RELYEZ ENERGY STORAGE TECHNOLOGY CO., LTD.

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD

Chapter I General Provisions

Article 1 To regulate the selection of leaders of RelyEZ Energy Storage Technology Co., Ltd. (the "**Company**"), further improve the nomination system for directors and senior management, enhance the corporate governance structure, and strengthen the scientific nature of the election procedures of the Board of the Company, these Terms of Reference are formulated in accordance with the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"), and other laws, regulations, regulatory documents, and the Articles of Association of RelyEZ Energy Storage Technology Co., Ltd. (the "**Articles of Association**"), taking into account the actual circumstances of the Company.

Article 2 The Nomination Committee is a specialized working body established by the Board pursuant to a resolution of the shareholders' meeting. It is primarily responsible for selecting and making recommendations on the candidates, selection criteria and selection procedures for directors and senior management of the Company, and reports its work to the Board and is accountable to the Board.

Article 3 Resolutions passed by the Nomination Committee shall comply with the provisions of laws, regulations, regulatory documents, the Articles of Association and these Terms of Reference.

Chapter II Composition of Personnel

Article 4 The Nomination Committee shall consist of three directors, with a majority being independent non-executive directors.

Article 5 Members of the Nomination Committee shall be nominated by the Chairman of the Board, more than one-half of the independent non-executive directors or one-third of all directors, and shall be elected by the Board.

Article 6 The Nomination Committee shall have one chairman (convener), to be held by an independent non-executive director, who shall be responsible for presiding over the work of the committee; the chairman shall be elected from among the committee members and shall be subject to the approval of the Board.

Article 7 The chairman of the Nomination Committee shall be responsible for convening and presiding over the meetings of the Nomination Committee. Where the chairman of the Nomination Committee is unable or fails to perform his or her duties, he or she shall designate another member of the committee to perform such duties on his or her behalf. Where the chairman of the Nomination Committee neither performs his or her duties nor designates another member to perform such duties on his or her behalf, any member of the committee may report the matter to the Board of the Company, and the Board shall designate a member of the committee to perform the duties of the convener on his or her behalf.

Article 8 The term of office of the members of the Nomination Committee shall be the same as the term of office of the directors of the Board of the same session. Before the expiration of the term of office of the members of the Nomination Committee, no member shall be removed from office without cause, unless the circumstances under which he or she is not qualified to hold office as stipulated in the Company Law, the Articles of Association or these Terms of Reference arise. During the term of office, if any member ceases to hold any position in the Company, his or her membership in the committee shall automatically lapse from the time he or she ceases to be a director.

Article 9 Where the number of members of the Nomination Committee falls below two-thirds of the required number due to resignation, removal or other reasons, the Board of the Company shall elect new members as soon as practicable.

Before the number of members of the Nomination Committee reaches two-thirds of the required number, the Nomination Committee shall suspend the exercise of its powers and functions as stipulated in these Terms of Reference.

Article 10 The provisions of the Company Law and the Articles of Association regarding the duties of directors shall apply to the members of the Nomination Committee.

Chapter III Duties and Powers

Article 11 The primary duties and powers of the Nomination Committee are as follows:

(I) to research and formulate the selection criteria and procedures for directors and senior management and make recommendations to the Board;

(II) to nominate, appoint or remove directors, submit nomination opinions to the Board, and review and make recommendations on candidates for directors of the Company (especially the Chairman of the Board);

(III) to appoint or dismiss senior management, and to review and make recommendations on candidates for senior management of the Company (in particular, the general manager);

(IV) to review the independence of the independent non-executive directors;

(V) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least once a year, and make recommendations to the Board regarding any proposed changes to the Board to facilitate the Company's strategy. Evaluate the structure of each committee under the Board, and recommend directors to serve as members of the relevant committees for the Board's approval;

(VI) to establish a reserve plan for directors and senior management and replenish and update the same from time to time; to identify persons suitably qualified to become directors and select or nominate such persons for appointment as directors, or make recommendations to the Board in this regard;

(VII) to evaluate the work performance of the directors and, based on the evaluation results, provide opinions or recommendations on the replacement, re-appointment or succession of directors;

(VIII) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors;

(IX) to formulate and, where appropriate, review and implement the board diversity policy adopted by the Board from time to time, review the progress made towards achieving the objectives, and disclose the relevant policy or a summary thereof as reviewed by the Board in the Company's annual report;

(X) other matters authorized by the Board of the Company.

Article 12 After the Nomination Committee has reviewed the matters set out in the preceding article, it shall form a resolution of the Nomination Committee meeting and submit it to the Board of the Company for review together with the relevant proposals.

Article 13 The Nomination Committee shall exercise its powers and functions in accordance with the relevant provisions of the Company Law, the Articles of Association and these Terms of Reference, and shall not harm the lawful rights and interests of the Company and its Shareholders.

Article 14 The relevant departments of the Company shall cooperate with the Nomination Committee in the performance of its duties, and the expenses incurred shall be borne by the Company.

Article 15 The Board shall respect the recommendations of the Nomination Committee regarding the nomination of candidates for directors and senior management, and shall not shelve the candidates for directors and senior management nominated by the Nomination Committee without sufficient reasons or reliable evidence.

Chapter IV Convening and Notice of Meetings

Article 16 The Nomination Committee shall convene working meetings as and when the work requires.

The meeting shall be convened upon a proposal by the Chairman (convener) of the Nomination Committee or a joint proposal by two or more members of the committee.

Article 17 The Nomination Committee meeting is primarily for the discussion and review of candidates for the Company's directors and senior management.

Apart from the matters set out above, the meeting of the Nomination Committee may also consider matters within the duties and authorities stipulated in these Terms of Reference and specified in the notice of the meeting.

Article 18 The meeting of the Nomination Committee may be held as a physical meeting or as a non-physical meeting by means of communication.

Except as otherwise provided in the Articles of Association or these Terms, resolutions of the Nomination Committee may be passed by means of communication, provided that the committee members are able to fully express their opinions, and shall be signed by the committee members attending the meeting.

If the communication method is adopted, the signature of a member of the Nomination Committee on the resolution of the meeting shall be deemed as attendance at the relevant meeting and consent to the contents of the resolution.

Article 19 The Nomination Committee shall issue meeting notices three days prior to the meeting date (excluding the date of the meeting); provided that, with the unanimous consent of all committee members, the aforesaid meeting notice period may be waived.

Article 20 The office of the Board of the Company shall be responsible for issuing notices of meetings of the Nomination Committee within the time limit as prescribed in the preceding article.

Article 21 The notice of the Nomination Committee meeting shall include at least the following:

(I) the time and place of the meeting;

(II) the duration of the meeting;

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

(IV) the contact person and contact details for the meeting;

(V) the date of the meeting notice.

Article 22 Notices of meetings of the Nomination Committee may be given in writing or by other means of communication (including facsimile, letter, email, etc.). If no written objection is received within two days from the date of dispatch of the notice, the person notified shall be deemed to have received the notice of meeting.

Chapter V Procedures for Meetings and Voting

Article 23 The meetings of the Nomination Committee may be held only if not less than two-thirds of the members are present. Directors of the Company may attend meetings of the Nomination Committee, but directors who are not members shall have no voting rights in respect of the resolutions of the meeting.

Article 24 Members of the Nomination Committee may attend meetings in person or appoint other members to attend meetings on their behalf and exercise voting rights. Each member of the Nomination Committee may appoint only one other member to exercise voting rights on his or her behalf on each occasion, and any appointment of two or more members to exercise voting rights on his or her behalf shall be invalid.

Article 25 If a member of the Nomination Committee entrusts another member to attend a meeting on his or her behalf and exercise voting rights, a power of attorney shall be submitted to the chairman of the meeting. The power of attorney shall be submitted to the chairman of the meeting no later than the time the vote is taken at the meeting.

Article 26 The power of attorney shall be signed by the principal and the proxy, and shall at least include the following:

(I) the name of the principal;

(II) the name of the proxy;

(III) matters relating to proxy appointment;

(IV) instructions on exercising voting rights in respect of the agenda items at the meeting (in favor, against or abstaining), and a statement as to whether the proxy may vote at his or her own discretion in the absence of specific instructions;

(V) the term of the authorization;

(VI) the date of signing of the power of attorney.

Article 27 If a member of the Nomination Committee neither attends a meeting in person nor entrusts another member to attend the meeting on his or her behalf, such member shall be deemed to have waived his or her voting rights at such meeting. If a member of the Nomination Committee fails to attend meetings on two consecutive occasions without entrusting another member to attend on his or her behalf, such member shall be deemed unable to properly perform his or her duties, and the Board may remove such member from his or her position.

Article 28 When the committee conducts a vote, each member shall be entitled to one vote. A resolution of the Nomination Committee shall be valid only if it is passed by a majority of all members (including members not present at the meeting).

Article 29 After the chairman of the Nomination Committee meeting announces the commencement of the meeting, the contents of the proposals corresponding to each agenda item of the meeting shall be reviewed and considered.

Article 30 Members of the Nomination Committee may discuss in the form of free speech, but shall maintain the order of the meeting. The chairman of the meeting has the right to determine the time for discussion.

Article 31 The Nomination Committee shall adopt the rules of centralized deliberation and sequential voting on the matters considered at its meetings, that is, after all proposals have been deliberated upon by all committee members present, voting shall be conducted on each proposal item by item in the order of deliberation.

Article 32 If the Nomination Committee considers it necessary, it may convene other personnel related to the proposals of the meeting to attend the meeting as non-voting participants to introduce the relevant information or express their opinions, provided that such non-members of the Nomination Committee shall have no right to vote on the proposals.

Article 33 Members of the committee attending the meeting shall, in a conscientious and responsible manner, deliberate on the proposals and fully express their personal opinions; each member shall bear responsibility for his or her own vote.

Article 34 When the Nomination Committee conducts a vote, it may adopt either a recorded vote or a show of hands, provided that if any committee member requests a recorded vote, a recorded vote shall be adopted. The voting intention of each committee member shall be in favor, against or abstention. In the case of a recorded vote, the committee members present at the meeting shall choose one of the foregoing intentions to vote. If a committee member fails to make a choice or chooses more than two intention at the same time, the chairman of the meeting shall have the right to require the relevant committee member to choose again, and if such committee member refuses to do so, such committee member shall be deemed to have abstained from voting.

Where voting by way of a poll is adopted, after the committee members present at the meeting have completed their voting, the relevant staff shall promptly collect the ballot papers of the committee members and tally the votes. Where the meeting is held in person, the chairman of the meeting shall announce the tally results on the spot; in other circumstances, the voting results shall be notified to the committee members no later than the next business day after the conclusion of the voting.

If a committee member votes after the chairman of the meeting has announced the voting results or after the voting has concluded, such vote shall not be counted.

Chapter VI Meeting Resolutions and Meeting Minutes

Article 35 The meetings of the Nomination Committee shall have meeting resolutions and establish written meeting minutes. The committee members attending the meeting shall sign on the meeting resolutions and meeting minutes.

Article 36 After each proposal has obtained the required number of valid votes, upon announcement by the chairman of the meeting, it shall constitute a resolution of the Nomination Committee. A resolution of the Nomination Committee shall become effective upon being signed by the committee members present at the meeting. No amendment or modification may be made to an effective resolution of the Nomination Committee otherwise than in accordance with the legal procedures prescribed by laws, regulations, regulatory documents, the Articles of Association and these Terms of Reference.

Article 37 The members of the Nomination Committee or the staff designated by them shall report the relevant resolutions of the meeting to the Board of the Company on the day following the effective date of the resolutions of the meeting.

Article 38 During the implementation of the resolutions of the Nomination Committee, the chairman of the Nomination Committee or other members designated by him shall track and inspect the implementation of the resolutions. Where any matter in violation of the resolutions is discovered during the inspection, the relevant personnel may be required and urged to make corrections. If the relevant personnel do not adopt the opinions, the chairman of the Nomination Committee or the members designated by him shall report the relevant circumstances to the Board of the Company, and the Board of the Company shall be responsible for handling the matter.

Article 39 The Nomination Committee shall maintain written minutes of its meetings, which shall include, at a minimum, the following:

(I) the date, time and venue of the meeting and the name of the convener;

(II) the names of the persons attending the meeting, and where a person attends the meeting upon the appointment of another person, such fact shall be specially noted;

(III) the agenda of the meeting;

(IV) key points of the members' speeches;

(V) the voting method and results of each resolution or proposal (setting out the number of votes for, against or abstaining from voting);

(VI) other matters that should be stated and recorded in the minutes of the meeting.

Committee members attending the meeting shall have the right to request that an explanatory record of their statements made at the meeting be included in the minutes.

Article 40 The archives of the meetings of the Nomination Committee, including meeting notices, meeting materials, meeting attendance registers, powers of attorney for committee members attending meetings by proxy, voting ballots, meeting minutes confirmed by the signatures of attending committee members, meeting resolutions, and other related documents, shall be kept by the office of the Board of the Company. During the existence of the Company, the retention period for the archives of the meetings of the Nomination Committee shall be ten years.

Article 41 All committee members attending the meeting and other attendees are obligated to maintain confidentiality with respect to the matters discussed at the meeting and shall not disclose relevant information without authorization.

Chapter VII Supplementary Provisions

Article 42 Matters not covered in these Terms of Reference shall be handled in accordance with the provisions of national laws, regulations, normative documents, the securities regulatory rules of the place where the Company's shares are listed, the Hong Kong Listing Rules and the Articles of Association. In the event of any inconsistency between these Terms of Reference and the aforesaid provisions, the aforesaid provisions shall prevail.

Article 43 In these implementation rules, the terms "above", "within" and "below" include the number itself, while "less than", "outside" and "lower than" and "more than" do not include the number itself.

Article 44 These Terms of Reference shall be interpreted by the Board of the Company.

Article 45 These Terms of Reference were reviewed and approved by the Board of the Company, and shall become effective and implemented from the date on which the H Shares of the Company are listed on the Hong Kong Stock Exchange in connection with the Company's initial public offering.