



SOLARGIGA ENERGY HOLDINGS LIMITED

Nomination Committee, at least 14 days before the date of the meeting; and in relation to continued meetings held within 14 days, no prior notice is required.

- 3.3 The quorum of Nomination Committee meetings shall be two Members, one of them should be an independent non-executive Director.
- 3.4 The Members may attend meetings either in person, by telephone or through other electronic means of communication (which are available to all attended parties).
- 3.5 Resolutions of the Nomination Committee shall be passed with a majority of votes.
- 3.6 Resolutions signed by all Members will be treated valid as if it is passed in the meeting held by the Nomination Committee.
- 3.7 Full minutes of the Nomination Committee meetings shall be kept by the Secretary and shall be available for inspection by any Member and/or any Director at any reasonable time on reasonable notice. Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Members for their comment and records within a reasonable time after the meeting. Once they are agreed, the Secretary shall circulate the minutes and reports of the Nomination Committee to all members of the Board.

4. Attendance of Meetings

- 4.1 Other Board members, apart from the Members, have the right to attend any Nomination Committee meetings.
- 4.2 Only the Members shall have the voting powers.

5. Annual general meetings

- 5.1 The Chairman shall attend the annual general meetings of the Company and be prepared to respond

to attend, a Member (who must be an independent non-executive Director), or failing this his duly appointed delegate, shall attend the annual general meeting of the Company. Such person shall be

6. Duties and responsibilities

The duties and responsibilities of the Nomination Committee shall be:

- 6.1 to review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational background, professional experience, talents, skills, knowledge, length of service, experience and other qualities of Directors) of the Board at least annually and make strategy;

- 6.2 having regard the Board Diversity Policy of the Company, to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 6.3 to assess the independence of independent non-executive Directors, having regard to, among other things, the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and
- 6.4 to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive (if any) of the Company.
- 6.5 Where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, the Nomination Committee should set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he should be elected and the reasons why they consider him to be independent.

7. Reporting responsibilities

- 7.1 After each meeting, the Nomination Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).

8. Authority

- 8.1 The Nomination Committee is authorised by the Board when necessary to seek any information it requires from any employee of the Company and its subsidiaries, to require any of them to prepare and supply information and answer questions raised by the Nomination Committee.
- 8.2 The Nomination Committee is authorised by the Board when necessary to seek outside legal or other independent professional advice in connection with its duties or to perform its responsibilities

Note: All such arrangements of obtaining outside legal or other independent professional advice may be made by the Secretary.

- 9. The Nomination Committee shall be provided with sufficient resources to perform its duties.

Language Version

- 9.1 The text of this terms of reference of the Nomination Committee appears in both English and Chinese languages. In case of discrepancy, the English version shall prevail.

Hong Kong, 27 August 2014