



山東威高集團醫用高分子製品股份有限公司

**Shandong Weigao Group Medical Polymer Company Limited \***

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

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

## **NOMINATION COMMITTEE TERMS OF REFERENCE**

### **1. Membership**

- 1.1 Members of the Nomination Committee (the “Committee”) shall be appointed by the board (the “Board”) of directors (the “Directors”) of the Company.
- 1.2 Majority of the member of the Committee shall be independent non-executive Directors, with at least one member of a different gender.
- 1.3 The Chairman of the Committee shall be the chairman of the Board or an independent non-executive Director appointed by the Board.

### **2. Secretary**

- 2.1 The company secretary of the Company shall be the secretary of the Committee.
- 2.2 The Committee may from time to time appoint any other person with appropriate qualification and experience as the secretary of the Committee.

### **3. Quorum and Meeting**

- 3.1 The quorum necessary for the transaction of business at the Committee meeting shall be two members of which at least one of them shall be an independent non-executive Director.
- 3.2 In the absence of the Chairman of the Committee, the Committee members present shall elect one of the members to chair that meeting.
- 3.3 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as other directors of the Company, representatives from departments of the Company and external advisers may be invited to attend all or part of any Committee meeting, as and when the Committee considers appropriate.
- 3.4 Meetings could be held in person, by telephone or by video conference. Members of the Committee may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

### **4. Frequency of Meetings**

- 4.1 The Committee shall meet at least once a year.

## **5. Notice of Meetings**

- 5.1 Meetings of the Committee shall be summoned by the secretary of the Committee in accordance with the requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”) or as authorised or at the request of any member of the Committee.
- 5.2 Agenda and accompanying meeting papers should be sent in full to all members of the Committee in a timely manner and at least three (3) days before the intended date of a Committee meeting unless otherwise agreed by all members of the Committee.

## **6. Minutes of Meetings**

- 6.1 The secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 6.2 Minutes of Committee meetings shall be circulated to all members of the Committee within a reasonable time after the Committee meeting is held and, once agreed, to all other members of the Board.
- 6.3 A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in the same form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic communications.

## **7. Authority**

- 7.1 The Committee is authorised by the Board to obtain any information that it requires from any employee of the Company, if it considers necessary, in order to perform its duties.
- 7.2 In connection with its duties the Committee is authorized by the Board to obtain, at the Company’s expense, outside legal or other professional advice. Such expenditure shall be within limits agreed by the Board from time to time.

## **8. Duties**

- 8.1 The duties of the Committee shall include:
  - (a) review the structure, size and composition (including the skills, knowledge, experience and diversity profile) of the Board at least annually, assist the Board in maintaining a Board skills matrix, and make recommendation on any proposed changes to the Board to complement the Board to achieve the Group corporate strategy as well as promote shareholder value;
  - (b) identify suitable director candidates and select or make recommendation to the Board on the selection of individuals to be nominated as Directors;
  - (c) assess the independence of independent non-executive Directors having regard to the criteria under the Listing Rules;
  - (d) make recommendation to the Board on the appointment or re-appointment of Directors and succession planning for Directors;

- (e) review and 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, taking in account the factors as required by the Listing Rules;
- (f) support the regular evaluation of the performance of the Board; and
- (g) review the policy for the nomination of Director and the Board Diversity Policy of the Company periodically and make recommendation on any proposed revisions to the Board.

## **9. Reporting Responsibilities**

- 9.1 The Committee shall report to the Board as and when appropriate
- 9.2 The Chairman of the Committee, or failing him, any other members of the Committee shall attend the annual general meetings of the Company and answer questions on the Committee's activities and their responsibilities.

## **10. Publication of these Terms of Reference**

- 10.1 The Committee shall make available these Terms of Reference on request and by inclusion on the Stock Exchange's website and the Company's website, thereby explaining its role and the authority delegated to it by the Board.

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

(Revised and adopted by the Board on 27 June 2025)