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 NOMINATION 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 Nomination Committee of China Datang Corporation Renewable Power Co., Limited (the "**Company**") and to ensure the effectiveness of the Company's internal control, 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 Nomination Committee is a special body set up under the board of directors (the "**Board**") mainly responsible for electing candidates for the Directors and senior management of the Company, developing the selection criteria and process and making recommendations in respect thereof.

The Nomination 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 Nomination Committee shall comprise three Directors, a majority of whom shall be independent non-executive Directors. The Nomination Committee shall have one chairman who shall be the Chairman of the Board or an independent non-executive Director.

Article 4 Members of the Nomination Committee shall fulfil the requirements of relevant PRC laws, regulations and Hong Kong Listing Rules on their qualifications.

Article 5 The members of the Nomination Committee shall have a term of office consistent with that of the Directors and are eligible for reappointment upon the expiry of the term of office. If, during his/her term of office, any member of the Nomination Committee ceases to hold the position of Director, his/her membership shall automatically terminate. To ensure the composition of the Nomination Committee complies with the requirements under the Rules, the Nomination Committee shall have the vacancy filled in accordance with the above provisions promptly and the term of office of any new member shall last until the end of his/her term of office as a Director.

The HR management department of the Company supports and handle communication affairs of the Nomination Committee and is responsible for daily work liaison and meeting organisation.

Article 6 Members of the HR management department may attend the meetings of the Nomination Committee as non-voting participants upon request. The Nomination Committee may invite Directors, senior management and heads of relevant departments to attend its meetings as non-voting participants when necessary.

Article 7 Main duties and functions of the Nomination Committee:

(1) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least on a yearly basis and make recommendations to the Board regarding any proposed changes pursuant to the Company's strategies; to assist the Board in preparing a board skills matrix and to make recommendations on any proposed changes to the Board that are intended to be made in line with the Company's strategy;

(2) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships;

(3) to assess the independence of independent non-executive Directors;

(4) to make recommendations to the Board on relevant matters relating to the nomination or removal of Directors, the appointment or dismissal of senior management, and other related matters stipulated by laws, administrative regulations, the provisions of the China Securities Regulatory Commission, the regulatory rules of the place where the Company's shares are listed, and the Articles of Association; and

(5) to exercise other authorities granted by the Board.

Article 8 The Nomination Committee is accountable to the Board and shall submit its resolutions, proposals and reports to the Board for consideration.

Article 9 The Nomination Committee may request support from the senior management of the Company to facilitate its performance of duties.

Article 10 The Nomination Committee has the power to conduct investigation into the HR management and relevant policies implementation in ways including, but not limited to, attending relevant meetings of the Company as non-voting participants or observers, launching an enquiry within the Company and requesting the senior management of the Company or relevant persons in charge to report work in oral or written form to the Nomination Committee within a specified period of time.

Article 11 If necessary, the Nomination Committee may, with the authorisation of the Board, appoint intermediaries for professional advice to facilitate decision-making, and expenses reasonably incurred shall be borne by the Company.

Article 12 The Nomination Committee shall develop the employment conditions, selection process and standards as well as performance appraisal methods for Directors and senior management pursuant to relevant laws, regulations and the Articles of Association and in light of actual situations of the Company. It shall conduct preliminary examination of the qualifications of Directors and senior management members before forming resolutions, and implement its resolutions upon approval by the Board.

Article 13 The Nomination Committee meeting may not be held unless more than two-thirds of its members are present. The meetings shall be chaired by the chairman of the Nomination 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.

Article 14 The Nomination 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 Nomination Committee 3 days prior to the date of the meeting;

(2) to be responsible for taking minutes and sorting 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;

(3) to distribute the minutes to the Board and members of the Nomination Committee within 14 days after the close of the meeting.

Article 15 The decisions and opinions formed by the Nomination Committee at its meetings shall be submitted to the Board in written form.

Article 16 "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 17 The Rules shall come into effect from the date of approval by the Board.

Article 18 The Rules shall be interpreted by the Board.

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

* *For identification purposes only*