

CHARTER OF THE NOMINATING AND CORPORATE
GOVERNANCE COMMITTEE
OF GUSHAN ENVIRONMENTAL ENERGY LIMITED

Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Gushan Environmental Energy Limited (the “Company”) is to (i) assist the Board in identifying, evaluating and recommending individuals qualified to become directors of the Company to the Board for either appointment to the Board or to stand for election at a meeting of the stockholders; (ii) assist the Board in determining the composition of the Board and its committees; and (iii) develop and recommend to the Board corporate governance guidelines for the Company.

Composition of Committee

The Committee shall be comprised of three or more directors one of whom meets the independence and other requirements of the New York Stock Exchange, Inc. (“NYSE”) and the Securities and Exchange Commission (the “SEC”), provided that the Board may elect to take advantage of any exemption from such requirements provided in the SEC or NYSE rules. Determinations as to whether a particular director satisfies the requirements for membership of the Committee shall be made by the Board.

The members of the Committee shall be appointed by the Board and shall serve for such terms as the Board may determine, or until their earlier resignation, death, or removal by the Board.

Meetings

The Committee shall meet with such frequency and at such intervals as it shall determine is necessary to carry out its duties and responsibilities, but in any case, not less than twice a year. The Board shall designate one member of the Committee to serve as its chairperson. The Committee will meet at such times as determined by its chairperson or as requested by any two of its members. Notice of all meetings shall be given, and waiver thereof determined, pursuant to the provisions contained in the Company’s Articles of Association. The chairperson will preside, when present, at all meetings of the Committee. The Committee may meet by telephone or video conference and may take action by written consent.

Each member of the Committee shall have one vote. One-third of the members, but not less than two, shall constitute a quorum. The Committee shall be authorized to take any permitted action only by the affirmative vote of a majority of the Committee members present at any meeting at which a quorum is present, or by the unanimous written consent of all of the Committee members.

The Committee shall maintain copies of minutes of each meeting of the Committee, and each written consent to action taken without a meeting, reflecting the actions so authorized or taken by the Committee. A copy of the minutes of each meeting and all consents shall be placed in the Company’s minute book.

Delegation

The Committee may form, and delegate authority to, subcommittees when it deems appropriate.

External Advisors

The Committee shall have the sole authority to retain and terminate consultants to assist in the identification and evaluation of director candidates, including the sole authority to approve the consultants' fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from any officer or employee of the Company or any outside legal, expert or other advisor.

Duties and Responsibilities

The Committee shall:

1. Make recommendations to the Board regarding changes to the size and composition of the Board or any committee thereof.
2. Identify individuals that the Committee believes are qualified to become Board members in accordance with the Nominating Criteria set forth below, and recommend that the Board select such nominee or nominees to stand for election or re-election at the next meeting of stockholders of the Company in which directors will be elected.
3. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members in accordance with the Nominating Criteria set forth below, and recommend such person or persons for appointment to the Board.
4. Identify Board members qualified to fill a vacancy on a committee of the Board in accordance with the Nominating Criteria set forth below, and recommend such nominee or nominees to the Board for appointment to such committee.
5. Identify committee members of the Board not qualified or suitable to continue to be committee members of the Board and recommend removal of such committee members to the Board.
6. Review and evaluate all stockholder nominees for director in accordance with the Nominating Criteria set forth below.
7. Develop and recommend to the Board standards to be applied in making determinations on the types of relationships that constitute material relationships between the Company and a director for purposes of determining director independence.
8. Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, taking into account the provisions of the Securities Exchange Act and the relevant SEC rules, the rules and standards of the NYSE, and any other sources that the Committee deems appropriate.
9. Review the Company's corporate governance guidelines at least once a year, and prepare a report to the Board recommending any proposed changes to the Board for approval.
10. Advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with applicable laws and regulations, and making recommendations to the Board on all matters of corporate governance and on any corrective action to be taken.
11. Conduct an annual performance evaluation of the Committee.

12. Monitor compliance with the Company's code of ethics, including reviewing the adequacy and effectiveness of the Company's procedures to ensure proper compliance.
13. Report regularly to the Board on the activities of the Committee.
14. Review annually with the Board the current composition of the Board and management in light of the characteristics of independence, age, skills, experience and availability of service to the Company.
15. Perform such other duties and responsibilities, consistent with this Charter, delegated to the Committee by the Board.

Nominating Criteria

In evaluating candidates for nomination to the Board, the Committee shall take into account the applicable requirements for directors under the Securities Exchange Act and the rules and standards of the NYSE. The Committee may take into consideration such other factors and criteria as it deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity, diversity, and business or other experience. The Committee may (but is not required to) consider candidates suggested by management or other members of the Board.

In evaluating candidates for nomination to committees of the Board, the Committee shall take into account the applicable requirements for members of committees of boards of directors under the Securities Exchange Act and the rules and standards of the NYSE. The Committee also shall take into consideration the factors and requirements set forth in the charter of such committee, if any. The Committee may take into consideration such other factors or criteria that the Committee deems appropriate in evaluating a candidate, including his or her judgment, skill, integrity, diversity, and business or other experience.