



Chaoju Eye Care Holdings Limited
朝聚眼科醫療控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2219)

**Terms of Reference of the Nomination Committee of the Board
of Chaoju Eye Care Holdings Limited**

Chapter I General Rules

Article 1 In order to standardize the procedures for the nomination of directors and senior management members of Chaoju Eye Care Holdings Limited (the “**Company**”), improve the corporate governance structure and fully safeguard the legitimate interests of the Company and its shareholders, the board of directors of the Company (the “**Board**”) has established a nomination committee (the “**Nomination Committee**”) and formulated these terms of reference in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), the articles of association of Chaoju Eye Care Holdings Limited (the “**Articles of Association**”) and other relevant regulations.

Article 2 The Nomination Committee is a specialized working body established by the Board under the Articles of Association, primarily responsible for reviewing and making recommendations on the candidates for and the criteria and procedures for selection of directors and senior management members of the Company. It shall be accountable to and report to the Board.

Article 3 For the purpose of these terms of reference, the directors refer to all directors of the Company, and the senior management refers to the Company’s general manager, deputy general manager, financial officers, company secretary and other senior management recognized by the Board.

Chapter II Composition of the Nomination Committee

Article 4 The Nomination Committee shall be composed of at least three directors, the majority of which shall be independent non-executive directors. Members of the Nomination Committee shall be subject to consideration and approval by the Board.

Article 5 The Nomination Committee shall have one chairman, who shall be the chairman of the Board or an independent non-executive director. The chairman of the Nomination Committee shall be in charge of the work of the Nomination Committee. He/She shall be nominated by the chairman of the Board and considered and approved by the Board. The main duties and powers of the chairman are as follows:

- (i) convening and presiding over regular and extraordinary meetings of the Nomination Committee;
- (ii) determining the agenda of each meeting of the Nomination Committee;
- (iii) signing important documents on behalf of the Nomination Committee;

- (iv) ensuring the Nomination Committee reaches clear and definite conclusions on each proposal discussed, which includes the decision to pass, reject or reconsider a proposal after additional materials;
- (v) other duties and powers specified in these terms of reference or the relevant laws and regulations.

Article 6 The terms of office of the members of the Nomination Committee shall be in line with the terms of office of the directors. A member may serve consecutive terms if re-elected upon expiry of his/her term.

No committee members shall, before the expiration of his/her term of office, be removed from office without cause except for the circumstances in which dismissal is required as stipulated in the laws and regulations, the Hong Kong Listing Rules, the Articles of Association, or these terms of reference.

Meanwhile, if a committee member ceases to be a director of the Company or otherwise is unable to fulfill his/her duty as a director, such member shall be disqualified as a member automatically; or if any member who shall be an independent non-executive director no longer possesses such independence as required by relevant laws and regulations, the Hong Kong Listing Rules or the Articles of Association, the Board shall appoint a new member to fill the vacancy pursuant to Article 4 of these terms of reference.

Chapter III Duties and Powers of the Nomination Committee

Article 7 The major duties and powers of the Nomination Committee are as follows:

- (i) reviewing the structure, size and composition (including skills, knowledge and experience) of the Board at least once a year and making recommendations on any proposed changes to the Board in line with the Company's corporate strategies;
- (ii) conducting researches and making recommendations on the criteria, procedures and methods for selection of directors and senior management members;
- (iii) identifying qualified candidates for directors and senior management members;
- (iv) evaluating candidates for directors and senior management members and making suggestions on the evaluation and recommendations on appointment to the Board;
- (v) assessing the independence of independent non-executive directors;
- (vi) making recommendations to the Board on matters related to the appointment and reappointment as well as succession planning of directors and senior management members, in particular, the chairman of the Board and the general manager;
- (vii) reporting to the Board on its decisions or recommendations, unless otherwise restricted by laws or regulations;

- (viii) other duties and powers authorized by the Board;
- (ix) other requirements for duties and powers of the Nomination Committee according to the Hong Kong Listing Rules, as amended from time to time.

Article 8 The department of securities affairs of the Company shall act as the supporting and liaison department of the Nomination Committee. The department of securities affairs shall be responsible for delivering notices of committee meetings, maintaining meeting minutes and resolutions, preparing and organizing meetings, etc. The department of integrated management of the Company shall assist the department of securities affairs in completing the work required by the Nomination Committee. The company secretary shall be responsible for coordinating works of the Nomination Committee, the department of integrated management of the Company and the department of securities affairs, and sitting in on the Nomination Committee meetings.

Article 9 The Nomination Committee shall be accountable to the Board and resolutions passed by the Nomination Committee shall be submitted to the Board for consideration and approval.

Article 10 The Nomination Committee shall be provided with sufficient resources to perform its duties and responsibilities. If necessary, the committee may engage intermediate agencies to provide independent professional opinions on its decisions. The expenses arising therefrom shall be borne by the Company.

Article 11 At the invitation of the chairman of the Board, the chairman of the Nomination Committee, or in his/her absence, another member or his/her authorized representative, shall attend and answer questions at the Company's annual general meetings.

Article 12 The Nomination Committee shall make available its terms of reference on The Stock Exchange of Hong Kong Limited's website and the Company's website, explaining its role and its authority which the Board has delegated, in accordance with the relevant requirements under the Hong Kong Listing Rules.

Chapter IV Decision-making Procedures of the Nomination Committee

Article 13 Pursuant to requirements under relevant laws and regulations and the Articles of Association and in view of the actual condition of the Company, the Nomination Committee shall analyze the selection criteria, selection procedures and terms of office of directors and senior management members of the Company to form a resolution and submit it to the Board for approval, and, if approved, implement the same accordingly.

Article 14 Procedures for selection of directors and senior management members:

- (i) conducting researches based on the demand of the Company for new directors and senior management members and formulating written materials;
- (ii) identifying candidates for directors and senior management members within the Company and its wholly-owned and holding (joint-stock) enterprises as well as in the talent market;

- (iii) collecting information about the candidates, such as occupation, educational background, professional titles, detailed work experience and all part-time experience, and forming written materials;
- (iv) seeking consent from each candidate before nominating him/her as a candidate for director or senior management members;
- (v) convening Nomination Committee meetings and conducting qualification review on the primary candidates based on requirements for directors and senior management members;
- (vi) providing suggestions and related materials of the candidates for directors and senior management members to the Board prior to the election of new directors and appointment of new senior management members;
- (vii) carrying out additional follow-up works in accordance with decisions and feedbacks of the Board.

Chapter V Rules of Procedures of the Nomination Committee

Article 15 The meetings of the Nomination Committee are classified into regular meetings and extraordinary meetings. The Nomination Committee shall hold at least one regular meeting once a year.

Article 16 Extraordinary meetings of the Nomination Committee shall be convened upon the proposal of the chairman of the Nomination Committee, more than two members of the Nomination Committee, or the Board.

Article 17 The meetings of the Nomination Committee meeting shall be convened by giving three days' prior notice to all members of the committee, together with relevant materials, by the department of securities affairs. In case of any emergency for which a meeting needs to be convened by the Nomination Committee as soon as possible, the notice of the meeting may be given by telephone, facsimile or email on that day, provided the chairman of the Nomination Committee makes an explanatory statement at the meeting.

Article 18 The meetings of the Nomination Committee shall be presided over by the chairman, or, if the chairman fails to attend, a committee member (being an independent non-executive director) may be appointed as a proxy to preside on his/her behalf.

Article 19 The meetings of the Nomination Committee shall be attended by at least two-thirds of the members. Members of the Nomination Committee shall attend the meeting in person or by conference call or via similar communication devices. Any member who is unable to attend the meeting for any reason, he/she may delegate another member in writing to attend the meeting on his/her behalf. The power of attorney shall set forth the scope of authorization.

Article 20 The Nomination Committee may invite relevant personnel of the Company to sit in a meeting if necessary.

Article 21 The Nomination Committee shall vote by show of hands and each member shall have one vote. Resolutions of the meetings shall be passed by a majority of the committee members.

Article 22 The meetings of the Nomination Committee may be convened by written means. The written resolutions shall be dispatched to all committee members by facsimile, courier or by hand, and returned in original copies to the Company for archiving after voting by the members. A proposal signed by such number of members required hereunder shall become an effective resolution of the Nomination Committee.

Article 23 Where a member of the Nomination Committee is involved in the matter being discussed at a meeting of the Nomination Committee or a vote is taken thereon, he/she shall be abstained from attending such meeting.

Article 24 The convening procedures and voting methods of and resolutions passed at the Nomination Committee's meeting shall comply with the provisions under relevant laws and regulations, the Hong Kong Listing Rules, the Articles of Association and these terms of reference.

Article 25 Resolutions passed at the Nomination Committee meetings, together with their voting results, shall be submitted to the Board in writing.

Article 26 Members attending and other persons sitting in at the meeting shall be obliged to keep matters discussed at the meeting confidential and shall not disclose relevant information without the authorization of the chairman of the Board or the Board.

Article 27 The department of securities affairs shall formulate full meeting minutes, which shall be signed by all members who attended the meetings. The meeting minutes shall be maintained by the Company Secretary, and shall be available for the inspection of the Directors at any time.

Chapter VI Diversity Policy of the Board

Article 28 When performing relevant duties, the Nomination Committee shall consider the diversity policy of the Board (the "**Policy**") specified in these terms of reference. It shall be responsible for monitoring the implementation of the Policy as well as reviewing and revising the Policy to ensure its effectiveness.

Article 29 In reviewing the size and composition of the Board, identifying and nominating candidates for directors, the Nomination Committee shall consider relevant factors to achieve the diversity of the Board members according to the business model and specific demands of the Company. The Nomination Committee may consider the diversity of the Board members from various aspects, including but not limited to gender, age, cultural and educational background, race, professional experience, skills, knowledge and length of service. After considering the aforesaid relevant factors, the Nomination Committee shall make a final recommendation on the appointment to the Board based on the merits of the candidates and contribution they may bring to the Board.

Chapter VII Supplementary Provisions

Article 30 Unless otherwise specified, the terms used herein shall have the same meanings ascribed thereto under the Articles of Association.

Article 31 For those matters not covered by these terms of reference or in the event that these terms of reference are inconsistent with the laws, regulations, Hong Kong Listing Rules currently in force or promulgated or amended from time to time, or the Articles of Association which are formulated or revised by lawful procedures, after these terms of reference become effective, such laws, regulations, Hong Kong Listing Rules or the Articles of Association shall prevail and these terms of reference shall be amended forthwith and submitted to the Board of the Company for consideration and approval.

Article 32 These terms of reference were considered and approved by the meetings of the Board of the Company and shall become effective on the date of the listing and dealing of the shares issued by the Company on The Stock Exchange of Hong Kong Limited.

Article 33 The right of interpretation of these terms of reference shall be vested to the Board of the Company.