



開拓藥業有限公司\*

**KINTOR PHARMACEUTICAL LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 9939)**

**TERMS OF REFERENCE OF  
THE NOMINATION COMMITTEE**

(Effective on 26th June, 2025)

The nomination committee (the “**Nomination Committee**”) of Kintor Pharmaceutical Limited (the “**Company**”) was established pursuant to a resolution passed by the board of directors of the Company (the “**Board**”) on 27 April 2020. Set out below are the terms of reference (the “**Terms of Reference**”) of the Nomination Committee.

**Purpose**

1. The purpose of the Nomination Committee is to identify, screen and recommend to the Board, to oversee the process for evaluating the performance of the Board and to develop, recommend to the Board and monitor nomination guidelines for the Company.

**Composition**

2. The Nomination Committee shall be appointed by the Board from time to time and shall consist of a minimum of three members (the “**Members**”), a majority of which shall be independent non-executive directors of the Company who shall meet and maintain the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as amended from time to time).
3. The chairman of the Nomination Committee (the “**Chairman**”) shall be the chairman of the Board or an independent non-executive director of the Company. At least one member of the Nomination Committee shall be of a different gender.
4. The company secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Nomination Committee.

## **Meetings**

5. The Nomination Committee shall meet at least once a year or more frequently if circumstances require.
6. Notice of any meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. If a meeting is called by a shorter notice, it shall be deemed to have been duly called if it is so agreed by a majority of the Members. A Member who attends such a meeting shall deem to agree to the shorter notice. Notice of any adjourned meetings is not required if the adjournment is less than 14 days.
7. A quorum of the Nomination Committee shall be two Members.
8. Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment provided that all persons participating in the meeting are capable of hearing each other.
9. Only Members are entitled to vote at the meeting of the Nomination Committee.
10. Resolutions of the Nomination Committee at any meetings shall be passed by a majority of votes of the Members present.
11. A resolution in writing signed by all Members shall be valid and effectual as if it has been passed at a meeting of the Nomination Committee duly convened and held.
12. The Chairman (or in his or her absence, a Member designated by the Chairman) shall preside at all meetings of the Nomination Committee. The Chairman shall be responsible for leading the Nomination Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.

## **Access**

13. The Nomination Committee shall have full access to management and may invite members of management or others to attend its meetings. The Nomination Committee will consult the chairman and/or chief executive officer of the Company about their proposals relating to the selection and appointment of directors of the Company.
14. The Company should provide the Nomination Committee with sufficient resources to perform its duties, including but not limited to obtaining independent professional advice and assistance from internal or external legal, accounting or other advisors at the expense of the Company if necessary.

## **Reporting Procedures**

15. The Nomination Committee shall evaluate and assess the effectiveness of the Nomination Committee and the adequacy of these Terms of Reference on an annual basis and recommend any proposed changes to the Board.
16. Minutes of meetings of the Nomination Committee and the record of individual attendance at such meetings shall be prepared and kept by the Company Secretary, which shall be sent to all members of the Board as soon as practicable after the conclusion of any meeting of the Nomination Committee.

## **Authority**

17. The authorities of the Nomination Committee shall include such authorities set out in the relevant code provisions of the Corporate Governance Code (the “**CG Code**”) as contained in Appendix 14 to the Listing Rules (as amended from time to time).
18. The Nomination Committee is authorized by the Board to determine the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship.

## **Responsibilities and Duties**

19. The duties of the Nomination Committee shall include such responsibilities set out in the relevant code provisions of the CG Code, including the following aspects:
  - (a) to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, race, skills, knowledge, experience and ensuring independent views and input are available to the Board) 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;
  - (b) to identify individuals who are qualified/suitable to become a member of the Board and to 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 of the Company;

- (d) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors of the Company, in particular, the chairman and the chief executive of the Company. In the case of re-election of an independent non-executive director who has served more than nine (9) years, the Board will have to assess his/her independence and include the reasons why he/she is still considered to be independent and should be re-elected in the circular to shareholders; and that he/she will be subject to a separate resolution to be approved by shareholders at the general meeting; and
  - (e) to support the Company's regular evaluation of the Board's performance.
20. The Chairman of the Nomination Committee shall attend the annual general meeting (or, if the Chairman of the Nomination Committee is unable to attend, another member of the Nomination Committee or, if that member is unable to attend, his duly appointed representative) and shall be available to respond to questions about the work and responsibilities of the Nomination Committee at the meeting.

\* *For identification purposes only*