

# **HANGZHOU TIGERMED CONSULTING CO., LTD.**

## **TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS**

### **CHAPTER 1 GENERAL PROVISIONS**

**Article 1** In order to further develop and improve the appointment procedures of the Company's directors and senior management and perfect the corporate governance structure of the Company, the Company has established the Nomination Committee of the board of directors (the "Nomination Committee") and formulated these terms of reference in accordance with the Company Law of the People's Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Shares on the Shenzhen Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), the Corporate Governance Code in Appendix C1 of the Hong Kong Listing Rules, the Articles of Association of Hangzhou Tigermed Consulting Co., Ltd. (the "Articles of Association"), the Board Meeting Rules of Hangzhou Tigermed Consulting Co., Ltd. and other relevant provisions.

**Article 2** The Nomination Committee is a specific working body established by the board of directors in accordance with a resolution of the shareholders' general meeting, which is primarily responsible for nominating candidates for the Company's directors and management personnel and making recommendations for selection criteria and procedures. The Nomination Committee is accountable to the board of directors.

### **CHAPTER 2 COMPOSITION**

**Article 3** The Nomination Committee shall be composed of three Directors with more than half of independent directors and an independent director as convenor and at least one director of a different gender shall be appointed.

**Article 4** The members of the Nomination Committee shall be nominated by the chairman, more than one-half of the independent directors or one-third of all directors, and elected by the board of directors.

**Article 5** The Nomination Committee shall have a chairman, who shall be elected from the independent directors and shall be responsible for presiding the work of the Nomination Committee. The chairman of the Committee shall be elected among the Committee members and reported to the board of directors for approval.

**Article 6** The term of the Nomination Committee is the same as that of the Board. A member may serve consecutive term if re-elected upon the expiry of his/her term of office. The qualification as a Committee member will be automatically withdrawn in the event that Committee member ceases to be an independent Director of the Company during the period and the board of directors shall make up the number of members within sixty days according to the Articles 3 to 5 above.

### **CHAPTER 3 DUTIES AND AUTHORITIES**

**Article 7** The main duties and authorities of the Nomination Committee are as follows:

- (1) reviewing the structure, number and composition (including skills, knowledge and experience) of the board of directors annually, assisting the board of directors in maintaining a board of directors skills matrix and providing recommendations to the board of directors on the scale and composition of the board of directors on the basis of the Company's operations, scale of assets and shareholding structure; in considering the composition of the board of directors, the Nomination Committee should ensure a balanced composition of executive and non-executive directors (including independent directors) of the board of directors and consider diversity of the board of directors from a number of aspects, including but not limited to gender, age, cultural and educational background and professional experience of the directors; develop and review the policy concerning diversity of the board of directors;
- (2) review and make recommendations to the board of directors selection criteria and procedures for directors and management personnel;
- (3) conduct wide-ranging search for suitable candidates for Directors and management personnel;
- (4) examine the candidates of directors (including independent directors) and management personnel and make recommendations;
- (5) examine other senior management members whose appointment requires submission to the board of directors and make recommendations;
- (6) make recommendations to the board of directors on the appointment or re-appointment of directors and the succession plan for directors (especially Chairman) and General Manager;

- (7) support the Company's regular evaluation of the board of directors' performance, and to assess each director's commitment and contribution to the board of directors, as well as the director's ability to discharge his or her responsibilities effectively;
- (8) review the independence of independent directors;
- (9) other matters authorized by the board of directors.

**Article 8** The Nomination Committee make recommendations to the board of directors on the followings:

- (1) nomination, appointment and removal of directors;
- (2) appointment and removal of members of senior management; and
- (3) other matters stipulated by laws, administrative regulations, the requirements of the CSRC, the listing rules of the stock exchange(s) where the shares of the Company are listed and the Articles of Association.

If the board of directors fails to adopt or fully adopt the recommendations from the Nomination Committee, shall be recorded the opinions of the Nomination Committee and the specific reasons for non-adoption in a resolution of the board of directors, and make disclosures accordingly.

**Article 9** The Nomination Committee shall be accountable to the board of directors. The Committee's proposals shall be submitted to the board of directors for consideration and decision; without adequate reasons or reliable evidence, the controlling shareholder shall fully respect the proposals made by the Nomination Committee, and shall not propose substitute candidates for Directors and managers.

## **CHAPTER 4 WORKING PROCEDURE**

**Article 10** The Nomination Committee shall study the election criteria, selection procedures and term of office of the Company's directors and management personnel and make resolution in accordance with the requirements of relevant laws and regulations, listing rules of the place where the Company's shares are listed and the Articles of Association, combining with the Company's actual conditions. Any resolution made in this regard shall be submitted to the board of directors for approval and shall be implemented accordingly.

**Article 11** Selection procedures for Directors and management personnel:

- (1) the Nomination Committee shall actively communicate with relative departments of the Company to study the demand of the Company for new Directors and management personnel and to produce written materials;
- (2) the Nomination Committee shall seek for the right candidates for the position of Directors and manager in the Company itself, controlling (investee) enterprises of the Company and the talent market;
- (3) the Committee shall obtain information of the occupation, education background, job title, detailed work experience and all the part-time positions of the preliminary candidates for preparing written reports;
- (4) seek for the consent from the nominated candidates on the nomination; otherwise, such nominated candidates shall not be considered as candidates for directors and managers;
- (5) convene Nomination Committee meetings to review the qualifications of the preliminary candidates according to the job descriptions of directors and managers;
- (6) submit proposals and relevant materials to the board of directors in respect of candidates for directors and managers within one or two months prior to the election of new directors and managers;
- (7) carry out other follow-up work according to the decision(s) and feedback of the board of directors.

**CHAPTER 5 RULES OF PROCEDURES**

**Article 12** The Nomination Committee shall meet from time to time annually based on work requirements and issue a notice of the meeting to all members of the Committee at least seven days before the date of the meeting. The Company shall, in principle, provide relevant documents and information to the members no later than three days before the date of the meeting. In case of an emergency where an extraordinary meeting shall be held as soon as possible and the notice of meeting may at any time be given through telephone or otherwise given verbally, provided that the chairman of the Committee shall make an explanation at the meeting. A meeting of the Committee shall be presided over by the chairman of the Committee, in whose absence another member who is an independent director under the authorization of the chairman of the Committee may preside over the meeting in his/her stead. The meeting may be held in the form of on-site meeting or off-site meeting by way of communication.

**Article 13** The meeting of the Nomination Committee shall not be held unless two-thirds of members are present. Each member shall have one vote and the resolutions of the meeting may only be adopted by the affirmative votes of a majority of the members.

**Article 14** The meeting of Nomination Committee shall vote by a show of hands or by a poll. Ad hoc meetings may be held by way of voting by correspondence.

**Article 15** The Directors, supervisors and other members of senior management of the Company may be invited by the Nomination Committee to attend its meeting when necessary.

**Article 16** The Nomination Committee may, if necessary, engage an intermediary institution to provide independent professional advice on its decision. The cost shall be borne by the Company. The cost incurred by the Nomination in performing its duties shall be borne by the Company.

**Article 17** The procedures for convening a meeting, the method of voting and the resolutions passed at a meeting of the Nomination Committee shall comply with the provisions of the relevant laws, regulations, listing rules of the place where the Company's shares are listed, the Articles of Association and these Terms of Reference.

**Article 18** The Nomination Committee shall keep minutes of its meetings. Minutes of meetings of the Nomination Committee shall record in sufficient details the matters considered at the meetings and the decision reached, including any concerns raised by members or dissenting view expressed. Members present at a meeting shall sign the minutes of the meeting which shall be kept by the secretary to the board of directors of the Company. Any member who has opinion on or objects to the minutes shall not be required to sign, but shall submit a written opinion to the secretary to the board of directors within the aforementioned period. If errors or omissions occur to the minutes, the secretary to the board of directors shall revise and the members shall sign after such revision.

**Article 19** Resolutions passed and voting results of the Nomination Committee meetings shall be reported to the board of directors of the Company in writing.

**Article 20** Members present at the meetings shall have an obligation to keep all matters discussed in such meetings confidential, and shall not disclose the relevant information without authorization.

## CHAPTER 6 SUPPLEMENTARY PROVISIONS

**Article 21** These Terms of Reference shall come into effect on the date the resolution of the board of directors is approved. Since the effective date hereof, the original Terms of Reference of the Nomination Committee of the board of directors of Hangzhou Tigermed Consulting Co., Ltd. shall automatically become invalid and void.

**Article 22** For matters not covered in these Terms of Reference, they shall be implemented subject to the provisions of the State's relevant laws and regulations, listing rules of the stock exchange in the place where the Company's shares are listed and Articles of Association. In the event that these Terms of Reference contradict to the laws or regulations promulgated by the State in the future, listing rules of the stock exchange in the place where the Company's shares are listed or the Articles of Association amended pursuant to the legal procedures, it shall be implemented subject to the provisions of the State's relevant laws and regulations, listing rules of the stock exchange in the place where the Company's shares are listed and Articles of Association and shall be amended promptly and considered and approved by the board of directors.

**Article 23** The right of interpretation of these Terms of Reference shall be vested in the Board of the Company.

The Board of Directors of Hangzhou Tigermed Consulting Co., Ltd.

August 28, 2025

*The English version is for reference only. Should there be any inconsistency between the English and Chinese versions, the latter shall prevail.*