Rules of Procedure of the Nomination Committee of Anhui Jinyan Kaolin New Materials Co., Ltd. (Applicable After Listing on the Stock Exchange)

Chapter 1 General Provisions

Article 1 In order to regulate the appointment of directors and senior management, optimize the composition of the Board and senior management, and improve the corporate governance structure of Anhui Jinyan Kaolin New Materials Co., Ltd. (the "Company"), the Company sets up the Nomination Committee and formulates the Rules of Procedure in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the ''Listing Rules''), Appendix C1 to the Listing Rules (the "Corporate Governance Code"), the regulatory rules of the securities regulatory authorities and stock exchanges where the Company's shares are listed, such as The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the relevant provisions of the Articles of Association of Anhui Jinyan Kaolin New Materials Co., Ltd. (the "Articles of Association").

Article 2 The Nomination Committee is a specialized working body under the Board which is principally responsible for formulating the selection criteria and procedure for directors and members of the senior management of the Company, screening and reviewing candidates for the directors and the senior management and their qualification, and making recommendations to the Board.

Article 3 Directors mentioned herein refer to all directors (including independent non-executive directors) elected by the shareholders' meeting; members of the senior management refer to the general manager, deputy general managers, secretary of the Board, financial controller (chief financial officer) and chief engineer appointed by the Board, and other members of the senior management as stipulated in the laws and regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Chapter 2 Composition

Article 4 The Nomination Committee shall consist of three directors, of which at least two are independent non-executive directors.

Article 5 The members (the "Member(s)") of the Nomination Committee shall be nominated by the Chairman of the Board or more than one-third of all directors or more than half of independent non-executive directors, and shall be elected by a majority vote of the Board. After the proposal of electing members has been approved, the new members shall take office immediately after the conclusion of the meeting of the Board.

Article 6 The Nomination Committee shall have one convener (i.e. the chairman of the Committee). The chairman may be held by the Chairman of the Board or the independent non-executive director member, responsible for presiding over the Committee's work. The chairman of the Nomination Committee shall be elected or dismissed within the Committee and subject to the approval of the Board.

Article 7 The term of office of members of the Nomination Committee shall be the same as that of the Board, renewable upon re-election at its expiry. If any member ceases to be a director of the Company or if any member who should possess the status of an independent non-executive director no longer meets the independence requirements stipulated in the Company Law, the Articles of Association, the Administrative Measures for Independent Directors of Listed Companies and the Listing Rules during his/her term of office, he/she shall automatically disqualify as a member.

Chapter 3 Duties and Authorities

Article 8 The Nomination Committee is responsible for formulating the selection criteria and procedure for directors and members of the senior management, screening and reviewing candidates for the directors and the senior management and their qualification, and making recommendations to the Board on the following matters:

(1) to study the selection criteria and procedure for directors and members of the senior management, and make recommendations to the Board;

(2) to nominate, appoint or dismiss directors and make corresponding recommendations to the Board, and review the candidates for directors and make corresponding recommendations;

(3) to appoint or dismiss members of the senior management, review the candidates for members of the senior management and make corresponding recommendations;

(4) to review the independence of the independent non-executive directors;

(5) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board for supporting the Company's corporate strategies;

(6) to make recommendations to the Board regarding the composition of specialized committees under the Board and candidates for the relevant members in accordance with the operations, size of assets and structure of shareholdings of the Company;

(7) to conduct an extensive search of qualified candidates for the directors and members of the senior management, and to make recommendations to the Board regarding the selection and nomination of such individuals to serve as directors and members of the senior management;

(8) to evaluate the working performance of directors and make advice or recommendations to the Board regarding the replacement, re-appointment or succession of directors (including the Chairman of the Board and chief executive officer, if any) based on the evaluation results;

(9) to formulate and (as appropriate) review and implement the Board Diversity Policy as adopted by the Board from time to time, and make disclosure of the relevant policy or its summary in the corporate governance report;

(10) other matters authorized by the Board;

(11) other matters required by the laws, administrative regulations, the Listing Rules, the provisions of the China Securities Regulatory Commission, the relevant regulatory rules of the securities regulatory authorities and stock exchange at the place where the Company's shares 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 its non-adoption in the resolutions of the Board and make relevant disclosure.

The Nomination Committee shall publish its terms of reference on the websites of the Stock Exchange and the issuer, explaining its role and the powers delegated to it by the Board.

Article 9 The Nomination Committee is accountable to the Board. Proposals falling within the terms of reference of the Nomination Committee shall first be reviewed and approved by the Nomination Committee before being submitted to the Board for consideration.

Article 10 Where the Board intends to propose a resolution to elect an individual as an independent non-executive director at the shareholders' meeting, the following shall be set out in the circular to shareholders and/or explanatory statement attached to the notice of the relevant shareholders' meeting:

(1) the process used for identifying the individual and the reasons why the Board believes the individual should be elected and the reasons why it believes the individual to be independent;

(2) if the proposed independent non-executive director will be holding his/her seventh (or more) listed company directorship, the reasons why the Board believes the individual would still be able to devote sufficient time to the Board;

(3) the views, perspectives, skills and experience that the individual can bring to the Board; and

(4) how the individual contributes to the diversity of the Board.

Article 11 The rights and obligations of the members of the Nomination Committee include:

(1) to attend the meetings of the Committee as scheduled, express opinions on matters discussed at the meetings, and exercise voting rights;

(2) to propose topics for discussion at the meetings of the Committee;

(3) to attend or sit in the relevant meetings of the Company as audiences and conduct investigative studies and obtain the required relevant information, such as reports, documents and materials, for the purpose of performing their duties;

(4) to fully understand the duties and responsibilities of the Committee and their own duties as members, and familiarize themselves with the operation and management conditions, business activities and development status of the Company relating to their duties, to ensure their capabilities in performing their duties;

(5) to commit to dedicate sufficient working time and efforts required to perform his/her duties;

(6) to perform other duties as required or conferred by the laws, administrative regulations, the Listing Rules, the provisions of the China Securities Regulatory Commission, the relevant regulatory rules of the securities regulatory authorities and stock exchange at the place where the Company's shares are listed, these Rules and the Board.

Chapter 4 Decision-making Procedures

Article 12 The procedures of selecting directors and members of the senior management are:

(1) the Nomination Committee shall actively communicate with relevant departments of the Company and study the demand for new directors and members of the senior management and present such information in writing;

(2) the Nomination Committee may conduct an extensive search of candidates for directors and members of the senior management inside the Company, its holding (invested) companies, branches and the human resources market;

(3) the Nomination Committee shall gather information as to the occupation, academic qualifications, professional title, detailed work experience and all the concurrent posts of the preliminary candidates and present such information in writing;

(4) the Nomination Committee shall solicit the nominee's consent to the nomination, without which the nominee cannot be selected as a candidate of director or senior management;

(5) the Nomination Committee shall convene a Nomination Committee meeting to review the qualifications of the preliminary candidates in accordance with the requirements for directors and members of the senior management;

(6) the Nomination Committee shall make recommendations to the Board regarding the candidates for the director and new members of the senior management and submit relevant information to the Board one to two months prior to the election of new directors and appointment of new members of the senior management;

(7) the Nomination Committee shall carry out other follow-up work according to the decision of and feedback from the Board.

Chapter 5 Rules of Procedure

Article 13 The Nomination Committee shall convene meetings on an ad hoc basis as needed. A committee meeting shall be convened under any of the following circumstances:

(1) when the Board deems it necessary;

(2) when the chairman of the Nomination Committee deems it necessary;

(3) when more than 2 members propose.

Article 14 Meeting notices and materials shall be provided to all members in writing three days prior to the meeting. The notices shall include the meeting format, time, location, duration, agenda, date of notice and relevant information. The notices may be delivered by hand, mail, email or fax. In urgent situations requiring immediate convening, meeting notices may be issued at any time via telephone or other verbal means. However, the chairman of the Committee shall provide an explanation in the meeting.

Article 15 Upon receiving meeting notice, the members shall promptly confirm the receipt and provide feedback (including but not limited to attendance status and travel arrangements) in an appropriate manner.

Article 16 The members shall attend meetings in person. Should a member be unable to attend in person for any reason, he/she may authorize another member of the Committee in writing to attend on his/her behalf. Members who fail to attend the meetings of Nomination Committee and do not authorize a proxy to attend shall be deemed to have waived their voting rights at that meeting.

Article 17 The Nomination Committee meeting shall be presided by the chairman of the Nomination Committee. If the chairman of the Nomination Committee is unable to preside, he/she may delegate another independent non-executive director member to preside over the meeting, or a member may be elected by a majority of the members present to preside.

Article 18 The quorum of the meetings of the Nomination Committee shall be more than two-thirds of its members, each having one vote. Resolutions of the meetings shall be approved by a majority of all members.

Article 19 The Nomination Committee shall conduct voting by roll call. Provided that all members have the opportunity to fully express their opinions, resolutions may also be adopted through correspondence voting, with participating members signing accordingly.

Article 20 The Nomination Committee meetings may be convened through appropriate means such as physical meetings, conference calls, video conferences, document circulation, fax or emails.

Article 21 The Nomination Committee may invite directors, supervisors, other senior management of the Company and external consultants to present at its meetings as necessary. Attendees may provide explanations or clarifications regarding issues under discussion in the meeting, but non-committee members shall not have voting rights.

Article 22 The Nomination Committee may, if necessary, engage an intermediary to provide professional advice on its decision-making at the cost of the Company.

Article 23 If any member of the Nomination Committee has a direct or indirect interest in the issues discussed at the meetings, the interested member shall abstain from voting.

Article 24 The convening procedures, voting methods and resolutions adopted at meetings of the Nomination Committee must comply with relevant laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and these Rules.

Article 25 Minutes shall be taken on all meetings of the Nomination Committee and signed by each attending member and the minute-taker. All meeting minutes shall be kept by the secretary of the Board for no less than ten years.

Article 26 Resolutions adopted in and voting results of the Nomination Committee meetings shall be reported to the Board of Company in writing.

Article 27 Members and personnel present at such meetings are obliged to keep all issues discussed at such meetings confidential, and shall not disclose any relevant information without authorization.

Chapter 6 Supplementary Provisions

Article 28 Issues not covered by these Rules shall be handled in accordance with laws, administrative regulations, departmental rules, normative documents, the Listing Rules, the regulatory rules of the securities regulatory authorities and stock exchanges where the Company's shares are listed, and the provisions of the Articles of Association, taking into account the Company's actual circumstances. Where these Rules conflict with laws, administrative regulations, departmental rules, normative documents, the Listing Rules, the regulatory rules of the securities regulatory authorities and stock exchanges where the Company's shares are listed, and the Articles of Association of the Company issued from time to time, the provisions of laws, administrative regulations, departmental rules, normative documents, the Listing Rules, the regulatory rules of the securities regulatory authorities and stock exchanges where the Company's shares are listed, and the Articles of Association shall prevail.

Article 29 The terms "above", "within" and "below" as used in these Rules include the specified numbers; "less than", "outside", "lower than", "more than" and "exceed" do not include the specified numbers.

Article 30 The Board the Company shall be responsible for the interpretation of these Rules.

Article 31 These Rules were reviewed and approved by the Board of the Company and shall take effect upon the date when the Company's H-shares are listed for trading on the Stock Exchange following filing with the China Securities Regulatory Commission.