SIHUAN PHARMACEUTICAL HOLDINGS GROUP LTD. (the "Company")

(Incorporated in Bermuda with limited liability)

(Stock Code: 0460)

Nomination Committee Terms of Reference
Adopted by the Board on 8 October 2010
and
Amended by the Board on 19 March 2012, 18 March 2019 and 29 August 2025

1 Constitution

The board of directors of the Company (the "**Board**") resolved to constitute and establish a nomination committee (the "**Nomination Committee**") on 8 October 2010 with authority, responsibility, and specific duties as described below.

2 Membership

2.1 Members of the Nomination Committee shall be appointed by the Board and shall be made up to at least three (3) members, the majority of whom should be independent non-executive directors, with at least one director of a different gender.

2.2 The Board shall appoint the Nomination Committee Chairman who should be either the Chairman of the Board or an independent non-executive director. In the absence of the Nomination Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting. The Chairman of the Board shall not chair the Nomination Committee when it is dealing with the matter of succession to the chairmanship.

3 Secretary

One of the joint company secretaries of the Company (the "**Company Secretary**") or his/her nominee shall act as the secretary of the Nomination Committee.

4 Quorum

The quorum necessary for the transaction of business shall be two (2), both of whom must be independent non-executive directors. A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Nomination Committee.

5 Frequency of Meetings

5.1 The Nomination Committee shall meet at least twice a year and at such other times as the Chairman of the Nomination Committee shall require.

5.2 Except for provided herein, proceedings of the Nomination Committee's meetings shall be governed by the provisions contained in the Bye-laws of the Company.

6 Attendance

6.1 Only members of the Nomination Committee have the right to attend Nomination Committee meetings. However, other individuals such as the Chief Executive, the head of human resources and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

6.2 Meetings may be held by way of telephone conference.

7 Minutes of Meetings

7.1 Full minutes of the Nomination Committee meetings shall be kept by the Company Secretary. Draft and final versions of minutes of the meetings shall be sent to all members of the Nomination Committee for their comment and records within a reasonable time after the meeting.

7.2 The Company Secretary shall circulate the minutes of meeting of the Nomination Committee to all members of the Board.

8 Annual General Meeting

The Chairman of the Nomination Committee (or in his/her absence, his/her duly appointed delegate) shall attend the Annual General Meeting of the Company prepared to respond to any shareholder questions on the Nomination Committee's activities.

9 Duties

9.1 The duties of the Nomination Committee include:

9.1.1 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;

9.1.2 give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and what skills and expertise are therefore needed on the Board in the future;

9.1.3 review annually the Board Diversity Policy and the Nomination Policy and be responsible for identifying and nominating for the approval of the Board, candidates to fill board vacancies as and when they arise, having due regard to the Board's Diversity Policy and Nomination Policy;

9.1.4 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;

9.1.5 keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

9.1.6 annually assess each director's time commitment and contribution to the Board, as well as the director's ability to discharge his/her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience;

9.1.7 ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings;

9.1.8 assess the independence of independent non-executive directors of the Company; and

9.1.9 support the Company's regular evaluation of the Board's performance.

9.2 The Nomination Committee having due regard to the Board's Diversity Policy and Nomination Policy (where appropriate) shall also make recommendations to the Board concerning:

9.2.1 plans for succession for directors and in particular for the key roles of Chairman and Chief Executive (but see 9.2.9 below);

9.2.2 selection of individuals nominated for directorships;

9.2.3 suitable candidates for the role of senior independent director;

9.2.4 membership of the Audit and Remuneration Committees, in consultation with the chairmen of those committees;

9.2.5 the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

9.2.6 the re-appointment of any independent non-executive director at the conclusion of nine (9) years of directorship or holding their seventh (or more) directorship of an issuer listed on the Main Board or GEM;

9.2.7 the continuation (or not) in service of any director who has reached the age of seventy (70);

9.2.8 the re-election by shareholders of any director under the 'retirement by rotation' provisions in the Company's bye-laws having due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

9.2.9 any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the Company subject to the provisions of the law and his/her service contract;

9.2.10 the appointment of any director to executive or other office other than to the positions of Chairman and Chief Executive, the recommendation for which would be considered at a meeting of the full board; and

9.2.11 the appointment or re-appointment of directors.

10 Reporting Responsibilities

10.1 The Nomination Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.

10.2 The Nomination Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

10.3 The Nomination Committee shall disclose in the annual report a summary of its work during the year and any other information as required by the Listing Rules.

11 Other

The Nomination Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

12 Authority

12.1 The Nomination Committee is authorised to seek sufficient resources or any information it requires from any employee of the Company in order to perform its duties.

12.2 The Nomination Committee is authorised to obtain, at the Company's expense, outside legal or other independent professional advice and should be funded by the Company with respect to costs incurred on any matters within its terms of reference.

13 General

The Nomination Committee should make available these terms of reference, explaining its role and the authority delegated to it by the Board by including them on the websites of The Stock Exchange of Hong Kong Limited and of the Company.