

# **Medcaptain Medical Technology Co., Ltd.**

## **Terms of Reference for the Nomination Committee of the Board**

### **Chapter 1 General Provisions**

**Article 1** In order to standardise the selection of senior management of Medcaptain Medical Technology Co., Ltd. (hereinafter referred to as the “Company”), optimize the composition of the Board and improve the corporate governance structure, in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, 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 laws, regulations, normative documents, as well as the relevant provisions of the Articles of Association of Medcaptain Medical Technology Co., Ltd. (hereinafter referred to as the “Articles of Association”), the Company has established the Nomination Committee under the Board (hereinafter referred to as the “Nomination Committee”) and formulated these Terms of Reference.

**Article 2** The Board’s Nomination Committee is a specialised working body established by the Board, mainly responsible for reviewing candidates, selection criteria and procedures for the directors and senior management of the Company, and making recommendations to the Board on the selection of such candidates.

### **Chapter 2 Composition**

**Article 3** The Nomination Committee shall comprise at least three directors, with independent non-executive directors forming a majority. The Nomination Committee shall include at least one director of a different gender.

**Article 4** Members of the Nomination Committee shall be nominated by the chairman of the Board, more than one half of the independent non-executive directors, or more than one third of all directors, and shall be elected by the Board.

**Article 5** The Nomination Committee shall have one chairperson (convener), who shall be an independent non-executive director, and shall be responsible for chairing the work of the Committee. The chairperson shall be elected from among the Committee members and appointed subject to the approval of the Board.

**Article 6** The term of office of the members of the Nomination Committee shall be the same as that of the Board. Members may be re-elected upon expiry of their terms of office. If any member ceases to serve as a director of the Company during his/her term of office, he/she shall automatically cease to be a member, and the Committee shall fill the vacancy in accordance with Articles 3 to 5 above.

### **Chapter 3 Duties and Authorities**

**Article 7** The primary duties and authorities of the Nomination Committee are as follows:

- (1) to formulate the selection criteria, procedures and methods for selecting the directors and senior management members of the Company and submit them to the Board for review; to review the structure, size, and composition (including skills, knowledge, and experience) of the Board at least annually, to assist the Board in maintaining a Board skills matrix and to make recommendations to the Board on any proposed changes to complement the Company's corporate strategy, having regard to the Company's business operations, asset size and shareholding structure; and to adopt and maintain a board diversity policy, under which Board diversity may be achieved by considering a number of factors, including but not limited to gender, age, cultural and educational background or professional experience, and such policy shall be disclosed in the Corporate Governance Report of the Company;
- (2) to review the selection criteria and procedures for directors, managers and other senior management members and make recommendations to the Board;
- (3) to review director candidates and chief executive candidates and make recommendations, and to make recommendations to the Board on the appointment or reappointment of directors, and succession plans for directors, in particular the chairman and chief executive;
- (4) to identify candidates with suitable qualifications to serve as directors, to evaluate other senior management members nominated by the chief executive and to select and nominate Relevant Persons as directors or other senior management members, or to make recommendations to the Board in this regard;
- (5) to review the talent development plan of the Company;
- (6) to identify candidates for vacant positions in domestic and international talent markets and within the Company and to make recommendations to the Board;
- (7) to comprehensively evaluate the skills, knowledge and experience of directors and senior management members, and to assess the independence of independent non-executive directors;
- (8) to assess the independence of independent non-executive directors, review annually the time commitment required of non-executive directors (including independent non-executive directors), and to evaluate, through performance assessment, whether non-executive directors (including independent non-executive directors) have devoted sufficient time to fulfil their duties;
- (9) to support the Company's regular evaluation of the Board's performance;

- (10) to assess each director's time commitment and contribution to the Board and their ability to effectively fulfil their duties, taking into account such director's professional qualifications and work experience, existing directorships in listed issuers on any stock exchange and other significant external time commitments, and other factors or circumstances relevant to the director's character, integrity, independence, and experience; and
- (11) to handle other matters authorised by the Board.

**Article 8** The main duties of the chairperson of the Committee are as follows:

- (1) to convene and preside over Committee meetings;
- (2) to supervise and examine the work of the Committee;
- (3) to sign relevant documents of the Committee;
- (4) to report the work of the Committee to the Board of the Company; and
- (5) to perform other duties required or conferred by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, these Terms of Reference and the Board.

**Article 9** The rights and obligations of the Committee members are as follows:

- (1) to attend the Committee meetings as scheduled, express opinions on matters discussed at such meetings, and exercise voting rights;
- (2) to propose agenda items for discussion at the Committee meetings;
- (3) to attend or observe relevant Company meetings, conduct research, and obtain necessary reports, documents, materials and other related information for the performance of their duties;
- (4) to fully understand the duties and responsibilities of the Committee and his/her own duties as a Committee member, be aware of the Company's management, business activities and development relating to his/her duties, so as to ensure that he/she is able to perform his/her duties and responsibilities;
- (5) to devote sufficient working time and effort to perform his/her duties and responsibilities; and
- (6) to perform other duties required or conferred by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, these Terms of Reference and the Board.

**Article 10** The Nomination Committee shall be accountable to the Board, and its proposals shall be submitted to the Board for review and decision. Unless there are sufficient reasons or reliable evidence to the contrary, the Board shall give due regard to the recommendations of the Nomination Committee and shall not set aside the Committee's recommendations regarding candidates for directors and management personnel without proper justification.

Where an independent non-executive director has served more than nine years, such director's further appointment shall be subject to a separate resolution to be approved by shareholders. The papers to shareholders accompanying that resolution shall state why the Board (or the Nomination Committee) believes that the director is still independent and should be re-elected.

**Article 11** When the Nomination Committee performs its duties, relevant departments of the Company shall provide assistance, and the daily operating expenses of the Committee shall be borne by the Company.

## **Chapter 4 Decision-Making Procedures**

**Article 12** Based on relevant laws and regulations, securities regulatory rules of the place where the Company's shares are listed, and the provisions of the Articles of Association, and taking into account the Company's actual circumstances, the Nomination Committee shall review the selection criteria, selection procedures and term of office for directors and management personnel of the Company. Resolutions shall be formally documented, submitted to the Board for approval, and implemented accordingly.

**Article 13** The procedures for selection and appointment of directors and management personnel are as follows:

- (1) the Nomination Committee shall actively communicate with relevant departments of the Company to evaluate the Company's needs for new directors and management personnel;
- (2) the Nomination Committee may conduct a broad search for candidates for directors and management personnel within the Company, its holding (participating) companies and the talent markets;
- (3) the Nomination Committee shall collect information on the occupation, academic qualifications, professional titles, detailed work experience and all concurrent positions held by the preliminary candidates, and prepare written materials;
- (4) the Nomination Committee shall seek the nominee's consent to the nomination; otherwise the nominee shall not be considered as a candidate for directors or management personnel;
- (5) the Nomination Committee shall convene a meeting and conduct qualification reviews of preliminary candidates based on the qualification requirements of directors and management personnel;
- (6) before the election of new directors and the appointment of new management personnel, the Nomination Committee shall submit recommendations and relevant materials to the Board regarding director candidates and newly appointed management personnel; and
- (7) the Nomination Committee shall carry out other follow-up work based on decisions and feedback from the Board.

## **Chapter 5 Rules of Procedure**

**Article 14** The Nomination Committee shall hold at least one meeting each year, and the notice shall be given to all members three days before the meeting. The Nomination Committee may hold ad hoc meetings as required by the Company, and notice shall be given to all members three days before the meeting. The meetings shall be presided over by the chairperson. If the chairperson is unable to attend, he/she may appoint another member who is an independent non-executive director to preside over the meeting. If the chairperson fails to perform his/her duties and does not appoint another member to act on his/her behalf, any member may report the situation to the Board, which shall designate a member to perform the chairperson's duties.

**Article 15** A meeting of the Nomination Committee may be held only if more than two-thirds of its members are present. Each member shall have one vote. Resolutions made at the meeting shall be passed by a majority of all members. Committee members may attend meetings in person, through other electronic means, or any other means agreed by the members.

**Article 16** Voting at a meeting of the Nomination Committee shall be conducted by show of hands or by poll. Ad hoc meetings may be held by means of voting by correspondence.

**Article 17** The meeting agenda and accompanying papers shall be sent, in full, to all committee members and, where appropriate, other persons attending the meeting, in a timely manner and at least three days before the intended date of the meeting, or such other period as agreed by the members.

**Article 18** The Nomination Committee may, where necessary, invite directors, supervisors and other senior management members of the Company to attend the meetings.

**Article 19** The Company shall provide the Nomination Committee with sufficient resources to perform its duties. Where necessary, the Nomination Committee may seek independent professional advice, at the Company's expense, to perform its responsibilities.

**Article 20** The procedures for convening meetings of the Nomination Committee, the voting methods, and the resolutions passed at the meetings must comply with relevant laws, regulations, the rules of the Stock Exchange where the Company's shares are listed, the Articles of Association, and these Terms of Reference.

**Article 21** The matters considered and resolutions reached at meetings of the Nomination Committee shall be recorded in sufficient detail, including the names of the persons attending the meeting and any concerns raised and/or dissenting views expressed by Committee members. The minutes shall provide sufficiently detailed records of matters considered and resolutions reached at meetings, including any concerns raised or dissenting views expressed by members, and be circulated to each member for review and confirmation. Draft and final versions of the minutes should be sent to all directors within a reasonable time after the meeting is held. The draft is for directors to express their comments, and the final version shall be signed for record-keeping. Members attending the meeting shall sign the minutes, which shall be kept by the secretary to the Board of the Company. Directors of the Company may inspect meeting minutes at any reasonable time on giving reasonable notice.

If a committee member has any comments or objections to the minutes, they may choose not to sign the minutes, but shall submit his/her written comments to the secretary to the Board within the time limit stipulated above. If there is an error or omission in the minutes, the secretary to the Board shall make the relevant amendments, and the Committee members shall sign the amended minutes.

**Article 22** The proposals passed and the voting results at the meetings of the Nomination Committee shall be submitted in writing to the Board of the Company.

**Article 23** All committee members attending the meeting shall have a confidentiality obligation in respect of the matters discussed at the meetings, and shall not disclose relevant information without authorisation.

**Article 24** If a member of the Nomination Committee has a direct or indirect interest in a matter discussed at the meeting, such member shall abstain from voting on the relevant proposal.

If, after the abstention of any interested committee member, the number of members present at the meeting falls below the quorum required under these Terms of Reference, all committee members, including the interested members, shall resolve on procedural matters such as whether to submit the relevant proposal to the Board of the Company for consideration, and the Board of the Company shall then consider such proposal.

**Article 25** The Nomination Committee should make available its Terms of Reference, explaining its role and the authority delegated to it by the Board by including them on the website of The Stock Exchange of Hong Kong Limited and the Company's website.

## **Chapter 6 Supplementary Provisions**

**Article 26** Matters not covered in these Terms of Reference shall be implemented in accordance with the relevant provisions of national laws, regulations, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association. In the event of any inconsistency between these Terms of Reference and the relevant provisions of laws, regulations, other normative documents or the Articles of Association, such laws, regulations, normative documents, the 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.

**Article 28** These Terms of Reference shall take effect and implemented from the date on which the Company's H Shares are listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited, upon consideration and approval by the Board.

**Medcaptain Medical Technology Co., Ltd.**

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