



**Union Medical Healthcare Limited**  
**香港醫思醫療集團有限公司\***  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2138)**

**(the “Company”)**

**TERMS OF REFERENCE  
OF  
NOMINATION COMMITTEE**

**(the “Committee”)**

*(Adopted by the Company pursuant to the Board resolution passed on 10 January 2019)*

**Membership**

1. The members of the Committee shall be appointed and removed by the board of directors of the Company (the “**Board**”). The Committee shall be made up of at least three members.
2. The majority of members of the Committee shall be independent non-executive directors of the Company.
3. The chairman of the Committee shall be the chairman of the Board or an independent non-executive director of the Company. In the absence of the chairman of the Committee and/or an appointed deputy, the remaining members present shall elect one of their members to chair the meeting.

**Secretary**

4. The Company Secretary of the Company shall be the secretary of the Committee. In the absence of the Company Secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes.

\* *for identification purpose only*

## **Frequency and proceedings of meetings**

5. The Committee shall meet at least once a year before the annual general meeting to consider any proposed changes to the composition of the Board and convene additional meetings as required.
6. The chairman of the Committee may convene additional meetings at his discretion.
7. The quorum of a meeting shall be two members of the Committee of whom at least one is independent non-executive director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
8. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.
9. Proceedings of meetings of the Committee shall be governed by the provisions to the Articles of Association of the Company.

## **Duties, powers and function**

10. Without prejudice to any requirements under the Corporate Governance Code as contained in Appendix 14 to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the duties, powers and function of the Committee include the following:-
  - (a) ensure that the Board and its committees consist of directors with the appropriate balance of skills, diversity and knowledge of the Company to enable it to discharge its duties effectively;
  - (b) assist the Board in succession planning for the Board and senior management;
  - (c) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy. When reviewing the structure, size and composition of the Board, the Committee shall take into consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience in accordance with the board diversity policy adopted by the Company from time to time to achieve Board

diversity;

- (d) review the board diversity policy, as appropriate and make recommendations on any required changes to the Board for consideration and approval, and monitor its implementation so as to ensure its effectiveness, and make disclosure of its summary and the progress of its implementation in the corporate governance report of the Company annually;
- (e) develop, review and implement, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates for Directors for the Board's approval. Such criteria include but not are limited to the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- (f) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (g) assess the independence of independent non-executive directors;
- (h) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors and senior management, in particular the chairman and the chief executives, taking into account all factors which the Committee considers appropriate including the challenges and opportunities facing the Group and skills and expertise required in the future and ensure that senior management succession planning is discussed at the Board at least once annually;
- (i) keep under review the leadership needs and leadership training and development programmes of the Group, with a view to ensuring the continued ability of the Group to function effectively and compete in the market;
- (j) evaluate the needs for, and monitor the training and development of, directors;
- (k) develop the procedures for the performance evaluation of the Board committees:
  - (i) review and assess the skills, knowledge and experience required to serve on various Board committees, and make recommendations on the appointment of members of Board committees and the chairman of each committee;

- (ii) recommend candidates to the Board to fill vacancies or new positions on the Board committees as necessary or desirable;
  - (iii) review the feedback in respect of the role and effectiveness of the Board committees arising from the evaluation of the Board and/ or any Board committees and make recommendations for any changes;
- (l) where the Board proposes a resolution to elect an individual as an independent non-executive director of the Company at the general meeting, to ensure that the circular to shareholders and/ or explanatory statement accompanying the notice of the relevant general meeting:
- (i) 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;
  - (ii) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
  - (iii) the perspectives, skills and experience that the individual can bring to the Board;  
and
  - (iv) how the individual contributes to diversity of the Board.

### **Reporting Procedure**

11. The Committee shall report to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
12. The Committee shall make recommendations to the Board it deems appropriate on any area where action or improvement is needed.
13. The secretary of the Committee shall circulate the minutes of meetings and all written resolutions of the Committee to all members of the Board, keeping the Board informed of

the Committee's activities, decisions and recommendations on a regular basis.

### **Annual general meeting**

14. The chairman of the Committee (or in his or her absence, another member (who must be an independent non-executive director) of the Committee) shall attend the Company's annual general meeting and be prepared to respond to shareholders' questions on the Committee's works and responsibilities.

### **Availability and update of the terms of reference**

15. These terms of reference shall be made available to the public by including the information on the websites of the Company and Hong Kong Exchanges and Clearing Limited. Subject to Board approval, these terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and applicable amendments to the regulatory requirements under the Listing Rules adopted from time to time.

*Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.*