

Terms of Reference for the Nomination Committee of the Board of Directors of China Longyuan Power Group Corporation Limited

- Article 1** The Terms of Reference is made in accordance with the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Self-regulatory Guidelines for the Companies Listed on the Shenzhen Stock Exchange No. 1 – Standardized Operation of the Companies Listed on the Main Board, the Articles of Association of China Longyuan Power Group Corporation Limited (hereinafter referred to as the “**Articles of Association**”), the Rules of Procedures of the Board of Directors of China Longyuan Power Group Corporation Limited (hereinafter referred to as the “**Rules of Procedures of the Board of Directors**”) and the applicable regulatory requirements, in order to standardize the organizational work, responsibilities and work procedures of the Nomination Committee of the Board of Directors of China Longyuan Power Group Corporation Limited (hereinafter referred to as the “**Company**”) and to ensure the effectiveness of internal controls of the Company.
- Article 2** The Nomination Committee of the Board of Directors is a special working department under the Board of Directors. It is principally responsible for selecting and proposing candidates, selection standards and selection procedures for directors and senior management of the Company.
- When performing its duties, the Nomination Committee shall comply with the applicable laws and regulations, the Articles of Association and the requirements of the Terms of Reference.
- Article 3** The members of the Nomination Committee shall consist of three directors, the majority of whom should be independent directors. The Committee shall establish a chairman, who should be the Chairman of the Board of Directors or an independent director.
- Article 4** The qualifications of the Committee members shall conform to the requirements for the Committee members of relevant laws and regulations in PRC and the listing rules of the place where the shares of the Company are listed.

Article 5

The members of the Nomination Committee shall be nominated by the Chairman of the Board of Directors, more than half of the independent directors or one-third of all directors, and shall be appointed and dismissed by the Board of Directors. Its term is consistent with the term of the Board of Directors. Committee members can be reelected after the expiration of his term. If one member of the Committee no longer acts as the director of the Company or one member who should have the qualification of independent director no longer has the independence as stipulated in the Articles of Association during his term, he will automatically lose his qualification as a member, and the Board of Directors shall make up for the quorum of the Committee member in accordance with the above provisions. The term of the substitute members is up to the termination of that member as the director.

The Organization and Personnel Department (Human Resources Department) of the Company is the support and contact department of the Nomination Committee, and shall be responsible for the day to day communication and conference organization of the Committee.

Article 6

Upon the requirements of the Nomination Committee, members of the Organization and Personnel Department (Human Resources Department) may sit the meetings of the Committee. When necessary, the Nomination Committee may invite the directors, senior management or responsible persons of relevant departments to sit the meetings.

Article 7

Main duties of the Nomination Committee:

- (1) review the organizational structure, number of members and composition (including skill sets, knowledge and experience) of the Board of Directors at least once each year, and propose changes to be made to the Board of Directors in accordance with the Company's corporate strategy to the Board of Directors;
- (2) identify personnel suitably qualified to become directors, and select and nominate personnel to be a director or provide advice to the Board of Directors;
- (3) assess the independence of independent directors;
- (4) offer proposals to the Board of Directors on matters relating to the appointment or re-appointment of directors and the succession planning of directors (in particular the Chairman and general manager);

- (5) assist the Board of Directors in maintaining a board skills matrix and support the Company in evaluating the performance of the Board of Directors on a regular basis;
- (6) other authorities granted by the Board of Directors.

Article 8

The Nomination Committee is responsible to the Board of Directors, and shall submit the resolutions, recommendations and reports of the Committee to the Board of Directors for consideration.

The Nomination Committee is responsible for formulating the criteria and procedures for selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications, and making recommendations to the Board of Directors on the following matters:

- (1) nomination or appointment and removal of directors;
- (2) appointment or dismissal of senior management;
- (3) Laws and regulations, relevant provisions of the Stock Exchange and other matters stipulated in the Articles of Association.

The Board of Directors shall record the opinions of the Nomination Committee and the specific reasons for no adoption in the Board resolutions, and disclose them if it does not adopt or fully adopt the opinions of the Nomination Committee.

Article 9

To facilitate the Committee to perform its duties, the Nomination Committee may request the Company's senior management to provide support for its work.

Article 10

The Nomination Committee has the right to investigate the Company's human resources management and policy implementation, including but not limited to attending or presenting relevant meetings of the Company and conducting internal investigations, requiring the Company's senior management or relevant responsible persons to report their work orally or in form of written within the prescribed time limit to the Committee.

Article 11

Upon the authorization given by the Board of Directors, if necessary, the Nomination Committee may engage intermediaries to provide professional advice for their decisions, and the reasonable expenses incurred shall be borne by the Company.

- Article 12** The Nomination Committee shall study the conditions of election, procedures of election and standards and assessment methods of the directors and senior management of the Company in accordance with the provisions of relevant laws and regulations and the Articles of Association and in combination with the actual situation of the Company, conduct a preliminary review of the qualifications of senior management candidates, formulate the resolution and submit to the Board of Directors and to implement upon its approval.
- Article 13** At least one meeting of the Nomination Committee shall be convened before the first regular annual meeting of the Board of Directors every year. Meetings of the Committee could be held on-site or via communication conference. A meeting of the Nomination Committee can only be held when more than two-thirds of the members are present. The chairman of the Committee shall preside over the meeting. If the chairman of the Committee is unable to attend the meeting, he can entrust another Committee member to preside over the meeting. If one Committee member is unable to attend the meeting, he may entrust another member to exercise his power in written form.
- Resolutions should be approved by poll by over two-thirds of the Committee members in the meetings of the Nomination Committee.
- Article 14** The Nomination Committee may entrust the secretary of the Board of Directors to handle the following routine matters:
- (1) distribute the agenda and related support materials to the members of the Nomination Committee seven days prior to each meeting of the Nomination Committee;
 - (2) be responsible for the minutes of the meeting, collecting the views of all participating members, preparing the representations of the Committee and distributing it to the members present to sign;
 - (3) distribute the meeting minutes to the members of the Board of Directors and Nomination Committee within fourteen days after the end of the meeting.
- Article 15** The decisions and opinions made by the Nomination Committee shall be reported to the Board of Directors of the Company in written form.

- Article 16** All persons attending the meeting shall be obligated to keep the matters discussed thereat confidential and shall not disclose relevant information without authorization.
- Article 17** The relevant regulations, the securities regulatory rules of the place where the shares of the Company are listed or the Articles of Association, the Rules of Procedures of the Board of Directors shall prevail where there are matters not covered by the Terms of Reference or in the event of any inconsistency with the latest relevant regulations promulgated by the State, the securities regulatory rules of the places where the shares of the Company are listed or the Articles of Association, the Rules of Procedures of the Board of Directors.
- Article 18** The “above” in the Terms of Reference includes the base number, and “day” refers to a working day. Unless otherwise specified, the terms used herein shall have the same meaning as ascribed to them in the Articles of Association.
- Article 19** The Terms of Reference shall be construed and amended by the Board of Directors.
- Article 20** The “independent director” referred herein has the same meaning as “independent non-executive director” under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- Article 21** The Terms of Reference is prepared in Chinese. In case of discrepancies between the versions in other languages and the Chinese version, the Chinese version shall prevail.
- Article 22** The Terms of Reference shall come into effect and be implemented from the date upon consideration and approval by the Board of Directors, and consideration and approval of the Articles of Association by the shareholders’ meeting.