



## Hospital Corporation of China Limited

### 弘和仁愛醫療集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3869)**

## Nomination Committee Terms of Reference (Approved and Adopted by the Board on 26 March 2025)

### 1 Constitution

The board (“**Board**”) of directors (“**Directors**”, and each individually a “**Director**”) of Hospital Corporation of China Limited (the “**Company**”) hereby establishes a nomination committee (the “**Nomination Committee**”) with authority, responsibility, and specific duties as described below.

### 2 Membership

- 2.1 Members of the Nomination Committee shall be appointed by the Board and shall comprise not less than three (3) members, the majority of whom shall be independent non-executive Directors of the Company.
- 2.2 The Nomination Committee shall consist of different genders.
- 2.3 The Nomination Committee shall be chaired by the chairman of the Board or an independent non-executive Director of the Company (the “**Chairman**”).
- 2.4 The quorum for a meeting of Nomination Committee shall be two (2) members, one (1) of whom shall be an independent non-executive Director of the Company. A duly convened meeting of the Nomination 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 Nomination Committee. The Directors shall attend the meeting in person or through electronic communications of, including but not limited to, telephone or video conference.
- 2.5 The appointment, replacement or removal of members of the Nomination Committee shall be subject to the approval of the Board. An appointment of Nomination Committee member shall be automatically revoked if such member ceases to be a Director.

### **3 Secretary**

The Board or the Nomination Committee shall from time to time appoint any particular member of the Nomination Committee or any officer or employee of the Company and its subsidiaries (hereinafter collectively referred to as the “**Group**”) as the secretary of the Nomination Committee. In the absence of the secretary of the Nomination Committee, members present at a Nomination Committee meeting may elect among themselves or appoint another person as the secretary for that meeting.

### **4 Authority**

The Nomination Committee is authorized by the Board to act within these terms of reference:

- 4.1 to seek any information it requires from any employee of the Company, to require any of them to prepare and submit reports and to attend Nomination Committee meetings and to supply information and address the questions raised by the Nomination Committee;
- 4.2 to be provided with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice at the Company’s expense but subject to prior discussion with the Board on costs to perform its responsibilities;
- 4.3 to request the Board to dismiss any employee and/or to convene a general meeting (if necessary) for purposes of removing any Director if there is evidence showing that the relevant Director and/or employee has failed to discharge his duties properly.

### **5 Duties**

The duties of the Nomination Committee are to:

- 5.1 review the structure, size and composition (including the skills, knowledge and experience) 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 Company’s corporate strategy;
- 5.2 review the policy on Board diversity and the measurable objectives for implementing such policy from time to time adopted by the Board, and to review the progress on achieving these objectives;
- 5.3 identify individuals suitably qualified to become Board members, and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- 5.4 assess the independence of independent non-executive Directors;

- 5.5 make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman and the chief executive officer;
- 5.6 support the Company's regular evaluation of the Board's performance;
- 5.7 regularly review and report to the Board on the performance and suitability of the senior management to ensure that they are in compliance with the employment terms and the performance goals and make recommendations to the Board on the reappointment or replacement of any senior management; and
- 5.8 perform tasks as assigned by the Board from time to time.

## **6 Notice of the Nomination Committee Meetings**

- 6.1 A Nomination Committee member or the secretary of the Nomination Committee shall summon a Nomination Committee meeting on the request of a Nomination Committee member at any time.
- 6.2 For regular meetings and as far as practicable for all other meetings, an agenda and accompanying documents should be sent to all members of the Nomination Committee in a timely manner and at least three (3) days before the intended date of meeting (or such other period as the members may agree).

## **7 Frequency and Proceedings of Meetings**

- 7.1 The Nomination Committee shall meet at least once every year or at such frequency as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") or other regulatory requirements applicable to the Company from time to time.
- 7.2 The Chairman may convene additional meetings at his discretion.

## **8 Reporting Procedures**

- 8.1 The Nomination Committee shall report to the Board the findings and recommendations after each meeting of the Nomination Committee, unless there are legal or regulatory restrictions on its ability to do so.

- 8.2 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 they believe the individual should be elected and the reasons why they consider the individual to be independent, the perspectives, skills and experience that the individual can bring to the Board, and how the individual contributes to diversity of the Board.
- 8.3 The Nomination Committee should have a policy concerning diversity of Board members in place, and should disclose the policy or a summary of the policy in the corporate governance report.

## **9 Minutes**

- 9.1 A written resolution signed by all the Nomination Committee members shall be as valid and effectual as if it had been passed at a Nomination Committee meeting and may consist of several documents in like form each signed by one or more of the Nomination Committee members.
- 9.2 Minutes of the Nomination Committee meetings should be kept by a duly appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any Director.

## **10 General**

- 10.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the Listing Rules.
- 10.2 The Nomination Committee should make available these terms of reference to the public, explaining its role and the authority delegated to it by the Board, by including them on the Hong Kong Exchanges and Clearing Limited news website ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company's website ([www.hcclhealthcare.com](http://www.hcclhealthcare.com)).

– End –

(This terms of reference is in both Chinese and English. In the event of inconsistency, the English text shall prevail over the Chinese text.)