Dongjiang Environmental Company Limited*

Rules of Procedure of the Nomination Committee

Chapter 1 General Provisions

Article 1 In order to establish and standardize the management system and procedure for the nomination of director(s), senior management and related personnel of Dongjiang Environmental Company Limited (hereinafter referred to as "**the Company**"), and to be in accordance with the Company Law of the People's Republic of China, Code of Corporate Governance for Listed Companies, Shenzhen Stock Exchange Guidelines for Self-regulation of Listed Companies No.1-Standardized Operation of Companies Listed on the Main Board, Administrative Measures for Independent Directors of Listed Companies, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Listing Rules of HKEx**"), the Articles of Association of Dongjiang Environmental Company Limited* (hereinafter referred to as "**the Articles of Association**") and other applicable provisions, the board of directors of the Company (hereinafter referred to as "**the Board**") establishes the Nomination Committee (hereinafter referred to as "**the Committee**") and institutes Rules of Procedure of the Nomination Committee of the Board (hereinafter referred to as "**these Rules**").

Article 2 The Committee is a special working body established by the Board, which shall regularly examine the structure of the Board and submit its suggestions to the Board on any proposed changes. The Committee shall provide consultation or suggestions on related decisions of the Board and be responsible to and report work to the Board.

Article 3 These Rules shall apply to the Committee and related persons and departments involved herein.

Chapter 2 Organizational Structure

Article 4 The Committee comprises three directors, among whom, the majority shall be the independent and non-executive directors. The members of the Committee shall be nominated by the Board chairman or over half of the independent directors or over one-third of all directors, and elected by over half of the members of the Board.

Article 5 The Committee has one chairman (convener, chairman of the committee) who shall be an independent non-executive director.

Article 6 The term of office of the members of the Committee shall be the same as that of the board directors in the same term. Any member of the Committee may be re-elected for a new term upon the expiration of the current term. During the term, where any member of the Committee ceases to be a director, he/she will automatically

cease to qualify as a member of the Committee.

Article 7 Any member of the Committee may submit resignation to the Board before his/her term of office expires and the member of the Committee needs to give a resignation reason and any other matters to be brought to the attention of the Board.

Article 8 Where the Board chairman proposes and the Board passes the proposal, changes in the members of the Committee may be made during his/her term of office. Where the number of the Committee members is lower than that specified herein, the Board shall make up the number of the members according to these Rules.

Article 9 The committee shall appoint at least one director of a different gender.

Article 10 If the company fails to comply with any other requirements set out in Rules 3.27A and 3.27B of the Listing Rules of HKEx at any time, it shall immediately issue an announcement stating the relevant details and reasons. The Company must use all reasonable endeavors to appoint a suitable person in a timely manner (within three months from the date on which it ceases to comply with the relevant requirements) to meet such requirements.

Chapter 3 Duties and Authorities

Article 11 The duties of the Committee are as follows：

1）review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, professional qualification, skills, knowledge and experience) of the Board at least annually, assist the Board to prepare skills matrix of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

2）review the Company's board member diversity policy and the progress on achieving the objectives set for implementing the said policy;

3) identify individuals suitably qualified to become director and senior management, select and nominate relevant persons to serve as or succeed director and senior management, and provide advice and recommendations to the Board in this regard;

4) assess the independence of independent non-executive directors;

5) support the Company to regularly evaluate the performance of the Board;

6) formulate and maintain the policy on the nomination of members of the Board, including the procedures and criteria adopted by the Committee for recommending candidates for directors during the year, provided that the policy shall be implemented after being reviewed and approved by the Board of Directors;

7) make recommendations to the Board on the appointment of director(s) or the change of director(s), as well as the succession plan of directors (especially the

chairman of the Board and senior management);

8) assess the time and contribution of each director to the Board and whether the director can effectively perform his/her duties, taking into account the director's professional qualifications and work experience, the director's position in the listed companies and the director's time commitment to other major external affairs, as well as other factors or circumstances related to the director's personality, character, independence and experience;

9) other matters stipulated by laws, administrative regulations, securities regulatory authorities, stock exchanges and the Articles of Association.

If the Board does not adopt or does not fully adopt the recommendations of the Committee, the opinions of the Committee and the specific reasons for not adopting them shall be recorded in the resolutions of the Board and disclosed.

Article 12 The responsibilities of the chairman of the Committee shall include:

1) convening and presiding at the meeting of the Committee;

2) supervising, speeding up and examining the work of the Committee;

3) signing related documents for the Committee;

4) reporting the work of the Committee to the Board;

5) other duties requested by the Board.

Chapter 4 Meeting of the Committee

Article 13 The meetings of the Committee include the general meetings and extraordinary meetings.

Article 14 One general meeting shall be held at least once a year, which shall be convened by the chairman of the Committee.

The Committee may hold an extraordinary meeting where necessary. In any of the following cases, a meeting of the Committee shall be held:

1) where the Board thinks necessary;

2) where the chairman of the Committee thinks necessary; or

3) where over two members of the Committee proposes.

Article 15 Unless all members of the Committee agree otherwise the secretary of the Board shall deliver the notice for meeting not later than 3 days before the meeting to all the members of the Committee and other related persons invited to attend the meeting. Such notice for meeting shall at least include the meeting method, time, venue and duration, resolutions, delivery time of the notice and other information related to the meeting.

Article 16 After receiving the meeting notice, each member of the Committee shall promptly confirm receipt and provide feedback on relevant information (including but not limited to whether they will attend the meeting, their schedule, etc.) through an appropriate method.

Article 17 The members of the Committee shall attend the meeting in person. Any member of the Committee may attend the meeting by means of on-site attendance or communication, and may also pass resolutions by way of written signature with the consent of all members.

A member who cannot attend the meeting in person may also exercise their rights by submitting written opinions on the matters to be discussed; however, such written opinions shall be submitted to the secretary of the Board no later than the time before the meeting is held.

Article 18 Where a member of the Committee has not attended any meeting of the Committee twice consecutively, or has failed to appoint another member of the Committee on his/her behalf, or has failed to deliver any written opinion before the opening of the meeting, such member will be deemed unable to perform his/her duties as a member of the Committee and the Board may adjust the members of the Committee according to these Rules.

Article 19 Any meeting of the Committee shall not be held unless over two-thirds of the members attend. Each member shall have one vote. Resolutions made at the meeting must be adopted by more than half of all members.

Article 20 The meeting of the Committee will discuss the resolutions thereat and any member of the Committee shall clearly, independently and wholly deliver his/her opinion at their discretion. Where he/she has a different opinion, such member shall state his/her objection in the meeting summary submitted to the Board.

Article 21 Where the Committee thinks necessary, it may invite the directors, related officers, related experts of the Company, or social experts, scholars and agencies, external agencies, external consultants and other persons related to attend the meeting. Any such persons shall make an explanation and statement as required by the members of the Committee. However, such persons shall not have the right to vote on such meeting. Where necessary, the Committee may seek independent professional opinion at the cost of the Company.

Article 22 Where any member of the Committee attending the meeting has any interest in any resolution, such member shall avoid discussing such matter.

Article 23 All members attending the meeting are obliged to confidentiality regarding all the matters discussed at the meeting and shall not disclose any related information without permission.

Chapter 5 Working Body

Article 24 The secretary of the Board shall be responsible for the daily work

of the Committee, and is responsible for organization, coordinating Committee and the work of the Board, other directors, senior management of the Company and relevant functional departments. The secretary of the Board shall attend the meetings of the Committee.

Article 25 The human resources department, and securities and legal affairs department of the Company shall prepare and provide the related information and documents necessary for the matters to be discussed at the meeting and contact the related departments of the Company (including the related experts or social experts, scholars and agencies engaged in the discussion of the matters).

Other functional departments of the Company shall provide the required work services for the Committee and support and cooperate with the secretary of the Board, the human resources department, and securities and legal affairs department.

Article 26 Any meeting of the Committee shall have meeting minutes, which shall be made by the secretary of the Board and include the following information:

1) meeting number, form of the meeting, date, venue and chairperson's name;

2) attendance, absence and nominated attendance;

3) name and title of the persons attending;

4) agenda;

5) points made by members of the Committee and other persons attending (including the matters considered and the decisions made by the members of the Committee, including their doubts or objections);

6) name of the meeting recorder.

The members of the Committee attending, the secretary of the Board shall sign at the meeting minutes.

Article 27 The meeting minutes, power of attorney, written opinion of the members of the Committee and other meeting documents shall be managed and kept the secretary of the Board as per the applicable regulations.

Chapter 6 Supplementary Provisions

Article 28 The establishment hereof and amendment hereto shall not come to effect and force and be implemented until the Board passes an ordinary resolution.

Article 29 For matters not mentioned in these Rules, they shall be implemented in accordance with the relevant provisions of the laws, regulations, normative documents of the PRC, the requirements of stock exchanges, and the Articles of Association. In case any provision of these Rules of Procedure is inconsistent with the then-effective relevant laws, regulations, normative documents, the requirements of stock exchanges, and the provisions of the Articles of Association,

the then-effective relevant laws, regulations, normative documents, the requirements of stock exchanges, and the provisions of the Articles of Association shall prevail.

Article 30 The terms "above" and "within" referred to herein shall include the number following while "below" shall not include the number.

Article 31 The Board shall be responsible for the interpretation and revision of these Rules.

Note: In the event of any discrepancies between the English and Chinese versions of these Rules, the Chinese version shall prevail.

** For identification purpose only*