

Nominations Committee

Terms of Reference

China Resources Power Holdings Company Limited

Last Reviewed: 27 November 2014
Adopted By the Board: 19 March 2012

Room 2001-05, 20/F,
China Resources Building,
26 Harbour Road, Wanchai,
Hong Kong

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Pursuant to a Board resolution, the Nominations Committee was established on 6 October 2003.

1. ROLE

The main role of the Nominations Committee is to make sure the process of appointments and reappointments of the Board members are transparent and to assess effectiveness of the Board as a whole and the contribution of individual directors to the effectiveness of the Board.

2. MEMBERSHIP OF THE COMMITTEE

The Committee will be comprised of Chairman of the Board and non-executive directors of the Board. The Board will appoint the Chairman of the Committee, who should be either Chairman of the Board or an independent non-executive director.

3. ADMINISTRATIVE MATTERS

The Committee will meet at least once a year, or as often as Committee members deem necessary in order to fulfill their role.

The Committee may seek the advice of the Company's auditors, solicitors and other external consultants or specialists as to any matter pertaining to the duties of the Committee.

A notice of each meeting shall be forwarded to members of the Committee at least five working days prior to the date of the meeting.

The Secretary will attend all Committee meetings as minute secretary. All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director.

A quorum will comprise any two committee members. In the absence of the Committee Chairman or appointed delegate, the members shall elect one of their number as Chairman for that meeting.

4. RESPONSIBILITIES AND FUNCTION

Appointments & Terminations

The Committee will be responsible for:

- reviewing and making recommendations to the Board regarding the appointment and re-appointment of directors, including attending to the following matters:
 - periodically assessing the size and composition of the Board, including the appropriate mix of skills, experience, expertise and diversity required on the Board and assessing the extent to which the required skills are represented on the Board;
 - establishing processes for the review of the performance of the Board as a whole, individual directors and the Board committees;
- establishing processes for the identification of suitable candidates for appointment to the Board and the re-appointment of incumbent directors, including:
 - establishing criteria for Board membership; and
 - where appropriate, nominating appropriate candidates for directorship; and
- monitoring the length of service of current Board members, considering succession planning issues and identifying the likely order of retirement by rotation of directors.

Monitoring Independence

The Committee will be responsible for monitoring and undertaking an annual assessment of and concluding upon the independence of each independent non-executive director.

Performance Management

The Committee will be responsible for facilitating the evaluation of board performance, performance of Committees and of individual directors.

Continuing Education

The Committee will be responsible for designing induction and ongoing training and education programs for the Board to seek to ensure that directors are provided with adequate information regarding the operation of the business, the industry and their legal responsibilities and duties.

5. REPORTING

The Committee Chairman will provide a report of the actions of the Committee at the next Board meeting.

The Committee Chairman will also, if requested, provide a brief verbal report to the Board as to any material matters arising out of the Committee meeting.

6. REVIEW

The Board will annually review the membership and terms of reference of the Committee to determine its adequacy for current circumstances.