

Wuhan Dazhong Dental Medical Co., Ltd.

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD

CHAPTER I GENERAL PROVISIONS

Article 1 In order to regulate the appointment of directors and senior management of Wuhan Dazhong Dental Medical Co., Ltd. (the “**Company**”), to optimize the composition of the Board of Directors (the “**Board**”), and to improve the corporate governance structure, the Company has established the Nomination Committee under the Board pursuant to the resolution of the Board and in accordance with the Company Law of the People’s Republic of China (hereinafter the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), the Corporate Governance Code as set out in Appendix C1 of the Hong Kong Listing Rules, other relevant applicable laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association of Wuhan Dazhong Dental Medical Co., Ltd. applicable to the Company after its overseas public offering and listing (hereinafter the “**Articles of Association**”), and has prepared the Terms of Reference of the Nomination Committee of the Board of Wuhan Dazhong Dental Medical Co., Ltd. (the “**Terms of Reference**”) based on the actual circumstances of the Company.

Article 2 The Nomination Committee of the Board is a specialized working body established under the Board of the Company, primarily responsible for reviewing the selection, selection criteria, and procedures for the directors (including independent non-executive directors) and senior management of the Company, and providing opinions and recommendations to the Board.

For the purposes of these Terms of Reference, “senior management” refers to the general manager, deputy general managers, secretary to the Board, chief financial officer, and other personnel expressly appointed by the Board as senior management of the Company.

CHAPTER II COMPOSITION

Article 3 The members of the Nomination Committee shall comprise at least three directors (including at least one director of a different gender), and the majority must be independent non-executive directors.

Article 4 The members of the Nomination Committee shall be jointly nominated by the chairman of the Board, at least one-half of the independent directors, or at least one-third of the members of the Board, and shall be elected by a majority of all directors of the Board.

Article 5 The Nomination Committee shall have one convener, being the chairman of the committee, who shall be the chairman of the Board or an independent non-executive director, to be appointed and dismissed by the Board and is responsible for overseeing the work of the committee. If the chairman of the committee is unable to or fails to perform duties, an independent non-executive director elected by at least one-half of all members shall perform the duties on his/her behalf. Upon the approval of the nomination proposal for Committee members, the newly appointed member shall assume office immediately after the conclusion of the Board meeting.

Article 6 The term of appointment of the Nomination Committee shall be the same as the term of the Board. The members are eligible for re-election upon expiry of the term. If a member ceases to be a director of the Company during his/her term, or if a member who shall possess the status of an independent non-executive director ceases to possess the independence as required by the Company Law, Articles of Association and the Hong Kong Listing Rules, he/she shall be automatically disqualified as a member. A member of the Nomination Committee may submit a resignation report in writing to the Board prior to the expiry of his/her term to resign as a committee member and shall provide necessary explanation on reasons for resignation and the matters that require attention of the Board of the Company. After a member of the Nomination Committee ceases to be qualified or has been approved for his/her resignation, the Board shall replenish the number of members in accordance with the relevant applicable laws, administrative regulations, departmental rules, regulatory documents, Hong Kong Listing Rules and the provisions of Articles 3 to 5 above. The term of service of the replenished member shall end upon expiry of his/her term of service as a director or an independent non-executive director. Prior to the expiry of the term of service of a member, unless any circumstances prohibiting such appointment under the Company Law, the Articles of Association or the Hong Kong Listing Rules arise, a member shall not be dismissed without a proper reason.

The secretary to the Board shall be responsible for the liaison of the day-to-day work of the Nomination Committee, organization of meetings, and implementation of resolutions.

CHAPTER III DUTIES AND AUTHORITIES

Article 7 The specific duties of the Nomination Committee include (but not limited to):

- (i) To study and formulate the selection criteria and procedures for directors and senior management and make recommendations to the Board, taking into consideration factors including but not limited to: culture, educational background, and professional experience;
- (ii) To identify and recommend qualified candidates for directorships to the Board, review and make recommendations on candidates for directorships (especially the chairman of the Board);
- (iii) To identify and recommend qualified candidates for senior management, review and make recommendations on candidates for senior management (especially the general manager);
- (iv) To assess the independence of independent non-executive directors;
- (v) 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 complement the Company's corporate strategy. To assess the structure of the committees under the Board and recommend directors to serve as members of such committees for the Board's approval;
- (vi) To make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors (especially the chairman of the Board and the general manager);

- (vii) To establish a talent pool for directors and senior management and update it from time to time;
- (viii) To evaluate the performance of directors and, based on the evaluation results, make recommendations or suggestions on the replacement, reappointment or succession of directors (including the chairman and the chief executive officer);
- (ix) To formulate and, where appropriate, review and implement the board and employees (including senior management) diversity policy adopted by the Company from time to time, review the progress on achieving the objectives, and disclose such policy or its summary in the Company's annual report;
- (x) To support the issuer's regular evaluation of the Board's performance;
- (xi) Other matters as required by relevant applicable laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules, the Articles of Association, or as authorized by the Board.

Article 8 The Nomination Committee shall have the right to exercise any authority conferred by the Board when it deems necessary. The Company shall provide the Nomination Committee with sufficient resources to discharge its duties. The Nomination Committee shall have the right to decide, when it deems necessary, to engage headhunting firms to assist in identifying qualified candidates for directors and senior management. The term of engagement and fees of the above intermediaries shall be determined by the committee, and any reasonable expenses incurred shall be borne by the Company.

Article 9 The Nomination Committee is accountable to the Board, and its recommendations shall be submitted to the Board for consideration and decision. The nomination of director candidates shall, after review by the Board, be submitted to the Shareholders' meeting for approval before implementation. The controlling shareholder shall fully respect the recommendations of the Nomination Committee unless there are sufficient reasons or reliable evidence; otherwise, no alternative candidates for directors or senior management may be proposed.

Article 10 The Nomination Committee shall make public its Terms of Reference on the website of The Stock Exchange of Hong Kong Limited and the Company's website, explaining its role and the powers delegated to it by the Board.

CHAPTER IV WORK PROCEDURE

Article 11 The Human Resources Department shall serve as the routine working body of the Nomination Committee, responsible for the preparatory work of the committee meetings and assisting in the preparation of relevant meeting materials.

Article 12 Procedures for the selection of directors and senior management:

- (i) The Human Resources Department and the Nomination Committee shall actively communicate with relevant departments of the Company to assess the need for new directors and senior management and form written documentation;

- (ii) The Nomination Committee may widely search for candidates for directors and senior management within the Company, its controlling (or invested) enterprises, and the talent market;
- (iii) The Nomination Committee shall collect and understand the preliminary candidates' professional background, education, professional titles, detailed work experience, all concurrent positions, and other relevant information, and compile written materials;
- (iv) Obtain the nominee's written consent to the nomination; otherwise, the individual shall not be considered as a candidate for director or senior management;
- (v) Convene a meeting of the Nomination Committee to review the qualifications of preliminary candidates based on the appointment criteria for directors and senior management;
- (vi) Within a reasonable period prior to the election of new directors or the appointment of new senior management, submit the proposed candidates and relevant materials to the Board for consideration;
- (vii) Carry out other follow-up work based on the decisions and feedback of the Board.

Article 13 The chairman of the Nomination Committee or (in his/her absence) another member of the Nomination Committee (who must be an independent non-executive Director) is required to attend the annual general meeting of the Company and respond to enquiries from shareholders on the activities and responsibilities of the Nomination Committee.

CHAPTER V RULES OF PROCEDURE

Article 14 Members of the Nomination Committee must owe the Company a duty of loyalty and a duty of diligence in accordance with applicable laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules, and the Articles of Association. The recommendations or proposals made at the meetings of the Nomination Committee must comply with the requirements of applicable laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules, and the Articles of Association.

Article 15 The Nomination Committee shall, in accordance with applicable laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules, and the Articles of Association, and in light of the Company's actual circumstances, study the eligibility criteria, selection procedures, and term of office for directors and senior management, and submit its resolutions to the Board for consideration. If the Board proposes to submit a resolution at the Shareholders' meeting for the election of a person as an independent non-executive director, the circular and/or explanatory letter to shareholders accompanying the Shareholders' meeting notice shall set out the following:

- (i) the process used for identifying the individual, the reasons the Board believes the individual should be elected, and the reasons why the Board considers the individual to be independent;
- (ii) the perspectives, skills, and experience the individual is expected to bring to the Board;

(iii) how the individual will contribute to the diversity of the Board;

(iv) other contents required by the Listing Rules.

Article 16 A meeting of the Nomination Committee may be convened if deemed necessary by the chairman of the committee, upon the proposal of more than half of the committee members, or at the suggestion of the chairman of the Board. Regular meetings shall be held at least once a year.

Article 17 The chairman of the Nomination Committee shall convene the meeting and issue a notice of meeting. The notice of meeting and the meeting materials shall be delivered to all members three days in advance of the meeting. The advance notice requirement may be waived by the unanimous consent of all members.

Article 18 The chairman of the Nomination Committee shall convene the meeting, and in the event that the chairman of the committee is unable to attend, another member (independent non-executive director) may be appointed to chair the committee meeting.

Article 19 A meeting of the Nomination Committee shall be held only when at least two-thirds of the members are present, and at least one of them must be an independent non-executive director. A member who is unable to attend may authorize another member in writing to attend and vote on his behalf. The letter of authorization shall specify the name of the proxy, the matters entrusted, the scope of authorization, and the validity period, and shall be signed or sealed by the principal and submitted to the meeting chairperson no later than before the vote at the meeting. A member who does not attend the Nomination Committee meeting and does not appoint a representative to attend shall be deemed to have waived his voting rights at that meeting.

Resolutions passed at the meeting shall be approved by more than half of all the members, and relevant resolutions or opinions shall be signed by the members of the Nomination Committee attending the meeting. Each member is entitled to one vote, which is divided into three categories, namely “for”, “against” and “abstention”. In the event of an equal number of affirmative votes and negative votes, the chairman of the committee shall be entitled to one additional vote.

Article 20 Nomination Committee meetings may be convened by appropriate methods and means such as on-site meeting, telephone conference, video conference, circulation of documents, fax and mail.

Article 21 When necessary, the Nomination Committee may invite the Company’s directors and senior management, and external advisors to attend its meetings. Attendees may provide explanations or clarifications on matters under discussion, but non-members shall not have voting rights.

Article 22 The Company shall provide the Nomination Committee with sufficient resources to perform its duties. If necessary, the Nomination Committee may engage intermediaries to provide professional advice for its decision-making, and any reasonable expenses incurred shall be borne by the Company.

Article 23 The convening procedures, voting methods and resolutions passed at the meetings of the Nomination Committee shall comply with the requirements of applicable laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules, the Articles of Association and these Terms of Reference.

Article 24 Nomination Committee meetings shall be recorded, and the members present shall sign the meeting minutes. Attending members shall have the right to request that explanatory notes be added to the minutes regarding their statements made during the meeting. The meeting minutes shall be kept by the secretary to the Board. Resolutions and voting results passed at the committee meetings shall be reported to the Board in writing. If any member gives reasonable notice, the relevant meeting records shall be made available for inspection at any reasonable time. After the conclusion of a Committee meeting, a draft and final version of the meeting minutes shall be circulated to all members within a reasonable period. The draft is for members to express their comments, and the final version shall serve as the official record.

Article 25 The Nomination Committee shall reach clear and definite conclusions on the proposals it reviews, including: approval, rejection, or reconsideration upon supplementation of information. Resolutions and voting results passed at the Nomination Committee meetings shall be reported to the Board of the Company in writing for its consideration.

Article 26 Members present and attendees at the meeting are obliged to keep confidential the matters discussed at the meeting and are not allowed to disclose the relevant information without authorization, unless according to provisions otherwise required by applicable laws, administrative regulations, departmental rules, regulatory documents, the Hong Kong Listing Rules and/or regulatory authorities.

CHAPTER VI RECUSAL SYSTEM

Article 27 Where a member of the Nomination Committee or his/her immediate family members, or other enterprises controlled by such member and his/her immediate family members, have a direct or indirect interest in the matters discussed at a meeting, the member shall promptly disclose to the Nomination Committee the nature and extent of such interest.

Article 28 Under the circumstances described in the preceding article, the interested member shall explain the relevant situation in detail at the Nomination Committee meeting and explicitly declare his/her voluntary abstention from voting. However, if the other members of the Nomination Committee unanimously agree after discussion that such interest will not have a material impact on the voting matters, the interested member may participate in the vote. If the Board of the Company deems that the participation of the interested member in the vote is inappropriate, it may revoke the voting result of the relevant proposal and require non-interested members to vote again on the proposal.

Article 29 Meetings of the Nomination Committee shall review and resolve proposals without including the interested members in the quorum. If, after the recusal of the interested members, the number of members remaining in the Nomination Committee falls short of the minimum quorum required to hold the meeting, all members (including interested members) shall resolve on procedural matters such as submitting the relevant proposals to the Board for consideration, and the Board shall review such proposals.

Article 30 The meeting minutes and resolutions of the Nomination Committee shall specify that the interested members were not counted in the quorum and did not participate in the voting.

CHAPTER VII SUPPLEMENTARY PROVISIONS

Article 31 The terms “at least” and “within” as mentioned in these Terms of Reference include the stated figures; “over” does not include the stated figures.

Article 32 These Terms of Reference shall become effective and be implemented from the date of consideration and approval by the Board. Upon effectiveness of these Terms of Reference, the original “Terms of Reference of the Nomination Committee of the Board” of the Company shall be automatically repealed.

Article 33 The Board shall be responsible for the revision and interpretation of these Terms of Reference.

Article 34 Matters not covered by these Terms of Reference shall be implemented in accordance with the provisions of the applicable laws, administrative regulations, departmental rules, regulatory documents, Hong Kong Listing Rules, the relevant regulatory rules of the place of listing and the Articles of Association. Where there is a conflict between these Terms of Reference and the applicable laws, administrative regulations, departmental rules, regulatory documents, Hong Kong Listing Rules, the relevant regulatory rules of the place of listing and the Articles of Association, such applicable laws, administrative regulations, departmental rules, regulatory documents, Hong Kong Listing Rules, the relevant regulatory rules of the place of listing and the Articles of Association shall prevail for implementation, and these Terms of Reference shall be revised as soon as possible for submission to the Board for consideration and approval.