



中國廣核電力股份有限公司

CGN Power Co., Ltd.*

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

(Stock Code: 1816)

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

(Approved by the Board of Directors and Coming into Effect on August 26, 2021)

CHAPTER 1 GENERAL PROVISIONS

- Article 1 These terms of reference (these “**Terms**”) are formulated by CGN Power Co., Ltd. (the “**Company**”) for the nomination committee (the “**Committee**”) under its board of directors (the “**Board**”) in accordance with the Articles of Association of CGN Power Co., Ltd. (the “**Articles**”), the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on the Shenzhen Stock Exchange, the Corporate Governance Standards for Listed Companies, the Guidelines on the Regulated Operation for Companies Listed on the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant regulations, in order to set down the composition, responsibilities and rules of procedure of the Committee.
- Article 2 The Committee is an internal committee specifically established by and is responsible to the Board.

CHAPTER 2 COMPOSITION

- Article 3 The Committee shall comprise three members, two of whom shall be independent directors who are also the “independent non-executive directors” (the same as below) as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Committee shall have a chairman who shall be an independent director appointed by the Board, and the chairman of the Committee shall be the convener of a meeting of the Committee.
- The Committee shall establish an administrative office in the office of the Board of the Company which is responsible for undertaking the daily business of the Committee. The Committee may appoint one advisory member who shall be responsible for assisting in the daily work of the Committee.
- Article 4 Members of the Committee shall be nominated by the chairman of the Board, or by more than half of the independent directors, or by more than one third of all directors, and appointed by the Board.

* *For identification purpose only*

Article 5 The term of office of a member of the Committee shall be the same as the term of office of his/her directorship. If a member ceases to be a director of the Company, such member shall automatically cease to be a member of the Committee. A member of the Committee may resign prior to the expiry of his/her term of office by submitting a written resignation report to the Board, which shall include a statement of the reason for such resignation and the matters that should be brought to the attention of the Board. If a member of the Committee is disqualified to act or his/her resignation has been accepted, the Company shall fill in the vacancy by appointing a successor member in accordance with articles 3 and 4 above.

Article 6 A member of the Committee may concurrently serve as a member of other committees under the Board, provided that such member is able to concurrently perform such duties.

CHAPTER 3 DUTIES AND RESPONSIBILITIES

Article 7 The Committee shall perform the following duties and responsibilities:

- (1) review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board on a regular basis annually, and make recommendations on any proposed changes to the Board to complement the Company's strategies;
- (2) study the selection criteria and procedures for directors and senior management personnel and make recommendations to the Board;
- (3) recommend individuals suitably qualified to become directors and senior management personnel, select and nominate such individuals for directorships and senior management personnel or make recommendations of such;
- (4) assess the independence of independent directors;
- (5) make recommendations to the Board for the appointment or re-appointment of directors and succession planning for directors;
- (6) review the policy on Board diversity and any measurable objectives for implementing such Board diversity policy as may be adopted by the Board from time to time, and review the progress on achieving the objectives;
- (7) fulfill such other duties and responsibilities delegated by the Board.

Article 8 The Committee's costs shall be covered by the budget of the Company. When performing its duties, the Committee may engage professional advisors at the reasonable cost of the Company.

Article 9 The chairman of the Committee shall perform the following duties and responsibilities:

- (1) convene and preside over the meetings of the Committee;
- (2) take charge of the routine business of the Committee;

- (3) approve and sign the reports and other important documents of the Committee;
- (4) examine the implementation of the resolutions and proposals of the Committee;
- (5) report to the Board on behalf of the Committee;
- (6) fulfill such other duties and responsibilities as assigned to the chairman of the Committee.

If the chairman is unable to or fails to perform his/her duties, a member of the Committee who is an independent director as elected by more than half of all members of the Committee shall perform his/her duties.

CHAPTER 4 WORKING PRACTICES, MEETINGS AND RULES OF PROCEDURE

Article 10 Work Process

- (1) The Committee shall actively communicate and coordinate with the relevant departments of the Company in order to understand and prepare written proposals in respect of the Company's need for new directors and senior management personnel;
- (2) The Committee may make recommendations of such individuals for directorship and senior management personnel from the Company, its controlled subsidiaries or any other companies;
- (3) The Committee may not nominate an individual for directorship and senior management personnel until it obtains the consent from such individual with respect to the nomination;
- (4) The Committee shall carry out such other work in respect of appointment in accordance with the resolutions adopted by the shareholders' meeting or the Board.

Article 11 Meetings and Rules of Procedure

- (1) The Committee shall convene at least one meeting each year. The meetings of the Committee shall be convened, and the notice thereof shall be issued, by the chairman. The notice of the meeting and the meeting agenda shall be delivered to all members of the Committee five business days before the date of the meeting. Subject to the consent of all members of the Committee, the foregoing requirement of notification period may be waived;
- (2) The convening of a meeting of the Committee requires the presence of a majority of all members of the Committee (including those represented by another member with a written proxy). Any resolution or advice of the Committee is subject to the approval by a majority of the members present at a meeting. All resolutions and advice of the Committee shall be signed by all of its members present at the meeting. Each member has one vote. In case of a tie, the chairman of the Committee shall have a casting vote;

(3) Members of the Committee shall abstain from discussing and voting in respect of topics in which they are involved.

Article 12 The recommendations adopted at meetings of the Committee shall be reported to the Board.

Article 13 The Committee shall keep minutes of its meetings, which shall be signed by the members of the Committee present at the meetings.

Article 14 The administrative office of the Committee shall be responsible for preparing and keeping all meeting documents and data.

Article 15 Members present at a meeting of the Committee shall keep confidential all the matters discussed at such meeting, and may not disclose such information without prior authorization.

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Article 16 These Terms shall be amended by the Board and interpreted by the Committee.

Article 17 Any matters not covered herein shall be implemented in accordance with the relevant provisions of the national laws, administrative regulations, departmental rules, regulatory documents, listing rules in the jurisdiction where the Company is listed and the Articles. In the event of any inconsistency of between these Terms and any provisions of applicable laws, administrative regulations, departmental rules, regulatory documents, listing rules in the jurisdiction where the Company is listed and the Articles as promulgated from time to time, the latter shall prevail.

Article 18 These Terms and any amendments hereto shall take effect from the date of the approval of the Board.