

Hollwin Urban Operation Service Group Co., Ltd
(**泓盈城市運營服務集團股份有限公司**)

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

Chapter 1 General Provisions

Article 1 In order to regulate the election method and procedure of Directors, Supervisors (excluding employee representative supervisors for the purpose of these terms of reference) and senior management officers of the Company, optimize the composition of the Board of Directors and improve the corporate governance structure, the Company has specially established the Nomination Committee of the Board of Directors and formulated these terms of reference pursuant to the Company Law of the People's Republic of China, the Governance Guidelines 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"), Articles of Association of Hollwin Urban Operation Service Group Co., Ltd (hereinafter referred to as the "Articles of Association") and other relevant regulations.

Article 2 The Nomination Committee of the Board of Directors is a specialized working body established by the Board of Directors in accordance with the resolutions of the Board of Directors, primarily responsible for selecting the candidates of the Company's Directors and managers, the selection criteria and procedures, as well as providing suggestions.

Article 3 The Directors as referred to in these terms of reference refer to all directors of the Company, and the senior management officers refer to the general manager, deputy general manager, chief financial officer, secretary of the Board of Directors, assistant to the general manager and other senior management officers designated by the Articles of Association of the Company.

Article 4 The committee shall be accountable to the Board of Directors and reports to the Board of Directors.

Chapter 2 Composition

Article 5 The Nomination Committee of the Board of Directors shall comprise of three Directors, of which at least two shall be the independent non-executive Directors.

Article 6 The members of the Nomination Committee of the Board of Directors shall be nominated by the chairman of the Board of Directors or more than one-third of all Directors, and shall be elected by the Board of Directors.

Article 7 The Nomination Committee of the Board of Directors shall have a chairman (the convener), who shall be the independent non-executive Directors and be responsible for convening and chairing the meetings of the Nomination Committee. Where the chairman cannot or is unable to fulfill his/her duties, he/she shall designate an independent non-executive Director to act on his/her behalf. The chairman shall be nominated by the chairman of the Board of Directors and elected by the Board of Directors.

Article 8 The term of office of the Nomination Committee of the Board of Directors shall be consistent with that of the Board of Directors. The term of office of a member is renewable upon re-election. The Board of Directors periodically evaluates the independence and performance of the members of the Committee and may, if necessary, replace those members who are unsuitable to continue in office. If any member of the Committee ceases to be a Director of the Company or any member who should be an independent non-executive Director no longer possess such independence as required by the Hong Kong Listing Rules, he/she will automatically cease to be the member, and the vacancy shall be filled by the person elected by the Board of Directors in accordance with the relevant requirements under the Hong Kong Listing Rules. The supplementary member's term of office shall end by the expiry of term of office for his/her serving as the Director. No members shall, before the expiration of his/her term of office, be removed from office without reason except for the circumstances that require dismissal as stipulated by laws and regulations, the Articles of Association or these terms of reference.

Article 9 A Committee member may submit resignation to the Board of Directors prior to the expiration of his/her term of office. Such resignation shall specify the reasons for the resignation and any matters which would require the attention of the Board of Directors. When the number of Committee members falls below the minimum number as provided herein, the resigning member shall continue to perform the duties until the appointment of a new member to fill his/her place.

Article 10 The responsibilities of the chairman are:

- (1) to convene and chair the meetings of the Committee;
- (2) to supervise and review the work of the Committee and the implementation of the Committee's resolutions;
- (3) to sign the relevant documents of the Committee;
- (4) to report to the Board of Directors of the Company on the work of the Committee;
- (5) the chairman should attend the annual general meeting and answer questions about the work and responsibilities of the Nomination Committee at the meeting;
- (6) other responsibilities required to be performed or granted by laws and regulations, relevant regulatory rules of the place of listing such as the Hong Kong Listing Rules, these terms of reference and the Board of Directors.

Article 11 The responsibilities of the member are:

- (1) to attend meetings of the Committee on time, express opinions on the matters discussed at the meetings, and exercise their voting rights;
- (2) to propose topics to be discussed in the Committee meeting;
- (3) to sit in on or attend relevant meetings of the Company and conduct investigations and researches as well as obtain necessary reports, documents, data and other relevant information to perform responsibilities;

- (4) to fully understand responsibilities of the committee and responsibilities as committee member, be familiar with corporate operating management, business activity and development in connection with his/her responsibilities and guarantee the ability to perform responsibilities;
- (5) to fully guarantee the work time and effort to perform responsibilities;
- (6) other responsibilities granted by laws and regulations, relevant regulatory rules of the place of listing such as the Hong Kong Listing Rules, these terms of reference and the Board of Directors.

Chapter 3 Duties and Authorities

Article 12 The main duties and authorities of the Nomination Committee are:

- (1) to make recommendations to the Board of Directors at least annually on a review of the size, structure and composition (including skills, knowledge and experience) of the Board of Directors based on the Company's operation, assets scale and equity structure, and to make recommendations on any proposed changes to the Board of Directors to align with the Company's strategy;
- (2) to study the criteria and procedures to select Directors and senior management officers and make recommendations to the Board of Directors;
- (3) to conduct an extensive search for qualified candidates for Directors and senior management officers and to nominate such candidates for Director and senior management officers;
- (4) to review and make recommendations on the candidates for Directors and senior management officers;
- (5) to receive and organize proposals regarding the nomination of Directors and senior management officers put forward by the Board of Directors and shareholders who individually or jointly hold 3% or more of the total issued voting shares of the Company, and proposals regarding the nomination of independent Directors put forward by the shareholders who individually or jointly hold 3% or more of the total issued voting shares of the Company;
- (6) to evaluate and provide opinions on the independence of the independent non-executive Directors;
- (7) to make recommendations to the Board of Directors in respect to the appointment or re-appointment of Directors and the succession plan for Directors (in particular, the chairman and the president). Among others, the appointment or re-appointment of Directors (including independent non-executive Directors) must be recommended by the Nomination Committee in accordance with the Hong Kong Listing Rules. When reviewing the size and composition of the Board of Directors, and in searching for and proposing candidates for the Directors, consideration should be given to the diversity of the Board's membership from a number of perspectives, including, but not limited to, gender, age, cultural and educational backgrounds, or professional experience, in accordance with the Company's business model and specific needs;
- (8) to make recommendation to the Board of Directors on the arrangement of cumulative voting system;

- (9) the Nomination Committee establishes a policy internally to promote diversity on the Company's Board of Directors;
- (10) other matters authorized by the Articles of Association and the Board of Directors, and other relevant requirements on the duties and authorities of the Committee under relevant laws and regulations and relevant regulatory rules of the place of listing such as the Hong Kong Listing Rules.

Article 13 The Nomination Committee shall be accountable to the Board of Directors. The nomination of Directors and senior management officers proposed by the Nomination Committee shall be considered and finalized by the general meeting of the Company or by the Board of Directors in accordance with the duties and authorities stipulated in the Articles of Association of the Company.

Article 14 The Board of Directors shall fully respect the proposals made by the Nomination Committee on the candidates for Directors, and shall not set aside the candidates for Directors proposed by the Nomination Committee without good reasons or reliable evidence.

Article 15 The Nomination Committee shall be entitled to ask management personnel at all levels of the Company for fully support for their work, and demand comprehensive answers to their questions as soon as possible.

Chapter 4 Decision-making Procedures

Article 16 The Nomination Committee shall review the criteria, procedures for selection and term of office of Directors, Supervisors and senior management officers of the Company in accordance with the requirements of relevant laws and regulations, regulatory documents, Hong Kong Listing Rules and the Articles of Association in light of the actual situation of the Company. Any resolution made in this regard shall be filed and submitted to the Board of Directors for consideration and approval and shall be implemented accordingly.

Article 17 The procedures of selecting Directors and senior management officers are:

- (1) the Nomination Committee shall communicate actively with relevant departments of the Company, and study the demand of the Company for new Directors and managers to produce written materials;
- (2) according to the provisions of the Articles of Association, proposals relating to the selection of candidates of Directors and senior management officers shall be collected from those who are entitled to put forward the proposals as provided by Article 12(3) of these terms of reference when the Company needs an election of Directors and senior management officers;
- (3) the Nomination Committee may extensively seek for candidates of Directors and senior management officers within the Company, its holding subsidiaries (or joint-stock companies) and the talent market;
- (4) the Nomination Committee shall independently collect and organize information on the candidates including their occupation, academic background, job title, detailed working experience, all part-time jobs and the relations with the Company to produce written materials;

- (5) the Nomination Committee shall seek the consent of the nominees for the nomination as well as obtain the relevant written documents, otherwise the nominees shall not be deemed as candidates for Directors and senior management officers;
- (6) the Nomination Committee shall convene meetings to review the qualification of candidates pursuant to the appointment terms of Directors and senior management officers and consider and approve the relevant resolutions;
- (7) the Nomination Committee shall make recommendations and submit relevant materials to the Board of Directors concerning the candidates for Directors and managers prior to the nomination of new Directors and the appointment of new managers;
- (8) the Nomination Committee shall submit the resolution(s) passed and relevant documents to the Board of Directors for consideration;
- (9) the Nomination Committee shall conduct other follow-up work relevant to the appointment in accordance with the decisions and feedback of the Board of Directors.

Chapter 5 Rules of Procedure

Article 18 The members of the Nomination Committee shall have the right to propose the convening of meetings. The Nomination Committee shall hold meetings at least once a year. The chairman shall convene a meeting within ten days after receiving the proposal and a notice shall be given to all members five days prior to the meetings. The meeting shall be chaired by chairman of the Nomination Committee. Where the chairman is unable to attend the meeting, he/she may delegate another member (being independent non-executive Director) to perform his/her role. The aforesaid period of notice may be exempted and a meeting may be convened at any time subject to unanimous consent by all members of the Committee.

Article 19 The quorum of the Nomination Committee meeting shall be two-thirds or above of the members of the Committee. Each member is entitled to one vote. Resolutions passed at such meeting should be approved by more than half of its members.

Article 20 Voting on the Nomination Committee meetings may be conducted by a show of hands or by poll, and voting on the meetings may also be conducted by means of correspondence.

Article 21 Unless otherwise required in the Articles of Association and these terms of reference, the Nomination Committee may, at extraordinary meetings, pass resolutions by facsimile with members present affixing their signatures thereon, provided that the attending members can fully express their opinions. In case of a meeting voting by means of correspondence, members signing on the resolutions of meetings shall be considered to be present at such meetings and agree with such resolutions.

Article 22 The secretary of the Board of Directors shall attend the meeting of the Nomination Committee. Directors, Supervisors and other senior management officers of the Company may be invited to attend meetings of the Nomination Committee, if necessary. Directors who are not members of the Committee shall not have any voting right regarding any matter discussed at the meeting.

Article 23 Members of the Nomination Committee shall attend meetings of the Committee in person. If members are unable to attend the meeting for some reason, they may appoint another member in writing to attend the meeting, and, if any member has failed to attend nor appoint a proxy to attend the meeting, he or she shall be deemed to have waived his or her right to vote at such meeting.

Article 24 Where necessary, the Nomination Committee may engage intermediary agencies to provide professional advice for its decision-making and the fee shall be borne by the Company.

Article 25 The convening procedures and voting methods of meetings of the Nomination Committee as well as the resolutions passed at such meetings shall comply with the relevant laws, administrative rules, regulatory documents, relevant regulatory rules of the place of listing such as the Hong Kong Listing Rules, the Articles of Association and these terms of reference.

Article 26 The Nomination Committee shall keep minutes of its meetings and the attending members shall sign the minutes of the meeting. The minutes of the meetings and resolutions shall be kept by the secretary of the Board of Directors of the Company for at least ten years.

Article 27 Any resolution passed or the results of a poll taken at a meeting of the Nomination Committee shall be reported in writing to the Board of Directors of the Company.

Article 28 All members attending meetings shall be obliged to keep all matters discussed at the meetings confidential and shall not disclose the relevant information without authorization.

Chapter 6 Supplementary Provisions

Article 29 The expression of “more” referred to in these terms of reference shall include the figure mentioned.

Article 30 These terms of reference have been approved by the Board of Directors and shall be effective from the date of listing of the overseas listed foreign shares (H shares) issued by the Company on The Stock Exchange of Hong Kong Limited.

Article 31 Any matters not covered herein shall be carried out in accordance with relevant laws, administrative rules, regulatory documents, relevant regulatory rules of the place of listing such as the Hong Kong Listing Rules and the Articles of Association; where these terms of reference conflict with current or subsequent promulgated laws, administrative rules, regulatory documents, relevant regulatory rules of the place of listing such as the Hong Kong Listing Rules or the legally revised Articles of Association, the said laws, administrative rules, regulatory documents, relevant regulatory rules of the place of listing such as the Hong Kong Listing Rules and Articles of Association shall prevail.

Article 32 The right to interpret these terms of reference shall be vested in the Board of Directors of the Company. In the event of any inconsistency between the English and Chinese versions of this document, the Chinese version shall prevail.