



中国风电集团有限公司*

China WindPower Group Limited

(incorporated in Bermuda with limited liability)

(Stock Code: 182)

**TERMS OF REFERENCE
OF
NOMINATION COMMITTEE**

1. CONSTITUTION

1.1 The nomination committee (the “**Committee**”) of China WindPower Group Limited (the “**Company**”) is a committee of the board of directors of the Company (the “**Board**”).

2. MEMBERSHIP

2.1 The Committee shall consist of at least three directors with a majority of the independent non-executive directors of the Company (the “**INEDs**”) appointed by the Board.

2.2 The Committee should be chaired by the chairman of the Board or any one INED as nominated by the Board.

2.3 The company secretary of the Company or as otherwise determined by the Board, shall act as the secretary of the Committee.

3. PROCEEDING OF MEETINGS

3.1 A quorum of a meeting shall be three members of the Committee.

3.2 Other Board members, apart from the Committee members, have the right to attend any Committee meetings, though they will not be counted in the quorum.

3.3 A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee.

* *for identification purpose only*

- 3.4 Proceedings of meetings of the Committee shall be governed by the provisions of the by-laws of the Company.

4. FREQUENCY OF MEETINGS

- 4.1 The Committee shall meet at least once every year and the Board or the Committee members may call any meetings at any time when necessary.

5. AUTHORITY

The Committee is authorised by the Board:

- 5.1 to seek any necessary information which is within the Committee's scope of duties from the Board and the employees;
- 5.2 to obtain sufficient resources to perform its duties, including the resources for seeking independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary;
- 5.3 to determine the policy for the nomination of directors of the Company;
- 5.4 to delegate its authority and duties to sub-committees, or individual members of the Committee, as it deems appropriate;
- 5.5 to do any such things to enable the Committee to perform its authority and duties conferred on it by the Board; and
- 5.6 to conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by legislation.

6. DUTIES, ROLES AND FUNCTIONS

- (a) to review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) 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. In identifying suitable individuals, the Nomination Committee shall consider individuals on merit and against the objective criteria, with due regard for the benefits of diversity on the Board;

- (c) to assess the independence of INEDs ;
- (d) review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and
- (e) 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, taking into the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future.

7. REPORTING PROCEDURES

- 7.1 The Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting or the passing of any written resolution(s) of the Committee, the chairman of the Committee shall report such findings and recommendations of the Committee to the Board.

October 2013

The English text of these terms of reference shall prevail over the Chinese text in case of any inconsistency.