



JBM (HEALTHCARE) LIMITED

健倍苗苗(保健)有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 2161)

(the “**Company**” together with its subsidiaries, the “**Group**”)

Terms of Reference for Nomination Committee

of the board of directors of the Company

Adopted pursuant to a resolution of the board of directors on

18 January 2021 and effective from 5 February 2021

Purpose

1. The Nomination Committee is formed to assist the board (the “**Board**”) of directors (the “**Directors**”) of the Company to identify and screen appropriate candidates to serve as Directors of the Company, to oversee the process for evaluating the performance of the Board and to develop, recommend to the Board and monitor Director nomination policy (the “**Director Nomination Policy**”) and Board diversity policy (the “**Board Diversity Policy**”) for the Company.

Membership

2. The Nomination Committee shall be appointed by the Board from time to time and shall consist of at least three (3) members, the majority of whom shall be independent non-executive Directors (the “**INEDs**”, each an “**INED**”).
3. The Board shall appoint the chairman of the Board or an INED as the chairman of the Nomination Committee (the “**Chairman**”).

Frequency and Proceedings of Meetings

4. The company secretary of the Company (the “**Company Secretary**”) shall be the secretary of the Nomination Committee. In the absence of the Company Secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Nomination Committee shall attend the meeting of the Nomination Committee and take minutes.
5. The Nomination Committee shall meet at least annually and at such other times as the Chairman shall require if circumstances require.

6. Meetings of the Nomination Committee shall be summoned by the Company Secretary or by any of its members at the request of the Chairman or its members.
7. Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication or in such other manner as the members deem fit.
8. Members of the Board, the chief financial officer, Company Secretary (or his/her delegate(s)), the head of human resources and relevant senior management and person(s) invited by a Nomination Committee member shall normally attend meetings of the Nomination Committee.
9. For regular meetings, and as far as practicable in all other cases, an agenda and accompanying committee papers should be sent, in full, to all committee members of Nomination Committee. These should be sent in a timely manner and at least three (3) days before the intended date of meeting (or such other agreed period as agreed).
10. The quorum necessary for the transaction of business shall be two (2), both of whom must be INEDs.

Reporting Procedures

11. On an annual basis, the Nomination Committee shall evaluate and assess the effectiveness of the Committee and the adequacy of these Nomination Committee Terms of Reference and recommend any proposed changes to the Board.
12. The Nomination Committee should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

Minutes of Meetings

13. Minutes of meetings of the Nomination Committee and the record of individual attendance at such meetings shall be prepared by the Company Secretary (or his/her delegate(s)) which shall be sent to all committee members of the Nomination Committee as soon as practicable after the conclusion of any meeting of the Nomination Committee. Those minutes should be kept by the Company Secretary and should be open for inspection at any reasonable time on reasonable notice by any member of the Board.
14. Minutes of meetings of the Nomination Committees should record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors or dissenting views expressed. Draft and final versions of minutes of meetings of the Nomination Committee should be sent to all Directors for their comment and records respectively, in both cases within a reasonable time after the meeting is held.

Written Resolutions

15. Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), written resolution may be passed and adopted by all members of the Nomination Committee.

Authorities

16. The Nomination Committee is authorised by the Board to determine the nomination of Directors, the procedures, process and criteria to be adopted for purposes of selecting and recommending candidates for directorship.
17. The Company should provide the Nomination Committee with 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.

Annual General Meeting

18. The Chairman should, as far as practicable, attend the annual general meeting of the Company and make himself available to answer any shareholders’ questions on the Nomination Committee’s activities. In his absence, one other member of the Nomination Committee or failing this his duly appointed delegate should attend.

Responsibilities and Duties

19. In addition to any other responsibilities which may be assigned from time to time by the Board, the Nomination Committee shall assist the Board to perform the following duties:
 - (a) review the structure, size and composition and the balance of skills, knowledge, experience and diversity perspectives of the Board on a regular basis at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
 - (b) identify individuals who are suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships with regard to the Board Diversity Policy and other factors which are relevant to the Company;
 - (c) assess the independence of INEDs to determine their eligibility (having regard to, inter alia, the requirements under Rule 3.13 of the Listing Rules) and ability to devote sufficient time to the Board and board committees;
 - (d) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive officer;
 - (e) develop the criteria for identifying and assessing the qualifications of and evaluating candidates for directorship;

- (f) keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
- (g) keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (h) ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly the expectations of them in terms of time commitment, committee service and involvement outside Board meetings;
- (i) review and assess the adequacy of the corporate governance guidelines of the Company and to recommend any proposed changes to the Board for approval;
- (j) develop, review, implement and monitor, as appropriate, the Directors Nomination Policy and the Board Diversity Policy and make recommendations to the Board for consideration and approval;
- (k) do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board; and
- (l) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by legislation.

General

20. The Nomination 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 website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and Company's website (www.jbmhealthcare.com.hk).
21. For the purpose of these Terms of Reference, "senior management" shall include such persons as referred to in the Company's annual report and is required to be disclosed under paragraph 12 of Appendix 16 to the Listing Rules.

Principles to consider

22. In carrying out its responsibilities, the Nomination Committee should give adequate consideration to the following principles:
- (a) in relation to Board composition – the Board should have a balance of skills, and experience and diversity of perspectives appropriate for to the requirements of the Company’s business. It should ensure that changes to its composition can be managed without undue disruption. It should include a balanced composition of executive and non-executive Directors (including INEDs) so that there is a strong independent element on the Board, which can effectively enhance decision making capability of the Board. Non-executive Directors should be of sufficient calibre and number for their views to carry weight; and
 - (b) in relation to appointments, re-election and removal – there should be a formal, considered and transparent procedure for the appointment of new Directors. There should be plans in place for orderly succession for appointments. All Directors should be subject to re-election at regular intervals. The Company must explain the reasons for the resignation or removal of any Director.
23. A summary of the Directors Nomination Policy and the Board Diversity Policy should be disclosed in the corporate governance report.¹

Note: If there is any inconsistency between the English and Chinese versions of these terms of reference, the English version shall prevail.

¹ Board diversity will differ according to the circumstances of the Company. Diversity of Board members can be achieved through consideration of a number of factors, including but not limited to gender, age, cultural and educational background, or professional experience. The Company should take into account its own business model and specific needs, and disclose the rationale for the factors it uses for this purpose.