

HUADIAN POWER INTERNATIONAL CORPORATION LIMITED

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE UNDER THE BOARD

**(Approved by the 29th Meeting of the Tenth Session of the Board of Directors on 18 November,
2025)**

Chapter 1 General Provisions

- Article 1** In order to further enhance and standardize the decision-making function of the board of directors (the "Board") of Huadian Power International Corporation Limited (the "Company"), and improve the corporate governance structure of the Company, the Company hereby establishes the Nomination Committee of the Board (the "Nomination Committee") and formulates these rules ("these Rules") in accordance with the Company Law of the People's Republic of China, the Standards for the Corporate Governance of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, (collectively referred to as the "Listing Rules"), the Articles of Association of Huadian Power International Corporation Limited (the "Articles of Association"), and other relevant regulations.
- Article 2** The Nomination Committee is a body specifically set up by the Board according to the resolution of the general meeting of the Company, mainly responsible for formulating the standards and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors

and senior management and their qualifications for office, and making recommendations to the Board on the following matters:

- (i) nominating, appointing or removing directors;
- (ii) appointing or dismissing senior management;
- (iii) other matters as provided by laws, administrative regulations, the securities regulatory authorities of the place where the shares of the Company are listed, and the Articles of Association.

If the Board does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for not adopting in the resolution of the Board and disclose the same.

Chapter 2 Constitution

Article 3 The Nomination Committee shall comprise three to seven directors, with more than half of independent directors and an independent director as convenor. There will be at least one female director on the Nomination Committee.

Article 4 Members of the Nomination Committee shall be nominated by the Chairman of the Board, or not less than one half of the independent directors or one third of all directors and shall be appointed by the Board.

Article 5 The Nomination Committee shall have one chairman, who should be an independent director elected by the committee, to take charge of the committee's work.

Article 6 Members of the Nomination Committee shall have the same term of office as that of directors, and are eligible for re-election and re-appointment upon expiry of their term of office, but the member who is an independent director may not serve for more than six consecutive years. If during the term, any member no longer serves as a director of the Company, he or she shall automatically lose the membership, and a replacement shall be appointed by the Board pursuant to Articles 3 to 5 of these Rules. The term of office of such replacement

shall be the same as that of the replaced member.

If, as a result of the resignation of an independent director, the proportion of independent directors on the Nomination Committee fails to comply with the requirements of the relevant laws and regulations, the Listing Rules, the Articles of Association or these Rules, the resignation report of such independent director shall not take effect until the filling of the casual vacancy by a successive independent director. The independent director who intends to resign shall continue to perform his/her duties until the date on which a new independent director is appointed. The Company shall complete the by-election within sixty days from the date of the resignation of the independent director.

Chapter 3 Terms of Reference

Article 7 The Nomination Committee's primary terms of reference should include:

- (1) to regularly review (at least once a year) the structure, size and composition (including the skills, knowledge and experience) of the Board of the Company based on its own business model and specific needs, as well as a range of diverse perspectives to achieve the diversity of the Board, assist the Board in maintaining a Board skills matrix, and make recommendations to the Board on any proposed changes made by the Board to complement the Company's corporate strategy;
- (2) to study and make recommendations on the standards and procedures for selecting the Company's directors and senior management, and extensively identify individuals qualified to become directors and senior management of the Company when appropriate, and examine and make recommendations on such candidates based on a range of diverse perspectives;
- (3) to make recommendations to the Board on the relevant matters of appointment or reappointment of and succession planning for directors and senior management, in particular succession of the Chairman of the Board and the General Manager of the Company, and to ensure that there should be a formal and transparent procedure for such appointment after due and careful consider-

ation;

(4) there should be plans in place for orderly succession for appointment of directors. All directors should be subject to re-election at regular intervals. It should ensure that changes in composition of the Board can be managed without undue disruption to the Company.

(5) to verify the personal information of all the candidates for election or re-election of the Company's directors and senior management, and submit the verification result and appointment recommendations to the Board or the general meeting for reference;

(6) in case of resignation or removal of a director, to present the Board the reasons for such resignation or removal and other matters that need to be specified to shareholders of the Company; to conduct prior assessment on the basis of a range of diverse perspectives including skills, knowledge, experience and working background of the director candidates to be appointed to fill in a temporary vacancy to achieve the diversity of the Board and make a range of diverse viewpoints and perspectives, and submit the assessment result to the general meeting for shareholders' reference after consideration and approval by the Board;

(7) in case of resignation or removal of a senior management member, to present the Board the reasons for such resignation or removal; to conduct prior assessment of the skills, knowledge, experience and working background of the candidates to be appointed to fill in a temporary vacancy of senior management, and submit the assessment result to the Board for consideration and approval;

(8) to assess the independence of independent non-executive directors; in case of nominating candidate of an independent director, to examine the independence, credentials, and expertise of such candidate as well as compliance with the provisions regarding the qualifications of independent directors of the relevant laws, regulations and regulatory rules in places where the Company's shares are listed, form clear review opinions and submit the same to the Board;

(9) to formulate and review (at least once a year) the standards for establishing

the special committees under the Board and provide proposed amendments to the Board when appropriate;

(10) to review annually the qualifications and potential conflict of interests of the chairmen and other members of all the special committees under the Board, and make proposals to the Board on replacement and recommendation of candidates of members of such committees;

(11) to formulate the policy concerning diversity of board members, make disclosure of a summary of the policy on board diversity in the Corporate Governance Report annually, including any measurable objectives that it has set for implementing the policy, and progress on achieving those objectives, and to disclose the basis of diversity assessment standards which are applied based on the business model and specific needs;

(12) to report the decisions or recommendations made by the Committee to the Board, unless there are legal or regulatory restrictions on their ability to do so;

(13) pursuant to the requirements of the Hong Kong Listing Rules, where the Board proposes a resolution to elect an individual as an independent non-executive director at a general meeting, it shall set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting the reason why they believe the individual should be elected and the reason why they consider the individual to be independent; the Nomination Committee shall ensure and assist in the completion of the above work by the Board;

(14) to support the Company's regular evaluation of the Board's performance;

(15) other powers as conferred by the Board;

(16) other relevant requirements on the terms of reference for the Nomination Committee (as amended from time to time) under the Listing Rules.

Article 8 The Nomination Committee shall review whether the director candidates meet the qualifications for the position. When the Company discloses information about the director candidates, it should disclose the review opinions of the

Nomination Committee under the Board at the same time.

When the Nomination Committee performs its duties of selecting and reviewing candidates for the Company's directors and senior management and their qualifications as stipulated in the Articles of Association and these Rules, it shall, in addition to reviewing in accordance with the qualification standards stipulated in relevant laws, regulations and the Articles of Association, also focus on verifying the integrity information of the director and senior management candidates in the securities and futures market. Individuals who have committed illegal and dishonest acts related to securities and futures market activities and have been recorded in the integrity file shall not be nominated as candidates for the Company's directors and senior management.

The integrity information of proposed directors and senior management can be queried through public channels such as the Securities and Futures Market Illegal and Dishonest Information Disclosure Inquiry Platform of China Securities Regulatory Commission (CSRC). For non-public integrity information, the Nomination Committee shall apply to the CSRC and its local branches for inquiry, and the Company shall cooperate with such requests.

The aforementioned integrity information refers to the following information as specified in the Measures for the Supervision and Administration of the Integrity of the Securities and Futures Markets (and its versions as amended from time to time) issued by the CSRC:

- (1) the name, gender, nationality, ID number and other basic information;
- (2) commendations, awards and appraisals made by entities at or above the provincial or ministerial level, such as the CSRC and other competent authorities of the State Council as well as national industry organizations for the securities and futures markets such as securities and futures exchanges, associations for the securities and futures markets and securities depository and clearing institutions (hereinafter referred to as "industry organizations for securities and futures markets"), and credit ratings and credit assessment made by credit rating agencies and credit assessment agencies;

- (3) the information on the fulfillment or failure to fulfill public commitments made by directors and senior management of listed companies, companies listed on the National Equities Exchange and Quotations (NEEQ), parties involved in major asset restructuring transactions, and acquirers, including whether such commitments have been performed, are being performed, or have been performed on schedule;
- (4) administrative punishment decisions, market entry prohibition decisions and regulatory measures adopted by the CSRC and the local offices thereof;
- (5) disciplinary action imposed by industry organizations for securities and futures markets, and management measures as set forth by laws, administrative regulations and rules;
- (6) investigations made and compulsory measures taken by the CSRC and the local offices thereof due to suspected securities- or futures-related violations;
- (7) violation of relevant provisions of the Securities Law of the People's Republic of China due to the investigated party's failure to fulfill commitments for personal reason;
- (8) Failure to comply with effective administrative penalty decisions and supervisory and management measures issued by the CSRC and its local branches upon expiration, administrative penalties or disposition decisions imposed by relevant authorities for refusing to cooperate with supervisory inspections and investigations by the CSRC and its local branches, and refusal to implement reached mediation agreements for securities and futures disputes;
- (9) information on being transferred by the CSRC and the local offices thereof to public security organs or people's procuratorates due to suspected securities- or futures-related crimes;
- (10) information regarding interference with the regulatory enforcement of the CSRC and its local branches through improper means, resulting in administrative penalties or disciplinary actions, or, if the circumstances are minor and no penalty or disposition was imposed, but acknowledged by disciplinary inspec-

- tion or administrative supervision agencies;
- (11) sentences imposed by people's courts for securities- or futures-related crimes or other crimes;
- (12) decisions made by people's courts regarding the assumption of major civil compensation liability for securities- or futures-related torts or breaches of contract;
- (13) administrative punishments imposed by the competent departments in charge of banking, insurance, finance, taxation, environmental protection, industry and commerce and customs for illegal business operations;
- (14) expulsion by a securities company, futures company, fund manager, securities and futures service institution, and industry organizations for securities and futures markets due to illegal or dishonest conduct;
- (15) information on other acts in violation of integrity principles.

- Article 9** The Nomination Committee shall annually evaluate the qualifications for directors and senior management. If any individual is found not to meet the qualification requirements, the Nomination Committee shall promptly recommend termination of their appointment to the Board.
- Article 10** The Nomination Committee is accountable to the Board, and proposals of the Nomination Committee shall be submitted to the Board for consideration and approval.
- The Nomination Committee shall be provided with sufficient resources to perform its duties. In performing its duties, the Committee shall seek independent professional advice when necessary and related expenses arising therefrom shall be borne by the Company.
- Article 11** The Nomination Committee shall deliver a work report for the preceding year to the Board at the first annual regular Board meeting of the Company.
- At the invitation of the Chairman of the Board, the chairman of the Nomination Committee or in his/her absence, another member of the Nomination Commit-

tee or a proxy authorized by the chairman, shall attend the Company's annual general meeting and respond to shareholders' questions.

Chapter 4 Rules of Procedure

- Article 12** The working body of the Nomination Committee is set within the Human Resources Department, whose main responsibility is to make preliminary preparation and provide all materials required for decision making by the Nomination Committee, and prepare meeting notices for the Nomination Committee.
- Article 13** The meetings of the Nomination Committee are divided into regular and extraordinary meetings. Regular meetings shall be held at least once a year. These meetings should review the Company's Board structure, size, and composition based on a range of diversity criteria (including but not limited to gender, age, cultural and educational background, professional experience, skills, and knowledge, as well as the independent elements of the Board) and make recommendations to the Board. Extraordinary meetings shall be convened in time as needed, upon the proposal of the chairman or two or more members of the Nomination Committee. If an independent director member observes significant company matters within the scope of the Nomination Committee's responsibilities during the performance of their duties, they may promptly propose, according to procedures, that the Nomination Committee shall discuss and review these matters.
- Article 14** The chairman of the committee shall notify all the members and other relevant personnel invited to attend as observers three days respectively prior to convening of meetings of the Nomination Committee; however with unanimous agreement of all the members, the aforesaid notice period may be waived. Meetings of the Nomination Committee shall be convened and presided over by the chairman of the committee. If the chairman is unable to perform his/her duties, a member may be appointed to perform duties on his/her behalf.
- Article 15** Meetings of the Nomination Committee shall in principle be held in the form of in-person meetings. Where necessary, video, teleconference, or other means

may be adopted, provided that all attending members are able to fully communicate and express their opinions.

Article 16 Members of the Nomination Committee shall attend the meetings in person and express clear opinions on the matters under consideration. A member who is unable to attend the meeting in person due to unavoidable circumstances shall review the meeting materials in advance, form a clear opinion, record this opinion in the proxy form, and authorize another member to attend on his/her behalf in writing. In particular, independent director members may only authorize other independent director members to attend on their behalf. Each member may accept authorization from a maximum of one other member.

When authorizing another member to attend a meeting, a proxy form signed by such member shall be submitted. Such proxy form shall be submitted no later than prior to the vote at the meeting. The proxy form must clearly specify the scope and term of the authorization.

Article 17 The holding of a meeting of the Nomination Committee shall be subject to the attendance of not less than two-thirds of all its members. Resolutions made by the meeting shall be subject to the approval by more than half of all committee members. Voting at Nomination Committee meetings shall be on a one-person-one-vote basis.

If a member of the Nomination Committee attends and votes at a meeting of the Nomination Committee despite being required to cease performing duties but failing to do so, or being subject to dismissal but not yet dismissed, as stipulated by the regulatory rules of the place where the Company's shares are listed, his/her vote shall be invalid and shall not be counted towards the quorum.

Article 18 Other directors and senior management of the Company may be invited to attend meetings of the Nomination Committee as observers, when necessary.

Article 19 The convening procedure and voting method of the meeting of the Nomination Committee and the resolutions passed at such meetings shall comply with the relevant laws, regulations, the Listing Rules, Articles of Association and these

Rules.

- Article 20** Meeting resolutions and minutes shall be prepared for the meetings of the Nomination Committee in accordance with regulations. The meeting resolutions and minutes shall be true, accurate, and complete, and fully reflect the opinions expressed by the attendees on the matters under consideration. Members of the Committee attending the meetings shall sign the meeting resolutions and minutes for confirmation. The meeting minutes and resolutions, proxy forms, and other relevant meeting materials shall be kept by the secretary of the Board for at least 10 years.
- Article 21** Resolutions passed by and voting results of meetings of the Nomination Committee shall be reported to the Board in written form.
- Article 22** Members attending such meetings shall have an obligation to keep all matters discussed thereat confidential, and shall not disclose the relevant information without permission.

Chapter 5 Supplementary Provisions

- Article 23** These Rules shall take effect subject to the approval of the Board of the Company. The original Rules approved at the 9th meeting of the tenth Session of the Board on 17 June 2024 will be abolished at the same time.
- Article 24** These Rules shall be interpreted and amended by the Board of the Company.
- Article 25** For matters not covered in these Rules, or in case of any inconsistency between these Rules (as promulgated or amended from time to time after these Rules came into effect), the relevant laws and regulations, departmental rules, regulatory documents, the Listing Rules and the Articles of Association, the relevant laws and regulations, departmental rules, regulatory documents, the Listing Rules and the Articles of Association shall prevail.
- Article 26** These Rules shall be made available on the websites of the Company and of the stock exchange on which the Company's securities are listed, as required by the Listing Rules.