China Suntien Green Energy Corporation Limited*

Terms of Reference for the Strategy and Investment Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 In order to adapt to the needs of China Suntien Green Energy Corporation Limited (hereinafter referred to as the "Company") for strategic development, strengthen the scientificity and standardization of strategic decision making, and procure the Strategy and Investment Committee of the Board of Directors to perform its duties and responsibilities in an efficient manner, these Terms of Reference are formulated in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant laws, regulations and regulatory documents, as well as the provisions of the Articles of Association of China Suntien Green Energy Corporation Limited (hereinafter referred to as the "Articles of Association") and the Rules of Procedure of the Board of Directors of China Suntien Green Energy Corporation Limited.

Article 2 The Strategy and Investment Committee of the Board of Directors is a special operating committee under the Board of Directors, which is accountable to the Board of Directors and mainly responsible for studying and making recommendations on the long-term development strategy and major investment decisions of the Company, as well as supervising and inspecting the implementation of annual business plan and investment plan under the authorization by the Board of Directors.

Article 3 The Strategy and Investment Committee shall be accountable, and report, to the Board of Directors, and its proposals shall be submitted to the Board of Directors for consideration and decision.

Chapter 2 Composition of the Committee

Article 4 The Strategy and Investment Committee shall at least consist of three directors.

Article 5 Members of the Strategy and Investment Committee shall be nominated by the chairman of the Board of Directors, more than half of the independent directors or one-third of all directors, and shall be elected by the Board of Directors.

Article 6 The Strategy and Investment Committee shall have a chairman to be served by the chairman of the Board of Directors or a Committee member appointed by him/her, who shall preside over the work of the Committee. The appointment or dismissal of the chairman of the Committee shall be decided by the Board of Directors. The chairman shall exercise the following functions and powers:

(1) to preside over meetings of the Committee and sign resolutions of the meetings;

(2) to propose and convene meetings of the Committee, and where the chairman fails to perform his/her duties, an independent director who is also a member of the Committee shall be designated to perform his/her duties on his/her behalf;

(3) to lead the Committee and ensure that the Committee operates and performs its duties and responsibilities efficiently;

(4) to ensure every proposal discussed by the Committee reaches a clear and definitive conclusion, including whether the proposal is approved, not approved or to be further discussed after supplemental materials are provided;

(5) to define the agenda for each meeting of the Committee;

(6) any other functions and powers specified by these Terms of Reference.

Article 7 Members of the Committee shall meet the qualifications required by the relevant PRC laws, regulations and relevant securities exchanges.

Article 8 Members of the Strategy and Investment Committee shall have the same term of office as that of the Board of Directors, and may, upon the expiry of their term of office, be re-appointed for consecutive terms if re-elected. During his/her term of office, if any member ceases to be a director of the Company, such member shall automatically lose the qualification for being a Committee member. The Board of Directors shall fill the vacancy according to Article 5 above, and the term of office of the supplementary members shall end with the term of office of such member serving as a director. Any member of the Strategy and Investment Committee may submit his/her resignation to the Board of Directors prior to the expiry of his/her term of office, in which he/she shall set out the imperative reasons for his/her resignation and matters to which the Board of Directors of the Company shall pay attention. Changes may be made to the members of the Strategy and Investment Committee during their terms of office upon being proposed by the chairman of the Board of Directors and approved by the Board of Directors after its discussion.

Article 9 The Company shall provide the Strategy and Investment Committee with sufficient resources to perform its duties. The office of the Board of Directors of the Company is the supporting and liaison department for the Strategy and Investment Committee and shall be responsible for the preparation of the Committee meetings and the implementation of any resolutions adopted by the Strategy and Investment Committee.

Chapter 3 Duties and Responsibilities of the Committee

Article 10 The Strategy and Investment Committee shall be responsible for studying and making recommendations on the Company's the long-term development strategies and major investment decisions. Subject to the authorization by the Board of Directors, it shall supervise and inspect the implementation of the annual business plan and investment proposals, and makes recommendations to the Board of Directors on the following matters:

(1) to study and make recommendations on the development strategy and major investment decisions of the Company;

(2) to organize the formulation of medium- and long-term development plans for the Company, and provide guidance and approve the strategic development plan of its key subsidiaries;

(3) to review the annual business plan and investment plan of the Company;

(4) to study and make recommendations on the major investment, financing and capital operation plans that shall be approved by the Board of Directors;

(5) to study and make recommendations on other major matters that have impacts on the development of Company, such as the restructuring and organizational structure adjustment of the Company;

(6) any other functions and powers conferred by the Board of Directors.

Article 11 The Strategy and Investment Committee shall be accountable to the Board of Directors, and shall submit its recommendations or reports to the Board of Directors for review and deliberation.

Article 12 The Strategy and Investment Committee shall be entitled to request the senior management of the Company to provide full support to its work and provide timely and comprehensive answers to the questions raised by it. The information provided by the senior management to the Committee shall be accurate and complete, and its format and quality shall be appropriate and sufficient to allow the Committee to make decisions accordingly. Other departments of the Company shall also actively assist with the work of the Committee.

Article 13 The Strategy and Investment Committee shall be entitled to investigate the implementation of strategic development plan of the Company by various means, including but not limited to attending or sitting in on the relevant meetings of the Company, conducting investigation and research within the Company, or requiring the senior management or relevant persons in charge of the Company to make verbal or written report to the Committee within a specific period.

Article 14 The functions and powers performed by the Strategy and Investment Committee must be in compliance with the relevant provisions of the Company Law, the Articles of Association, the Rules of Procedure of the Board of Directors and these Terms of Reference, without prejudice to the interests of the Company and its shareholders.

Article 15 After being authorized by the Board of Directors, the Strategy and Investment Committee may, if necessary, appoint intermediaries to provide professional advice for its decision, and any reasonable expenses in connection therewith shall be borne by the Company.

Chapter 4 Proceedings of Committee Meeting

Article 16 The office of Board of Directors shall notify all members of the Committee of a Strategy and Investment Committee meeting three days prior to the meeting, and shall provide sufficient meeting materials. However, the above notice period may be exempted with the unanimous consent of all members of the Committee. The meeting shall be chaired by the chairman of the Committee, or by another member authorized by the chairman of the Committee in the case of his/her absence.

If any one of the following circumstances occurs, the chairman of the Committee shall convene an extraordinary meeting within five days from the date of occurrence:

(1) when it is proposed by the Board of Directors;

(2) when it is proposed by the chairman of the Strategy and Investment Committee;

(3) when it is proposed by more than half of members of the Committee.

The office of the Board of Directors shall deliver the notice of the extraordinary meeting and relevant meeting information to all members of the Committee one day before the convening of such meeting in accordance with the instructions from the chairman of the Strategy and Investment Committee. However, the above notice period may be exempted with the unanimous consent of all members of the Committee.

Article 17 The notice of the meeting shall include:

(1) the venue, date, time and form of convening the meeting;

(2) the agenda, issues for discussion and related information of the meeting;

(3) the date of issuing the notice.

Article 18 The notice of the meeting may be served by personal delivery, fax, registered mail or other methods specified by the Articles of Association.

Article 19 Members of the Committee shall attend the meeting in person.

Article 20 A meeting of the Committee shall be held only in the presence of two-thirds or more of the members. Each member has one vote. A resolution adopted by the meeting requires affirmative votes by a majority of all members.

Article 21 Where necessary, the Strategy and Investment Committee may invite directors and senior management of the Company to attend meetings without voting rights.

Article 22 A meeting of the Strategy and Investment Committee may be held by means of video, telephone or similar communication devices. As long as such devices enable clear communication and exchange of opinions throughout the meeting among all members attending the meetings, all members attending the meetings shall be deemed to have attended the meeting in person.

Article 23 Members attending the Strategy and Investment Committee meeting can vote by show of hands, poll and voice vote. For members who participate in the meeting by means of video, telephone or similar communication devices and vote by hands, their voice vote shall be deemed to be valid, but they must perform the written signature procedure as soon as possible and send the voting original to the Company after the meeting. Voice vote shall be of the same effect as a written signature, but the content of the subsequent written vote must be identical to that of the voice vote given at the meeting. If voting by poll, members can vote by fax or e-mail enclosing the vote in PDF format. After the meeting, they shall send the original of the fax or e-mail enclosing the vote in PDF format to the Company.

Article 24 Written resolution signed and agreed by all members of the Committee shall be deemed as valid and effective as if it had been passed at a legally-convened Committee meeting. Such written resolutions may consist of documents in counterparts, each signed by one or more member(s) of the Committee. The resolution can be signed and transmitted by fax or other means of electronic communication.

Article 25 Minutes shall be taken for the Strategy and Investment Committee meeting and recorded by specific personnel assigned by the supporting and liaison department. Minutes shall have detailed records on the matters reviewed and the decisions made in the meeting, including any concerns raised by all members and different views expressed by them. The members attending the meeting shall sign on the minutes. As an important document of the Company, the minutes shall be kept by the secretary of the Board of Directors according to the file management system of the Company. If a reasonable notice is given by any director, such minutes shall be made available to the director for inspection within a reasonable period of time.

Article 26 The proposals duly passed at meetings of the Strategy and Investment Committee and the voting results thereof shall be reported to the Board of Directors of the Company in writing.

Article 27 If, after being authorized or approved by the Board of Directors, the resolutions passed by the Committee at its meetings are required to be further implemented by the senior management or other relevant persons in charge of the Company, the Committee shall be entitled to request relevant personnel to report the implementation thereof within the time specified by it or at the next meeting.

Article 28 The convening procedure, voting method adopted and the proposals passed at meetings of the Strategy and Investment Committee must be in compliance with the relevant laws, regulations and provisions of the Articles of Association and these Terms of Reference.

Article 29 All personnel attending the meeting shall be obliged to keep confidential any of the matters discussed at the meeting, and shall not disclose any relevant information without authorization.

Chapter 5 Coordination and Communication

Article 30 The chairman or a member of the Strategy and Investment Committee authorized by him/her, or the supporting and liaison department shall report the work of the Committee to the Board of Directors, or make a special report on a specific issue.

Article 31 Any written reports submitted to the Board of Directors by the Strategy and Investment Committee shall be signed and approved by the chairman of the Committee or a member authorized by him/her, and shall be submitted to the Board of Directors through the secretary of the Board of Directors.

Article 32 In the event that the senior management of the Company has any significant or special matter when the Strategy and Investment Committee is in recess, the senior management of the Company can submit a written report to the Committee through the secretary of the Board of Directors and may recommend the chairman of the Strategy and Investment Committee to convene a meeting for discussion.

Chapter 6 Supplementary Provisions

Article 33 Any matters not covered in these Terms of Reference, or any conflicts of these Terms of Reference with the laws, regulations and provisions of the listing rules of the place where the shares of the Company are listed, the Articles of Association and the Rules of Procedure of the Board of Directors issued or modified after the effective date of these Terms of Reference, shall be handled in accordance with the laws, regulations, and provisions of the listing rules of the place where the shares of the Company are listed, the Articles of Association and the Rules of Procedure of the Board of Directors.

Article 34 Unless otherwise specified, the terms used in these Terms of Reference shall bear the same meaning as those in the Articles of Association.

Article 35 The terms of reference of the Committee shall be updated and modified from time to time according to the relevant laws, regulations and provisions of the listing rules of the place where the shares of the Company are listed, the Articles of Association and the Rules of Procedure of the Board of Directors.

Article 36 The interpretation and amendment of these Terms of Reference shall be vested in the Board of Directors of the Company.

Article 37 Staff members of the office of the Board of Directors of the Company shall be familiar with the relevant requirements of these Terms of Reference.

Article 38 This document is a core business secret. The Company shall be entitled to exercise all rights with regard to this document; it is prohibited to transmit, copy, extract or cite any content from the document without written permission of the Company.

Article 39 These Terms of Reference and its amendments shall be effective and implemented from the date of passage of the resolutions of the Board of Directors.

* *For identification purpose only*

\# *These Terms of Reference are prepared in Chinese. In case of any inconsistency between the Chinese version and the English version, the Chinese version shall prevail.*