



SINO-LIFE GROUP LIMITED

中國生命集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8296)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

1 CONSTITUTION

- 1.1 The nomination committee (the “**Committee**”) is established pursuant to a resolution passed by the board (the “**Board**”) of directors (the “**Director(s)**”) of the Sino-Life Group Limited (the “**Company**”) and in accordance to Appendix C1 of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

2 MEMBERSHIP

- 2.1 The Committee shall comprise not less than three directors appointed by the Board from time to time. The majority of the members of the Committee shall be independent non-executive directors of the Company, with at least one member of a different gender.
- 2.2 The chairman of the Committee shall be appointed by the Board and shall be the chairman of the Board or an independent non-executive director of the Company.
- 2.3 The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.
- 2.4 Save as otherwise appointed by the Committee, the company secretary of the Company shall be the secretary of the Committee and in the absence of the Company Secretary, a member of the Committee or his/her nominee shall act as the secretary.
- 2.5 The constitution of the Committee shall comply with the requirements of the GEM Listing Rules as amended from time to time.

3 FREQUENCY AND PROCEEDINGS OF MEETINGS

- 3.1 Meetings shall be held at least once a year to review, formulate and consider the nomination procedures as regards the appointment, reappointment and removal of Directors, their implementation during the year and to make recommendations to the Board on candidates for appointment as Directors, and to review the board diversity policy (the “**Board Diversity Policy**”) of the Company and any measurable objectives for implementing such policy from time to time adopted by the Board, and progress on achieving these objectives.
- 3.2 Additional meetings shall be held as the work of the Committee demands.
- 3.3 The chairman of the Committee may convene additional meetings at his/her discretion.
- 3.4 Notice of Meeting
 - (a) Unless otherwise agreed by all the Committee members, a meeting shall be called by at least seven days’ notice. Such notice shall be sent to each member of the Committee, and to any other person invited to attend. Irrespective of the length of notice being given, attendance of a Committee member at a meeting constitutes a waiver of such notice unless the Committee member attending the meeting attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the grounds that the meeting has not been properly convened.
 - (b) A Committee member may at any time summon a Committee meeting. Notice shall be given to each Committee member in person orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the secretary of the Company by such Committee member or in such other manner as the Committee members may from time to time determine.
 - (c) Any notice given orally shall be followed by confirmation in writing before the meeting.
 - (d) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting.

- 3.5 The quorum of a meeting shall be two members of the Committee and one of them must be an independent non-executive director of the Company. Any members of the Committee or other attendees may participate in a meeting of the Committee by attending in person or by means of a telephone conference or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other. 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.
- 3.6 The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants, to advise its members.
- 3.7 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any member thereof.
- 3.8 The chairman of the Board shall have the right to attend and speak at meeting of the Committee; others may be called upon or shall able to speak by prior arrangement with the chairman of the Committee.
- 3.9 Any resolution shall be passed by the majority votes of the members of the Committee who attend the meeting and a majority vote of the members present shall represent an act of the Committee.
- 3.10 The secretary of the Committee shall keep minutes of the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

4 CONTINUING APPLICATION OF THE ARTICLES OF ASSOCIATION OF THE COMPANY

- 4.1 The articles of association of the Company regulating the meetings and proceedings of the directors of the Company so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

5 REPORTING PROCEDURES

- 5.1 The secretary shall, at the beginning of each meeting, ascertain and record the existence of any conflicts of interest and minute them accordingly. The relevant member of the Committee shall not be counted towards the quorum and he must abstain from voting on any resolution of the Committee in which he or any of his associates has a material interest.

- 5.2 Full minutes of the meetings of the Committee should be kept by the secretary of the Company. Draft and final versions of minutes of the Committee meetings should be sent to all members of the Committee for their comment and records respectively within a reasonable time after the meeting.
- 5.3 Minutes of Committee meetings shall be circulated to all members of the Committee and to all members of the Board.
- 5.4 Chairman of the Committee who chairs the meetings or other member of the Committee who is authorised by the chairman of the Committee to chair the meetings shall report to the Board after each meeting of the Committee, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

6 WRITTEN RESOLUTIONS

- 6.1 With consent by all members of the Committee, resolutions of the Committee could be passed by written resolutions.
- 6.2 This provision is without prejudice to any requirement under the GEM Listing Rules for a Board or Committee meeting to be held.

7 ALTERNATE COMMITTEE MEMBERS

- 7.1 A Committee member may not appoint any alternate.

8 RESPONSIBILITIES OF THE NOMINATION COMMITTEE

- 8.1 The responsibilities of the Committee include, among others, the followings:
 - (a) to review the structure, size, composition and diversify (including without limitation, perspectives, skills, educational background, knowledge and experience, and other aspects of diversity as set out in the diversity policy of the Board as approved by the Board from time to time) 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;
 - (b) to identify individuals suitably qualified to become Board members and make recommendations to the Board on the selection of individuals nominated for directorships by considering factors including perspective, skills and experience that the individual can bring to the Board, the contribution to diversity of the Board (as set out in the diversity policy of the Board as approved by the Board from time to time);

- (c) to assess the independence of independent non-executive Directors in accordance with the provisions of the GEM Listing Rules and other relevant laws, rules and regulations and, if a proposed director will be holding their seventh (or more) listed company directorship, his/her ability to devote sufficient time to Board matters;
- (d) to review and report annually to the Board the implementation and effectiveness of mechanism to ensure independent views and input are available to the Board;
- (e) to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive officer;
- (f) to review the Board Diversity Policy, as appropriate, and review the measurable objectives the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives to ensure the continued effectiveness of the Board Diversity Policy;
- (g) to make recommendations to the Board on the policy concerning the diversity of Board members;
- (h) to give full consideration to the Board's policy concerning diversity of Board members adopted from time to time;
- (i) to report annually on the Board's composition and make appropriate disclosures regarding the Board Diversity Policy in the corporate governance report of the Company (the "**Corporate Governance Report**");
- (j) to support the Company's regular evaluation of the Board's performance;
- (k) to assess each director's time commitment and contribution to the Board, as well as the director's ability to discharge his or her responsibilities effectively.
- (l) in the event the Board proposes a resolution at the general meeting to elect a person as an independent non-executive director of the Company, the circular to shareholders of the Company and/or explanatory statement attached to the notice convening the general meeting shall state:
 - (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 the diversity of the Board.

9 POWERS OF THE BOARD

- 9.1 The Board may, subject to compliance with the articles of association of the Company and the GEM Listing Rules (including the Corporate Governance Code set out in Appendix 15 to the GEM Listing Rules or if adopted by the Company, the Company's own code of corporate governance practices), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.

10 AUTHORITY OF THE NOMINATION COMMITTEE

- 10.1 The Committee may exercise the following powers:

- (a) to seek any information it requires from any employee of the Company and its subsidiaries (hereinafter collectively referred to as the “**Group**”) and any professional advisers, to require any of them to prepare and submit reports and to attend Committee meetings and to supply information and address the questions raised by the Committee;
- (b) to review the performance of the Directors and the independence of independent non-executive Directors in relation to their appointment or reappointment as Directors;
- (c) to obtain, at the Company's expenses, outside legal or other independent professional advice on or assistance to any matters within these terms of reference, including the advice of independent human resource consultancy firm or other independent professionals, and to secure the attendance of outsiders with relevant experience and expertise at its meetings as it considers necessary. The Committee shall have full authority to commission any search (including without limitation litigation, bankruptcy and credit searches), report, survey or open recruitment which it deems necessary to help it fulfill its duties and should be provided with sufficient resources to discharge its duties;

- (d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and
- (e) to exercise such powers as the Committee may consider necessary and expedient so that their duties under section 8 above can be properly discharged.

10.2 The Company should provide the Committee with sufficient resources to perform its duties.

11 PUBLICATION OF THE TERMS OF REFERENCE OF THE COMMITTEE

11.1 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 website of the Company and on the website of the Stock Exchange.

12 EFFECTIVE DATE

12.1 This terms of reference shall take effect from 1 July 2025.