

CHINA HEALTHWISE HOLDINGS LIMITED

中國智能健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 348)

NOMINATION COMMITTEE

TERMS OF REFERENCE

(Revised on 27 June 2025 and effective on 1 July 2025)

1. Membership and Quorum

- 1.1. The Nomination Committee (the “**Committee**”) shall be appointed by the board of directors (the “**Board**”) of China Healthwise Holdings Limited (the “**Company**”) from amongst the directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors of the Company. A quorum shall be two members.
- 1.2. The chairman of the Committee shall be appointed by the Board and should be either be the chairman of the Board or an independent non-executive director of the Company.
- 1.3. At least one member of the Committee must be a director of the Company of a different gender.
- 1.4. A member of the Committee who ceases to be a member of the Board shall immediately and automatically cease to be a member of the Committee.

2. Secretary

- 2.1. The company secretary of the Company or his/her nominee shall be the secretary of the Committee (the “**Secretary**”).

3. Meeting

- 3.1. The Committee shall meet as and when necessary or as requested by any Committee member. The Committee shall meet at least once a year.
- 3.2. An agenda and accompanying papers shall be sent in full to all members of the Committee in a timely manner and at least 3 days before the intended date of the meeting of the Committee (or such other period as agreed by its members).
- 3.3. The meetings and proceedings of the Committee are governed by the provisions of the Articles of Association of the Company for regulating the meetings and proceedings of the Board so far as the same are applicable.

- 3.4. Resolutions of the Committee at any meetings shall be passed by a majority of votes of the members of the Committee present. In the case of any equality of votes, the chairman of the Committee shall have a casting vote.

4. Reporting Procedures

- 4.1. The Secretary shall keep full minutes of each Committee meeting. Draft and final versions of minutes of the meetings shall be sent to all members of the Committee for their comment and records respectively, within a reasonable time after the meeting.
- 4.2. The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.
- 4.3. The Committee should report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board on the findings and recommendations of the Committee.

5. Consultation

- 5.1. The Committee shall consult the Board about its proposal relating to the selection of individuals nominated for directorship and at the expenses of the Company and its subsidiaries (the “**Group**”), have access to independent professional advice to perform its responsibilities where it considers necessary.

6. Authority

- 6.1. The authority of the Committee is derived from the Board; therefore, the Committee is obliged to report to the Board on its decisions or recommendations.
- 6.2. The Committee is authorised by the Board to investigate any activity within the scope of these terms of reference and the Group should provide the Committee with sufficient resources to perform its duties. It is authorised to seek any information it requires from any employee of the Group and members of the Board in order to perform its duties and all employees of the Group and members of the Board are directed to co-operate with any request made by the Committee within the scope of these terms of reference.

7. Duties, powers and functions

- 7.1. to formulate and review the nomination policy and board diversity policy for the Board’s consideration and implement the Board’s approved policies and keep monitoring the progress on achieving the objectives set out in the board diversity policy;
- 7.2. to review the structure, size and composition (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, interpersonal skills, functional expertise and length of services) 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 Group’s corporate strategy;

- 7.3. to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 7.4. to receive nominations from shareholders or directors when such are tendered and to make recommendations to the Board on the candidacy of the nominees, having regard to the Board's compositional requirements and suitability of the nominees;
- 7.5. to assess the independence of independent non-executive directors and review the independent non-executive directors' confirmations on their independence; and make disclosure of its review results in the corporate governance report. Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why the Board believes the individual should be elected in regard to the perspectives, skills and experience that the he/she can bring to the Board and the reasons why the Board considers him/her to be independent and how he/she can contribute to the diversity of the Board;
- 7.6. to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive of the Group;
- 7.7. to support the Company's regular evaluation of the Board's performance; and
- 7.8. to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board.

Note:

If there is any inconsistency between the English and Chinese versions of this terms of reference, the English version shall prevail.

- END -