



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 19 February 2016)

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) 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;
 - (b) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - (c) assess the independence of independent non-executive directors;
 - (d) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executives.

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.