rules, administrative regulations, regulatory documents, the bye-laws and the Terms of Reference.

Chapter II Composition

Rule 4 The RC Committee shall consist of at least three directors of the Company nominated by the Nomination Committee and elected by the Board of Directors.

Rule 5 The RC Committee shall have a chairman elected by the Board of Directors

from among the members.

The chairman of the RC Committee shall be responsible for convening and presiding over the committee meetings. When the chairman is unable to perform his duties, he shall designate another member to perform his duties on his behalf.

Rule 6 The members of the RC Committee shall have a term of office of three years, and shall be eligible for re-election. No member shall be dismissed without cause prior to the expiry of his term of office other than the occurrence of circumstances that require dismissal as stipulated in the Company Law, listing rules, the Articles of Association or the Terms of Reference. If any member no longer acts as the director of the Company during his term of office, he shall automatically lose his office as a member of the RC Committee.

Rule 7 When the number of the RC Committee members is less than the stipulated minimum number due to resignation or dismissal of members, the Board of Directors of the Company shall elect new members as soon as possible.

Rule 8 The committee shall have a secretary elected by the committee, who shall be responsible for preparation and coordination of the RC Committee meetings etc. In the absence of the position of committee secretary, or when the office of committee secretary remains vacant, the Company Secretary shall perform such duties.

Chapter III Duties and Authority

Rule 9 The primary duties and authority of the RC Committee

(1) to review the significant investment projects of the Company that are required to be submitted to the Board of Directors for approval, and comment thereon;

(2) to examine and supervise the effectiveness, soundness and performance of the internal control system of the Company and its subsidiaries, and comment thereon;

(3) to conduct risk assessment on the material operation and financial matters of the Company, and provide a basis for decision-making by the Board of Directors;

(4) other matters entrusted by the Board of Directors.

Rule 10 In exercising its authority, the RC Committee shall comply with the requirements of the applicable laws, listing rules, administrative regulations, regulatory

documents such as rules of competent authorities, the Articles of Association and these Terms of Reference, and shall not impair the legitimate interests of the Company and its shareholders.

Rule 11 When the RC Committee performs its duties, the relevant departments of the Company shall cooperate, and the necessary expenses shall be borne by the Company.

Chapter IV Convening and Notice of Meeting

Rule 12 The RC Committee shall meet at least twice a year, and a written notice shall be given to all members three days prior to any such meeting held. The meetings shall be presided over by the chairman of the committee. When the chairman is unable to attend, he may appoint another member to chair the meeting.

Rule 13 The RC Committee may require directors and other senior management of the Company to sit in on its meeting if it considers necessary.

Rule 14 The RC Committee may engage intermediaries to provide professional advice if necessary and the expenses arising therefrom shall be borne by the Company.

Rule 15 The RC Committee may conduct its meetings by way of on-site meeting where appropriate, or by means of communication such as fax, video and telephone.

Rule 16 A notice of meeting of the RC Committee shall be given in writing, and shall include at least the following information:

- (1) the time and venue of the meeting;
- (2) the duration of the meeting;
- (3) the agenda to be discussed at the meeting;
- (4) the information and documents related to the agenda, if any;
- (5) the contact person of the meeting and contact information;
- (6) the date of notice of the meeting.

Rule 17 A notice of meeting of the RC Committee shall be sent by fax, post or email etc. If written objection is not received within two days from the date of the notice, the

addressee shall be deemed to have received the notice of meeting.

Rule 18 In case of an emergency risk event, the Chairman of the Company or the chairman of the RC Committee may convene a special meeting without notice period in advance and written notice.

Chapter V Proceedings and Voting Procedures

Rule 19 A meeting of the RC Committee shall only be held with more than two-thirds of the members present. The directors of the Company may sit in on the meeting, but non-member directors are not entitled to vote on the proposals at the meeting.

Rule 20 A member of the RC Committee may attend the meeting in person, or appoint another member as his proxy to attend the meeting and exercise his right to vote. A member shall appoint only one other member as his proxy to exercise his right to vote on each occasion. Appointment of two or more proxies to exercise his right to vote shall invalidate the appointment.

Rule 21 If a member of the RC Committee appoints another member as his proxy to attend the meeting and exercise his right to vote, he shall submit a letter of authorization to the chairman of the meeting. The letter of authorization shall be submitted to the chairman of the meeting prior to voting at the meeting.

Rule 22 A power of attorney shall be signed by the appointing member and the proxy, and shall include at least the following information:

- (1) the name of the appointing member;
- (2) the name of the proxy;
- (3) the entrusted matters;
- (4) the instruction as to how to vote on the agenda (voting for, voting against or abstaining) and the explanation as to whether the proxy may vote in his discretion in the absence of specific instruction;
- (5) the validity of the power of attorney;
- (6) the date of signing the power of attorney.

Rule 23 If a member of the RC Committee fails to attend the meeting in person or by proxy, his right to vote thereat shall be deemed to be waived. If a member of the RC Committee consecutively fails to attend two meetings either in person or by proxy, he shall be deemed to have failed to duly perform his authority, and may be dismissed from his office as a member by the Board of Directors of the Company.

Rule 24 In voting, each member of the RC Committee shall have one vote. A resolution of the committee shall be passed with majority votes by all members (including absent members).

Rule 25 The meeting of the RC Committee shall adopt a focused review and vote by order policy, i.e. all proposals shall be voted one by one in sequence considered by all participating members.

Rule 26 If the chairman of the meeting considers necessary, he may require other persons related to a proposal to sit in on the meeting to give introduction or express their opinions, but non-RC Committee members are not entitled to vote on the proposal.

Rule 27 Participating members shall consider and sufficiently express their personal opinions on a proposal in a serious and conscientious manner, and be responsible for their own votes.

Rule 28 In voting, the RC Committee may vote by registered ballot or by a show of hands.

The voting options of the members shall include voting for, voting against and abstaining. Participating members shall choose from among the above options. If a member fails to make a choice or chooses two or more options, he shall be required by the chairman of the meeting to make a new choice. If he refuses to do so, it shall be deemed as an abstention. If a member leaves the meeting venue halfway and thus does not make a choice, it shall be deemed as an abstention.

Rule 29 In the case of voting by registered ballot, upon the completion of voting by the participating members, the committee secretary shall collect the ballot papers from the members for calculation. In the case of on-site meeting, the chairman of the meeting shall announce the calculation results on the spot; otherwise, the chairman of the meeting shall require the secretary of the committee to notify the members of the voting results

before the next working day upon expiry of the prescribed time limit for voting.

If a member casts his vote after the chairman of the meeting announces the voting results or upon expiry of the prescribed time limit for voting, his vote shall not be counted.

Chapter VI Resolutions and Minutes

Rule 30 Each proposal with required valid votes shall constitute a resolution of the RC Committee upon announcement by the chairman of the meeting. In the case of on-site meeting, a resolution of the RC Committee shall be effective upon signature by the participating members. In the case of teleconference, a resolution of the RC Committee shall be effective upon signature on the resolution (or its faxed copy) by all the members.

Rule 31 The members of the RC Committee or the Company Secretary shall report to the Board of Directors of the Company on the resolutions no later than the next day after the formation of the resolutions.

Rule 32 In the implementation of resolutions of the RC Committee, the chairman of the meeting or another member as he designates shall conduct a follow-up inspection on the implementation of the resolution. Where violation of the resolution is found, the persons concerned may be required and urged to remedy. Should the persons concerned fail to accept such request, the chairman of the meeting or his designated member shall report the situation to the Board of Directors of the Company who shall be responsible for addressing the situation.

Rule 33 The RC Committee shall maintain written minutes of its meetings. Participating members and the person who takes the minutes shall both sign on the minutes. An participating member shall be entitled to require the explanatory remarks of his speech at the meeting to be recorded in the minutes.

Rule 34 Minutes of a meeting of the RC Committee shall include at least the following information:

- (1) the date and venue of the meeting and name of the chairman of the meeting;
- (2) the names of attendees, those attendees who are proxies shall be specified;
- (3) the agenda of the meeting;

(4) the highlights of the members' speeches;

(5) the voting method on each resolution or proposal and the corresponding voting results (numbers of votes for, against and abstaining shall be set out);

(6) other matters which shall be explained or recorded in the minutes.

Rule 35 The meeting archives of the RC Committee, including the notice of meeting, meeting materials, the power of attorney for proxy, votes, minutes as signed and confirmed by the participating members and resolution records, etc., shall be kept by the Company Secretary. The meeting archives of the RC Committee shall be kept for ten (10) years.

Rule 36 Before the disclosure of the resolutions of the RC Committee by the Company in accordance with the statutory procedures, the participating members, the persons sit in on the meeting and the persons taking minutes and providing services, etc. shall keep the contents of the resolutions confidential.

Chapter VII Abstention System

Rule 37 Where a member of the RC Committee or his close relatives and other entity controlled by the member of the RC Committee and his close relatives has direct or indirect interest in the agenda discussed at the meeting, such member shall disclose the nature and extent of such interest to the committee as soon as possible.

The term "close relatives" as referred to in the previous clause shall include spouse, parents, spouse's parents, brothers and sisters and their spouses, children aged 18 or above and their spouses, spouse's brothers and sisters and children's spouses' parents.

Rule 38 Upon the occurrence of the above situation, the interested member shall provide a detailed explanation of the situation at the meeting and shall specify that he will abstain from voting. However, if the other members of the RC Committee unanimously agree that such interest will not have material impact on the matters to be voted on after discussion, the interested member may vote.

Rule 39 When a quorum is not met after the interested member's abstention, all members (including the interested member) shall resolve on the procedural issues such as the submission of such proposals to the Board of Directors of the Company for

consideration, and the Board of Directors of the Company shall consider such proposals.

Rule 40 The minutes and resolutions of the RC Committee shall specify the abstention of the interested member.

Chapter XVIII Work Assessment

Rule 41 During adjournment of the meetings, a member of the RC Committee may conduct necessary follow-up procedures on matters such as significant investment projects, implementation of internal control system, material operations and financial position of the Company. All relevant departments of the Company shall actively cooperate with and timely provide the required information to the member.

Rule 42 A member of the RC Committee shall be entitled to inspect the following relevant information:

- (1) the annual business plan, investment plan and business objectives of the Company;
- (2) the financial statements of the Company;
- (3) the management systems of the Company;
- (4) other relevant information.

Rule 43 A member of the RC Committee may make an inquiry to or question the senior management about certain issue, and the senior management shall give a timely reply or explanation.

Rule 44 The RC Committee shall assess the Company's risk prevention and risk control level based on the situation and information to its understanding and knowledge, and the fulfillment of the Company's business objectives, with reference to other relevant factors.

Rule 45 Before the disclosure of company information in accordance with the statutory procedures, a member of the RC Committee shall keep the contents of such information confidential.

Chapter IX Supplementary Provisions

Rule 46 The term "senior management" as referred to in these Terms of Reference

shall include the general managers, deputy general managers, company secretaries and financial controllers of the Company or its subsidiaries.

Rule 47 The terms “above” and “below” as referred to in these Terms of Reference shall include the number itself, and the terms “over” and “less than” shall not include the number itself.

Rule 48 Any matter not covered by these Terms of Reference shall be subject to the requirements of the relevant laws, listing rules, administrative regulations, rules of competent departments and the Articles of Association.

Rule 49 These Terms of Reference shall be formulated, amended and interpreted by the Board of Directors of the Company.

Rule 50 These Terms of Reference shall be implemented upon consideration and approval by the Board of Directors of the Company.

** for identification purpose only*