北京健康(控股)有限公司
Beijing Health (Holdings) Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2389)

TERMS OF REFERENCE
OF THE NOMINATION COMMITTEE
(AMENDED AND RESTATED WITH EFFECT FROM 30 MARCH 2026)

Formation

The Nomination Committee ("**Committee**") of Beijing Health (Holdings) Limited (the "**Company**") was formed according to the resolution of the board of directors (the "**Board**") passed on 23 May 2006 subject to the provisions contained in memorandum and articles of association of the company (the "**M&A**") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

Composition and Quorum

1. The Committee shall consist of at least three members ("**Members**") who should be executive directors and independent non-executive directors appointed by the Company's Board of directors from time to time and majority of the Committee member should be independent non-executive directors. At least one member of the Committee shall be of a different gender.

2. The Committee shall have a chairman who shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director.

3. The company secretary will be the secretary of Committee.

4. The Committee shall hold at least 1 meeting in each financial year of the company. Additional meetings shall be held as the work of the Committee demands.

5. In addition, the Committee's Chairman may convene additional meetings at his discretion.

6. Seven days' notice or such shorter notice as may be agreed by all Members will be given by the secretary specifying the place, date, time and agenda of the meeting.

7. The chairman of the Committee shall chair all the Committee meetings. If the chairman is absent, the Members present may choose one of their members to be the chairman of the meeting.

8. The quorum necessary for the transaction of the business of Committee shall be two.

9. Unless otherwise provided in these terms of reference, the meetings and proceedings are governed by the provisions contained in M&A for regulating meetings and proceedings of Directors.

10. Questions arising at any meeting shall be determined by a majority of votes. Chairman of the meeting has casting vote when the votes of the other members are equal on both sides.

11. No member shall vote on any resolution in which he/she has a conflict of interest.

12. The Chairman (or in his/ her absence, and alternative member) of the Committee shall attend the annual general meetings of the Company and be prepared to answer questions at the annual general meeting.

13. The secretary of the meeting shall minute the proceedings and resolutions of all meetings as well as keep appropriate records and the minutes are open for inspection at any reasonable times and on reasonable notice by any member of the Committee.

14. Minutes of meetings should record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by members or dissenting views expressed. Draft and final version of minutes of meeting should be sent to all members for their comment and records respectively, in both cases within a reasonable time after the meeting is held.

15. Where signatures from all members of the Committee are obtained, the Committee is entitled to pass written resolutions.

Duties, powers and functions

1. Formulate nomination policy for the Board's consideration and implement the Board's approved nomination policy.

2. Review the structure, size and diversity (including but not limited to gender, age, cultural background and ethnicity, in addition to educational background, professional experience, skills, knowledge and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy.

3. Identify and nominate candidates to the Board for it to recommend to Shareholders for election as Directors. In identifying suitable candidates, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity of the Board. Sufficient biographical details of nominated candidates shall be provided to the Board and Shareholders to enable them to make an informed decision.

4. Consider the skills mix needed in respect of Directors, and make recommendations to the Board, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future.

5. Assist the Board in maintaining a board skills matrix.

6. Arrange and conduct a comprehensive performance evaluation of the Board and individual directors at least once every two years, and report the evaluation results to the Board.

7. Identify and nominate candidates to fill casual vacancies of Directors for the Board's approval.

8. Discuss and agree annually the relevant measurable objectives for achieving diversity on the Board and make recommendations to the Board for adoption.

9. Monitor the implementation of the Company's Board Diversity Policy and report to the Board on the achievement of the measurable objectives for achieving diversity under the Company's Board Diversity Policy.

10. Review the Company's Board Diversity Policy, as appropriate, and makes recommendations on any required changes to the Board for consideration and approval.

11. Assess the independence of Independent Non-executive Directors and review the Independent Non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report.

12. Review and access the time commitment and contribution to the Board by each Director as well as the Director's ability to discharge his/her responsibilities effectively.

13. Make recommendations to the Board on relevant matters relating to the succession planning for the Chairman, the Chief Executive as well as the senior management.

14. Review the term of office of independent non-executive directors to ensure compliance with the 9-year maximum term under the Listing Rules; and review the number of other listed companies in which they serve as directors to ensure compliance with the maximum of 6 companies.

15. Oversee that all directors complete the training requirements under the Listing Rules, including ensuring that new directors complete at least 24 hours of training within 18 months of appointment, and all directors complete annual continuous professional development training.

16. Do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board.

17. Conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.

18. Where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, to set out in the circular to shareholders of the Company and/or explanatory statement accompanying the notice of the relevant general meeting:

    - the process used for identifying the individual and why they believe the individual should be elected and the reasons why they consider the individual to be independent;
    - if the proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, why they believe the individual would still be able to devote sufficient time to the Board;
    - the perspectives, skills and experience that the individual can bring to the Board; and
    - how the individual contributes to diversity of the Board.

19. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

20. The Committee is entitled to invite third parties, other members of the Board, senior management and staff of all functional departments to attend meetings of the Committee.

21. Consider other topics, as requested by the Board.

The interpretation right to this terms of reference shall be vested on the Board of the Company.