



BOER POWER HOLDINGS LIMITED

博耳電力控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Revised Terms of Reference – Nomination Committee

(adopted by the Board on 26 August 2013)

Constitution

1. The board of directors of Boer Power Holdings Limited (the “**Company**”) (the “**Board**”) has resolved the establishment of the Nomination Committee on 30 September 2010.

Membership

2. The Nomination Committee (the “**Committee**”) shall comprise a majority of independent non-executive directors of the Company.
3. The Committee shall be chaired by the chairman of the Board or an independent non-executive Director.
4. Only members of the Committee have the right to attend meetings of the Committee. At the invitation of the Committee, other individuals such as the chief executive officer of the Company, the head of human resources and external advisers may be invited to attend all or part of any meeting of the Committee as and when appropriate.

Quorum

5. The quorum necessary for a meeting of the Committee shall be 2, at least one of which shall be an independent non-executive director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

Meetings

6. The Committee shall meet at least once a year and at such other times as the chairman of the Committee may require.

Notice of Meetings

7. Meetings of the Committee shall be summoned by the secretary of the Committee who will be the company secretary of the Company.

8. Unless otherwise agreed, notice of each meeting of the Committee shall confirm the venue, time and date together with an agenda of items to be discussed and shall be forwarded to each member of the Committee and any other person required to attend no later than 3 working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate at the same time.

Minutes of Meetings

9. The chairman of the Committee, in consideration with the responsible director and the secretary of the Committee, shall be primarily responsible for drawing up and approving the agenda for each meeting. The secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance. All minutes shall record in sufficient details the matters considered, decisions reached or recommendations made and any concerns raised by any member including dissenting views and shall be open for inspection at any reasonable time on reasonable notice by any director.
10. Minutes of the Committee meetings shall be circulated promptly to all members of the Committee and, once agreed, to all members of the Board, unless a conflict of interest exists.

Annual General Meeting

11. The chairman of the Committee (or if he is not able to attend, his delegate who shall be a member of the Committee) shall attend the Annual General Meeting, in which he shall be prepared to respond to any shareholder's questions on the Committee's activities.

Duties

12. The Committee shall:
 - (a) review the structure, size and composition (including but not limited to the skills, knowledge and experience of the Directors) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) identify any persons who may be suitable and qualified to become members of the Board and select, or make recommendations to the Board on the selection of, any persons nominated for directorships;
 - (c) assess the independence of independent non-executive directors, having regards to the requirements under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**"); and
 - (d) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors in particular the chairman of the Board and the chief executive.

13. The Committee should have a policy concerning diversity of Board members, and should disclose the policy or a summary of the policy in the corporate governance report. Diversity of Board members can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience, taking into account the business and specific needs of the Company.
14. In carrying out its responsibilities, the Committee should give adequate consideration to the principles under A.3 and A.4 of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

Reporting Responsibilities

15. The chairman of the Committee shall report formally to the Board on its proceedings after each meeting of the Committee on all matters within its duties and responsibilities.
16. The Committee shall make whatever recommendations to the Board on any area within its remit where action or improvement is needed.

Others

17. The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.
18. The Company should provide the Committee sufficient resources to perform its duties.

Authority

19. The Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties.
20. In connection with its duties, the Committee is authorised by the Board to obtain, at the Company's expense, any external legal or other independent professional advice if necessary.