

CHINA TITANS ENERGY TECHNOLOGY GROUP CO., LIMITED

(Incorporated in the Cayman Islands with limited liability)

NOMINATION COMMITTEE - TERMS OF REFERENCE

Established on 8 May 2010 pursuant to a resolution passed by the board (the “Board”) of directors (the “Directors”) of China Titans Energy Technology Group Co., Limited (the “Company”) according to the then Code on Corporate Governance Practices (to be renamed as the Corporate Governance Code) with the latest version approved by the Board effective on 28 March 2012.

Objective

The primary duties of the nomination committee (the “Committee”) are to make recommendations to the Board on appointment of directors and management of the succession of the Board.

Membership and Reporting Procedures

1. The members of the Committee (the “Members”) shall be appointed by the Board.
2. The Committee shall comprise a majority of independent non-executive Directors and be made up of at least three Members.
3. The Board shall appoint a chairman of the Committee (the “Committee Chairman”) who shall be the Chairman of the Board or an independent non-executive Director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining Members present shall elect one of their Members to chair the meeting.
4. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its scope of power where action or improvement is needed.

Secretary

1. The Company Secretary shall act as the secretary of the Committee.
2. The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

Duties, Powers and Functions

The Committee shall have the following duties, powers and functions:

1. to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
2. 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;
3. to assess the independence of independent non-executive Directors;
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 of the Company; and
5. where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why the Board and the Committee believe he should be elected and the reasons why the Board and the Committee considers him to be independent.

Meetings

1. Meetings shall be held not less than once a year. Additional meetings should be held as the work of the Committee demands.
2. The quorum of the meeting shall be any two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
3. Members may participate in a meeting by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
4. Resolutions of the Committee at any meeting shall be passed by a majority of votes of members if more than two Members are present and by a unanimous vote if only two Members are present.
5. 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 duly convened and held.

Notice of Meetings

1. Meetings of the Committee shall be convened by the secretary of the Committee at the request of any of its Members.
2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each Member of the Committee and any other person required to attend at least 14 days (or otherwise as requested) before the date of the meeting. Supporting papers shall be sent to Committee Members and to other attendees as appropriate at least 5 clear days in advance of the meeting.

Minutes of Meetings

The Committee Chairman shall arrange for keeping of records of resolutions passed at Committee meetings, and circulate the same to all Members of the Committee within a reasonable time (generally within 14 days) after each meeting and, once agreed, to all Members of the Board.

Annual General Meeting

The Committee Chairman should, as far as practicable, attend the annual general meeting of the Company and make himself / herself available to respond to any questions from the shareholders of the Company on the Committee's activities.

Authority

1. The Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it required from any employee and all employees are directed to co-operate with any request made by the Committee.
2. The Committee shall be provided with sufficient resources to perform its duties. The Committee is authorised by the Board to obtain outside legal or other independent professional advice at the Company's expenses and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Publication of the Terms of Reference

The terms of reference will be posted on the websites of the Company and The Stock Exchange of Hong Kong Limited.