

Nomination Committee

Terms of Reference

China Resources Power Holdings Company Limited

Adopted By the Board: 19 March 2012

Last Reviewed: 10 November 2021

Room 2001-05, 20/F, China Resources Building

26 Harbour Road, Wanchai, Hong Kong



**NOMINATION COMMITTEE
TERMS OF REFERENCE
CHINA RESOURCES POWER HOLDINGS COMPANY LIMITED**

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In compliance with the Corporate Governance Code stipulated by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Ltd. (the “Listing Rules”) and pursuant to a Board resolution of China Resources Power Holdings Company Limited (“CR Power” or the “Company”), the Nomination Committee (“Committee”) was established on 6 October 2003.

1. ROLE

The main roles of the Nominating Committee are:

- (1) to ensure that the appointment and renewal of board members is fair and transparent;
- (2) to assess the overall performance of the board and the contribution of each director to the effectiveness of the board;
- (3) to review and recommend the succession plan of the board of directors.

In performing their duties, the committee may seek advice from external consultants, auditors, lawyers and other professionals at the expense of the company.

2. RESPONSIBILITIES AND FUNCTIONS

The Committee shall:

- (1) review the structure, number of members and composition of the Board on an annual basis, including the diversity of skills, professional experience, knowledge, term of office and background of the Board members, and make recommendations on any changes to the Board;
- (2) formulate procedures to identify and nominate suitable candidates to join the Board when the Board needs to increase the number of members or fill a vacancy;

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- (3) establish an incumbent re-appointment process for directors and make recommendations to the Board on directors appointment, re-appointment and succession;
- (4) regularly review the Board Diversity Policy;
- (5) assess the independence of each independent non-executive director each year;
- (6) develop procedures and regularly review the contributions and performance of the Board, Board Committees and each individual director, including whether sufficient time and energy was put in; and
- (7) review and monitor the director's on-the-job training, continuous training and professional development programs to ensure that directors receive adequate training and information on business operations, industry, legal obligations and responsibilities.

3. MEMBERS

The Nomination Committee consists of at least two directors. The chairman of the committee is chaired by the Chairman of the Board or an independent non-executive director.

4. MEETINGS

The Committee shall convene at least one meeting in each year and the Committee may increase the number of meetings, if necessary.

The Committee shall dispatch the meeting agenda and relevant documents to all members of the Committee at least five business days prior to the date set for holding

each meeting.

The minutes of the Committee meeting must be kept properly. Where there is no conflict of interest, Directors may inspect the minutes at any time.

The quorum of a meeting of the Committee must comprise the attendance of at least two members. In the absence of the Committee Chairman, members of the Committee may elect one member to chair the meeting and to preside over the meeting.

5. REPORTING

The Committee shall report regularly to the Board. At the next meeting of the Board after a Committee meeting, the Chairman of the Committee must report to the Board on the outcome and recommendations of the Committee. If necessary, a summary of the minutes of the Committee meeting which has been considered and approved will be sent to all directors for review.

6. REVIEW

The Committee shall review its composition of members and the terms of reference on annual basis, and make recommendation to the Board on any necessary changes.