

Medcaptain Medical Technology Co., Ltd.

Terms of Reference for the Strategy and Environmental, Social and Governance (ESG) Committee of the Board

Chapter 1 General Provisions

Article 1 To adapt to the strategic development needs of Medcaptain Medical Technology Co., Ltd. (hereinafter referred to as the “Company”), enhance the Company’s core competitiveness, determine the Company’s development plan, improve investment decision-making procedures, strengthen the scientific nature of decision-making, improve the effectiveness of major investment decisions and the quality of decision-making, and improve the corporate governance structure, in accordance with the Company Law of the People’s Republic of China and other laws, regulations, normative documents, and 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 Strategy and Environmental, Social and Governance (ESG) Committee of the Board (hereinafter referred to as the “Strategy and ESG Committee”) and formulated these Work Rules.

Article 2 The Board’s Strategy and ESG Committee is a specialised working body established by the Board, mainly responsible for researching the Company’s long-term development strategy and major investment decisions, and making recommendations to the Board, and for supervising and guiding the Company’s effective implementation of environmental protection, social responsibility, and standardized corporate governance matters, with a view to promoting the Company’s environmental, social and governance development.

Chapter 2 Composition

Article 3 The Strategy and ESG Committee shall comprise three directors, including at least one independent non-executive director.

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

Article 5 The Strategy and ESG Committee shall have one chairperson (convener), who shall be the Company’s Chairman.

Article 6 The term of office of the Strategy and ESG Committee shall be consistent with the term of office of the Board. Members may be re-elected upon expiry of their terms. If any member ceases to serve as a director of the Company during his/her term, he/she shall be disqualified from the Strategy and ESG Committee membership automatically, and the Strategy and ESG Committee shall replenish the number of members according to Articles 3 to 5 above.

Article 7 The Strategy and ESG Committee may temporarily establish a Strategy and ESG Working Group based on actual work needs. Working group members are not required to be members of the Strategy and ESG Committee, and the composition of the working group may be determined based on actual work needs. The working group shall be responsible for the Strategy and ESG Committee's daily affairs and implementing Strategy and ESG Committee resolutions, including but not limited to carrying out preliminary preparation for the Strategy and ESG Committee decisions, daily work liaison, meeting organisation and implementation of relevant resolutions.

Chapter 3 Duties and Authorities

Article 8 The main duties and authorities of the Strategy and ESG Committee are as follows:

- (1) to research and make recommendations to the Board on the Company's long-term development strategy and major investment decisions;
- (2) to research and make recommendations to the Board on major investment and financing plans which are subject to the Board's approval pursuant to the Articles of Association;
- (3) to research and make recommendations to the Board on major capital operations and asset operation projects which are subject to the Board's approval pursuant to the Articles of Association;
- (4) to research and make recommendations to the Board on other major matters affecting the Company's development;
- (5) to monitor and research laws, regulations, and policies in the ESG field that are relevant to the Company, and to research and make recommendations on directions of the Company's environmental protection, social responsibility, corporate governance and other ESG-related work;
- (6) to research and formulate the Company's ESG management approach and strategy, including ESG-related strategic plans, expected goals and targets, management structure, systems and implementation measures;
- (7) to identify and monitor ESG-related risks and opportunities that have a material impact on the Company's business, and to guide management to take appropriate measures in response to such ESG-related risks and opportunities;
- (8) to guide, supervise and review the implementation of the Company's environmental, social responsibility and corporate governance work, evaluate the Company's overall ESG performance and make recommendations accordingly;
- (9) to review the Company's Environmental, Social and Governance (ESG) Report and other disclosures or material matters related to sustainable development or ESG, and to provide comments and recommendations to the Board;
- (10) to inspect the implementation of the above matters; and
- (11) to handle other matters authorised by the Board.

Article 9 The main duties of the chairperson of the Strategy and ESG Committee are as follows:

- (1) to convene and preside over the meetings of the Committee;
- (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 and responsibilities prescribed by laws, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, these Terms of Reference and as required or conferred by the Board.

Article 10 The rights and obligations of the Strategy and ESG Committee members are as follows:

- (1) to attend meetings of the Committee as scheduled on time, express opinions on matters discussed at the meetings and exercise voting rights;
- (2) to propose agenda items for discussion at the meetings of the Committee;
- (3) to attend or sit in on relevant meetings of the Company, conduct investigation and research, and obtain relevant information required for the performance of their duties, including reports, documents, materials and other related information;
- (4) to fully understand the duties and responsibilities of the Committee and his/her own duties as a Committee member, and be aware of the Company's management, business activities and development related 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 and responsibilities as 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 11 The Strategy and ESG Committee shall be accountable to the Board, and its proposals shall be submitted to the Board for review and decision.

Chapter 4 Decision-Making Procedures

Article 12 The Strategy and ESG Working Group is responsible for the preliminary preparation for the Strategy and ESG Committee's decision-making and providing the Company with relevant information:

- (1) The responsible persons of the relevant departments of the Company or its holding (participating) enterprises shall submit materials including the intentions for major investment and financing, capital operations, asset operation projects, preliminary feasibility reports and basic information on the cooperating parties;
- (2) The Strategy and ESG Working Group shall conduct a preliminary review, issue a project proposal, and file it with the Strategy and ESG Committee;
- (3) Relevant departments of the Company or its holding (participating) enterprises shall conduct external negotiations on agreements, contracts, Articles of Association and feasibility reports, and report to the Strategy and ESG Working Group; and
- (4) The Strategy and ESG Working Group shall conduct reviews, issue written comments, and submit formal proposals to the Strategy and ESG Committee.

Article 13 The Strategy and ESG Committee shall convene meetings based on proposals from the Strategy and ESG Working Group to discuss and submit the outcome to the Board.

Chapter 5 Rules of Procedure

Article 14 The Strategy and ESG Committee shall hold at least one meeting each year. Notice of the meeting shall be given to all members three days before the meeting is convened. The meeting shall be chaired by the chairperson of the committee. If the chairperson is unable to attend, he/she may appoint another member who is an independent non-executive director to chair the meeting.

Article 15 A meeting of the Strategy and ESG Committee may be held only if more than two-thirds of the members are present; each member shall have one vote; resolutions made at the meeting shall be passed by a majority of all members.

Article 16 Voting at a meeting of the Strategy and ESG Committee shall be conducted by show of hands or by poll; extraordinary meetings may be held by way of voting by correspondence.

Article 17 Leaders and deputy leaders of the Strategy and ESG Working Group may attend meetings of the Strategy and ESG Committee, and, if necessary, directors, supervisors and other senior management of the Company may also be invited to attend the meetings.

Article 18 Where necessary, the Strategy and ESG Committee may engage intermediary institutions to provide professional advice for its decision-making, and the expenses shall be borne by the Company.

Article 19 The procedures for convening meetings of the Strategy and ESG Committee, the voting methods, and the resolutions passed at the meeting must comply with relevant laws, regulations, normative documents, the Articles of Association and these Articles.

Article 20 The matters considered and resolutions reached at meetings of the Strategy and ESG Committee shall be recorded in sufficient detail, including the names of persons attending the meeting and any concerns raised and/or dissenting views expressed by members of the Committee. Minutes of the Audit Committee meetings shall be kept, draft and final versions of the minutes shall be sent to all directors within a reasonable time after the meeting is held. The draft is for directors to express their views, and the final version shall be signed for record-keeping purposes. Members attending the meeting shall sign the meeting minutes, which shall be kept by the secretary to the Board. The directors of the Company may inspect the meeting minutes at any reasonable time upon giving reasonable notice.

Article 21 The resolutions passed and the voting results at the meetings of the Strategy and ESG Committee shall be reported to the Board of the Company in writing.

Article 22 All members attending the meeting shall have a confidentiality obligation regarding matters discussed at the meeting, and shall not disclose relevant information without authorisation.

Chapter 6 Supplementary Provisions

Article 23 Matters not covered by these Articles shall be implemented in accordance with the relevant provisions of national laws, regulations, normative documents and the Articles of Association. In the event of any inconsistency between these Articles and the relevant provisions of laws, regulations, other normative documents or the Articles of Association, such laws, regulations, other normative documents and the Articles of Association shall prevail.

Article 24 The Board of the Company shall be responsible for the interpretation and amendment of these Articles.

Article 25 These Articles shall take effect and be implemented from the date on which the H Shares issued by the Company are listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited, upon consideration and approval by the Board.

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