



GCL-POLY ENERGY HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(stock code: 3800)

TERMS OF REFERENCE
OF
CORPORATE GOVERNANCE COMMITTEE
(the “Committee”)

1. Constitution

- 1.1 The Board of Directors (the “Board”) of GCL-Poly Energy Holdings Limited (the “Company”) had resolved to establish the Committee on 15 March 2012 to perform the corporate governance duties set out in the terms of reference below.
- 1.2 The Committee will review its terms of reference, performance and constitution occasionally and recommend any changes it consider necessary to the Board for approval in order to fully comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other legal requirements.

2 Membership

- 2.1 Members of the Committee shall be appointed by the Board and shall comprise of at least three members.
- 2.2 The chairman of the Committee will be appointed by the Board.
- 2.3 The company secretary of the Company shall act as the Secretary of the Committee.

3. Frequency and proceedings of meetings

- 3.1 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
- 3.2 The quorum of a meeting shall be two members of the Committee.
- 3.3 The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants to advise its members.
- 3.4 The notice and agenda of any meeting should be given 14 days before the date of the meeting. The Committee meeting papers should be circulated to all members 3 days before the date of meeting by hand, by post or in electronic forms. The notice of meeting can be shortened provided all members of the Committee consent to the short notice.
- 3.5 Members may participate in the Committee meetings by telephone or video conference or electronic or other communications facilities provided that each member can hear and be heard by all other members throughout the meeting and such participation shall constitute presence for purposes of the quorum requirement under article 3.2 hereof.

4. Authority

- 4.1 The Committee is authorized by the Board to make recommendations to the Board on the corporate governance issues of the Group. All employee shall co-operate with the Committee by providing the relevant information and any assistance to the Committee, if requested.
- 4.2 The Committee shall seek independent professional advice, at the expense of the Company, if considered necessary, in performing its duties.

5. Duties

- 5.1 The Committee shall –
 - 5.1.1 develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
 - 5.1.2 review and monitor the training and continuous professional development of directors and senior management;
 - 5.1.3 review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

5.1.4 develop, review and monitor the code of conduct applicable to employees and directors; and

5.1.5 review the Company's compliance with the code and disclosure in the Corporate Governance Report.

6. Reporting Procedures

6.1 Minutes of meetings of the Committee should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Committee members or dissenting views expressed. Draft and final versions of minutes of the meetings of the Committee should be sent to all Committee members for their comment and records, within a reasonable time after the meeting.

6.2 The chairman of the Committee shall report to the Board and present the findings and the recommendation(s) of the Committee to the Board on a regular basis. Without prejudice to the generality of the duties of the Committee set out in these terms, the Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as restriction on disclosure due to regulatory requirements).

6.3 Full minutes of the meetings of the Committee should be kept by the secretary of the Committee, and such minutes should be open for inspection at any reasonable time on reasonable notice by any Director.

7. In case of any inconsistency between the English and Chinese versions of these terms of reference, the English version will prevail.

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March 2012