



華潤電力控股有限公司

China Resources Power Holdings Company Limited

(Incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 836)

The Working Rules (the “Rules”) of the Nomination Committee of CR Power (2024 Edition)

CHAPTER 1 GENERAL PROVISIONS

Article 1 To regulate the deliberation and decision-making standards and procedures of the Nomination Committee (the “Committee”) of CR Power (hereinafter referred to as the “CR Power” or “Company”), the Rules are formulated in accordance with the Articles of Association of the Company and taking into account the actual situation of the Company.

Article 2 The Nomination Committee is a specific working organization under the Board of Directors (the “Board”), which is accountable to the Board. It ensures that the appointment and re-appointment processes of Board members are conducted in a fair and transparent manner in accordance with relevant regulations and assesses the overall performance of the Board and the contribution of each Director to the effectiveness of the Board, as well as reviews and recommends the succession plan for the Board.

Article 3 The Rules are applicable to the Committee and relevant personnel referred to herein.

CHAPTER 2 COMPOSITION OF THE COMMITTEE

Article 4 The Committee shall be comprised of at least two Directors. The members of the Committee shall be nominated by the chairman of the Board after soliciting opinions from the relevant Directors, which will be further considered and decided by the Board.

Article 5 The Committee shall have one chairman and must be chaired by the chairman of the Board or an independent non-executive Director. The chairman is responsible for presiding over the work of the Committee, convening and presiding over the meetings of the Committee, and reporting the work of the Committee to the Board.

Article 6 The members of the Committee shall have the same term of office as that of their directorship, and may serve consecutive terms if re-elected upon expiry of their terms. If any member ceases to serve as a Director of the Company during his/her term of office, his/her position as a member of the Committee shall be automatically dismissed.

Article 7 A member of the Committee may tender resignation during his/her term of office. The resigning member shall submit a written resignation report to the Board, providing a necessary explanation regarding the reason(s) for the resignation and the matters requiring the attention of the Board of the Company.

Article 8 In the event of the occurrence of circumstances set out in Article 6 or Article 7 of the Rules, the Board shall fill the vacancy of members in accordance with the provisions of Article 4 and Article 5.

CHAPTER 3 TERMS OF REFERENCE

Article 9 The Committee shall supervise relevant management initiatives and provide recommendations to the Board in respect of the matters set out below.

- (1) To review, among other things, the structure, size, composition and rules of procedure for the meetings of the Board and the Committee annually, including the diversity of skills, professional experience, knowledge, term of office and background of the Board members, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (2) To formulate procedures to identify and nominate suitably qualified candidates to join the Board when the Board needs to increase the number of members or fill a vacancy;
- (3) To establish procedure for re-appointment of incumbent Directors and make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the President;
- (4) To regularly review the Board Diversity Policy;
- (5) To assess the independence of each independent non-executive Director annually;
- (6) To develop procedures and regularly review the contributions and performance of the Board, Board Committees and each individual Director, including whether they have devoted sufficient time and effort; and
- (7) To review and monitor the Director's induction training, continuous training and professional development programs to ensure that Directors receive adequate training and information on business operations, industry, legal obligations and responsibilities.

CHAPTER 4 MEETINGS OF THE COMMITTEE

Article 10 The quorum of meetings of the Committee comprises at least two members. A meeting of the Committee shall be chaired by the chairman of the Committee and, in the absence of the chairman of the Committee, the members of the Committee may elect a member to be the chairman of the meeting to preside at the meeting. The Committee shall meet at least once a year.

Article 11 The agenda for meetings of the Committee shall be proposed in the following manner:

- (1) Proposed by the Board or the chairman of the Board;
- (2) Proposed by the chairman of the Committee;
- (3) Proposed by more than half of the members of the Committee; or
- (4) Matters raised and proposed at the last meeting of the Committee.

Article 12 Notices of Meetings

- (1) After the chairman of the Committee has determined the meeting agenda to be discussed, the office of the Board shall coordinate the preparation for the meeting agenda and proposals, and formulate relevant documents and other materials required for the meeting;
- (2) The office of the Board shall be responsible for delivering the written notice of meeting to all members of the Committee and relevant personnel invited to attend the meeting five working days prior to the meeting. The notice of the meeting shall include the manner, time, place, duration, agenda and relevant materials of the meeting.

Article 13 The Committee shall hold regular or non-regular meetings as required by its work. Meetings are generally held in the form of physical meeting. Under special circumstances, they may be conducted via video conferencing and teleconferencing. In the case of urgent matters where members of the Committee have access to sufficient information, the issues may be reviewed through the form of separate deliberations on written materials.

Article 14 Members of the Committee shall attend such meetings in person. If unable to attend due to unavoidable reasons, they may entrust other members of the Committee to express their opinions on their behalf.

Members who are unable to attend a meeting in person may express their opinions in written form. Written opinions shall be submitted to the office of the Board before the meeting.

Article 15 A member of the Committee who fails to attend two consecutive meetings of the Committee, entrust other members of the Committee to express his/her opinion and submit written opinions before the meeting, or fails to attend three-fourths of the total number of meetings of the Committee in person within one year shall be deemed to be unable to perform his/her duties as a member of the Committee, and the Board may adjust the membership of the Committee under the Rules.

When convening meetings, the Committee may arrange for relevant leaders, heads of functional departments, senior management and experts of its subsidiaries to attend the meetings, and to explain relevant resolutions, accept enquiries or offer advice as needed for the work.

Article 16 Meeting Procedures

The chairman shall announce the agenda of the meeting at the beginning to ensure that the participating members fully express their opinions and manage the meeting proceedings to enhance the discussion efficiency. Members participating in the meeting shall thoroughly study the proposal materials before the meeting. The statements made at the meeting shall be clear, specific and pertinent. Members of the Committee shall express their opinions clearly, independently and fully based on their own judgment. The Committee shall fully discuss each matter under consideration and form its deliberation opinions to be reported to the Board. If the Committee fails to reach a consensus, each differing opinion should be explained individually. If necessary, the Committee may engage external intermediary agencies or experts to provide professional consultation and advice at the Company's expense, pending the Board's approval upon the Committee's recommendation.

Article 17 The Committee shall report to the Board on a regular basis. At the next meeting of the Board following the meeting of the Committee, the chairman of the Committee shall report the deliberation results and recommendations of the Committee to the Board. Minutes of the meetings of the Committee shall be circulated to the Directors for review.

Article 18 Where any member of the Committee has interests in the matters to be discussed, such member shall declare his/her interests and absent himself/herself from discussion.

Article 19 Members present at the meeting and persons attending the meeting are obliged to keep the matters discussed at the meeting in strict confidentiality and shall not disclose relevant information without authorization.

CHAPTER 5 DOCUMENTS OF MEETINGS

Article 20 The documents of meetings of the Committee shall include meeting notices, meeting minutes, written opinions and specific opinions. The documents of the meetings shall be numbered according to the year and the time of the meeting.

Article 21 Minutes of Meetings

Minutes of meetings shall be prepared for the meetings of the Committee. The office of the Board shall prepare minutes of the meetings based on the on-the-spot audio recordings of the meetings of the Committee. The minutes of meetings shall include the following matters:

- (1) The manner, time and place of the meeting and the name of the chairman of the meeting;
- (2) The names of the members present at the meeting;
- (3) The names and positions of the attendees;
- (4) Topics and agenda of the meeting;
- (5) The main points of the speeches of the participants;

- (6) Other matters to be recorded; and
- (7) The name of the person making the record.

The office of the Board may prepare summaries of the meetings based on minutes of the meetings. Minutes of the meetings shall include the time, place, chairman, topics, agenda, attendees and outcomes of the meetings. It shall be confirmed by all Directors present and signed by the chairman of the meeting.

Article 22 Meeting notices, meeting materials, audio recordings, written opinions and signed minutes of the meetings of the Committee are the archives of the Company. The archives shall be kept by the office of the Board, and are regularly archived and transferred in a timely manner in accordance with the relevant regulations on archives management of the Company.

CHAPTER 6 WORK SUPPORT AND SERVICES

Article 23 The office of the Board shall be responsible for the organization and preparation of the meetings of the Committee, proposal organization, meeting notices, logistic support and other related meeting affairs.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 24 Matters not covered by the Rules shall be implemented in accordance with the relevant national provisions of relevant laws and regulations of the nation, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Companies Ordinance, the Articles of Association of the Company, the terms of reference of the Committee and the rules of procedure for the meetings of the Board.

Article 25 In the Rules, the terms “more than”, “exceed” and “over” shall include the specified number itself; “below”, “within”, “lower than” and “less than” shall not include the specified number itself.

Article 26 The Rules shall replace the Terms of Reference of the Nomination Committee of the Company and come into effect after being considered and approved by the Board, and the Board of the Company shall be responsible for the interpretation and revision of the Rules.