Sinopharm Tech Holdings Limited
國藥科技股份有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8156)
(the "Company")

TERMS OF REFERENCE OF NOMINATION COMMITTEE (the "Committee")

(Adopted by the board of directors of the Company on 25 May 2012 and revised on 14 May 2014, 1 August 2022 and 19 December 2025)

Principle

This Committee is established under the board of directors ("**Board**") of the Company pursuant to the requirement of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**") for the purposes of establishing a director nomination system of the Company and improving the succession planning of directors.

Membership

1. The Committee shall consist of not less than three members appointed by the Board, a majority of whom shall be independent non-executive directors. The Company should appoint at least one director of a different gender to the Committee. Any Committee member who resigns as a director of the Company shall become disqualified as the member of the Committee.

2. The chairman of the Board or an independent non-executive director shall act as the chairman of the Committee.

Frequency and proceedings of meetings

3. The Committee should meet at least once a year. Additional meetings should be held as the work of the Committee demands. The chairman of the Committee may convene additional meetings at his discretion.

4. Meetings should be conducted formally. Agenda, notice and relevant supporting materials should be distributed in advance, and meetings minutes should be complied. The quorum for a meeting shall be two members. If members cannot attend the Committee's meeting in person, members can take part in the meeting by telephone, video conferencing or through any other electronic medium (if any) and will be treated as attendance in person. In the absence of the chairman of the Committee, the remaining members present shall elect one of them to chair the meeting.

5. The company secretary shall act as the secretary of the Committee. The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

Authority

6. The Committee is empowered by the Board to perform its duties under the terms of reference. The 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 websites of The Stock Exchange of Hong Kong Limited and the Company.

7. Every Committee member is entitled to one vote. A resolution shall be passed by a simple majority of votes. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened and held.

8. The Company should provide the Committee with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expenses, to perform its responsibilities. If necessary, external parties with relevant experience and professional knowledge can be invited to attend the meetings.

Duties

9. The duties of the Committee include the following:

   (a) reviewing implementation of the policy for the nomination of directors during the year, which includes the nomination procedures, the process and criteria adopted by the Committee to select and recommend candidates for directorship during the year;

   (b) assessing each director's time commitment and contribution to the Board, as well as the director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships with other Hong Kong listed issuers and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience;

   (c) without prejudice to the generality of the foregoing:

      (i) reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assisting the Board in maintaining a board skills matrix, and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

      (ii) identifying individuals suitably qualified to become Board members and making recommendations to the Board on the selection of individuals nominated for directorships;

      (iii) assessing the independence of independent non-executive directors;

      (iv) making recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive officer;

      (v) supporting the Company's regular evaluation of the Board's performance;

(vi) reviewing implementation of board diversity policy conducted during the year, including progress towards measurable objectives that the Board has set for promotion of gender diversity on the Board and the measures the Company has adopted to develop a pipeline of potential successors to the Board to achieve gender diversity; and making disclosure of its review results in the corporate governance report annually;

(vii) reviewing the policy on diversity in the workforce (including senior management) and the implementation thereof;

(viii) 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:

- the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;

- [To be repealed after 30 June 2028] if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship of an issuer listed on GEM or the Main Board, why the Board believes 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;

(ix) doing any such things to enable the Committee to discharge its powers and functions conferred on it by the Board or the GEM Listing Rules. Further, upon invitation by the chairman of the Board, the Committee's chairman or when he is absent, another Committee member or his authorized representative, will attend and answer questions at the Company's annual general meeting; and

(x) conforming to any requirements, direction, and regulation that may from time to time be prescribed by the Board, the Company's articles of association, the GEM Listing Rules or the applicable law.

Reporting Procedures

10. Full minutes of the Committee meeting should be kept by a duly appointed secretary of the Committee. Draft and final versions of minutes of the meetings should be sent to all Committee members for their comments and records within a reasonable time after the meeting.

11. The Committee shall report to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so.

(Chinese translation is for reference only. The English text shall prevail in case of any inconsistency.)