Seres Group Co., Ltd.
Rules of Procedure for the Nomination Committee

Chapter 1 General Provisions

Article 1 In order to regulate the appointment of directors and senior management personnel, optimize the composition of the board of directors (hereinafter referred to as the "Board") of Seres Group Co., Ltd. (hereinafter referred to as the "Company"), and improve its corporate governance structure, the Company has established a nomination committee (hereinafter referred to as the "Nomination Committee" or the "Committee") of the Board as a dedicated working body responsible for recommending the Company's directors, president, vice presidents and other senior management personnel.

Article 2 In order to ensure that the Nomination Committee carries out its work in a standardized and efficient manner, the Board of the Company has formulated these Rules of Procedure in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Code of Corporate Governance for Listed 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 the Articles of Association of Seres Group Co., Ltd. (hereinafter referred to as the "Articles of Association") and other relevant provisions.

Chapter 2 Composition

Article 3 The Nomination Committee shall consist of three directors, of whom more than half shall be independent directors. The members shall be nominated by the chairman of the Board, more than half of the independent directors or one third of all directors, and elected at a Board meeting.

Article 4 The Nomination Committee shall have a convener, who shall be an independent director appointed by the Board of the Company. The convener of the Nomination Committee shall be responsible for convening and presiding over the meetings of the Nomination Committee. In case of failure or inability to perform his/her duties, the convener of the Nomination Committee shall designate another member to act on his/her behalf. Where the convener of the Committee neither performs his/her duties nor designates another member to act on his/her behalf, any member of the Committee may report the relevant situation to the Board of the Company, and the Board of the Company shall designate a member of the Committee to perform the duties of the convener of the Nomination Committee.

Article 5 The term of office of the members of the Nomination Committee shall be the same as that of the directors of the Board of the same session. Each member of the Nomination Committee shall be eligible for re-election upon the expiry of his/her term of office. A member of the Nomination Committee shall not be removed from office without cause before the expiry of his/her term of office unless he/she is prohibited from holding office under the Company Law, the Articles of Association, the Hong Kong Listing Rules or these Rules of Procedure. If any member of the Nomination Committee ceases to serve as a director of the Company during his/her term of office, he/she shall automatically lose his/her qualification as a member of the Nomination Committee. If the Company fails at any time to comply with any relevant requirements regarding the Nomination Committee under the Hong Kong Listing Rules, it shall immediately publish an announcement stating the details and reasons for such non-compliance, and the Board shall make reasonable efforts to rectify the non-compliance in due course (in any event within three months from the date of such non-compliance) in accordance with these Rules of Procedure.

Article 6 The provisions on the obligations of directors stipulated in the Company Law, the Articles of Association and the Hong Kong Listing Rules shall apply to the members of the Nomination Committee.

Chapter 3 Duties and Authorities

Article 7 The Nomination Committee is a dedicated working body established by the Board, which shall be responsible for formulating the selection criteria and procedures for directors and senior management personnel, and selecting and reviewing the candidates for directors and senior management personnel and their qualifications. The main duties and authorities of the Nomination Committee include:

(1) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, to assist the Board in maintaining a board skills matrix, and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

(2) to identify individuals suitably qualified to become Board members and senior management personnel and to select or make recommendations to the Board on the selection of individuals nominated for directorships and senior management positions;

(3) to review and make recommendations on candidates for directorships and senior management positions;

(4) to assess the independence of independent directors;

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

(6) to support the Company's regular evaluation of the Board's performance;

(7) to assess each director's time commitment and contribution to the Board, as well as the director's ability to discharge his/her responsibilities effectively;

(8) to report to the Board on its decisions or recommendations unless it is unable to do so due to legal or regulatory restrictions;

(9) other matters as required by laws, administrative regulations, the China Securities Regulatory Commission and the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and that are authorized by the Board.

Article 8 The Nomination Committee shall make recommendations to the Board on the following matters:

(1) the nomination or appointment or dismissal of directors;

(2) the appointment or dismissal of senior management personnel;

(3) other matters as required by laws, administrative regulations, the China Securities Regulatory Commission and the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association and other duties and authorities authorized by the Board.

Where the Board does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for not adopting the same in the Board resolution and make disclosure.

Article 9 The Nomination Committee shall review the qualifications and independence of the independent director nominees and form clear review opinions.

Article 10 The Nomination Committee is accountable to the Board, and the resolutions and proposals made by the Committee shall be submitted to the Board for review and decision.

Article 11 When the Nomination Committee performs its duties, the relevant departments of the Company shall cooperate with it and provide sufficient resources. Where necessary, the Nomination Committee may engage an intermediary agency to provide independent professional advice for its decision-making at the Company's expense.

Chapter 4 Decision-making Procedures

Article 12 The Nomination Committee shall conduct research on the qualifications, selection procedures and term of office of the Company's directors and senior management personnel in accordance with relevant laws and regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, in light of the Company's actual situation. Any resolution made in this regard shall be filed and submitted to the Board, and shall be implemented upon approval by the Board.

Article 13 The procedures for the selection of directors and senior management personnel are as follows:

(1) the Nomination Committee shall actively communicate with relevant departments of the Company to study the Company's needs for new directors and senior management personnel;

(2) the Nomination Committee may search extensively for candidates for directors and senior management personnel within the Company and its holding (invested) enterprises, as well as in the talent market;

(3) to collect the information on the occupation, education background, job title, detailed work experience and all part-time jobs of the initially proposed candidates, and form written materials;

(4) to seek the consent from the nominee on the proposed nomination, otherwise he/she shall not be considered as a candidate for directorship and senior management position;

(5) to convene a meeting of the Nomination Committee to review the qualifications of the initially proposed candidates on the criteria for directors and senior management personnel; and

(6) to carry out other follow-up work according to the decision and feedback from the Board.

Chapter 5 Rules of Procedure

Article 14 The Nomination Committee shall convene meetings according to the needs of the Company.

Article 15 The meetings of the Nomination Committee shall be convened by the convener, and all members shall be notified 3 days before the meeting is convened. The aforementioned notice period may be waived with the unanimous consent of all members of the Nomination Committee.

Article 16 The Nomination Committee is accountable to the Board, and the resolutions and proposals made by the Committee shall be submitted to the Board for review and decision.

Article 17 The notice of a meeting of the Nomination Committee may be given by fax, email, telephone, or by personal or postal delivery. When the notice is given by telephone, email or other prompt means of communication, the person being notified shall be deemed to have received the notice of the meeting if no written objection is received within two days from the date of giving the notice.

Article 18 Meetings of the Nomination Committee shall be held only when more than two-thirds (inclusive of two-thirds) of the members are present. Each member shall have one vote, and the resolutions made at the meeting shall be passed by more than half of all members (including those who are not present at the meeting).

Article 19 A member of the Nomination Committee may attend a meeting in person or authorize another member in writing to attend the meeting and exercise voting rights on his/her behalf. If a member of the Nomination Committee authorizes another member to attend the meeting and exercise voting rights on his/her behalf, he/she shall submit a power of attorney to the convener of the meeting. The power of attorney shall specify the name of the proxy, the matters to be represented, the authority of the proxy and the validity period, and shall be signed or sealed by the principal. The power of attorney shall be submitted to the chairman of the meeting no later than the voting at the meeting.

Article 20 The Nomination Committee may gather other persons related to the meeting proposals to sit in on the meetings, giving a briefing or expressing their opinions if it considers necessary. However, those who are not the members of the Nomination Committee have no voting rights over the proposals.

Article 21 Members attending the meeting shall consider the proposals in a conscientious and responsible manner and fully express their personal opinions, and each member shall be responsible for his/her own voting.

Article 22 The meetings of the Nomination Committee may be held either as a physical meeting or with voting by way of correspondence.

Article 23 The proposals passed at the meetings of the Nomination Committee and the relevant voting results shall be submitted to the Board of the Company in writing.

Article 24 The Board of the Company shall disclose the work carried out by the Nomination Committee in the past year in its annual work report, including meetings held and resolutions passed.

Article 25 The Nomination Committee shall keep written minutes of its meetings, and the members present at the meeting and the person taking the minutes shall sign the minutes. Members present at the meeting have the right to request explanatory remarks on their speeches at the meeting to be recorded in the minutes. The minutes of meetings of the Nomination Committee shall be kept by the Board secretary as archives of the Company for ten years during the existence of the Company.

Article 26 The members of the Nomination Committee shall be obliged to maintain the confidentiality of relevant information they have learnt about the Company until such information is made public.

Chapter 6 Supplementary Provisions

Article 27 For the purpose of these Rules of Procedure, the term "more than" includes the given figure.

Article 28 These Rules of Procedure shall be interpreted by the Board of the Company.

Article 29 Matters not covered in these Rules of Procedure shall be dealt with in accordance with relevant national laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association.

Article 30 In case of any conflict between these Rules of Procedure and future national laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed or the revised Articles of Association, the relevant national laws, administrative regulations, departmental rules, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association shall prevail.

Article 31 These Rules of Procedure shall be considered and approved by the Board, and shall become effective and be implemented from the date on which H shares issued by the Company are listed on the Hong Kong Stock Exchange.