Concord Healthcare Group Co., Ltd.
美中嘉和醫學技術發展集團股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 2453)

Terms of Reference of the Nomination Committee under the Board of Directors

Chapter I General Provisions

Article 1 To regulate the selection and appointment of directors and senior management of Concord Healthcare Group Co., Ltd. (the "**Company**"), the Company sets up the Nomination Committee (the "**Nomination Committee**" or "**Committee**") under the board of directors (the "**Board**") and lays down these terms of reference, pursuant to the Company Law of the People's Republic of China (the "**Company Law**"), the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the Articles of Association of Concord Healthcare Group Co., Ltd. (the "**Articles of Association**"), and other relevant regulations.

Article 2 The Nomination Committee is a specific working body set up by the Board in accordance with the Articles of Association. Its main responsibilities are to determine procedures and standards for selection and appointment of directors and senior management members of the Company, conduct preliminary examination and verification of the qualifications and suitability of candidates, and advise the Board in relation to the foregoing.

Article 3 The Committee shall be responsible to the Board and report its work to the Board.

Chapter II Composition

Article 4 The Committee shall comprise no less than three directors, the majority of whom shall be independent non-executive directors.

Article 5 Members of the Committee shall be elected by majority vote of the Board.

Article 6 The Committee shall have a chairman (convener) who shall be an independent non-executive director or chairman of the Board. The chairman shall be responsible for leading the work of the Committee. Where the chairman cannot perform his/her duties, another member who is an independent non-executive director shall be appointed to perform duties on his/her behalf. If no such member is appointed by the chairman, an independent non-executive director shall be elected by more than half of the members of the Committee to act for the chairman. The chairman of the Committee shall be elected from the members of the Committee and the appointment of the elected person as chairman shall be reported to the Board for approval.

The chairman of the Committee shall exercise the following duties and powers:

(I) to take charge of presiding over the duties of the Committee;

(II) to convene and preside over the regular and extraordinary meetings of the Committee;

(III) to supervise and examine the implementation of resolutions adopted by the Committee;

(IV) to sign important documents of the Committee;

(V) to report to the Board on a regular basis; and

(VI) other duties and powers delegated by the Board.

Article 7 The term of office of the Committee shall be the same as that of the Board. A member may serve consecutive terms if re-elected upon expiry of his/her term. If any member ceases to be a director of the Company, or a member who shall serve as an independent non-executive director no longer has the independence required by the Company Law, the Articles of Association and the Listing Rules within his/her term of office, he/she shall be automatically disqualified as the member of the Committee. The Committee members may resign by submitting a written resignation report to the Board prior to the expiry of his/her term of office, provided that the resignation report shall state clearly the reason for resignation and the matters requiring the attention of the Board. Where a member of the Committee loses his/her position as a Committee member or is approved for resignation, the vacancy shall be filled by a member elected by the Board in accordance with provisions set forth above in Articles 4 to 6. The resigning member shall continue to perform his/her duties until the member elected through by-election assumes the office.

Article 8 The Committee may have a secretary to assist with the work of the Committee. The human resource department of the Company and its department head or other departments or personnel of the Company designated by the Committee from time to time shall undertake the relevant work of the secretary of the Committee.

The secretary of the Committee shall be responsible for collecting and providing information in relation to domestic and overseas human resources management, providing the Committee with advice, organizing business routines and meetings and preparing relevant meeting documents.

Chapter III Duties and Authorities

Article 9 The main duties and authorities of the Committee include:

(I) to review the structure, size and composition (including the skills, age, gender, cultural and education background and experience) of the Board at least once a year 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 directors or senior management and to select or advise the Board on the selection of individuals nominated for directorships or senior management positions;

(III) to assess the independence of independent non-executive directors;

(IV) to make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors;

(V) to establish a list of qualified candidates for senior management members, to determine procedures and standards for selection and appointment of senior management members, conduct preliminary examination and verification of the qualifications and suitability of candidates, and to advise the Board in relation to the foregoing;

(VI) to study the standards and procedures for selecting directors and senior management members, and make recommendations;

(VII) to develop and review and implement, as appropriate, the policy concerning diversity of Board members adopted by the Board from time to time, to consider progress towards the achievement of objectives and disclose the relevant policies it has considered or a summary thereof in the Company's annual reports; and

(VIII) to review and make decisions on other matters in accordance with the laws, administrative regulations, departmental rules, regulatory documents, the Listing Rules, the Articles of Association and the authorization from the Board.

The Nomination Committee is responsible for formulating standards and procedures for selection of directors and senior management members, selecting and reviewing candidates for directors and senior management members as well as their qualifications, and making recommendations to the Board on the following matters:

(I) to nominate or appoint or remove directors;

(II) to appoint or dismiss senior management members;

(III) other matters as stipulated by laws, administrative regulations, the regulations of the China Securities Regulatory Commission and the Articles of Association.

Where the Board does not adopt or fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for not adopting such recommendations in the resolution of the Board.

Chapter IV Working Procedures

Article 10 The procedures for the Committee to conduct a preliminary review on the qualifications of candidates to be appointed as directors or senior management members:

(I) evaluate candidates proposed by the authorized persons set out in the Articles of Association;

(II) seek for comments from the candidates;

(III) convene Committee meetings, and review the qualifications and suitability of the candidates in accordance with the conditions of engagement of the directors and senior management members as set out in the laws, regulations, rules, regulatory documents and the Articles of Association;

(IV) report the qualifications and conditions of the candidates for directors who have completed the preliminary examination to the Board for a decision on whether or not to submit them to the general meeting for voting; report the qualifications and conditions of the candidates for senior management members who have completed the preliminary examination to the Board for a decision on whether or not to hire;

(V) conduct other follow-up work in accordance with the decisions of the Board.

Chapter V Rules of Procedures

Article 11 The Committee shall meet at least once every year. In principle, the Committee meetings shall be held concurrently with the regular meetings convened by the Board and notified to all members three days prior to the meetings; however, this notice period may be waived with the consent of all members.

Article 12 An extraordinary meeting of the Committee may be convened by the chairman or members representing more than half of the Committee. A notice of extraordinary meeting shall be given to all members at least one day prior to the meeting; however, this notice period may be waived with the consent of all members.

Article 13 The Committee members shall attend the meetings in a serious and responsible manner and clearly express their views on the proposals considered. In case a member is unable to attend a meeting of the Committee in person, he/she shall appoint another member in writing as a proxy to vote on his/her behalf, and the member giving the proxy shall bear legal responsibility in relation thereto.

A power of attorney shall state the name of such proxy, the relevant matters, scope of authorization and validity period, and shall be signed or sealed by the appointer. The member attending a meeting on behalf of other member shall produce such power of attorney and exercise the rights within the scope of authorization.

Article 14 If a member of the Committee fails to attend two consecutive meetings of the Committee (either by himself/herself or his/her duly appointed proxy), such member shall be deemed to have failed to perform his/her duties. The Committee shall propose to the Board to remove such member.

Article 15 A meeting of the Committee shall only be held when more than half of its members are present. The meetings shall be held by way of physical meetings in principle, or by way of telecommunication or circulation of written proposal, provided that the members are able to freely express their views and the procedures are in compliance with relevant regulatory requirements.

By way of telecommunication means more than half of the members attend the meeting via telephone, video or other means of communications; by way of circulation of written proposal means the members decide on proposal with separately served considerations or circulated served considerations.

Article 16 Meetings shall be chaired by the chairman of the Committee. The chairman of the Committee may appoint another member who is an independent non-executive director to chair the meeting if he/she is unable to attend the meetings.

Article 17 The Committee shall vote by a show of hands or by way of a poll, and each member is entitled to one vote. Resolutions at a Committee meeting may only be passed by more than half of its members.

Article 18 The Committee shall adopt the abstention policy.

A Committee member in any of the following circumstances shall make disclosure to the Committee in advance and apply for abstention from discussion of the Committee. Other members of the Committee may also require him/her to abstain from discussion:

(I) the member is proposed for nomination;

(II) close relatives of the member are proposed for nomination;

(III) other circumstances that may affect members in making objective and fair judgments.

If the Committee is unable to reach a unanimous opinion due to the abstention of members, the Committee shall submit such matter to the Board for consideration. directors and senior management members of the Company who are not the members of the Committee may be invited to attend the Committee meetings when necessary.

Article 19 Minutes of each Committee meeting shall be recorded by the office of the Board or other departments designated by the Board and shall contain the details of the matters considered and decisions made by the Committee at the meeting. Attending members shall have the right to request for the addition of explanatory notes to their speeches in the minutes, including any concerns raised or dissenting views expressed by members. Draft version of the minutes of Committee meetings shall be sent by the office of the Board or other departments designated by the Board to all members of the Committee for their comments within a reasonable time after the meeting and then final versions of minutes shall be sent to all directors. Minutes shall be signed by members of the Committee attending the meeting. The minutes of the meeting of the Committee shall be kept as the archives of the Company by the office of the Board or other departments designated by the Board.

Article 20 Resolutions passed at the meeting of the Committee and the voting results thereof shall be reported in writing to the Board.

Article 21 The Committee members present and other attendees have the obligation of maintaining the confidentiality of the matters discussed at the meeting and shall not disclose any relevant information without authorization.

Article 22 The office of the Board or other departments designated by the Board shall be responsible for submitting proposals, organizing meetings, overseeing the implementation and feedback of the resolutions of the Committee and liaising and coordinating with the Committee and the secretary of the Committee. The Committee shall be provided with sufficient resources to perform its duties and the relevant departments of the Company shall cooperate accordingly. If necessary, the Committee may engage external experts or intermediaries to provide professional advices on the matters to be discussed at a meeting at the reasonable expense of the Company.

Article 23 If the Board intends to propose a resolution at the general meeting to elect a person as an independent non-executive director, the circular/or explanatory letter to Shareholders accompanying the notice of the general meeting shall state:

(I) the process for identifying the person, the reasons for which the Board considers that the person should be appointed and the reasons for which they consider the person to be an independent person;

(II) if an independent non-executive director will serve as a director of a seventh (or more) listed company, the reasons for the Board to consider that such person can still devote sufficient time to the Board;

(III) the perspectives, skills and experience that such person can bring to the Board; and

(IV) how such person promotes diversity on the Board.

Chapter VI Supplementary Provisions

Article 24 The "above" as mentioned in these Terms of Reference shall be inclusive of the relevant figure; while "over" or "more than" shall be exclusive of the relevant figure.

Article 25 These Terms of Reference shall come into force from the date of consideration and approval by the Board.

Article 26 For matters not covered in these Terms of Reference or in the event of any inconsistency between these Terms of Reference and the provisions of laws, regulations, rules, regulatory documents, securities regulatory rules of the place where the Company's shares are listed or the Articles of Association, the provisions of laws, regulations, rules, regulatory documents, securities regulatory rules of the place where the Company's shares are listed and the Articles of Association shall prevail.

Article 27 These Terms of Reference shall be interpreted and amended by the Board of the Company.