

**Rules of Procedure for the Strategic Committee of the
Board of Directors of China Longyuan Power Group Corporation Limited**

Article 1 These Rules are formulated in accordance with the Company Law of the People's Republic of China, Code on Corporate Governance Practice of the Hong Kong Listing Rules, Articles of Association of China Longyuan Power Group Corporation Limited (hereinafter referred to as the “Articles of Association”), Rules of Procedure for the Board of Directors of China Longyuan Power Group Corporation Limited and the applicable regulatory requirements, in order to standardize the organisational work, matrix of responsibilities and work procedures of the Strategic Committee of the Board of Directors, and to ensure rational planning of Company’s development strategies, scientific investment and decision making, as well as effective internal control of the Company.

Article 2 The Strategic Committee is established by the Board of Directors, and is a professional committee of the Board of Directors. The committee reports its work under these Rules of Procedure to the Board of Directors and is responsible to the Board of Directors.

When performing its duties, the Strategic Committee shall comply with the applicable laws and regulations, the Articles of Association and the requirements of these Rules and be subject to the supervision of the Supervisory Board in accordance with the law.

Article 3 The Strategic Committee shall consist of four Directors, including a chairman.

Article 4 Members of the Committee shall be appointed and dismissed by the Board of Directors. The term of office of the committee members is the same as that of directors and they may be re-appointed. If one member no longer serves as the director of the Company or an independent non-executive director during his term, he will automatically lose his qualification as a member. To let the staffing of the Strategic Committee meet the requirements of these Rules, the Board of Directors shall make up for the quorum of the Committee in a timely manner according to the above provisions.

Article 5 The major responsibilities of the Strategic Committee are as follows:

- (1) research the corporate development strategy and provide advice in respect thereof;
- (2) research and advise on decision making in respect of major investments that are subject to the approval of the Shareholder’s General Meeting and the Board of Directors;
- (3) research and advise on other major matters influencing the development of the

Company;

(4) to be responsible for other matters authorised by the Board of Directors.

Article 6 Strategic committee can engage experts or intermediary institutions to provide professional consultation or advice.

Article 7 The Strategic Committee shall hold at least one regular meeting annually in the form of on-the-spot meeting or communications conference. Interim meetings may be convened upon approval of the chairman or proposal made by more than two members of the Committee.

The Strategic Committee meetings shall be held only if more than two-thirds of the members are present. The meetings shall be presided over by the chairman; if the chairman is unable to attend, he may entrust another member of the Committee to preside over. If one committee member is unable to attend the meeting, he may authorize another member to exercise his power in written form.

A resolution of the Strategic Committee shall be passed by more than two thirds of total number of committee members.

Article 8 A regular meeting held by the Strategic Committee each year shall be convened before the first regular meeting held by the Board of Directors each year. Reports shall be submitted to the Board of Directors upon discussion. Agenda of regular meetings is mainly as follows:

Discussion of reports on evaluation of indicators achieved by the management of the Company for the results of the previous year and discuss reports in respect of the entering into of contracts by the management of the Company for the results for the year.

Article 9 The Strategic Committee may entrust the Board Secretary to handle the following routine work:

(1) distribute the agenda and related support materials to the members of the Strategic Committee seven days prior to each meeting of the Strategic Committee;

(2) compiling a written opinion of the Committee upon collecting the views of all participating members, and distributing it to the members present to sign.

Article 10 Decisions and representations made at meetings of the Strategic Committee

shall be reported to the Board of Directors of the Company in writing.

Article 11 The "above" in these Rules includes the base number, and "day" refers to a working day. Unless otherwise specified, the tM 1 298 of 3 of