Dongjiang Environmental Company Limited*

Rules of Procedure of the Strategy and Development Committee

Chapter 1 General Provisions

Article 1 For the purpose of ensuring the rationality of the Company's development strategy planning and the scientific nature of investment decisions, the board of directors ("**the Board**") establishes the Strategy and Development Committee (hereinafter referred to as the "**the Committee**") and formulates these Rules in accordance with the relevant provisions of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Rules Governing the Listing of Stocks on Shenzhen Stock Exchange, the Self-Regulatory Supervision Guidelines for Listed Companies of Shenzhen Stock Exchange No. 1 – Standardized Operation of Main Board Listed Companies, the Guidelines on Corporate Governance of Listed Companies, the Measures for the Administration of Independent Directors of Listed Companies, and the Articles of Association of Dongjiang Environmental Company Limited.

Article 2 The Committee is a special working body established by the Board, which 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 shall comprise three directors and no less than one independent director. The members of the Committee shall be nominated by the Board chairman, more than half of the independent directors or more than one-third of the directors, and shall be elected by more than half of the Board.

Article 5 The Committee has one chairman (convener, chairman of the committee) who shall be the Board chairman.

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.

Article 9 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.

Chapter 3 Duties and Authorities

Article 10 The duties of the Committee are as follows：

1) conduct research on the Company's long-term development strategy and planning, and put forward recommendations;

2) conduct research on major investment and financing plans that, in accordance with the provisions of the Company's Articles of Association, must be decided by the Board, and put forward recommendations;

3) conduct research on major capital operations and asset management projects that, in accordance with the provisions of the Company's Articles of Association, are to be decided or formulated by the Board, and put forward recommendations;

4) conduct research on other major matters affecting the Company's development, and put forward recommendations;

5) conduct inspections on the implementation of the above-mentioned matters;

6) other matters authorized by the Board.

Article 11 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 12 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 13 The securities and legal affairs department shall deliver the notice for meeting not later than three 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 14 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 15 Members of the Committee shall attend meetings in person. If a member is unable to attend a meeting in person due to unavoidable reasons, they may submit a power of attorney signed by themselves, authorizing another member of the Committee to attend the meeting and express opinions on their behalf. The power of attorney shall clearly specify the scope and term of the authorization. No single member may accept authorizations from more than two other members at the same time.

The member attending the meeting on behalf of another shall exercise rights within the scope of the authorization. If a member neither attends the Committee meeting in person, nor authorizes another member of the Committee to exercise their rights on their behalf, nor submits written opinions before the meeting is held, it shall be deemed that the member has waived their rights.

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 securities and legal affairs department no later than the time before the meeting is held.

Article 16 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 commencement 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 17 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. The meeting shall be held by the chairman of the Committee. Where the chairman cannot attend the meeting, another member of the Committee may be nominated to hold such meeting.

Article 18 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 19 Meetings of the Committee shall generally be held in the form of on-site meetings. Under special circumstances, and on the condition that members of the Committee are able to fully express their opinions, meetings may be held via

communication, written circulation for signature, or other such methods with the approval of the Chairperson of the Committee. For meetings held in a non-on-site form, members of the Committee shall submit their written opinions on the matters to be discussed to the Board within the time limit specified in the meeting notice.

Article 20 Where the Committee thinks necessary, it may invite the directors, related senior officers, related experts of the Company, or social experts, scholars, agencies 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, but they shall not be entitled to vote at the meetings of the Committee. If necessary, the Committee may seek independent professional advice at the Company's expense.

Article 21 Where any member of the Committee attending the meeting has any interest in any resolution, such member shall avoid discussing such matter.

Article 22 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 23 The secretary of the Board shall be responsible for organizing and coordinating the work between the Committee and the relevant departments.

The secretary of the Board shall attend the meetings of the Committee.

Article 24 The Company's securities and legal affairs department shall cooperate with the relevant departments of the Company to jointly perform the relevant work of the Committee.

Article 25 The securities and legal affairs department shall be responsible for meeting affairs such as formulating and issuing meeting notices.

The Company's strategic investment department shall be responsible for preparing and providing relevant materials required for the matters to be discussed at the meeting, and for communicating with relevant departments (including relevant experts of the Company, or social experts, scholars and intermediary institutions engaged by the Committee in the course of deliberations).

The Company's strategic investment department shall formulate relevant work systems and procedures for providing services to the Committee in accordance with the Committee's responsibilities, and submit them to the Board for record-filing.

The relevant functional departments of the Company shall be responsible for providing work services to the Committee, and for providing support and cooperation for the work of the securities and legal affairs department and the strategic investment department.

Chapter 6 Meeting Minutes

Article 26 Minutes shall be prepared for meetings of the Committee. The minutes shall be prepared by the securities and legal affairs department and include the following information:

1) meeting number, meeting number, form of the meeting, date, venue and host name;

2) attendance, absence and nominated attendance;

3) name and title of the persons attending;

4) agenda;

5) key points of remarks made by committee members and relevant non-voting participants;

6) name of the meeting recorder.

Committee members who attended the meeting and the secretary of the Board shall sign the minutes of the Committee meeting.

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 by the securities and legal affairs department as per the applicable regulations.

Chapter 7 Supplementary Provisions

Article 28 These Rules shall take effect and be implemented after their formulation and amendment are reviewed and approved by the Board of the Company.

Article 29 For matters not covered by these Rules, the relevant provisions of national laws, regulations, normative documents, listing rules and the Company's Articles of Association shall apply. In case of any inconsistency between these Rules and the aforesaid laws, regulations, normative documents, stock exchange rules, or the Articles of Association of the Company, the provisions of such laws, regulations, normative documents, stock exchange rules, and the Articles of Association of the Company shall prevail.

Article 30 The terms "above", "within", and "no less than" as used in these Rules shall include the figure itself.

Article 31 The right to interpret these Rules shall belong to the Board of the Company.

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*