These Terms of Reference are prepared in English. In the event that there is any discrepancy or inconsistency between the English version and the Chinese version, the English version shall prevail.

MEDICSKIN HOLDINGS LIMITED
密迪斯肌控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8307)

NOMINATION COMMITTEE
TERMS OF REFERENCE
(Effective on 22 June 2026)

1. Establishment

1.1 The Nomination Committee (the "**Committee**") is established by Medicskin Holdings Limited (the "**Company**").

1.2 Subject to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**GEM Listing Rules**") and the articles of association of the Company, the procedures of the Committee shall be regulated by the provision of this set of terms of reference (the "**Terms of Reference**").

2. Membership

2.1 The Committee members shall be appointed by the board of directors (the "**Board**") from amongst the directors of the Company and shall consist of not less than three members, with at least one member of a different gender.

2.2 The majority of the Committee members should be independent non-executive directors of the Company.

2.3 The chairman of the Committee must be the chairman of the Board or an independent non-executive director that shall be appointed by the Board.

2.4 The quorum of the Committee meeting shall be two members.

2.5 A member who wishes to retire or resign from the Committee should provide notice to the Company so that a replacement may be appointed before he leaves.

3. Casting vote

3.1 In the case of an equality of votes, the chairman of the Committee shall have the casting vote.

4. Authority

4.1 The Committee is authorised by the Board to investigate any activity within the Terms of Reference and seek any necessary information which is within its scope of duties from the Company and its subsidiaries (including the members of the Board) and shall be provided with sufficient resources to discharge its duties; and

4.2 where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

5. Duties, Powers and Discretion

The duties, powers and discretion of the Committee are:-

5.1 to review the structure, size and composition (including the skills, knowledge and experience) 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 to review regularly the contribution required from a director to perform his/her responsibilities, and whether he/she is spending sufficient time performing them and to conduct regularly any other assessments, taking into account his/her professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM (ensuring that no proposed independent non-executive director concurrently holds or after such appointment will hold more than six Hong Kong-listed issuer directorships) and other significant external time commitments of the directors and other factors or circumstances relevant to the director's character, integrity, independence and experience, as required under the GEM Listing Rules;

5.3 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;

5.4 to receive nominations from shareholders or directors when such are tendered and to make recommendations to the Board on the candidacy of the nominees, having regard to the Board's compositional requirements and suitability of the nominees;

5.5 to assess the independence of independent non-executive directors and where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

(a) 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;

(b) the perspectives, skills and experience that the individual can bring to the Board; and

(c) how the individual contributes to diversity of the Board;

5.6 to monitor and review the tenure of independent non-executive directors to ensure compliance with the GEM Listing Rules' restrictions on long-serving directors (including the requirements under the phased transition towards a hard nine-year tenure cap), and to manage timely board refreshment and succession planning accordingly;

5.7 to make recommendations to the Board on the appointment and re-appointment of directors, and succession planning for directors in particular the chairman and the chief executive;

5.8 to support the Board's regular evaluation of its performance;

5.9 to consider other topics as defined by the Board; and

5.10 to review annually the implementation and effectiveness of the Company's board diversity policy and workforce diversity policy, and make recommendations to the Board on any metric targets and measurable objectives.

6. Reporting

6.1 The Committee shall report to the Board on its decisions or recommendations on a regular basis, unless there are legal or regulatory restrictions on its ability to do so.

6.2 The chairman of the Committee should attend the annual general meeting. In his absence, he should invite another member of the Committee or failing this his duly appointed delegate, to attend. These persons should be available to answer questions at the annual general meeting.

6.3 The company secretary of the Company shall keep full minutes of all Committee meetings. Draft and final versions of minutes of meetings shall be sent to all Committee members for their comments and records within a reasonable time after the meeting.

7. Disclosure

7.1 The Committee shall make available the Terms of Reference on the Stock Exchange and the Company's websites explaining the role of the Committee and the authority delegated to it by the Board.

8. Administration

8.1 The Committee shall hold at least one meeting each financial year. The meeting may be held by means of a conference telephone or other communication facility.

8.2 The meetings and proceedings are governed by the provisions contained in the articles of association of the Company for regulating the meetings and proceedings of directors.

8.3 Reasonable notice of each meeting confirming the venue, time, and date shall be given to each member of the Committee. An agenda and accompanying papers shall be sent in full to all members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as agreed by its members).

8.4 The company secretary of the Company shall be the secretary of the Committee.