



華控康泰集團有限公司

Kontafarma China Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1312)

(the “Company”)

Terms of Reference of Nomination Committee

1 Membership

- (a) The Committee shall be appointed by the Board and shall consist of not less than three (including three) members, a majority of whom should be Independent Non-Executive Directors of the Company (the “INED(s)”), with at least one member of a different gender.
- (b) The Board may at any time remove, suspend or replace any member of the Committee at its option by resolution whereupon the Committee should consist of the remaining or replaced members of the Committee.
- (c) The Chairman of the Committee shall be elected by the Board and shall be the chairman of the Board (if any) or an INED.
- (d) The Company Secretary of the Company or its delegate shall be the Secretary of the Committee.

2 Frequency of Meetings

Meetings should be held as and when necessary.

3 Attendance at Meetings

- (a) A quorum of a meeting shall be two members of the Committee.
- (b) The Secretary of the Committee shall attend all meetings.
- (c) Any members of the Committee or other attendees may participate in a meeting of the Committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.

4 Committee's Resolutions

A resolution in writing signed by all eligible members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held and may consist of several documents in like form each signed by one or more of the members of the Committee.

5 Authority

The Committee is authorised by the Board to be provided with sufficient resources to enable it to perform its duties, including, where necessary, seeking independent professional advice, at the Company's expense, to perform its responsibilities.

6 Duties

The Committee shall have the following duties under delegation from the Board:

- (a) to 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;
- (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individual(s) nominated for directorship(s);
- (c) to assess the independence of INEDs;
- (d) to 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 (if any) and the chief executive;
- (e) to review the Nomination Policy and to ensure disclosure of the same in the Corporate Governance Report, including the nomination procedures and the process and criteria adopted by the nomination committee to select and recommend candidate(s) for directorship;
- (f) to review the Board Diversity Policy periodically and to ensure disclosure of the same or a summary of it in the Corporate Governance Report, including the measurable objectives that the Committee has set for implementing the Board Diversity Policy, and the progress on achieving the objectives;

- (g) to review regularly the contribution required from a Director to perform his/her responsibilities, and whether he/she is spending sufficient time performing them and to conduct regularly any other assessments, taking into account his/her professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM and other significant external time commitments of the Directors and other factors or circumstances relevant to the Director's character, integrity, independence and experience, as required under the Listing Rules;
- (h) to support the Board's regular evaluation of its performance; and
- (i) to ensure disclosure will be made in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting where the Board proposes a resolution to elect an individual as an INED at the general meeting:
 - (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 INED 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 diversity of the Board.

7 Reporting Procedure

Copies of the minutes of the meetings/written resolutions setting out the findings, recommendations and decisions of the Committee shall be submitted to the Board.

8 Availability and Update of the Terms of Reference

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the same on the websites of the Stock Exchange and the Company.

(updated as of 30 June 2025)