Shanghai REFIRE Group Limited

Terms of Reference of the Nomination Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 In order to further establish and enhance the criteria and procedures for selecting the directors and senior management personnel of Shanghai REFIRE Group Limited (hereinafter referred to as the "**Company**", together with its subsidiaries, hereinafter referred to as the "**Group**") and improve its corporate governance structure, the Company has established a nomination committee (hereinafter referred to as the "**Nomination Committee**") of the board of directors (hereinafter referred to as the "**Board**") and formulated these Terms of Reference pursuant to the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Listing Rules**") and other relevant laws, administrative regulations, departmental rules, normative documents and the Articles of Association of Shanghai REFIRE Group Limited (hereinafter referred to as the "**Articles of Association**") and the Rules of Procedure for the Board of Directors of Shanghai REFIRE Group Limited.

Article 2 The Nomination Committee is a dedicated working body set up by the Board in accordance with the Articles of Association, which is principally responsible for reviewing and making recommendations to the Board on the procedures, criteria and qualifications for electing and appointing the directors and senior management personnel of the Company. It is accountable to the Board and shall report its work to the Board.

Chapter 2 Composition

Article 3 Members of the Nomination Committee shall consist of at least three directors, the majority of whom shall be independent non-executive directors.

Article 4 The members of the Nomination Committee shall be nominated by the chairperson of the Board, at least half of the independent non-executive directors or at least one-third of all the directors, and shall be elected by the Board.

Article 5 The Nomination Committee shall have one chairperson of the Nomination Committee, who shall be the chairperson of the Board or an independent non-executive director. The chairperson is responsible for convening and presiding over the work of the Nomination Committee. The chairperson of the Nomination Committee shall be elected by the members of the Nomination Committee, whose appointment shall be approved by the Board.

Article 6 The term of office of the members of the Nomination Committee shall be consistent with that of the directors of the Company. Each member shall be eligible for re-election upon the expiry of his/her term of office. During his/her term of office, if any member ceases to be a director of the Company, or any member who is an independent non-executive director ceases to possess the independence as required under the Articles of Association, he/she shall automatically cease to be a member of the Nomination Committee, and the vacancy in the Nomination Committee shall be filled by the Board in accordance with the provisions of Article 3 to Article 5 above.

Article 7 The Nomination Committee may set up a working group, which shall be responsible for routine work liaison, organization of meetings, etc. Members of the working group need not be members of the Nomination Committee.

Chapter 3 Duties and Authorities

Article 8 The primary duties and authorities of the Nomination Committee shall be:

(I) to evaluate and 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 based on the Company's business operations, asset size and shareholding structure;

(II) to develop the Company's policies and practices on corporate governance, examine their implementation, and make recommendations to the Board;

(III) to study the criteria and procedures for selecting directors, the chief executive officer and other senior management personnel and make recommendations, and review and monitor the trainings and continuous professional development plans for directors and senior management personnel;

(IV) to identify and select candidates suitably qualified for the office of directors, the chief executive officer and other senior management personnel;

(V) to review the candidates for the office of directors, the chief executive officer and other senior management personnel and make recommendations to the Board;

(VI) to review and assess the independence of independent non-executive directors;

(VII) to make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors (in particular, the chairperson of the Board), the chief executive officer and other senior management personnel;

(VIII) to formulate and maintain a policy concerning diversity of the Board, and review regularly and disclose in the annual report of the Company the diversity policy or a summary of the policy;

(IX) to be responsible for identifying individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships when it is necessary to increase the number of directors or to fill vacancies within the Board; in identifying suitable candidates, the Nomination Committee shall take into full consideration of the complementarity of the Board members in respect of knowledge structure and experience, and the balance and independence of composition of the Board, and shall choose from a wide range of candidates based on objective criteria, taking into account the benefits of the diversity of the Board members and in light of the Group's business needs, to ensure that Board members possess proper ability, experience and diversified perspectives to support the Company in realizing strategic objectives, maintaining competitive strengths and achieving sustainable development;

(X) to be responsible for making recommendations to the Board on the reappointment of non-executive directors, including independent non-executive directors, upon expiry of their terms of office, and make recommendations to the Board on matters in relation to the election or re-election of directors by shareholders, and the continuation in office of any director at any time; where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Nomination Committee shall procure the following matters to be set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting: (1) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent; (2) if the proposed independent non-executive director will be holding his/her seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board; (3) the perspectives, skills and experience that the individual can bring to the Board; and (4) how the individual contributes to diversity of the Board;

(XI) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;

(XII) to review the Company's compliance with the Corporate Governance Code as set out in Appendix CI under the Hong Kong Listing Rules and disclosures in the corporate governance report; and

(XIII) matters as prescribed in applicable laws and regulations, the Articles of Association and the Hong Kong Listing Rules and other matters as authorized by the Board.

The Company shall provide sufficient resources to the Nomination Committee to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

Article 9 The Nomination Committee shall be accountable to the Board. The proposals of the Nomination Committee shall be submitted to the Board for consideration and approval.

The Nomination Committee shall provide all research, discussions, materials and information in the forms of reports, recommendations, or summaries to the Board for consideration and decision-making.

Chapter 4 Decision-making Procedures

Article 10 The Nomination Committee shall study the selection criteria, selection procedures and terms of office of the directors and senior management personnel of the Company in accordance with the relevant provisions of the laws, administrative regulations, other normative documents, the Hong Kong Listing Rules and the Articles of Association, considering the actual conditions of the Company, to form a resolution and submit it to the Board for consideration and approval, and shall implement it accordingly.

Article 11 The procedures for selecting directors and senior management personnel are as follows:

(I) the Nomination Committee shall actively communicate with relevant departments of the Company to study the Company's demand for directors and senior management personnel and produce written materials;

(II) the Nomination Committee may search extensively for candidates for the office of directors, the chief executive officer and other senior management personnel among the staff of the Company, its controlled companies and investee companies, in the talent market, etc.;

(III) the Nomination Committee shall collect the information about the occupation, academic qualifications, job titles, detailed work experience, all part-time jobs, etc. of the short-listed candidates, and produce written materials;

(IV) the Nomination Committee shall obtain consent from the nominated candidates before nominating them, or otherwise, they will not be considered as the candidates for the office of directors and senior management personnel;

(V) the Nomination Committee shall convene a meeting to review the qualifications of the short-listed candidates according to the appointment criteria of directors and senior management personnel;

(VI) the Nomination Committee shall submit to the Board its proposals and relevant materials concerning the candidates as new directors and the candidates as new senior management personnel within one to two months prior to the election of such new directors and engagement of such new senior management personnel; and

(VII) the Nomination Committee shall carry out other follow-up work according to the decisions and feedback of the Board. The Nomination Committee may, if necessary, seek professional opinions from intermediary agencies for its decision-making, with relevant reasonable expenses to be borne by the Company.

Chapter 5 Rules of Procedure

Article 12 Meetings of the Nomination Committee are categorized into regular meetings and extraordinary meetings. Regular meetings of the Nomination Committee shall be held at least once a year. The notice of a regular meeting shall be given to all members five days before the convening of the meeting. The meeting shall be convened and presided over by the chairperson of the Nomination Committee. If the chairperson of the Nomination Committee fails to attend the meeting, he/she may appoint another member (who shall be an independent non-executive director) to convene and preside over the meeting.

The notice of an extraordinary meeting of the Nomination Committee shall be given to all members three days before the convening of the meeting. Upon unanimous consent of all members, the aforesaid period of notice may be waived.

The means by which the notice is given shall include (without limitation) by personal delivery, fax, post, e-mail and telephone.

Article 13 The meeting notice of the Nomination Committee shall at least include the following items:

(I) the time and venue of the meeting;

(II) the duration of the meeting;

(III) the agenda to be discussed at the meeting;

(IV) the contact person of the meeting and the way of contact;

(V) the date of notice of the meeting.

If the meeting notice is given by telephone, it shall at least include items (I) and (II) above. A written record shall be made and the meeting documents shall be sent to all members before the meeting.

Article 14 Meetings of the Nomination Committee may be held onsite, and the voting at the meetings shall be conducted by poll on a named basis. Upon the unanimous consent of all members, the extraordinary meetings may be held by video conferencing, telephone conferencing, written resolutions, etc.

Article 15 A meeting of the Nomination Committee shall not be held unless at least two-thirds of the members (including any member appointing another member to attend the meeting on his/her behalf in writing) attend the meeting. Each member has one vote and the resolutions proposed at the meeting shall be approved by more than half of all members.

Article 16 A member of the Nomination Committee appointing another member to attend a meeting and exercise the voting right on his/her behalf, shall submit the power of attorney to the chairperson of the meeting, which shall specify the name of the proxy, the matters authorized, and the scope and validity period of the authorization, to which the signature or seal of the principal shall be affixed. In relation to voting on resolutions, the principal should specify his/her opinions to vote for, vote against or abstain from voting on each of the resolutions in the power of attorney. A member should not make or accept proxies without voting instructions, proxies with full discretion, or proxies with an unclear authorization scope. The power of attorney shall not be valid unless it is submitted to the chairperson of the meeting no later than the voting at the meeting.

Article 17 If a member of the Nomination Committee fails to attend a meeting in person or by appointing another member to attend the meeting on his/her behalf, he/she shall be deemed as not having attended such meeting. A member of the Nomination Committee who fails to attend the meetings for two consecutive times in person or by appointing another member to attend such meetings on his/her behalf shall be deemed as not being capable of properly performing his/her duties and powers, and the Board may revoke his/her membership.

Article 18 After voting of the attending members, the votes cast by each member shall be promptly collected and counted. Where the meeting is held onsite, the chairperson of the meeting shall announce the results onsite; where the meeting is not held onsite, the chairperson of the meeting shall notify each member of the voting results within three days after the expiry of the specified voting deadline.

Article 19 Members of the working group may attend the meetings of the Nomination Committee. Directors, supervisors and senior management personnel of the Company may also be invited to attend the meeting, where necessary.

Article 20 In the event that the discussion at a meeting of the Nomination Committee is related to a member, he/she shall abstain from such relevant matters.

Article 21 The convening procedures and voting methods of a meeting of the Nomination Committee and the remuneration policies and distribution plans passed at the meeting must be in compliance with the relevant provisions of the laws, administrative regulations, other normative documents, the Hong Kong Listing Rules, the Articles of Association and these Terms of Reference.

Article 22 The Nomination Committee shall maintain minutes of its meetings. The draft and final versions of the minutes shall be sent to all members attending the meeting within a reasonable period of time after the meeting. The draft is sent for comments, and after the meeting, the finalized meeting summary and resolutions should be formulated and reported to the Board (unless otherwise prohibited by laws or regulatory provisions). All members attending the meeting shall sign on the meeting summary and resolutions. Minutes of the meeting shall record in sufficient detail the matters considered and decisions reached at the meeting, including any concerns raised by members or dissenting views expressed. Minutes of the meeting shall be kept by the Board secretary. Minutes of the meeting should be available for inspection at any reasonable time on reasonable notice by any director of the Company. The minutes of the meeting shall be kept for a period of not less than 10 years during the existence of the Company.

Article 23 The resolutions passed at a meeting of the Nomination Committee and the voting results shall be reported to the Board in writing no later than the following day from the date on which the resolutions at the meetings take effect.

Article 24 Members attending a meeting and persons attending a meeting as observers shall keep all matters discussed at the meeting confidential. Unauthorized disclosures of the relevant information shall be prohibited.

Chapter 6 Annual General Meetings

Article 25 The chairperson of the Nomination Committee shall attend annual general meetings of the Company, and be available to answer questions raised by any shareholder in relation to matters relating to the duties of the Nomination Committee.

Article 26 Where the chairperson of the Nomination Committee is unable to attend the annual general meeting of the Company, he/she shall arrange for another member (or, if that member is unable to attend, his/her duly appointed delegate) to attend the meeting, and such person shall be available at the annual general meeting to answer questions raised by any shareholder in relation to the work of the Nomination Committee.

Chapter 7 Supplementary Provisions

Article 27 Unless otherwise specified, the terms used in these Terms of Reference shall have the same meanings as those in the Articles of Association.

Article 28 The terms "at least" and "within" as referred to in these Terms of Reference shall include the given figure, and the terms "more than" and "below" shall not include the given figure.

Article 29 Any matters not covered by these Terms of Reference shall be dealt with in accordance with the relevant provisions of the laws, regulations or normative documents (including the listing rules of the place where the Company's shares are listed), as well as the Articles of Association, resolutions of the Company's general meetings or other relevant rules and regulations. In case of any inconsistency between these Terms of Reference and the relevant provisions of the laws, regulations, or normative documents (including the listing rules of the place where the Company's shares are listed) or the Articles of Association, the latter shall prevail.

Article 30 These Terms of Reference shall be formulated and amended by the Board, and the Board shall be responsible for interpretation of them.

Article 31 These Terms of Reference shall be considered and approved by the Board, and become effective and be implemented from the date on which H shares publicly issued by the Company are listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited. The original Terms of Reference of the Nomination Committee of the Board shall be automatically invalidated since the effective date of these Terms of Reference.

Shanghai REFIRE Group Limited

(Where there is any inconsistency between the English and Chinese versions of this document, the Chinese version shall prevail.)