

Fufeng Group Limited
阜豐集團有限公司

(incorporated in the Cayman Islands with limited liability)
(the "Company")
(Stock Code: 546)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

(Adopted by the Company pursuant to the Board resolution passed on 20 March 2012)
(Amended on 21 July 2025)

Regulations relating to the nomination committee (the "Nomination Committee") of the board of directors (the "Board") of the Company (which together with its subsidiaries, the "Group")

1. CONSTITUTION

The Nomination Committee is established pursuant to a resolution passed by the Board at a meeting held on 20 March 2012.

2. MEMBERSHIP

2.1 Members of the Nomination Committee shall be appointed by the Board from among the members of the Board and shall consist of not less than three members and a majority of which should be independent non-executive directors of the Company. The Committee shall consist of at least one member of different gender.

2.2 The Board shall appoint the chairman of the Nomination Committee who should be either the chairman of the Board or one of the independent non-executive directors in the Nomination Committee. Mr. Li Xuechun shall be the first chairman of the Nomination Committee.

2.3 The secretary of the Nomination Committee shall be appointed by the Board.

2.4 The appointment of the members and secretary of the Nomination Committee may be revoked, or additional members may be appointed to the Nomination Committee by separate resolutions passed by the Board.

3. PROCEEDINGS OF THE NOMINATION COMMITTEE

3.1 ***Notice:***

(a) Unless otherwise agreed by all Nomination Committee members, a meeting of the Nomination Committee shall be convened by the chairman of the Nomination Committee with at least 7 days' notice.

(b) A member of the Nomination Committee may and, on the request of a member of the Nomination Committee, the secretary to the Nomination Committee shall, at any time summon a meeting of the Nomination Committee. Notice shall be given to each member of the Nomination Committee orally in person or in writing or by telephone or by facsimile transmission at the telephone number or facsimile number or address from time to time notified to the secretary by such member of the Nomination Committee or in such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing as soon as practicable and before the meeting.

(c) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Nomination Committee for the purposes of the meeting. Supporting documents shall be sent to the members of the Nomination Committee and other attendees at least 3 days in advance of the meeting (or other agreed period).

3.2 ***Quorum:*** The quorum of the Nomination Committee meeting shall be two members of the Nomination Committee, a majority of the members present should be independent non-executive directors of the Company.

3.3 ***Attendance:*** Only members of the Nomination Committee have the right to attend the meeting. Other executives of the Group may be invited by the Nomination Committee to attend all or part of any meeting, as and when appropriate but shall not be counted in the quorum of the relevant meetings.

3.4 Resolutions of the Nomination Committee at any meeting shall be passed by a majority of votes of the members present.

3.5 The Nomination Committee shall meet at least once a year and at such other times as the Nomination Committee shall require.

4. ALTERNATE MEMBERS

A member of the Nomination Committee may not appoint any alternate.

5. AUTHORITY

The Nomination Committee may exercise the following powers:

(a) to obtain sufficient resources to perform its duties including access to independent professional advice at the Company's expense as the Nomination Committee considers necessary;

(b) to determine the policy for the nomination of directors of the Company for the Board's consideration;

(c) to delegate its authority and duties to sub-committees, or individual members, as its deems appropriate; and

(d) to do any such things to enable the Nomination Committee to discharge its authority and duties conferred on it by the Board.

6. DUTIES

The duties of the Nomination Committee shall be:

(a) 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 to complement the Company's corporate strategy;

(b) 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;

(c) to assess the independence of independent non-executive directors of the Company; and

(d) to 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.

7. MINUTES OF MEETINGS

7.1 Full minutes of the meetings of the Nomination Committee should be kept by the secretary and shall be available for inspection by any members of the Committee or the Board at any reasonable time on reasonable notice. Draft and final versions of minutes of the meeting of the Nomination Committee or, as the case may be, written resolutions should be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after the meeting.

7.2 Minutes of the Nomination Committee should record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised by any member or dissenting views expressed.

8. REPORTING RESPONSIBILITIES

8.1 The chairman of the Nomination Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

8.2 The Nomination Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

8.3 The chairman of the Nomination Committee, or in the absence of the chairman of the Nomination Committee, a member, or failing this his duly appointed delegate, shall attend the annual general meeting of the Company and make himself available to respond to any questions from the shareholders of the Company on the Nomination Committee's activities and responsibilities.

9. CONTINUING APPLICATIONS OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

The articles of association of the Company regulating the meetings and proceedings of the directors of the Company so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Nomination Committee.

10. POWERS OF THE BOARD

The Board may, subject to compliance with the articles of association of the Company and the Listing Rules, amend, supplement and revoke these terms of reference provided that no amendments to and revocation of these terms of reference shall invalidate any prior act and resolution of the Nomination Committee which would have been valid if such terms of reference had not been amended or revoked.

March 2012 (updated July 2025)