



## **GCL New Energy Holdings Limited**

協鑫新能源控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 451)**

(the “Company”)

## **NOMINATION POLICY**

### **1. Objective**

1.1 The Nomination Committee shall nominate suitable candidates to the board of directors (“Board”) for it to consider and make recommendations to members (“Member(s)”) for election as director of the Company (“Director(s)”) at general meetings or appoint as Director to fill casual vacancies.

1.2 The Nomination Committee may, as it considers appropriate, nominate a number of candidates more than the number of Directors to be appointed or re-appointed at a general meeting, or the number of casual vacancies to be filled.

### **2. Selection Criteria**

2.1 The factors listed below would be used as reference by the Nomination Committee in assessing the suitability of a proposed candidate.

- Reputation for integrity
- Accomplishment and experience relevant in the principal activities of the group or solar power plants related industry
- Commitment in respect of available time and representing interest of the relevant industry
- Diversity in all its aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service

These factors are for reference only and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person as it considers appropriate.

2.2 The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

2.3 Proposed candidates will be asked to submit the necessary personal information in a prescribed form, together with his/her written consent to be appointed as a Director and to the public disclosure of his/her personal data on any documents or the relevant websites for the purpose of or in relation to his/her standing for election as a Director.

2.4 The Nomination Committee may request candidates to provide additional information and documents, if considered necessary.

### **3. Nomination Procedures**

3.1 The Secretary of the Nomination Committee shall call a meeting of the Nomination Committee, and invite nominations of candidates from Board members if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidates who are not nominated by Board members.

3.2 For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval.

3.3 Until the issue of the Members' circular, the nominated persons shall not assume that they have been proposed by the Board to stand for election at the general meeting.

3.4 No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his attention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected. The procedures shall be conducted pursuant to the applicable laws, rules, regulations and articles of association of the Company.

3.5 A candidate is allowed to withdraw his candidature at any time before the general meeting by serving a notice in writing to the company secretary.

#### **4. Confidentiality**

Unless required by law or any regulatory authority, under no circumstances shall a Member of the Nomination Committee or a staff member of the Company disclose any information to or entertain any enquiries from the public with regard to any nomination or candidature before the circular to Members, as the case may be, is issued. Following the issue of the circular, the Nomination Committee or company secretary or other staff member of the Company approved by the Nomination Committee may answer enquiries from the regulatory authorities or the public but confidential information regarding nominations and candidates should not be disclosed.

#### **5. Disclosure of this Nomination Policy**

5.1 This Nomination Policy will be published on the Company's website for public information.

5.2 The progress made towards achieving the objectives of the Nomination Policy will be disclosed in the annual Corporate Governance Report.

- END -

December 2018