Glory Health Industry Limited
國瑞健康產業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2329)

NOMINATION COMMITTEE CHARTER

Revised and approved by the Board of Directors of the Company on June 2, 2026

1. General Provisions

1.1 Objective

In order to regulate the appointment of a Director, optimize the composition of the Board and improve its corporate governance structure, the Company has set up a Nomination Committee under the Board (the "**Committee**" unless otherwise indicated) and prepared this Charter in accordance with the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the Articles of Association and other pertinent regulations.

1.2 Status and Principle of the Committee

The Committee is a specialized working body set up by the Board pursuant to a resolution in a general meeting, which mainly responsible for studying the criteria and procedures for selecting Directors and senior management personnel of the Company and making recommendations to the Board in respect thereof. The Committee members are appointed by over 50% affirmative votes of the Board. The Committee reports to the Board regularly.

The principle of the Committee is to fulfil its duties and obligations with lofty professionalism, reasonably safeguard the Company's best interest and fairly protect the interests of all shareholders, especially the interests of minority shareholders, in accordance with the applicable regulatory requirements.

1.3 Structure and Qualifications of the Committee

The Committee shall comprise at least three members. The Board may change such number when it deems necessary, provided that the minimum requirement by the applicable regulatory rules is met. More than half of the Committee members shall be independent non-executive Directors, with at least one member of a different gender, and shall meet the following requirements:

a. they shall have no material affiliations with the Company;

b. they shall be in compliance with the requirement of "independency" by the applicable regulatory rules.

The chairman of the Nomination Committee (the "**Chairman**"), who shall be the Board Chairman or an independent non-executive Director, shall be nominated by the Board Chairman, or more than half of the independent Directors or one-third of all Directors and shall be appointed through election by the Board.

1.4 Terms of the Committee Members

The term of office for a Committee member shall be concurrent with the term of his/her directorship. A Committee member may be re-elected for appointment upon conclusion of his/her term of office. Any Committee member, who ceases to be a Director or an independent non-executive Director of the Company, shall be automatically removed from the Committee, and the vacancy shall be filled pursuant to the applicable rules of the Company.

In the event that any Committee member tenders his/her resignation, or his/her removal has been agreed by more than half of the Directors, or ceases to act as an independent non-executive Director, the Board may terminate his/her term before the expiry date. Any change in Committee members with simultaneous change in the Company Directors shall follow the procedures of change of Directors pursuant to the Articles of Association to obtain the shareholders' approval in a general meeting and a public announcement shall be made in accordance with the applicable regulatory rules.

1.5 Resignation of the Committee Members

Should any Committee member resign before the term expires, such member shall submit to the Company's Board through the Secretary of the Board a written resignation three months in advance, in which detailed explanations shall be given. Should any Committee member lose his/her position in the Committee due to his/ her resignation from the position of an independent non-executive Director, the regular resignation procedures for the Committee members is not necessary. Upon his/her resignation from the position of an independent non-executive Director pursuant to the resignation procedures for an independent non-executive Director, his/her position as a Committee member shall be automatically removed.

1.6 Others

The Company's Secretary of the Board shall be the secretary of the Committee.

2. Operation and Procedures Committee

2.1 Committee Meetings

The Committee shall hold a meeting at least once a year and additional meetings shall be held as they are required by the Committee Chairman or any two Committee members.

A Committee meeting may not be held unless it is attended by more than half of its members, with at least one of them shall be an independent non-executive Director. Meetings may be held in person, by telephone or by video conference or by other telecommunications means.

The Committee may accept written resolutions in lieu of convening a Committee meeting.

2.2 Convening and Presiding of Meetings

A Committee meeting shall be convened by Committee members themselves and the Secretary of the Board can assist them to convene the meeting. The Secretary of the Board may authorize the Office of the Board Chairman to assist in the specific arrangement of convening and preparation for such meeting.

The notice for a committee meeting shall be delivered to each member fourteen days prior to such meeting. The related agenda and documents for the meeting shall be delivered to each member three days prior to such meeting.

The Committee Chairman shall preside over its meetings. If the Chairman cannot attend a meeting, the attending members shall elect one of themselves to preside.

2.3 Resolutions

Each member has one vote and the passing of any resolutions of a Committee meeting shall be passed by over 50% affirmative votes of all Committee members.

The voting of a Committee meeting may be taken by hands or by poll.

Any resolutions of a Committee meeting shall be in written form and executed by attending members.

If a written resolution is adopted, it takes effect when the meeting materials are delivered to all Committee members and affirmatively voting members reach the legitimate quorum for passing such resolution.

2.4 Minutes

A Committee meeting shall have complete and truthful minutes and they shall be properly maintained.

The Office of the Board Chairman shall be responsible for taking minutes of Committee meetings. The draft of the minutes shall be available to all Committee members within a reasonable time after the meeting for their review and execution and comment. Eventually, a final version will be sent to them for records.

The Secretary of the Board shall keep the original copies of the minutes in such manner and for such duration as determined by reference to the filing of Board documents.

The minutes shall be available for inspection by any Director at any reasonable time on reasonable notice by the Director.

2.5 Non-voting Attendance

When it deems necessary, the Committee may invite the Company's management and other Directors to attend a Committee meeting where the attendees have no voting right.

2.6 Ancillary Organ of the Committee

The Office of the Board Chairman shall coordinate and support the routine operation of the Committee.

3. Duties and Obligations of the Committee

3.1 Duties of the Committee

The followings are the major duties of the Committee:

a. review the structure, size and composition (including the skills, knowledge, experience and diversity) 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, having due regard to the board diversity policy and nomination policy of the Company;

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 Board Chairman and Chief Executive Officer;

e. review the nomination policy and board diversity policy of the Company, and disclose a summary of the nomination policy and board diversity policy (including the any measurable objectives that has been set for implementing the policy, and progress on achieving those objectives) in the Corporate Governance Report of the annual report;

f. to review regularly the contribution required from a Director to perform his/ her responsibilities, and whether he/ she is spending sufficient time performing them and to conduct regularly any other assessments, taking into account his/ her professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM and other significant external time commitments of the Directors and other factors or circumstances relevant to the Director's character, integrity, independence and experience, as required under the Listing Rules; and

g. to consider the Board's regular evaluation of its performance.

The Committee has the right to request from the Company's management any necessary documents and materials for the performance of its duties or seek explanations on any issues the Committee is concerned about. Senior management shall co-operate with the Nomination Committee.

3.2 Duties of the Committee Members

Each of the Committee members shall diligently and efficiently perform his/her duties and exercise his/her rights, in accordance with the applicable regulatory provisions and this Charter, including but not limited to:

a. be conscientious, reasonably safeguard the best interests of the Company, fairly protect the interests of all shareholders, especially the interests of minority shareholders;

b. attend a Committee meeting in person, or authorize other members to attend on his or her behalf by written proxy, which shall state the scope of authorization, when he or she is unable to attend;

c. carefully review any documents and resolutions submitted to the members;

d. keep adequate and effective communication with the Board and the management; and

e. all members attending any Committee meetings shall have the obligation to keep confidential all matters discussed at such meetings and shall refrain from unauthorized disclosures of information relating thereto.

3.3 Others

3.3.1 The Committee Chairman shall attend the Company's Annual General Meeting to answer shareholders' questions on the Committee's activities.

3.3.2 The Committee shall make available the terms of reference on request and have them upload to the websites of Stock Exchange and the Company, explaining its role and the authority delegated to it by the Board, by inclusion on the Exchange's and the Company's websites.

3.3.3 The Committee shall disclose the composition of the Board annually in the Corporate Governance Report and monitor the execution and implementation of duties and obligations of the Committee.

4. Decision-making Process of the Committee

4.1 Summary of Decision-making Process

The Committee shall study the election criteria, procedures of selection and terms of office of the Directors of the Company in accordance with provisions of pertinent laws and regulations and the Articles of Association and subject to the actual conditions of the Company. Any resolutions formulated in this regard shall submit to the Board for approval, and shall be implemented accordingly.

4.2 The nomination policy for Directors

The provisions set out in the paragraphs 3.1(a) to (g) of this Charter are regarded as the key nomination criteria and principles of the Company for the nomination of directors, and these provisions constitute the nomination policy of the Company.

4.3 The nomination procedures for Directors

4.3.1 Appointment of Directors

a. The Committee shall identify qualified individuals to become Board members after considering the board diversity policy and nomination policy of the Company, and shall proactively communicate with relevant departments of the Company to study their requirements for new Directors;

b. The Committee may conduct extensive search for candidates for Directors within the Company, its subsidiaries (associate companies) and in the recruitment market;

c. Information on the candidates, including their profession, education, professional positions and detailed work experience (including part-time jobs), shall be collected;

d. The nominee's consent to nomination shall be sought, failing which such nominee shall not be nominated as a candidate for Director;

e. A Committee meeting shall be convened to examine qualifications of the proposed candidates according to job requirements for Directors;

f. The Committee shall submit its recommendations and relevant materials in respect of the candidates for Directors to the Board one month prior to the election of the new Directors;

g. The Board shall consider the candidate for Director recommended by the Committee; and

h. The Board confirms the approval of candidate(s) for Director to become Director(s), or recommends to the shareholders the individual(s) to stand for election at a general meeting. Individual(s) appointed by the Board to fill a casual vacancy or as an addition to the Board will only hold office until the next annual general meeting of the Company, and shall be subject to re-election at the next annual general meeting after initial appointment in accordance with the Company's articles of association.

4.3.2 Re-appointment of Directors

a. The Committee shall recommend each retiring Director, having due regard to the board diversity policy and nomination policy of the Company, to be re-elected at an annual general meeting; where the retiring Director is an Independent Non-executive Director, the Committee shall assess his/her independence;

b. The Committee shall make recommendation(s) to the Board regarding the re-election of Directors;

c. The Board shall consider the list of Directors for re-election recommended by the Nomination Committee, and shall recommend those retiring Directors to stand for re-election at the annual general meeting; and

d. The Shareholders approve the re-election of Directors at the annual general meeting.

5. Compensation and Budget of the Committee

5.1 Compensation of the Committee

The compensation of the Committee shall be determined and approved by the Board and can be paid in form of cash, stocks or options. The Committee members shall not directly or indirectly receive from the Company any consulting fees, advising fees or any other compensation, except for:

a. compensation received as a Director (including any compensation and other benefits paid to all Directors) and compensation received as an employee in playing the role of an employee representative;

b. compensation for a position in any committee under the Board; and

c. pension or other deferred compensation for the service that a Director has provided (provided that such compensation is not contingent upon any other service that a Director has to provide in any way in the future).

5.2 Budget of the Committee

For the performance of its duties, the Committee shall have its necessary budget and other resources which shall be borne by the Company, including:

a. total expenses relating the appointment of any external advisors by the Committee; and

b. all necessary or appropriate administrative expenses for the Committee to perform its duties.

6. Appendixes

6.1 Validity and Interpretation

This Charter shall take effect upon the passing by a Board resolution and the Board of Directors of the Company shall be responsible for the interpretation hereof. Any issues not covered hereunder shall follow the applicable regulatory provisions and the Articles of Association of the Company.

6.2 Amendment and Termination

Any amendment or termination of this Charter is subject to the Board's resolution.

6.3 Publishing of this Charter

This Charter will be published on the websites of the Company and the Stock Exchange according to the Listing Rules.