

These terms of reference are prepared in English. In case of any inconsistency between the Chinese version and the English version, the English version shall prevail.



BITFIRE GROUP HOLDINGS LIMITED

新火集團控股有限公司

(formerly known as Sinohope Technology Holdings Limited 新火科技控股有限公司)

(Incorporated in the British Virgin Islands with limited liability)

(Stock code: 1611)

NOMINATION AND CORPORATE GOVERNANCE COMMITTEE

Terms of Reference

1. Organisation

The board (the “**Board**”) of directors (the “**Directors**”) of the Company established a Nomination and Corporate Governance Committee of the Board on 25 September 2017 (the “**Committee**”) in place of the Nomination Committee previously established on 27 October 2016.

2. Composition

- 2.1 Members of the Committee (the “**Members**”) shall be appointed by the Board. If any member of the Committee ceases to be a Director, he/she will cease to be a Member automatically. The vacancy will be filled by appointment of new Member by the Board.
- 2.2 The majority of the Members shall be independent non-executive Directors, with at least one Member of a different gender.
- 2.3 The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive Director.

3. Secretary

Save as otherwise appointed by the Committee, the secretary to the Committee shall be the company secretary to the Company.

4. Powers

- 4.1 The Committee is authorised by the Board to seek any information they require from senior management of the Company in order to perform their duties.
- 4.2 The Committee is authorised by the Board where necessary to have access to independent professional advice.
- 4.3 The Committee shall be provided with sufficient resources to perform its duties.

5. Duties

The duties of the Committee are as follows:

- 5.1 review the structure, size and composition (including the skills, knowledge, experience and diversity profile) of the Board at least annually, assist the Board in maintaining a Board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 5.2 identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships;
- 5.3 review the Director Nomination Policy and the Board Diversity Policy of the Company periodically and make recommendation on any proposed revisions to the Board;
- 5.4 assess the independence of independent non-executive Directors having regard to the criteria under the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited;
- 5.5 where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, the Committee should assist the Board to set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 - 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;
 - if the proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;

- the perspectives, skills and experience that the individual can bring to the Board; and
 - how the individual contributes to diversity of the Board.
- 5.6 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;
- 5.7 support the regular evaluation of the performance of the Board;
- 5.8 review and assess regularly the time commitment and contribution to the Board by each Director as well as the Director's ability to discharge his or her responsibilities, taking into account professional qualifications and work experience, existing directorships in other listed issuers, and other significant external time commitments of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience;
- 5.9 develop and review the policies and practices on corporate governance of the Company and make recommendations to the Board;
- 5.10 review and monitor the training and continuous professional development of Directors and members of the senior management;
- 5.11 review and monitor the Group's policies and practices on compliance with legal and regulatory requirements;
- 5.12 review the Company's compliance with the corporate governance code as set out in Appendix C1 to the Listing Rules (the “**CG Code**”) and disclosure in the corporate governance report of the Company; and
- 5.13 conform to any requirement, direction, and regulation that may from time to time be contained in the memorandum and articles of association of the Company or imposed by the Listing Rules or applicable law.

6. Meetings of the Committee

6.1 Number of meetings

There shall be at least one meeting of the Committee annually to be convened and held by attending in person, by telephone or video conference. If required, extraordinary meetings could be convened.

6.2 Notice of meetings

Unless waived by all Members by notice, the Secretary shall give seven days' prior notice to all Members for any meeting to be convened and circulate the meeting agenda to the Members.

6.3 Quorum

Meetings of the Committee shall be attended by more than one-half of the Members to be effective.

6.4 Resolutions

If a written resolution is adopted, the resolution can only be passed with the consent of all Members;

If a Committee meeting is held, a resolution shall be valid only if it is approved by more than half of the Members present at the meeting.

6.5 Invitations

The Committee could invite any executive Directors, external advisers or other individuals to attend the meetings but such executive Directors, advisers or individuals are not entitled to vote at the meetings.

6.6 Minutes of the meetings

Full minutes of meetings should be kept by the Secretary. Minutes shall record matters considered and decisions reached by the Members in details.

7. Report

The chairman of the Committee or another Member who is authorised by the chairman of the Committee to chair the meetings shall report to the Board after each meeting of the Committee.

8. Incorporation of amendments to the Listing Rules

8.1 These terms of reference have been prepared based on the CG Code.

8.2 To the extent that there are any relevant amendments to the CG Code or the Listing Rules after the date of adoption of these terms of reference which the Company is expected to comply with (the “**Relevant Amendments**”), the Company will make corresponding changes to these terms of reference as soon as

reasonably practicable to incorporate the Relevant Amendments. Pending such change, the Relevant Amendments shall be deemed to have been incorporated into these terms of reference from the date on which they come into effect.

- 8.3 To the extent that there are any relevant amendments to the CG Code or the Listing Rules after the date of adoption of these terms of reference which are for the Company's guidance only, such amendments shall only be incorporated into these terms of reference after they have been duly adopted by the Board.

9. Publication of the terms of reference

The terms of reference are posted on the websites of the Company and Hong Kong Exchanges and Clearing Limited. A copy of the terms of reference is made available to any person without charge upon request.

10. Interpretation

Interpretation of these terms of reference shall be vested on the Board.

(Adopted by the Company pursuant to the Board's resolutions passed on 30 September 2026)