



**Jenscare Scientific Co., Ltd.**  
**寧波健世科技股份有限公司**  
(the “Company”)

*(A joint stock company incorporated in the People’s Republic of China with limited liability)*  
(Stock Code: 9877)

**Terms of Reference of the Nomination Committee (the “Committee”) of  
the Board of Directors (the “Board”) of the Company**

**Chapter 1 General Provisions**

**Article 1** In order to regulate the selection and appointment of directors and senior management of the Company, and pursuant to the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the articles of association of the Company (the “**Articles of Association**”) and other relevant regulations, the Company has set up the Committee and formulated these terms of reference.

**Article 2** The Committee is a specific working body set up by the Board in accordance with the Articles of Association, and is primarily responsible for establishing procedures and standards for the selection and appointment of directors and senior management of the Company, conducting preliminary examination and verification of the qualifications and conditions of candidates, and making recommendations to the Board.

**Article 3** The Committee shall be responsible to the Board and report its work to the Board.

**Chapter 2 Composition**

**Article 4** The Committee shall consist of not less than three directors, a majority of whom shall be independent non-executive directors of the Company.

**Article 5** Members of the Committee shall be elected by the Board.

**Article 6** The Committee shall be chaired by the chairman of the Board or an independent non-executive director. The chairman shall be responsible for presiding over the work of the Committee. Where the chairman cannot perform his/her duties, another member who is an independent non-executive director shall be appointed to perform duties on his/her behalf. If no such member is appointed by the chairman, an independent non-executive director shall be elected by above half of the members of the Committee to act as chairman. The chairman shall be elected from the members and be reported to the Board for approval.

The chairman of the Committee shall perform the following duties:

- (I) to be responsible for presiding over the work of the Committee;
- (II) to convene and preside over the regular and extraordinary meetings of the Committee;
- (III) to supervise and examine the implementation of resolutions adopted by the Committee;
- (IV) to sign important documents of the Committee;
- (V) to report to the Board on a regular basis; and
- (VI) to perform other duties and authorities delegated by the Board.

**Article 7** The term of office of the Committee shall be the same as that of the Board. A member may serve consecutive terms if re-elected upon expiry of his/her term. If any member ceases to be a director of the Company, he/she shall automatically lose his/her position as a member of the Committee, and the vacancy shall be filled by a member elected by the Board in accordance with the provisions set forth above in Articles 4 to 6.

**Article 8** The Committee could have a secretary to assist with the work of the Committee. The human resource department of the Company and its department head or other departments or personnel of the Company designated by the Committee from time to time shall undertake the relevant work of the secretary of the Committee.

The secretary of the Committee shall be responsible for collecting and providing information in relation to domestic and foreign human resources management, providing the Committee with advice and shall also be responsible for the preparation of relevant meeting documents.

### **Chapter 3 Duties and Authorities**

**Article 9** The primary duties and authorities of the Committee are as follows:

- (I) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least once 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;
- (II) to identify individuals suitably qualified to become Board members or senior management and select or make recommendations to the Board on the selection of individuals nominated for directorships or senior management;
- (III) to assess the independence of independent non-executive directors;
- (IV) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive;

- (V) to support the Company's regular evaluation of the Board's performance;
- (VI) to establish a talent pool of qualified candidates for senior management, to formulate procedures and standards for selection and appointment of senior management, and to conduct a preliminary review on the qualifications and conditions of relevant candidates, and make suggestions to the Board;
- (VII) to develop and review the policy concerning diversity of members of the Board on a regular basis; make recommendations to the Board on measurable objectives for achieving diversity of the Board and monitor the progress on achieving the objectives;
- (VIII) 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:
  - (i) 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;
  - (ii) the perspectives, skills and experience that the individual can bring to the Board; and
  - (iii) how the individual contributes to diversity of the Board; and
- (IX) other matters authorized by the Board.

#### **Chapter 4 Working Procedures**

**Article 10** The procedures for the Committee to conduct a preliminary review on the qualifications of candidates to be appointed as directors or senior management include:

- (I) to evaluate candidates proposed by the authorized persons set out in the Articles of Association;
- (II) to seek consents/comments from the nominees/candidates;
- (III) to convene Committee meetings, and to review the qualifications and conditions of the candidates in accordance with the conditions of engagement of the directors and senior management as set out in laws, regulations, rules, normative documents and the Articles of Association;
- (IV) to recommend to the Board in respect of candidates to be appointed as directors or senior management; and
- (V) to conduct other subsequent work in accordance with the decisions of the Board.

## **Chapter 5 Rules of Procedures for Meetings**

**Article 11** Meetings of the Committee shall be held at least once a year and in principle be held during the regular meetings convened by the Board. A notice of meeting shall be given to all members seven days prior to the meeting, but such notice period can be waived by unanimous consent of all members.

**Article 12** The chairman or above half of the members may propose to convene an extraordinary meeting. A notice of extraordinary meeting shall be given to all members at least five days prior to the meeting, but such notice period can be waived by unanimous consent of all members.

**Article 13** The members of the Committee shall attend the meetings in a serious and responsible manner, and clearly express their views on the proposals considered at the meeting. In case a member is unable to attend the meeting of the Committee in person, he/she shall appoint another member in writing as a proxy to vote on his/her behalf and the member giving the proxy shall bear legal responsibility independently.

The proxy form shall state the name of such proxy, the relevant matters, scope of authorization and validity period, and shall be signed by the appointer or a chop shall be affixed. The member attending a meeting on behalf of other member shall produce such proxy form and exercise the rights within the scope of authorization.

**Article 14** If a member of the Committee fails to attend meetings for two consecutive times where such member also fails to appoint other members to attend on his/her behalf, such member shall be deemed as failure to perform his/her duties. The Committee may propose to the Board to remove such member.

**Article 15** The meetings of the Committee can only be held when above half of its members are present. The meetings shall be held by way of physical meetings in principle, however may be held by way of telecommunication or by way of circulation of written resolutions provided that the members are able to fully express their views and the procedures are in compliance to relevant regulatory requirements.

By way of telecommunication means that more than half of the members attend the meeting via telephone, video or other means of communications; by way of circulation of written resolutions means that the members considering and approving the resolution sent to each member separately or circulated to each member.

**Article 16** All meetings shall be chaired by the chairman of the Committee. The chairman of the Committee may appoint another member who is an independent non-executive director to chair the meeting if he/she is not able to attend the meeting.

**Article 17** The Committee shall vote by a show of hands or by a poll, and each member is entitled to one vote. Approval of any resolution at a committee meeting shall require more than half of the votes.

**Article 18** Directors and senior management of the Company who are not members of the Committee may be invited to attend such meetings if necessary.

**Article 19** Minutes of Committee meetings shall be kept by the office of the Board or other departments designated by the Board to record in sufficient detail the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed. Attending members shall have rights to request to add explanatory notes to their speeches in the minutes. Draft versions of the minutes shall be sent by the office of the Board or other departments designated by the Board to all members of the Committee for their comments within a reasonable time after the meeting is held, and final versions of the minutes shall be sent to all directors thereafter for their records. Minutes shall be signed by members of the Committee attending the meeting. Minutes of meetings shall be kept by a duly appointed secretary of the meeting as an archive of the Company and should be open for inspection at any reasonable time on reasonable notice by any director of the Company.

**Article 20** Resolutions and voting results passed at the meetings of the Committee shall be reported in writing to the Board. The Committee shall report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

**Article 21** Members of the Committee and other persons present at a meeting shall be obliged to keep all matters discussed at such meeting confidential, and shall not disclose any relevant information without authorization.

**Article 22** The office of the Board or other departments designated by the Board shall be responsible for submitting proposals, organizing meetings, overseeing the implementation and feedback of the resolutions of the Committee, liaising and coordinating with the Committee and the secretary. The Company shall provide the Committee sufficient resources to perform its duties and the relevant departments of the Company shall cooperate accordingly. Where necessary, the Committee shall seek independent professional advice on its decisions from external experts and intermediaries, at the Company's expense, to perform its responsibilities.

## **Chapter 6   Supplementary Provisions**

**Article 23**   In these terms of reference, the scope “above” a number shall include the number itself while the scope “more than” a number shall exclude the number itself.

**Article 24**   These terms of reference are passed by the Board and shall be valid and effective from the date on which the overseas listed foreign shares (H shares) of the Company were listed on The Stock Exchange of Hong Kong Limited; from the date these terms of reference become valid, the previous terms of reference expire automatically.

**Article 25**   Any matters not covered by these terms of reference or in any event that these terms of reference contravene any laws, regulations, rules, regulatory documents, the supervision rules of the place where the Company’s shares are listed or the Articles of Association, the laws, regulations, rules, regulatory documents, the supervision rules of the place where the Company’s shares are listed and the Articles of Association shall prevail.

**Article 26**   The right of interpretation of these terms of reference rests with the Board.