



大唐国际发电股份有限公司

DATANG INTERNATIONAL POWER GENERATION CO., LTD.

(a sino-foreign joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00991)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS

Chapter 1 General Provisions

Article 1 In order to regulate the selection of senior management of Datang International Power Generation Co., Ltd. (the “**Company**”) and to improve the corporate governance structure, the Company hereby establishes the Nomination Committee of the Board of Directors (the “**Nomination Committee**” or the “**Committee**”) and formulates these terms of reference in accordance with the Company Law of the People’s Republic of China, the Code of Corporate Governance of Listed Companies, the Articles of Association of Datang International Power Generation Co., Ltd. (the “**Articles of Association**”) and the other relevant regulations.

Article 2 The Nomination Committee is a specialised body established by the Board of Directors to be primarily responsible for, based on the operational needs of the Company, formulating and making recommendations to the Board of Directors on the criteria and procedures for selecting director candidates and senior management of the Company; conducting extensive searches for qualified director candidates and senior management; reviewing and making recommendations on the director candidates and senior management.

Article 3 Resolutions made by the Nomination Committee shall comply with the provisions of the Articles of Association, these terms of reference and other relevant laws, regulations and regulatory documents.

Chapter 2 Composition

Article 4 The Nomination Committee shall consist of at least five members, all of whom shall be directors, with a majority of independent directors of the Company.

Article 5 The members of the Nomination Committee shall be nominated by the chairman of the Board of Directors, or more than half of the independent directors or one-third of all the directors, and shall be elected by the Board of Directors.

Article 6 The Nomination Committee shall have one convenor, who shall be elected by the Board of Directors; the convenor shall be an independent director and shall be responsible for presiding over the work of the Committee.

Article 7 The chairman of the Nomination Committee shall be responsible for convening and presiding over the meetings of the Committee, and when the chairman of the Committee is unable or unavailable to perform his/her duties, he/she shall designate one other member (preferably an independent director) to act on his/her behalf. In the event that the chairman of the Committee neither performs duties nor designates one other member to act on his/her behalf, any member may report to the Board of Directors for the appointment of another member to perform the duties of the chairman of the Committee.

Article 8 All members of the Nomination Committee shall be directors of the Company, and their term of office in the Committee shall be the same as their term of office as directors, and are eligible for re-election. Prior to the expiration of the term of office of a member, he/she shall not be removed from office without any reason, unless there are circumstances prohibiting him/her from holding office as stipulated by the Company Law, the Articles of Association or these terms of reference. If a member ceases to be a director of the Company during the term of office due to resignation or other reasons, his/her qualification as a member of the Committee shall be automatically disqualified from the date he/she ceases to be a director. The vacancy shall be filled by a new member appointed by the Board of Directors in accordance with the Articles of Association and these terms of reference.

Article 9 Where the number of members of the Nomination Committee is less than five due to the resignation or removal of members or other reasons, the Board of Directors of the Company shall promptly add new member for the Committee.

Article 10 The office of the Board of Directors of the Company shall assist the secretary to the Board of Directors in the daily work liaison and meeting organisation of the Nomination Committee. The human resources department of the Company takes the lead in the preparation of the proposal information for the Nomination Committee.

Chapter 3 Duties and Responsibilities

Article 11 The main duties and responsibilities of the Nomination Committee are as follows:

- (1) to make recommendations to the Board of Directors on the scale, constitution and composition (including skills, knowledge and experience) of the Board of Directors with reference to the operating activities, asset scale and shareholding structure of the Company;
- (2) to examine the selection criteria and procedures of directors and senior management and to make recommendations to the Board;
- (3) to select qualified candidates for directors and senior management;
- (4) to review and make recommendations on the nomination or appointment or removal of directors and the appointment or dismissal of senior management;
- (5) to assess the independence of independent directors;

(6) to execute other matters as authorised by the Board of Directors.

Article 12 The Nomination Committee is accountable to the Board of Directors. Any proposals made by the Committee shall be submitted to the Board of Directors for consideration and approval.

Chapter 4 Working Procedures

Article 13 The Nomination Committee shall formulate the election criteria, selection procedures and term of office of directors and senior management of the Company in accordance with relevant laws and regulations and the Articles of Association in light of the actual situation of the Company, and file or submit its related resolutions to the Board of Directors for approval for implementation.

Article 14 Selection procedures for directors and senior management:

- (1) the human resources department of the Company shall assist the Nomination Committee in actively communicating with the relevant departments of the Company to study the need for new directors and senior management and formulate written reports in respect thereof;
- (2) the human resources department of the Company shall assist the Nomination Committee in identifying widely candidates for directors and senior management within and without the Company and companies in which the Company has controlling or non-controlling interests;
- (3) the human resources department of the Company is responsible for collecting the information on the occupational and educational background, certification, detailed working experience and concurrent job of the proposed candidates and compose written reports in respect thereof;
- (4) the human resources department of the Company is responsible for soliciting the consent of the nominee to the nomination, failing which the nominee cannot be elected as a director and senior management;
- (5) the convenor of the Committee shall convene a meeting of the Nomination Committee and review the qualifications of the primary personnel according to the qualifications of the directors and senior management members;
- (6) before the election of new directors or senior management, the Nomination Committee shall make recommendations to the Board of Directors and provide relevant materials on the candidates for directors and new senior management;
- (7) the Nominating Committee shall conduct other follow-up work according to the decision-makings and feedbacks of the Board of Directors.

Chapter 5 Rules of Meeting

Article 15 The Nomination Committee shall meet at least once a year, and interim meetings could be convened according to the work needs. The meetings of the Committee can be convened by means of on-site meeting or communication (including telephone conference and facsimile transmission, etc.).

Article 16 All members of the meeting shall be notified seven days prior to the meeting, and the meeting shall be chaired by the convenor, who may delegate one other member (independent director) to chair the meeting if he/she is unable to attend.

Article 17 A meeting of the Nomination Committee shall be convened with the attendance of more than two-thirds of the members; each member shall have one vote; and resolutions made at the meeting shall be approved by a majority vote of all the members.

Article 18 Voting at the meetings of the Nomination Committee shall be made by a show of hands or by poll; and voting at meetings can be made by way of correspondence.

Article 19 The Nomination Committee may invite directors, supervisors and other senior management members of the Company to attend the meetings as non-voting members.

Article 20 The Nomination Committee may engage an intermediary agency to provide professional advice for its decision-making if necessary, at the Company's expense.

Article 21 The minutes of the meetings of the Nomination Committee shall be recorded and the members attending the meetings shall sign on the minutes, which shall be kept by the secretary to the Board of Directors of the Company.

Article 22 The resolutions approved at the meetings of the Nomination Committee shall be reported in writing to the Board of Directors of the Company.

Article 23 Members attending the meetings are under an obligation of confidentiality with respect to the matters discussed at the meeting and are not allowed to disclose such information without authorization.

Chapter 6 Miscellaneous

Article 24 These terms of reference shall be effective on the date when the relevant resolution is passed by the Board of Directors.

Article 25 Any matters not covered by these terms of reference shall be implemented in accordance with relevant laws and regulations of the PRC and the provisions of the Articles of Association. If these terms of reference contravene any future laws and regulations promulgated by the Country or

the Articles of Association as amended under legal procedures, relevant laws and regulations of the Country and the provisions of the Articles of Association shall prevail, and these terms of reference shall be amended immediately and submitted to the Board of Directors for review and approval.

Article 26 The power of interpretation of these terms of reference shall be vested in the Board of Directors of the Company.