China Longyuan Power Group Corporation Limited Terms of Reference of the Board of Directors

China Longyuan Power Group Corporation Limited

Terms of Reference

Company, and to nominate, appoint or dismiss the

committees upon invitation; and

4. examine whether the performance of the Company fulfills the established objectives and purposes, and supervise and report the affairs relating to the performance of the Company.

Article 14e

Article 18 The major responsibilities of the Remuneration & Evaluation Committee

(9) to procure the Board of Directors to legally exercise its functions and powers ; to remind the attending Directors where the resolutions to be made by the Board of Directors do not comply with the relevant laws, regulations, rules, listing rules and other requirements of the stock exchange orETBT1 0 0 1 1ure 020 Q(levs)-248(ef)3()-249(tAssc)4

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After the directors reach an agreement on the agenda, the chairman will preside over

chairperson;

2. names of the directors attending in person and the names of the directors attending by proxy and their proxies;

3. meeting agenda;

4. points of the speeches of the directors, which shall include any questions raised by a director or negative opinions expressed (written feedback opinions shall prevail, if a meeting is held via correspondence voting);

5. voting method and results for ndh shall incET)ceolvn estor;