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

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, 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

eiior

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 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 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 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 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 supporting materials to the members of the Nomination Committee seven days prior to each meeting of the Nomination Committee;

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.