GOLDWIND
XINJIANG GOLDWIND SCIENCE & TECHNOLOGY CO., LTD.*
新疆金風科技股份有限公司
(a joint stock limited liability company incorporated in the People's Republic of China)
Stock Code : 02208

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(In the case of any discrepancies, the Chinese version shall prevail over the English version.)

Chapter 1 Provisions

1.1 In order to prefect its corporate governance structure, to enhance the decision-making standards and management abilities at the board of directors ("Board") and the operation level of Xinjian Goldwind Science & Technology Co,. Ltd. (the "Company"), and to make the nomination, appointment and removal procedure of directors and senior management more scientific and democratic, the Company has established a nomination committee of the Board (the "Nomination Committee") and formulated these terms of reference in accordance with the Company Law and other relevant regulations has.

1.2 The Nomination Committee of the Board is a professional committee under the Board. It is mainly responsible for studying and making recommendations on the criteria and procedure for nomination, replacement and selection of the directors and the senior management of the Company.

Chapter 2 Membership

2.1 The committee consists of three directors, and two out of the three directors should be independent directors.

2.2 The committee member shall be nominated by the chairman of the Board, or a majority of independent directors, or more than one-third of the directors, and elected by the Board.

2.3 The Chairman of the Nomination Committee will be responsible for chairing the work of the Nomination Committee and he/she must be an independent director. The secretariat of the Board is the regular administrative body of the Nomination Committee.

2.4 The term of office of the members of the Nomination Committee will be consistent with the term of office of members of the Board. The member may be re-elected upon the expiry of his/her term of office. During his/ her term of office, if any member ceases to hold office as a director, he/she will automatically be disqualified as a member of the Nomination Committee and the vacancy shall be filled in accordance with clauses 2.1 - 2.3 above.

Chapter 3 Duties and Authorities

3.1 Principal duties and authorities of the Nomination Committee:

To review the structure and the composition of the Board at least once annually and make recommendation(s) to the Board based on the Company's operation structure, scale of assets and shareholding structure;

to study and make recommendations to the Board regarding the selection criteria and procedure of directors and senior management;

to examine and assess the independence of independent directors;

to extensively look for qualified candidates for directors and senior management;

to review the appointment and re-appointment of the candidates to be appointed; and

to perform other matters as authorised by the Board.

3.2 The Nomination Committee shall be accountable to the Board. Any proposal of the Nomination Committee shall be submitted to the Board for its consideration and determination. The secretariat of the Board is the regular administrative body of the Nomination Committee.

Chapter 4 Decision-making Procedures

4.1 The Nomination Committee shall formulate a proposal after studying the nomination criteria, selection procedure and term of office of a director or senior management pursuant to the actual situation of the Company, the relevant laws and regulations, and the articles of association of the Company (the "Articles"). A proposal shall be made and submitted to the Board for approval on implementation.

4.2 Procedure of nominating directors and senior management:

Any shareholders who individually or jointly hold more than 3% of the total issued share capital of the Company, or more than two persons out of the directors, the President, the chairman of the Board and the members of the board of supervisors, can propose the candidate(s) for appointment as director(s) and senior management, in accordance with the qualification(s) required for the directors and senior management as set out in the Articles, and propose the relevant materials of the candidate(s) to the secretariat of the Board for consolidation;

The secretariat of the Board shall consolidate the proposed position, duties and the relevant materials of the candidate(s) for submission to the Nomination Committee;

the chairman of the Nomination Committee shall designate the committee member(s) to seek views from candidate(s) respectively regarding his/her nomination;

to convene the meeting of the Nomination Committee and to review the qualifications of the candidate(s) and to make recommendations on nominations to the Board considering the contributions from the candidate(s)'s qualifications, skills, experience, independence and gender diversity, as well as the qualifications for directors and senior management in accordance with the laws and regulations;

to put forward the recommendation and opinions on candidate(s) to be appointed as director(s) and senior management to the Board 10 days prior to the election of the new director(s) and the appointment of the new senior management.

Chapter 5 Proceedings of the Meeting

5.1 The Nomination Committee shall meet at least once a year and according to the needs to examine any candidate(s) for the director(s) and senior management. The Nomination Committee shall give notice to all members 7 days prior to the proposed date of meeting. The meeting shall be presided over by the chairman. In the absence of the chairman, he shall authorize another member to preside over the meeting.

5.2 The quorum of the meeting of the Nomination Committee is two-third of the members. Each member shall have one vote and any resolution of the meeting must only be adopted by the affirmative votes from a majority of the members.

5.3 Voting in the meeting of Nomination Committee may be conducted by means of correspondence.

5.4 The directors, supervisors and senior management may be invited by the Nomination Committee to attend its meeting, when necessary.

5.5 The Nomination Committee may invite external parties to attend such meeting(s) and to provide professional advice for its decision-making. The cost shall be borne by the Company, when necessary.

5.6 The Nomination Committee shall keep minutes of its meetings, and members present at the meeting shall sign the minutes which shall be kept by the secretary to the Board of the Company.

5.7 Resolutions passed by the Nomination Committee and the voting results of the meeting of the Nomination Committee shall be reported to the Board of the Company in writing.

5.8 Personnel present at the meeting shall be obliged to keep all matters discussed in such meeting confidential, and shall not disclose any relevant information without authorisation.

Chapter 6 Supplementary Provisions

6.1 These terms of reference shall be effective and implemented on the date on which it isadopted by the Board of the Company.

6.2 Any matters not covered by these terms of reference shall be implemented in accordance with relevant laws, regulations and the Articles. Should these terms of reference be inconsistent with any laws or regulations promulgated by the government of the People's Republic of China, or the Articles as validly amended from time to time, these terms of reference shall be amended in accordance with relevant laws, regulations, and the Articles. The proposed amendment(s) shall be reported to the Board for its consideration and approval.

6.3 The interpretation of these terms of reference shall be vested to the Board of the Company.