

TIANNENG POWER INTERNATIONAL LIMITED

(Incorporated in the Cayman Islands with limited liability)

Terms of reference of the Nomination Committee

The Nomination Committee

The board of directors (the “**Board**”) of **TIANNENG POWER INTERNATIONAL LIMITED** (the “**Company**”) established a committee of the Board known as the Nomination Committee (the “**Nomination Committee**”), its constitution and particular duties are set out below:-

(1) Membership

The members of the Nomination Committee shall be appointed by the Board, the majority of which should be the independent non-executive directors of the Company and the Committee shall consist of not less than three members. A quorum of a meeting of the Committee shall be two members.

(2) Frequency of meetings

Meetings of the Nomination Committee shall be held not less than once a year.

(3) Duties

The nomination committee should be established with specific written terms of reference which deal clearly with the committee’s authority and duties. It is recommended that the nomination committee should discharge the following duties:-

- (a) review the structure, size and composition (including the skills, knowledge and experience) of the Board on a regular basis and make recommendations to the Board regarding any proposed changes;
- (b) identify individuals suitably qualified to become Board members and selector make recommendations to the Board on the selection of, individuals nominated for directorships;
- (c) assess the independence of independent non-executive directors; and

(d) make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive officer.

(4) Reporting procedures

The secretary of the Nomination Committee shall circulate the minutes of the meetings of the Nomination Committee to all members of the Board.