



MODERN HEALTHCARE TECHNOLOGY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 919)

Terms of Reference of the Nomination Committee

(Latest version adopted on 31 March 2023)

Constitution

1. The Nomination Committee is established as a committee of the board of directors (the “**Board**”) of Modern Healthcare Technology Holdings Limited (the “**Company**”).

Objectives

2. The primary objective of the Nomination Committee is to make recommendations to the Board on the composition of Board and management of Board succession.

Membership

3. The Nomination Committee shall consist of at least three members. A majority of them are to be appointed by the Board from amongst its Independent Non-executive Directors.
4. The Chairperson of the Nomination Committee shall be chaired by the Chairman of the Board or an Independent Non-executive Director.
5. Only members of the Nomination Committee are entitled to vote at the meeting of the Nomination Committee. Subject to the Company’s articles of association (as amended from time to time), questions arising at any meeting of the Nomination Committee shall be decided by a majority of votes, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

Frequency of meetings

6. The Nomination Committee shall meet when necessary or at such other times as its Chairperson shall require.

Proceedings of Meetings

7. Meetings of the Nomination Committee shall be called by its Chairperson or at the request of the Board.
8. Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be issued to each member of the Nomination Committee and any other person required to attend no fewer than three working days prior to the date of the meeting.
9. A quorum shall be 2/3 of the members of the Nomination Committee.
10. Meetings of the Nomination Committee can be held in person, by telephone or by video conference. Members of the Nomination Committee may participate in a meeting by means of which all persons participating in the meeting are capable of hearing each other.
11. Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), a resolution in writing signed by all the members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
12. The Chairperson of the Nomination Committee shall preside as the Chairman of the meetings of the Nomination Committee. In the absence of the Chairperson of the Nomination Committee, the remaining members present shall elect one of them to chair the meeting.

Attendance at meetings

13. The Nomination Committee may request any Director, any member of Senior Management or any other individual to attend its meeting.
14. The Company Secretary (or his nominee) shall be the secretary of the Nomination Committee.
15. Full minutes of the meetings or, as the case may be, written resolutions, of the Nomination Committee shall be kept by the secretary of the Nomination Committee and they should be open for inspection at any reasonable time on reasonable notice by any Director. Minutes of meetings should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed. The secretary of the Nomination Committee shall prepare and circulate to all members of the Nomination Committee the draft and final versions of such minutes or written resolutions, for their comments and records respectively within a reasonable time after the meetings.

Authority

16. The Nomination Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it reasonably requires from any employee. All employees are directed to co-operate with any reasonable request made by the Nomination Committee.
17. The Nomination Committee is authorized by the Board, at the Company's expense, to appoint legal and/or other independent professional advisers with relevant experience and expertise (including nomination consultants) to assist the Nomination Committee and to secure the attendance of such professional advisers at its meetings if it considers it necessary.
18. The Nomination Committee shall have separate and independent access to Senior Management and is authorized to require management to provide it with such resources as may be necessary for it to discharge its duties.

Duties

19. The duties of the Nomination Committee shall be:
 - (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (b) 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;
 - (c) to assess the independence of Independent Non-executive Directors;
 - (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairperson and chief executive;
 - (e) to review and disclose the policy for nomination of directors in the summary of work performed by the Nomination Committee during the year in the corporate governance report; and
 - (f) to achieve gender diversity at the Board level and review the implementation and effectiveness of the Company's policy on Board diversity on annual basis.
20. The Nomination Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).
21. In discharging its duties under these terms of reference, the Nomination Committee shall take into account relevant provisions of the Listing Rules.

22. The chairman of the Nomination Committee or in his/her absence, another member of the Nomination Committee or failing this, his/her duly appointed delegate, shall attend the Annual General Meeting of the Company (the “**Annual General Meeting**”) and be prepared to respond to questions at the Annual General Meeting on the Nomination Committee’s work and responsibilities.

Availability and update of the terms of reference

23. The Nomination Committee shall review on a regular basis its terms of reference, performance and constitution and recommend any changes it considers necessary to the Board for approval. The Nomination Committee shall make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the Company’s website and the website of Hong Kong Exchanges and Clearing Limited.