Town Health International Medical Group Limited
康健國際醫療集團限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 3886)
(the "Company")

Terms of Reference of Nomination Committee

(Effective on 1 January 2026)

1. Objective

The nomination committee (the "**Committee**") is responsible for making recommendations to the board of directors of the Company (the "**Board**") on appointment of directors of the Company (the "**Directors**"), so as to ensure that all nominations are fair and transparent.

2. Composition

2.1 The members of the Committee shall be appointed by the Board and shall comprise a minimum of three members. The majority of the members of the Committee must be independent non-executive Directors. At least one member of the Committee shall be of a different gender.

2.2 The Chairman of the Committee shall be appointed by the Board and must be the Chairman of the Board or an independent non-executive Director.

2.3 The company secretary of the Company shall act as the secretary of the Committee who must ensure that full minutes of all meetings are kept.

3. Meetings

3.1 The meetings and proceedings of the Committee shall be governed by the provisions contained in the Company's bye-laws for regulating the meetings and proceedings of Directors.

3.2 The Committee shall meet at least once a year and at such other times as and when necessary or as requested by any Committee member. The quorum for the meetings shall be two members of the Committee.

3.3 The Committee may invite any appropriate persons to attend meetings of the Committee as it considers appropriate.

4. Authority

4.1 The Committee is authorised by the Board to investigate any activity within its duties and responsibilities outlined in these terms of reference.

4.2 The Committee is authorised to seek, at the Company's expense, independent professional advice to perform its duties and responsibilities if it considers necessary.

5. Duties and Responsibilities

The duties and responsibilities of the Committee are as follows:

(a) 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;

(b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;

(c) assess the independence of independent non-executive Directors;

(d) 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(s) of the Company; and

(e) support the Company's regular evaluation of the Board's performance.

6. Reporting

The Committee shall report back to the Board on its decisions and progress on a regular basis as to be determined by the Committee and approved by the Board.