



EXTRAWELL PHARMACEUTICAL HOLDINGS LIMITED

精優藥業控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00858)

NOMINATION COMMITTEE — TERMS OF REFERENCE

1. MEMBERSHIP

- 1.1 The nomination committee (the “**Committee**”) established by the board of directors (the “**Board**”) of Extrawell Pharmaceutical Holdings Limited (the “**Company**”) shall consist of not less than three members appointed by the Board and a majority of whom shall be independent non-executive directors (“**INEDs**”).
- 1.2 The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an INED.

2. SECRETARY

- 2.1 The company secretary of the Company or a nominee by the Board shall act as the secretary of the Committee.
- 2.2 The secretary of the Committee shall keep full records of all resolutions passed by the Committee.

3. FREQUENCY AND PROCEEDINGS OF MEETINGS

- 3.1 The Committee shall meet at least once a year. Additional meetings shall be held as the work of the Committee demands or it may consider appropriate.
- 3.2 The quorum of a meeting shall be two members, one of whom shall be an INED.
- 3.3 The chairman of the Committee shall be the chairman of the meeting, and in the absence of the chairman of the Committee, the remaining members present shall elect one of themselves who is an INED or the chairman of the Board to chair the meeting.
- 3.4 A resolution in writing signed by all the members of the Committee shall be as valid and effectual as a resolution passed at a meeting of the Committee.
- 3.5 The meetings and proceedings of the Committee are governed by the relevant provisions of the Company’s bye-laws (as amended from time to time).

4. AUTHORITY

- 4.1 The Committee shall be provided with sufficient resources to perform its duties.

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

5. DUTIES AND RESPONSIBILITIES

5.1 To review the structure, size, composition and diversity (including but not limited to, gender, age, cultural and educational background, professional experience, skills and knowledge, and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.

5.2 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, upon due consideration of the Board diversity policy and the nomination policy of the Company.

5.3 To assess the independence of INEDs.

5.4 To make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive officer of the Company, taking into account the Company's corporate strategy, the mix of skill, knowledge and experience and the benefits of diverse perspectives to the Board.

5.5 To review on an annual basis: (i) the nomination policy, including nomination procedures and the process and criteria adopted to select and recommend candidates for directorship; and (ii) the Board diversity policy and any measurable objectives for implementing such policy as may be adopted by the Board from time to time and the progress on achieving the objectives, and the implementation and effectiveness of the policy.

5.6 To consider and implement other relevant matters, as defined or assigned by the Board or otherwise required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited from time to time.

6. REPORTING TO THE BOARD

The Committee shall report to the Board on its findings, decisions or recommendations after a meeting or written resolution of the Committee.

7. PUBLICATION OF THE TERMS OF REFERENCE

The terms of reference of the Committee are published on the respective websites of The Stock Exchange of Hong Kong Limited and the Company.

Hong Kong, 30 December 2022

* *For identification purpose only*