

# **Yestar Healthcare Holdings Company Limited** **(the “Company”)**

## **TERMS OF REFERENCE** **OF** **THE NOMINATION COMMITTEE** **(the “Committee”)**

### **Membership**

1. The Committee shall consist of not less than three members appointed by the board of directors of the Company (the “**Board**”) including one member of a different gender. The majority of the members of the Committee shall be independent non-executive directors of the Company.
2. The chairman of the Committee shall be nominated by the Board and shall be either the chairman of the Board or an independent non-executive director. The term of each appointment to the Committee shall be determined by the Board upon appointment.
3. Subject to paragraph 1 above, the appointment of the members of the Committee may be revoked and new members can be appointed in place by resolutions passed by the Board and by the Committee respectively.
4. No alternate member of any member of the Committee can be appointed.
5. The company secretary of the Company shall be the secretary of the Committee.

### **Frequency and proceedings of meetings**

6. The Committee shall meet before the holding of the annual general meeting of the Company where the appointment of directors of the Company (the “**Directors**” and each a “**Director**”) will be considered. Additional meetings should be held as and when the work of the Committee demands.
7. The Chairman of the Committee may convene additional meetings at his discretion.
8. The quorum of a meeting shall be two members of the Committee of whom at least one is an independent non-executive Director (“**INED**”).
9. Proceedings of meetings of the Committee shall be governed by the provisions of the articles of association of the Company (as amended from time to time).

## **Duties, powers and functions**

10. The Committee shall:

- (a) develop, review and implement, as appropriate, the nomination policy for the Board's consideration and approval in compliance with the requirements of the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") including but not limited to the following:
  - (i) all Directors shall be subject to retirement by rotation and re-election at regular intervals as required under the articles of association of the Company (as amended from time to time);
  - (ii) the Company must comply with the disclosure requirements in relation to the appointment, resignation or removal of directors under the Listing Rules;
  - (iii) non-executive Directors should be appointed for a specific term, subject to retirement by rotation and re-election and the Company must disclose the term of appointment of non-executive Directors in the corporate governance report pursuant to the Listing Rules;
  - (iv) all Directors appointed to fill a casual vacancy should be subject to election by shareholders of the Company at the first general meeting after their appointment. Every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years; and
- (b) without prejudice to the generality of the foregoing:
  - (i) make disclosure of the nomination policy or summary of such policy in the Corporate Governance Report of the Company annually;
  - (ii) consider the selection criteria of Directors and the senior management of the Company, and develop procedures for the sourcing and selection of members of the Board to be elected by shareholders of the Company. For the purpose of these terms of reference, senior management refers to the same category of persons as referred to in the Company's annual report and whose biographical details are required to be disclosed under the Listing Rules;

- (iii) identify and nominate candidates to the Board for it to make recommendations to shareholders of the Company on the appointment or re-appointment of Directors and on appointments to fill vacancies on the Board and/or in senior management, ensure that sufficient biographical details of nominated candidates (including without limitation those required by Rule 13.51(2) of the Listing Rules) shall be provided to the Board and shareholders of the Company to enable them to make an informed decision;
- (iv) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorship;
- (v) review the structure, size and composition (including the gender, age, cultural and educational background, skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a Board skills matrix considering, *inter alia*, the skills, knowledge, experience, length of service and the breadth of expertise of members of the Board as a whole, and make recommendations on any proposed changes to the board to complement the Company's corporate strategy and such that the Board will have a balance of skills, and experience and diversity of perspectives appropriate for to the requirements of the Company's business;
- (vi) to assess the independence of the INEDs of the Company and make disclosure of its review results in the corporate governance report of the Company;
- (vii) where the Board proposes a resolution to elect an individual as an INED at the general meeting, it should 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 by identifying such individual and why the Board believes such individual should be elected and the reasons why it considers such individual to be independent;
  - if the proposed INED will be holding his/her seventh (or more) listed company directorship, the reason the Board believes such individual would still be able to devote sufficient time to the Board;
  - the perspectives, skills and experience that such individual can bring to the Board; and
  - how such individual contributes to diversity of the Board;

- (viii) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board and the chief executive;
  - (ix) annually review and disclose its assessment of each Director's time commitment and contribution to the Board, as well as each Director's ability to discharge his/her responsibilities to the Group effectively;
  - (x) support the Group's regular evaluation of the Board's performance;
  - (xi) to annually review the Board diversity policy and ensure its effectiveness, with disclosure of the policy or a summary thereof in the corporate governance report of the Company;
  - (xii) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
  - (xiii) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the articles of association of the Company (as amended from time to time) or imposed by law or in accordance with the Listing Rules.
- (c) The Committee is authorised by the Board to investigate any activity within the scope of these terms of reference and the Company should provide the Committee with sufficient resources to perform its duties. It is authorised to seek any information it requires from any employee of the Group and members of the Board in order to perform its duties and all employees of the Group and members of the Board are directed to co-operate with any request made by the Committee within the scope of these terms of reference.

11. The Committee should make available these 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 respectively.
12. The Company should provide the Committee sufficient resources to perform its duties. Where necessary, the nomination committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

### **Consultation**

13. The Committee shall consult the Board about its proposal relating to the selection of individuals nominated for directorship and at the expenses of the Company, have access to independent professional advice to perform its responsibilities where it considers necessary.

## **Reporting Procedures**

14. The Committee shall report to the Board on a regular basis on its decisions or recommendations and on the matters set out in these terms of reference.
15. Full minutes of the meetings of the Committee shall be kept by the Secretary, who shall send draft and final versions of minutes of meetings and all written resolutions of the Committee to all members of the Committee for their comments and records within a reasonable time after the meeting.
16. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report to the Board on the findings and recommendations of the Committee. At least once annually, the Committee should present a report in writing to the Board which addresses the work and findings of the Committee during the year.

Adopted by the Board on 27 June 2025.