



GCL-Poly Energy Holdings Limited
保利協鑫能源控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 3800)

TERMS OF REFERENCE
OF
STRATEGY AND INVESTMENT COMMITTEE
(the “Committee”)

*(as adopted by the Board of Directors on 22 October 2007
and amended by the Board of Directors on 15 November 2012 and 14 June 2016)*

1. Constitution

- 1.1 The Board of Directors (the “**Board**”) of GCL-Poly Energy Holdings Limited (the “**Company**”) had resolved to establish the Strategic Planning Committee on 22 October 2007 and rename it as Strategy and Investment Committee on 14 June 2016.

2 Membership

- 2.1 Members of the Committee shall be appointed by the Board and shall comprise at least six members.
- 2.2 The chairman of the Committee shall be appointed by the Board.

3. Frequency and proceedings of meetings

- 3.1 The Committee shall meet once a year. Additional meetings shall be held as the work of the Committee demands.
- 3.2 The quorum of a meeting shall be two members of the Committee.

- 3.3 The Committee may, from time to time, invite advisors to attend the meeting, including but not limited to external professionals or advisors to advise its members.
- 3.4 Reasonable notice together with the agenda of any meeting should be given before the date of the meeting. The Committee meeting papers should be circulated to all members 3 days before the date of meeting by hand, by post or in electronic forms.
- 3.5 Members may participate in the Committee meetings by telephone or video conference or electronic or other communications facilities provided that each member can hear and be heard by all other members throughout the meeting and such participation shall constitute presence for purposes of the quorum provision of article 3.2.

4. Authority

- 4.1 The Committee is authorized by the Board to carry out any activity within its terms of reference. It is authorized to seek any information it requires from any employees of the Company in order to perform its duties.
- 4.2 The Committee is authorized to seek professional advice if it considers necessary in performing its duties.

5. Duties

Business Development

- 5.1 The Committee will study the Company's strategic plan for long term development and provide opinion thereon.
- 5.2 The Committee will review the current business of the Company and make recommendation to the Board for any upgrade of existing facilities, expansion, mergers and acquisitions in respect of market share, profitability, market needs and environment.
- 5.3 The Committee will review the Company's annual performance and the implementation and progress of the matters referred to above.

Policy & Social Affairs

- 5.4. The Committee will review and make recommendations to the Board with regard to the policy, social and economic developments in China or other jurisdiction affecting or having the potential to affect significantly the business activities of the Company.

Investment & Disposal Advice

- 5.5 The Committee will review, evaluate and make recommendations to the Board of any significant investment, acquisition, joint venture or disposal proposal (whether carried out by the Company, its subsidiary, partnership, fund or any joint arrangement vehicle in any form) and consider requests from the Board of any proposed transactions.
- 5.6 The Committee will report to the Board on decisions or recommendations made, unless there are legal or regulatory restrictions to do so.
- 5.7 The Committee will consider other topics, as defined by the Board.

6. Reporting Procedures

- 6.1 The draft minutes of the Committee's meetings will be circulated for the members' review and comment within a reasonable time after the meetings.
- 6.2 The chairman of the Committee shall report and present the findings and the recommendation of the Committee to the Board at the next Board meeting.
- 6.3 Full minutes of the meetings of the Committee should be kept by the secretary of the Committee.
7. In any contrary, English version will prevail.

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