STAR SPORTS MEDICINE CO., LTD.
北京天星醫療股份有限公司

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

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

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CHAPTER 1 GENERAL PROVISIONS

Article 1 To regulate the appointment of directors and senior management personnel of Star Sports Medicine Co., Ltd. (hereinafter referred to as the "Company"), optimize the composition of the Board of Directors, and improve the corporate governance structure, these Terms of Reference are formulated in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") and other relevant laws, administrative regulations, departmental rules and normative documents, the Articles of Association of Star Sports Medicine Co., Ltd. (hereinafter referred to as the "Articles of Association") and the Rules of Procedure for Meetings of the Board of Directors of Star Sports Medicine Co., Ltd., and with reference to the actual conditions of the Company.

Article 2 As a specialized committee under the Board, the Nomination Committee is accountable to the Board and reports its work to the Board.

Article 3 The Nomination Committee is responsible for formulating the selection criteria and procedures for directors and senior management personnel, and for screening and reviewing candidates for directors and senior management personnel and their qualifications for office.

CHAPTER 2 COMPOSITION OF THE NOMINATION COMMITTEE

Article 4 The Nomination Committee shall comprise no fewer than three directors of the Company, with independent non-executive directors accounting for the majority.

Article 5 Members of the Nomination Committee shall be nominated by the chairman of the Board, or by more than half of the independent non-executive directors, or by more than one-third of all directors, and shall be elected by the Board and approved by a majority of all directors.

Article 6 The Nomination Committee shall have one chairman (convener), who shall be an independent non-executive director and be responsible for presiding over the work of the Nomination Committee. The chairman of the Committee shall be elected within the Nomination Committee and appointed upon approval by the Board.

Article 7 The term of office of members of the Nomination Committee shall be the same as that of the directors. Members may be re-elected for consecutive terms upon the expiration of their terms. If, during the term, a member ceases to serve as a director of the Company, or a member who is required to be an independent non-executive director no longer satisfies the independence requirements stipulated in the Articles of Association, he/she shall automatically cease to be a Committee member, and the Board shall fill the vacancy in accordance with Articles 4 to 6 above.

Article 8 The Nomination Committee shall establish a working group to be responsible for liaison work, organization of meetings, preparation of materials, and archive management, among other daily tasks of the Nomination Committee. Members of the working group are not required to be members of the Nomination Committee.

CHAPTER 3 DUTIES AND POWERS

Article 9 The main duties of the Nomination Committee are as follows:

(I) to make recommendations to the Board on the size and composition of the Board based on the Company's business activities, asset scale, and shareholding structure; to review at least annually the structure, size, and composition of the Board (including skills, knowledge, and experience), and to make recommendations on any proposed changes to the Board to complement the Company's strategy;

(II) to formulate the Company's corporate governance policies and to review their implementation on a regular basis, and to make recommendations to the Board;

(III) to study and be responsible for formulating the selection criteria and procedures for directors and senior management personnel, to make recommendations to the Board, and to review and monitor the training and continuous professional development programs of directors and senior management personnel;

(IV) to extensively search for and identify qualified candidates for directors and senior management personnel;

(V) to screen and review candidates for directors and senior management personnel and their qualifications for office, and to select and nominate relevant persons for appointment as directors or make recommendations to the Board in this regard;

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

(VII) to make recommendations to the Board on the appointment or re-appointment of directors and on succession planning for directors (in particular the chairman), the general manager, and other senior management personnel;

(VIII) to formulate and maintain a policy on Board diversity, to review such policy on a regular basis, and to disclose the policy or a summary thereof in the Company's annual report;

(IX) where it is necessary for the Board to increase the number of directors or to fill vacancies, to identify individuals suitably qualified to become directors and to provide opinions to the Board on the selection and nomination of such individuals; in identifying suitable candidates, the Nomination Committee shall fully consider the complementarity of Board members in terms of knowledge structure and experience, the balance and independence of the composition of members, and, based on objective conditions and with due regard to the benefits of Board diversity, in conjunction with the Company's business needs, select candidates from a wide pool so as to ensure that the Board possesses appropriate talents, experience, and diverse perspectives and angles, thereby supporting the Company in achieving its strategic objectives, maintaining competitive advantages, and achieving sustainable development;

(X) to make recommendations to the Board on the re-appointment of non-executive directors (including independent non-executive directors) upon the expiry of their terms of office, and to make recommendations regarding the election or re-election of directors by shareholders and the continued appointment of any director at any time; where the Board proposes to put forward a resolution at a shareholders' meeting for the election of an individual as an independent non-executive director, the Nomination Committee shall ensure that the circular to shareholders and/or explanatory statement accompanying the notice of the relevant shareholders' meeting sets out:

1. the process used for identifying the individual, the reasons why the Board believes the individual should be elected, and the reasons why the individual is considered independent;

2. if the proposed independent non-executive director will hold directorships in seven (or more) listed companies, the reasons why the Board believes the individual will still be able to devote sufficient time to discharge his/her duties as a director;

3. the perspectives, skills, and experience that the individual can bring to the Board; and

4. how the individual contributes to the diversity of the Board;

(XI) to formulate, review, and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;

(XII) to review the Company's compliance with the Corporate Governance Code in Appendix 14 to the Hong Kong Listing Rules and the disclosures made in the Corporate Governance Report;

(XIII) to handle matters as prescribed by applicable laws, regulations, the Hong Kong Listing Rules and the Articles of Association, and exercise other powers granted by the Board.

Article 10 Proposals of the Nomination Committee shall be submitted to the Board for consideration and decision.

The Nomination Committee shall submit all research findings, discussions, materials, and information to the Board in the form of reports, recommendations, or summaries for the Board's consideration and decision-making.

CHAPTER 4 DECISION-MAKING PROCEDURES

Article 11 The Nomination Committee shall, in accordance with relevant laws, administrative regulations, other normative documents, the Hong Kong Listing Rules, and the Articles of Association, and in light of the actual circumstances of the Company, study the selection criteria, selection procedures, and terms of office for directors and senior management personnel. Resolutions formed shall be submitted to the Board for consideration and approval and implemented accordingly.

Article 12 The selection and appointment procedures for directors and senior management personnel shall be handled in accordance with the following provisions:

(I) the Nomination Committee shall actively communicate with relevant departments of the Company to study the Company's requirements for directors and senior management personnel and form written materials;

(II) the Nomination Committee may extensively search for candidates for directors and senior management personnel within the Company and its holding or equity-participating enterprises, as well as in the talent market;

(III) information on the preliminary candidates shall be collected, including their profession, educational background, professional titles, detailed work experience, and all part-time positions, and such information shall be compiled into written materials;

(IV) the consent of the nominated persons to their nomination shall be obtained; otherwise, they shall not be considered as candidates for directors or senior management personnel;

(V) a meeting of the Nomination Committee shall be convened to conduct qualification review of the preliminary candidates in accordance with the requirements for directors and senior management personnel;

(VI) prior to the election of new directors and the appointment of new senior management personnel, the Nomination Committee shall submit to the Board its review opinions on the qualifications of director candidates and newly appointed senior management personnel, together with relevant materials;

(VII) other follow-up work shall be carried out in accordance with the decisions and feedback of the Board.

If necessary, the Nomination Committee may engage intermediary institutions to provide professional opinions for its decision-making, and the relevant reasonable expenses shall be borne by the Company.

CHAPTER 5 RULES OF PROCEDURE

Article 13 Meetings of the Nomination Committee shall be convened and presided over by the chairman. Where the chairman is unable or fails to perform his/her duties, he/she shall designate another Committee member to perform such duties on his/her behalf. Where the chairman (convener) fails to perform his/her duties and does not designate another Committee member to act on his/her behalf, the remaining two Committee members may, through consultation, elect one among them to perform the duties of the chairman (convener) of the Nomination Committee.

Article 14 Meetings of the Nomination Committee shall include regular meetings and extraordinary meetings. Regular meetings shall be held at least once a year and all Committee members shall be notified at least five days prior to the meeting. Extraordinary meetings shall be notified to all Committee members at least three days prior to the meeting. With the unanimous consent of all Committee members, the above notice periods may be waived.

Notice may be given by hand delivery, facsimile, letter, email, telephone, or other means.

Article 15 The notice of meeting shall at least include the following:

(I) time, venue and form of the meeting;

(II) duration of the meeting;

(III) agenda items to be discussed at the meeting;

(IV) contact person of the meeting and the way of contact;

(V) date of notice of the meeting.

For notifications made by telephone, the notice shall at least include items (I) and (II) above, written records shall be maintained, and meeting documents shall be distributed to all Committee members before the meeting.

Article 16 Meetings of the Nomination Committee may be held in person or by means of communication. Communication methods include, but are not limited to, teleconferencing, videoconferencing, and written resolution.

Article 17 Meetings of the Nomination Committee should be held only with the presence of more than two-thirds of Committee members. Each Committee member should be entitled to one vote. The resolutions made at the meeting should be approved by more than half of all Committee members. If any member of the Nomination Committee has an interest in the matters discussed at the meeting, such member shall abstain from deliberation and voting. If, as a result, the number of voting members is less than two, the Nomination Committee shall submit the matter to the Board for consideration.

Article 18 Members of the Nomination Committee should attend meetings in person and express clear opinions on the matters under consideration. If a Committee member is unable to attend a meeting in person for any reason, they should review the meeting materials in advance, form a clear opinion, and appoint another Committee member in writing to attend and express opinions on their behalf. Committee members shall not provide or accept authorizations that do not specify a voting intention, that grant full power of attorney, or that have an unclear scope of authorization.

Article 19 A Committee member who authorizes another member to attend the meeting and exercise the voting right on their behalf shall submit to the presider of the meeting a power of attorney, which shall be submitted to the presider of the meeting no later than the commencement of the voting.

Article 20 The power of attorney shall be signed by both the principal and the attorney and shall include at least the following:

(I) name of the principal;

(II) name of the attorney;

(III) the matters to be authorized;

(IV) instructions on how to exercise voting rights on the agenda items (in favor, against, abstain);

(V) the duration of the proxy authorization;

(VI) the date of signing of the power of attorney.

Article 21 Any member of the Nomination Committee who does not attend the meeting in person or by proxy shall be deemed as having not attended the relevant meeting. Any Committee member who does not attend the meeting for two consecutive times shall be deemed as unable to perform their duties appropriately, and the Board may revoke their position as a member.

Article 22 Voting at meetings of the Nomination Committee shall be by show of hands or ballot.

Article 23 When a meeting of the Nomination Committee is convened by way of written resolution, the written resolution shall be delivered to all Committee members by means of fax, email, express courier, or personal delivery. Committee members shall vote on the resolution and return the original to the Company for record-keeping. If the number of Committee members who sign in agreement meets the requirements stipulated in these Terms of Reference, the resolution shall become a resolution of the Committee.

Article 24 When necessary, other directors and senior management personnel of the Company may also be invited to attend the meetings of the Nomination Committee as non-voting representatives.

Article 25 There should be minutes for meetings of the Nomination Committee. The draft and final versions of the minutes should be circulated to all Committee members present within a reasonable time after the meeting. The draft is for comments, while the final version serves as a record. All Committee members present shall sign the minutes. If any Committee member in attendance has objections to the resolutions, such objections should be noted in the meeting minutes. The meeting minutes shall be kept by the secretary of the Board and shall be preserved for a period of not less than 10 years during the continuance of the Company.

Article 26 The meeting minutes shall include at least the following:

(I) the date, venue, form of the meeting, and the name of the convener;

(II) the names of the persons in attendance at the meeting, and those attending on behalf of others shall be particularly noted;

(III) the voting method for each resolution or proposal, and the voting results stating the number of votes in favor, against, or abstained;

(IV) other matters that should be described and recorded in the meeting minutes.

Article 27 Resolutions and voting results adopted at a meeting of the Nomination Committee shall be reported by the Committee members or the secretary of the Board to the Board no later than the day following the effective date of such resolutions (unless such reporting is prohibited by legal or regulatory restrictions).

Article 28 All Committee members attending the meeting and those present as non-voting representatives are obliged to keep confidential all matters discussed at the meeting and must not disclose any related information without authorization.

CHAPTER 6 ANNUAL SHAREHOLDERS' MEETING

Article 29 The chairman of the Nomination Committee must attend the Company's annual shareholders' meeting and be prepared to answer any questions raised by shareholders regarding the responsibilities of the Nomination Committee.

Article 30 If the chairman of the Committee is unable to attend the Company's annual shareholders' meeting, he/she must arrange for another member of the Nomination Committee to attend the meeting. The person shall be prepared to answer shareholders' questions regarding the Nomination Committee's work at the annual shareholders' meeting.

CHAPTER 7 SUPPLEMENTARY PROVISIONS

Article 31 Unless otherwise specified, the terms used in these Terms of Reference shall have the same meanings as those in the Articles of Association.

Article 32 The phrases "more than" and "within" as mentioned in these Terms of Reference are inclusive, while "exceeding", "beyond", "less than" and "more than" are exclusive.

Article 33 For matters not covered by these Terms of Reference, the Company shall comply with the relevant laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed, as well as the Articles of Association, resolutions of the shareholders' meetings, Board resolutions, or other relevant rules and regulations. If these Terms of Reference conflict with the relevant laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, or the Articles of Association, the provisions of the relevant laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association shall prevail.

Article 34 These Terms of Reference shall be formulated, amended and interpreted by the Board.

Article 35 These Terms of Reference, upon consideration and approval at the shareholders' meeting, will come into effect on the date when the overseas listed shares in the initial public offering of the Company are listed and traded on the Stock Exchange of Hong Kong Limited. The original Implementation Rules for the Nomination Committee under the Board of the Company shall become null and void automatically on the date when these Terms of Reference come into effect.

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