Human Health Holdings Limited

盈健醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

TERMS OF REFERENCE OF NOMINATION COMMITTEE

(Adopted by the Board on 28 January 2016 and revised and adopted on 15 December 2022 and 25 September 2025)

Constitution

1. The board (the "**Board**") of directors (the "**Director**") of Human Health Holdings Limited (the "**Company**") hereby resolves to establish a nomination committee of the Board, to be known as the Nomination Committee.

Membership

2. The members of the Nomination Committee shall be appointed by the Board and shall comprise a majority of independent non-executive directors ("**INED**"). A quorum for the meetings of the Nomination Committee shall be two members.

3. The chairman of the Nomination Committee (the "**Chairman**") shall be an INED or the chairman of the Board.

Attendance at Meetings

4. Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication.

5. The company secretary shall be the secretary of the Nomination Committee. The secretary of the Nomination Committee or in his or her absence, his or her representative or any one member, shall be the secretary of the meetings of the Nomination Committee.

Frequency of Meetings

6. Meetings shall be held not less than once a year. Additional meetings should be held as the work of the Nomination Committee demands.

Notice of Meetings

7. Notice of meetings shall be given to all members of the Nomination Committee at least three working days before the meeting or any shorter period as all the members of the Nomination Committee agree.

Authority

8. The Nomination Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee.

9. The Nomination Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

Duties

10. The duties of the Nomination Committee shall include the following:

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

    (b) to review the Board diversity policy and the progress on achieving the objectives set for implementing the said policy and should disclose the policy or a summary of the policy in the corporate governance report;

    (c) to 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;

    (d) 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;

    (e) to assess annually each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively;

    (f) to assess the independence of INEDs;

    (g) 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 of the Company;

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

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

Reporting responsibilities and procedures

11. Full minutes of Nomination Committee meetings should be kept by the company secretary. Draft and final versions of minutes of the Nomination Committee meetings should be sent to all members of the Nomination Committee for their comments and records respectively, in both cases within a reasonable time after the meeting. The company secretary shall circulate the final versions of minutes of meetings of the Nomination Committee to all members of the Board.

Publication of the terms of reference of the Nomination Committee

12. The terms of reference of the Nomination Committee will be made available on the website of the Company and the website "HKEXnews", in order to explain its role and the authority delegated to it by the Board.

Others

13. The Chairman or in his or her absence, another member of the Nomination Committee or failing this, his or her duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to questions at the annual general meeting on the Nomination Committee's activities and their responsibilities.

14. The Nomination Committee should be provided with sufficient resources to delegate its duties.

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