天安卓健有限公司
TIAN AN MEDICARE LIMITED
(Incorporated in Bermuda with limited liability)
(Stock Code: 383)
(the "Company")

TERMS OF REFERENCE

OF

NOMINATION COMMITTEE

Membership

1. The members of the Nomination Committee shall be appointed by the board of directors (the "Board") where appropriate in consultation with the chairman of the Nomination Committee from amongst the directors of the Company from time to time and shall consist of not less than three members.

2. The majority of the Nomination Committee members must be Independent Non-Executive Directors, with at least one director of a different gender to the Nomination Committee.

3. The chairman of the Nomination Committee, who must be the chairman of the Board or an Independent Non-Executive Director ("INED(s)"), shall be appointed by the Board. In the absence of the chairman of the Nomination Committee and an appointed deputy at any meeting of the Nomination Committee, the members present may appoint a chairman (who must be a member of the Nomination Committee) for that meeting.

4. The company secretary of the Company should be the secretary of the Nomination Committee.

Frequency and Proceeding of Meetings

5. Meetings should be held as and when necessary.

6. The quorum of a meeting shall be two members of the Nomination Committee, of which at least one should be INED.

7. The Nomination Committee may, from time to time, invite advisors with relevant experience and expertise to the meeting to advise its members.

8. A resolution in writing signed by all members of the Nomination Committee shall be as valid and effectual as if it has been passed at a meeting of the Nomination Committee duly convened and held and may consist of several documents in like form each signed by one or more of the members of the Nomination Committee.

9. The members of the Nomination Committee shall attend the meetings in person or by means of telecommunication, including but not limited to telephone or video conference, or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.

10. Proceedings of meetings of the Nomination Committee shall be governed by the provisions of Bye-Law 126 of the Bye-Laws of the Company.

Duties, Powers and Functions

11. The duties of the Nomination Committee shall be**:**

    (a) to formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy; and

    (b) without prejudice to the generality of the foregoing:

        (i) to review the structure, size and composition and diversity, taking into consideration factors including but not limited to gender, age, cultural background, educational background, skills, knowledge, professional experience, time for performing director's duties, length of service and/or independent element 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;

        (ii) 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;

        (iii) to assess the independence of INEDs;

        (iv) 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;

        (v) to review the Board diversity policy, as appropriate, and review the measurable objectives (e.g. numerical targets and timelines) that the Board has set for the promotion of gender diversity on the Board and the measures that the Board has adopted to develop a pipeline of potential successors to achieve gender diversity

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

        (vii) to support the Company's regular evaluation of the Board's performance; and

        (viii) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board.

12. The Nomination Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

13. The Board should have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business and should ensure the directors devote sufficient time and make contributions to the Company that are commensurate with their role and board responsibilities. The Board should also include a balanced composition of executive and non-executive directors (including INEDs) so that there is a strong independent element in the Board, which can effectively exercise independent judgment. To ensure changes to the Board composition can be managed without undue disruption, there should be a formal, considered and transparent procedure for selection, appointment and re-appointment of directors, as well as plans in place for orderly succession (if considered necessary), including periodical review of such plans. The appointment of a new director (to be an additional director or fill a casual vacancy as and when it arises) or any re-appointment of directors is a matter for decision by the Board upon the recommendation of the proposed candidate by the Nomination Committee.

Nomination Policy and Procedure

The criteria to be applied in considering whether a candidate is qualified shall be his or her ability to devote sufficient time and attention to the affairs of the Company and contribute to the diversity of the Board as well as the effective carrying out by the Board of the responsibilities which, in particular, are set out as follows:

(a) participating in Board meetings to bring an independent judgment on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct;

(b) taking the lead where potential conflicts of interests arise;

(c) serving on the Audit Committee, the Remuneration Committee and the Nomination Committee (in the case of candidate for non-executive director) and other relevant Board Committees, if invited;

(d) bringing a range of business and financial experience to the Board, giving the Board and any Committees on which he or she serves the benefit of his or her skills, expertise, varied backgrounds and qualifications and diversity, and gaining and developing a balanced understanding of the views of shareholders through attendance and participation in the Board/committee/shareholders' meetings;

(e) scrutinizing the Company's performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance;

(f) making a positive contribution to the development of the Company's strategy and policies through independent, constructive and informed comments;

(g) ensuring the Nomination Committee on which he or she serves to perform their powers and functions conferred on them by the Board; and

(h) conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), where appropriate.

If the candidate is proposed to be appointed as an INED, his or her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time. Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an INED with such qualifications or expertise as required under Rule 3.10(2) of the Listing Rules.

Reporting Procedures

14. At the next meeting of the Board following a meeting/written resolution of the Nomination Committee, the chairman of the Nomination Committee shall report to the Board on decisions or recommendations made unless there are legal or regulatory restrictions to do so (such as a restriction on disclosure due to regulatory requirements).

15. Where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should set out in the circular to shareholders and/or explanatory statement together with the notice of the relevant general meeting:

    (a) 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;

    (b) if the proposed INED has served more than nine years, why the Board believes that the director is still independent and should be re-elected, including the factors considered, the process and the discussion of the Board in arriving at such determination should be stated as well;

    (c) where all the INEDs have served more than nine years, the length of tenure of each existing INED on a named basis and the details of the new INEDs to be appointed;

    (d) if the proposed INED will be holding their seventh (or more) Hong Kong listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;

    (e) the perspectives, skills and experience that the individual can bring to the Board; and

    (f) how the individual contributes to diversity of the Board.

If there is any inconsistency between the English and Chinese versions of this Term of Reference, the English version shall prevail.

Updated as of 1 August 2025