

NEW ENVIRONMENTAL ENERGY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)
("Company")

TERMS OF REFERENCE OF NOMINATION COMMITTEE ("Nomination Committee")

1. Membership

- (a) The members of the Nomination Committee shall be appointed by the Company's board of directors ("Board") from time to time.
- (b) The Nomination Committee shall consist of not less than three members, and the majority of which should be the independent non-executive directors of the Company.
- (c) The company secretary of the Company or a nominee shall act as the secretary of the Nomination Committee.

2. Frequency and proceeding of meetings

- (a) Meeting of the Nomination Committee shall be held not less than once a year.
- (b) A quorum of a meeting of the Nomination Committee shall be two members.

3. Duties, powers and functions

The Nomination Committee should discharge the following duties:-

- (a) 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 to complement the Company's corporate strategy;
- (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

- (c) assess the independence of independent non-executive directors; and
- (d) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive.

4. Reporting procedures

At the next Board meeting following a Nomination Committee's meeting, the Nomination Committee's chairman shall report its findings and recommendations to the Board. The secretary of the Nomination Committee shall circulate the minutes of the meetings of the Nomination Committee to all members of the Board.

Adopted on 15 June 2006 and revised on 23 March 2012