Sinohealth Holdings Limited

中康控股有限公司

(the "Company")

(incorporated in Cayman Islands with limited liability)

(Stock code: 2361)

(the "**Company**")

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(Amended and restated with effect from 23rd July 2025)

MEMBERSHIP

1. The nomination committee should be established by the board of the Company (the "**Board**").

2. The majority of the nomination committee members must be independent non-executive directors of the Company.

3. The nomination committee shall have at least one member of a different gender.

4. The nomination committee must be chaired by the chairman of the Board or an independent non-executive director of the Company and the chairman must be appointed by the Board.

SECRETARY

5. The company secretary of the Company (any one of the joint company secretaries of the Company) shall act as the secretary of the nomination committee.

6. The nomination committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the nomination committee.

FREQUENCY AND PROCEEDINGS OF MEETINGS

7. The nomination committee should meet at least once a year.

8. Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the nomination committee. Notwithstanding the notification period, the attendance of the member of the committee at the meeting would be deemed to be treated as the waiver of the required notification requirement. If the follow up meeting takes place within 14 days after the meeting, then no notification is required for such follow up meeting.

9. The quorum necessary for the transaction of business of the nomination committee shall be two members of the nomination committee, one of whom must be an independent non-executive director of the Company.

10. Meeting can be attended in person or via electronic means including telephonic or videoconferencing. The members of the nomination committee can attend the meeting via telephonic or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).

11. The resolution of the nomination committee should be passed by more than half of the members.

12. The resolution passed and signed by all members is valid, and the validity is same as any resolution passed in the meeting held.

13. Full minutes of nomination committee meeting should be kept by a duly appointed secretary of the nomination committee and should be open for inspection at any reasonable time on reasonable notice by any director of the Company. Minutes of the meeting should record in sufficient detail the matters considered and decisions reached, including any concerns raised by directors or dissenting views expressed. Draft and final versions of minutes of the meeting should be sent to all committee members for their comments and records, within a reasonable time after the meeting.

MEETING ATTENDANCE

14. Upon invitation from the nomination committee, the chairman of the Board and/or the general manager or the chief executive officer, external advisor and the other persons can be invited to attend all or part of any meeting.

15. Only the members of nomination committee can vote in the meeting.

ANNUAL GENERAL MEETINGS

16. The chairman of a nomination committee or (if absent) the other member of an nomination committee (must be an independent non-executive director of the Company) should attend the annual general meeting of the Company, handle the shareholders' enquiry on the activities and responsibilities related to the nomination committee.

RESPONSIBILITIES, DUTIES, POWERS AND FUNCTIONS

17. The nomination committee shall:

    (a) 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. When reviewing the structure, size and composition of the Board, the nomination committee shall take into consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience in accordance with the board diversity policy adopted by the Company (the "**Board Diversity Policy**") from time to time to achieve Board diversity;

    (b) 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) assess the independence of independent non-executive directors of the Company;

    (d) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and chief executive of the Company. When making any recommendation, the nomination committee shall be bound by the restriction that a majority of the members of the Board shall at all times be persons who are Chinese nationals in accordance with the Nationality Law of the People's Republic of China;

    (e) review the Board Diversity Policy and any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and to review the progress on achieving the objectives, and to make disclosure or its review results in the annual report of the Company annually;

    (f) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the constitution of the Company or imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or applicable law;

    (g) ensure the chairman of the nomination committee, or in the absence of the chairman, another member of the nomination committee or failing this his/her duly appointed delegate, to be available to answer questions at the annual general meeting of the Company;

    (h) support the Company's regular evaluation of the Board's performance;

    (i) regularly review and assess each director's time commitment and contribution to the Board, as well as the director's ability to discharge his/her responsibilities effectively; and

    (j) consider other matters, as determined or assigned by the Board from time to time.

REPORTING RESPONSIBILITIES

18. The nomination committee has to report to the Board after each meeting on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as restriction on disclosure due to regulatory requirements).

19. The nomination committee's recommendations on nomination will be placed before the Board in the form of a Board paper circulated in advance of Board meetings through the company secretary.

20. Such recommendations will be supported by the resume in respect of the individuals concerned.

AUTHORITY

21. The nomination committee member should have access to independent professional advice at the expense of the Company if necessary, in order to fulfill his/her responsibility of being a member of the nomination committee.

22. The nomination committee should be provided with sufficient resources to perform its duties.

Remark: If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.