GOLDWIND SCIENCE&TECHNOLOGY CO., LTD.*
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 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 of the People's Republic of China (the "**Company Law**"), the Corporate Governance Code for Listed Companies, the Administrative Measures for Independent Directors of Listed Companies, the Stock Listing Rules of the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Self-Regulatory Guidelines No. 1 for Listed Companies of Shenzhen Stock Exchange – Standard Operation of Companies Listed on the Main Board, and other laws, regulations, normative documents, the articles of association of the Company (the "**Articles**") 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 formulating the criteria and procedure for directors and senior management, and for the screening and review of candidates for the directors and the senior management of the Company.

Chapter 2 Membership

2.1 The committee consists of three directors, including two independent directors, and shall include at least one director of a different gender.

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 Chairman shall be elected from within the Committee and subject to the approval of the Board.

2.4 The Chairman of the Nomination Committee is responsible for convening and chairing the meetings of the Committee. In the event that the Chairman is unable to perform his/her duties or is otherwise incapacitated, he/she shall designate another member to act on his/her behalf. If the Chairman neither performs his/her duties nor designates another member to act, the remaining two members may jointly elect one among themselves to perform the duties of the Chairman of the Nomination Committee.

2.5 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.

2.6 If the resignation of an independent director results in the number of independent directors in the Nomination Committee not meeting the requirements of clause 2.1 above, the original director shall continue to perform his/her duties in accordance with laws, administrative regulations, departmental rules and the Articles of Association until the newly elected director takes office.

Chapter 3 Duties and Authorities

3.1 Principal duties and authorities of the Nomination Committee:

3.1.1 To make recommendations to the Board regarding its structure, size, and composition (including skills, knowledge, and experience) based on the Company's operating structure, asset size and equity structure and conduct at least one assessment annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;

3.1.2 To study the selection criteria and procedure of directors and senior management, and make suggestions to the Board regarding the nomination or appointment and removal of directors, and the appointment or dismissal of senior management;

3.1.3 To examine and assess the independence of independent directors;

3.1.4 To extensively look for qualified candidates for directors and senior management;

3.1.5 To review the qualifications of the nominees and to form clear review opinions;

3.1.6 To consider the succession planning of the members of the Board (in particular the chairman of the Board and the president of the Company (the “President”)), and to make recommendations to the Board;

3.1.7 To support the Company’s regular evaluation of the Board’s performance.

3.1.8 To perform other matters as authorised by the Board.

If the Board does not adopt or fully adopt the recommendations of the Nomination Committee, the Board's resolution should record the opinions of the Nomination Committee and the specific reasons for not adopting them, and such information should be disclosed.

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 office of secretary 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. A proposal shall be made and submitted to the Board for approval on implementation.

4.2 Procedure of nominating directors and senior management:

4.2.1 Any shareholder who individually or jointly holds more than 3% of the total issued share capital of the Company, the Board, the President, the chairman of the Board, 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); any shareholder who individually or jointly holds more than 1% of the total issued share capital of the Company can propose candidate(s) for independent director(s) in accordance with the qualification(s) required for independent directors as set out in the Articles, and propose the relevant materials of the candidate(s), to be consolidated by the office of secretary of the Board;

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

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

4.2.4 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;

4.2.5 To put forward the recommendation and opinions on candidate(s) to be appointed as director(s) and senior management to the Board 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 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 3 days prior to the proposed date of meeting along with relevant materials and information. 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 (including two-third). 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 Members of the Nomination Committee should attend the meeting in person and express clear opinions on the matters under review. If a member is unable to attend in person due to certain reasons, he/she may submit a signed power of attorney authorizing another member to attend and express opinions on his/her behalf. The power of attorney must specify the scope and duration of the authorization. Each member may accept a proxy from no more than one other member. If an independent director is unable to attend the meeting in person, he/she should delegate another independent director to attend on his/her behalf.

5.4 The Nomination Committee shall, in principle, hold meetings in person. If necessary, and provided that all participating members can fully communicate and express their opinions, meetings may be held via video, telephone, or other means in accordance with the procedure.

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

5.6 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.

5.7 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 for a period of no less than ten years.

5.8 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.

5.9 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 is adopted 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.