

Sustainability 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 resolution of the Board of China Resources Power Holdings Company Limited (the “Company”), the Sustainability Committee was established on 19 March 2012 to oversee the Company’s positions and practices on issues in relation to social, environmental and ethical matters that affect shareholders and other key stakeholders.

1. ROLE

The Sustainability Committee (the “Committee”) will assist the Board to meet its oversight responsibilities in relation to the Company’s sustainability policies and practices.

The duties of the Committee include reviewing, and making recommendations to the Board on, the Company’s policy and performance in relation to the environment, health, safety and community relations.

2. MEMBERSHIP OF THE COMMITTEE

The Committee will have at least three members, with the majority of the members being independent non-executive directors. The Chairman of the Committee shall be an independent non-executive director.

3. COMMITTEE MEETINGS

The Committee will meet at least once a year, and at such additional times as the Chairman of the Committee shall decide in order to fulfill its duties.

An agenda and any supporting documentation will be circulated to members of the Committee at least five working days prior to each meeting.

In addition to the members of the Committee, any other directors wishing to be present are entitled to attend Committee meetings.

The Committee is authorised:

- (a) to seek any information it requires in order to perform its duties from any employee of the Company; and

- (b) to obtain, at the Company's expense, external legal or other professional advice on any matter within its terms of reference.

The Committee may extend an invitation to any person to attend all or part of any meeting which it considers appropriate. In particular, the Committee may meet with external advisers, auditors, lawyers, any executive or other employee, any other non-executive director as to any matter pertaining to the powers or duties of the Committee at the Company's expense, and may do so with or without management present.

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 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. REPORTING

The Chairman of the Committee will report the deliberations of each meeting of the Committee to the subsequent Board meeting. Where practicable, copies of agreed minutes of the Committee will be circulated to all directors.

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.

5. RESPONSIBILITIES AND FUNCTIONS

In this section "Group" means the group of companies formed by the Company and its subsidiaries.

The Committee will make recommendations to the Board regarding:

- 1) the effectiveness of the Group's resources and process for managing environmental
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- risks, health and safety;
- 2) the effectiveness of the Group`s processes for complying with environmental laws, health and safety; and
 - 3) Group performance with respect to environmental, health and safety.

6. REVIEW

The Board will review membership and the terms of reference of the Committee annually.



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