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

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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, Code on Corporate Governance Practice of the Hong Kong Listing Rules, Articles of Association of China Longyuan Power Group Corporation Limited (hereinafter referred to as the Articles of Association), the Terms of Reference for the Board of Directors of China Longyuan Power Group Corporation Limited 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 and to ensure the effectiveness of internal controls of the Company.

Article 2 The Committee is a special working department under the Board of Directors. It is principally responsible for selecting and nominating candidates, formulating the 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, and accept the supervision by the Supervisory Board in accordance with the law.

Article 3 The Nomination Committee shall consist of three directors, the majority of whom should be independent non-executive directors. The committee shall establish a

The Human Resource Management 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 Human Resource Management Department may sit the meetings of the Committee. When necessary, the Nomination Committee may invite the Directors, supervisors, senior management or responsireepartmen

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Article 12 The Nomination Committee
of election and standards and asses
management of the Company in accor
regulations and the Articles of Associati
the company, conduct a preliminary rev
candidates, formulate the resolution a
implement upon its approval.

Article 13 At least one meeting of the
regular annual meeting of the Board of D
could be held on-site or via communicat
only be held when more than two-thirds
Committee shall preside over the meetin
attend the meeting, he can entrust anot
Committee member is unable to attend
exercise his power in written form.

Resolutions should be approved by poll
the meetings of the Committee.

Article 14 The Nomination Committe
Directors to handle the following routine

(1) distribute the agenda and related sup
Committee seven days prior to each mee

Nomination Committee days af

Article 15 The decisions and opinions

Article 16 The "above" in the Terms of
refers to a working day. Unless otherwis
same meaning as ascribed to them in the

Article 17 The Terms of Reference sh

reported to the Board of Directors of the Company in writ

Article 19 The Terms of Reference has both the Chinese and English versions. In case of any discrepancies between the Chinese version and the English one, the Chinese version shall prevail.