中国大唐集团新能源股份有限公司
China Datang Corporation Renewable Power Co., Limited*

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01798)

RULES OF PROCEDURE FOR THE REMUNERATION AND ASSESSMENT COMMITTEE UNDER THE BOARD OF DIRECTORS OF CHINA DATANG CORPORATION RENEWABLE POWER CO., LIMITED

Article 1 In order to standardize the organization, duties and work procedure of the Remuneration and Assessment Committee and to ensure the truthfulness of the financial information and the effectiveness of the internal control of China Datang Corporation Renewable Power Co., Limited (the "**Company**"), these rules of procedure (the "**Rules**") are formulated in accordance with the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"), the Articles of Association of China Datang Corporation Renewable Power Co., Limited (the "**Articles of Association**"), the Rules of Procedure for the Board of Directors and applicable regulatory requirements.

Article 2 The Remuneration and Assessment Committee (the "**Committee**") is a special committee established by and under the board of directors (the "**Board**"). It is accountable to and reports work to the Board.

The Committee shall perform its duties in compliance with applicable laws and regulations, the Articles of Association and the requirement hereof and submit to supervision of the Audit Committee according to laws.

Article 3 The Committee shall comprise three Directors, a majority of whom shall be independent non-executive Directors. The Committee shall have one chairman who shall be an independent non-executive Director.

Article 4 The members of the Committee shall be appointed and removed by the Board with a term of office consistent with that of the Directors and are eligible for reappointment. If any member of the Committee ceases to hold the position of Director or independent non-executive Director during his/her term of office, his/her membership shall automatically terminate. The Committee shall have the vacancy filled on a timely basis in accordance with the above provisions to meet the requirement of the Rules on the composition of the Committee.

Article 5 Main duties and functions of the Committee:

(1) to make recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;

(2) to make recommendations on the remuneration of executive Directors and senior management, including benefits in kind, pension rights and compensation payments (including any compensation payable for loss or termination of their office or appointment), to the Board for approval; to make recommendations to the Board on the remuneration of non-executive Directors; to implement the remuneration policy determined by the Board;

(3) to review and approve the remuneration proposal for the management in accordance with the corporate strategy and goals set by the Board, to review and approve the performance-based remuneration system by reference to corporate goals resolved by the Board and to monitor the implementation of the Company's remuneration system;

(4) to consider the salaries paid by comparable companies, time commitment and responsibilities as well as employment conditions elsewhere in the group;

(5) to review and approve the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms; such compensations is otherwise fair and reasonable;

(6) to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms; such compensations is otherwise reasonable and appropriate if not in accordance with relevant contractual terms;

(7) to ensure that no Director or any of his/her associates is involved in deciding his/her own remuneration;

(8) to express opinions on the service contract and advise shareholders on how to vote with respect to any service contracts of Directors that require shareholders' approval under the Hong Kong Listing Rules;

(9) to review and/or approve matters related to share plans as set out in Chapter 17 of the Hong Kong Listing Rules;

(10) other matters authorised by the Board or specified in the Hong Kong Listing Rules and the Articles of Association.

Article 6 If necessary, the Committee may appoint external experts or intermediaries for professional advice or recommendations.

Article 7 The Committee shall hold at least one regular meeting each year prior to the first regular Board meeting for the year, in the form of on-site meetings or by telecommunication. An extraordinary meeting may be held upon request of the chairman or more than two members of the Committee.

The meeting of the Committee shall not be held unless more than two-thirds of its members are present. The meetings shall be chaired by the chairman of the Committee, who, if unable to attend, may appoint another member to preside. A member unable to be present at a meeting may appoint in writing another member to exercise the power of office on his/her behalf.

A resolution of the Committee shall be voted and passed by more than two-thirds of its members at the meeting.

Article 8 The Committee shall submit a report to the Board after its regular meeting each year. The main topics at the regular meeting are to discuss the report on the appraisal of the achievement of performance indicators for the previous year by the management of the Company and the report on the preparation of performance contracts for the current year with the management of the Company.

Article 9 The Committee may delegate the secretary to the Board to handle the following day-to-day affairs:

(1) to distribute the meeting agenda and relevant supporting materials to members of the Committee 7 days prior to the date of the meeting;

(2) to sort out the opinions of members present at the meeting into written minutes, and to submit the same to the members present and the minute-taker for signature. Members present shall have the right to request that explanatory notes be made in the minutes with respect to their statements at the meeting.

Article 10 The decisions and opinions formed by the Committee at its meetings shall be submitted to the Board in written form.

Article 11 "More than" referred to herein includes the figure itself. Unless otherwise stated, terms used herein shall have the same meanings as those defined in the Articles of Association.

Article 12 The Rules shall be interpreted by the Board.

Article 13 The Rules shall come into effect from the date of approval by the Board.

Important Note: The above is an English translation of the Chinese version of the Rules of Procedures of the Remuneration and Assessment Committee of the Board of Directors. In case of any discrepancies or inconsistencies, the Chinese version shall always prevail.

* *For identification purposes only*