



中國水業集團有限公司*
CHINA WATER INDUSTRY GROUP LIMITED

(Incorporated in Cayman Islands with limited liability)
(Stock code: 1129)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

The board of directors (the “**Board**”) of China Water Industry Group Limited (the “**Company**”) has established a Nomination Committee (the “**Nomination Committee**”) on 19 January 2012 with its constitution and particular duties set out below:

1 MEMBERSHIP

- 1.1 Members of the Nomination Committee shall be appointed by the Board of the Company.
- 1.2 The majority of the members of the Nomination Committee must be independent non-executive directors (“**INEDs**”).

2 CHAIRMAN

- 2.1 The chairman of the Nomination Committee shall be appointed by the Board and shall either be the chairman of the Board or an INED.

3 SECRETARY

- 3.1 The company secretary shall be the secretary of the Nomination Committee.
- 3.2 In the absence of the company secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Nomination Committee, shall attend the meeting of the Nomination Committee and take minutes.

4 PROCEEDINGS OF MEETINGS

4.1 Quorum

- 4.1.1 The quorum for meetings of the Nomination Committee shall not be less than two members.
- 4.1.2 A duly convened meeting of the Nomination Committee at which a quorum is present at the time then the meeting proceeds to business and continues to be present until the conclusion of the meeting, shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

* *For identification purpose only*

4.2 Frequency of meetings

4.2.1 The Nomination Committee shall hold at least one regular meeting in a year. Additional meetings of the Nomination Committee may be held as and when required.

4.3 Attendance at meetings

4.3.1 Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication.

4.4 Notice of meetings

4.4.1 A meeting of the Nomination Committee may be convened by any of its members, or by the secretary of the Nomination Committee at the request of its members.

4.4.2 Unless otherwise agreed by all the members of the Nomination Committee, notice of at least fourteen days shall be given for a regular meeting of the Nomination Committee, and such notice shall be sent to each member of the Nomination Committee and to any other person invited to attend. For all other meetings of the Nomination Committee, reasonable notice shall be given.

4.4.3 For regular Nomination Committee meetings, and as far as practicable in all other cases, an agenda and accompanying supporting papers shall be sent to all members of the Nomination Committee and to other attendees as appropriate at least three days before the date of the meeting (or other agreed period).

4.4.4 Any member of the Nomination Committee shall be entitled, by notice to the secretary of the Nomination Committee, to include other matters relevant to the functions of the Nomination Committee in the agenda of a Nomination Committee meeting.

4.5 Minutes of meetings

4.5.1 The secretary of the Nomination Committee (or his/her delegate(s)) in attendance at the meetings of the Nomination Committee shall minute in sufficient detail the matters considered and decisions reached at such meetings. The minutes shall also include any concerns raised by any member of the Nomination Committee and/or dissenting views expressed.

4.5.2 Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comment and records respectively, within a reasonable time after the meeting. Once the minutes are signed, the secretary shall circulate the minutes and reports of the Nomination Committee to all members of the Board.

4.5.3 Minutes of the Nomination Committee shall be kept by the secretary of the Nomination Committee and shall be available for inspection by any member of the Nomination Committee or the Board at any reasonable time on reasonable notice.

5 AUTHORITIES

- 5.1 The Nomination Committee shall be provided with sufficient resources to perform its duties.
- 5.2 The Nomination Committee and each of its members shall have separate and independent access to the Company's senior management.
- 5.3 All members of the Nomination Committee shall have access to the advice and services of the secretary of the Nomination Committee to ensure that procedures of the Nomination Committee and all applicable rules and regulations are followed.
- 5.4 In the event that the Nomination Committee or any member of the Nomination Committee requires access to independent professional advice in connection with his/her duties, a request may be made to the Board through the company secretary. All such requests shall be processed in accordance with the Company's pre-defined procedures for seeking independent professional advice at the Company's expense.
- 5.5 Every member of the Nomination Committee shall ensure that he/she can give sufficient time and attention to his/her duties as a member of the Nomination Committee. He/She shall give the Company the benefit of his/her skills and expertise through regular attendance and active participation.

6 DUTIES, POWERS AND FUNCTIONS

- 6.1 The duties of the Nomination Committee include the following:
 - (a) to review the policy concerning diversity of Board members (the "**Board Diversity Policy**") and the structure, size and composition (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, and disclose such policy, including any measurable objectives that the Nomination Committee has set for implementing the policy and progress on achieving these objectives, in the Company's corporate governance report;
 - (b) to develop and maintain a policy for nomination of Board members (the "**Nomination Policy**") which includes the nomination procedures and the process and criteria adopted by the Nomination Committee to identify, select and recommend candidates for directorship during the year, and to review periodically and disclose the policy in the Company's corporate governance report;
 - (c) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships under the Nomination Policy and Board Diversity Policy;
 - (d) to assess the independence of INEDs; and

- (e) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive.

7 REPORTING RESPONSIBILITIES

7.1 The Nomination Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Nomination Committee, the chairman of the Nomination Committee shall report the findings and recommendations of the Nomination Committee to the Board.

8 ANNUAL GENERAL MEETING

8.1 The chairman of the Nomination Committee or in his/her absence, another member of the Nomination Committee or failing this, his/her duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Nomination Committee's work and responsibilities.

9 DATE OF ADOPTION

These terms of reference was approved and adopted by the Board on 19 January 2012. The Board had on 9 May 2013, 29 August 2013 and 1 January 2019 revised the terms of reference of the Nomination Committee.

Note: If there is any inconsistency between the English and Chinese versions of this Terms of Reference, the English version shall prevail.