GOLDPOLY NEW ENERGY HOLDINGS LIMITED

金保利新能源有限公司*

(incorporated in Bermuda with limited liability)

Nomination Committee

Terms of Reference

1. CONSTITUTION

1.1 The Nomination Committee was formed pursuant to the board resolution of the Company passed on 23 March 2012.

1.2 Adopted on 23 March 2012 pursuant to the Revised Code on Corporate Governance Practices effective on 1 April 2012.

2. MEMBERSHIP

2.1 The Committee shall comprise at least a minimum of three members with a majority being independent non-executive directors ("INEDs").

2.2 The Chairman of the Committee shall be Chairman (or acting Chairman) of the Board or an independent non-executive director.

2.3 The Board may at any time appoint, remove, suspend or replace any member of the Committee at its option by resolution.

3. MEETINGS

3.1 The Company Secretary shall be the secretary of the Nomination Committee.

3.2 The Nomination Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Nomination Committee.

3.3 A quorum of the Nomination Committee shall be any two members.

3.4 In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

3.5 Notice of any meetings has to be given at least 7 days prior to any such meeting being held, unless all members unanimously waive such notice. Irrespective of the length of notice being given, a member attending the meeting shall be deemed waiver of the requisite length of notice of the meeting by the member. Notice of any adjourned meetings is not required if adjournment is for less than 7 days.

3.6 Meetings may be held in person, by telephone or video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

3.7 A resolution in writing signed by all members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.

3.8 Full minutes of Nomination Committee meetings should be kept by the secretary of the Nomination Committee. Draft and final versions of minutes of the Nomination Committee meetings shall be circulated to all members of the committee for their comment and records respectively, in both cases within a reasonable time after the meeting.

4. FREQUENCY OF MEETINGS

4.1 The chairman of the Nomination Committee, in consultation with the secretary, shall decide the frequency and timing of its meetings. There shall be as many meetings as the Nomination Committee's duties and responsibilities require.

4.2 The Nomination Committee shall meet no fewer than one meeting a year.

5. AUTHORITY

5.1 The Committee shall have the following authority to obtain advice and

assistance from, at the Company's expense, independent professional advisors or consultants to advise the Committee if it considers the same necessary.

6. DUTIES & RESPONSIBILITIES

6.1 The Committee shall formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy.

6.2 The Committee shall be without prejudice to the generality of the foregoing:

(i) review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;

(ii) identify individuals suitably qualified to become board members and to make recommendations to the Board on the selection of individuals nominated for directorships. (Sufficient biographical details of the candidates shall be provided to the Board to enable them to make an informed decision);

(iii) assess the independence of Independent Non-executive Directors ;

(iv) make recommendations to the Board on the appointment and reappointment of directors and succession planning for directors, in particular the chairman and the chief executive of the Company;

(v) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and

(vi) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board.

7. REPORTING PROCEDURES

7.1 The secretary shall circulate the minutes of meetings and reports of the Committee to all members of the Board.

7.2 The Nomination Committee shall report to the Board on a regular basis and following after each meeting.

If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.

* for identification purpose only