



石四藥集團有限公司

SSY Group Limited

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2005)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

Adopted on 23 March 2012 and amended on 20 June 2025 by the Board

1. CONSTITUTION

The board of directors of the Company (the “**Board**”) hereby constitutes and established a nomination committee (the “**Nomination Committee**”) with the authority, responsibility, and specific duties as described below.

2. MEMBERSHIP

- 2.1 The Nomination Committee shall be appointed by the Board and shall consist of not less than three (3) members.
- 2.2 The majority of the members of the Nomination Committee shall be independent non-executive directors. The Nomination Committee shall have at least one member of different gender.
- 2.3 The members of the Nomination Committee (the “**Members**”) shall appoint its chairman who must be the chairman of the Board or an independent non-executive director. A quorum shall be two (2) Members.

3. RESPONSIBILITY

The responsibilities of the Nomination Committee shall include such responsibilities and authorities set out in the relevant code provisions of the Corporate Governance Code (the “**CG Code**”) as contained in Appendix C1 to the Rules Governing the Listing of Securities (the “**Listing Rules**”) (as amended from time to time). The function of the Nomination Committee is to make recommendations to the Board on appointment of the directors, so as to ensure that all nominations are fair and transparent.

4. AUTHORITY

The Nomination Committee is granted the authority by the Board to investigate any activity within its terms of reference and all employees of the Company are directed to cooperate as requested by the Members. The Nomination Committee is authorised by the Board to obtain legal or other independent professional advice as necessary, at the Company's expense, to assist the Nomination Committee and shall be provided with sufficient resources by the Company to perform its duties. All Members of the Nomination Committee shall have access to the advice and services of the Company Secretary, and separate and independent access to the Company's senior management for obtaining necessary information.

5. DUTIES

5.1 The duties of the Nomination Committee include:

- (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 Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) to assess the independence of independent non-executive directors with reference to the Listing Rules , in particular Chapter 3 and Rule 3.13 thereof;
- (d) to 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;
- (e) to monitor the implementation of the Board diversity policy, review and discuss and revisions that may be required, and recommend any such revisions to the Board for approval;

- (f) to disclose (1) the policy for nomination of directors (including the nomination procedures, criteria for selection, recommendation of candidates for directorship, and the diversity policy), and (2) its assessment of each director's time commitment and contribution to the Board, as well as the director's ability to discharge his/her responsibilities effectively, taking into account professional qualifications and work experience, existing directorship(s) of issuer(s) listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience (within the meaning of the CG Code) in the summary of work performed by the Nomination Committee in the corporate governance report;
- (g) to support the Company's regular evaluation of the Board's performance; and
- (h) to do any such things to enable the Nomination Committee to discharge its powers and functions conferred on it by the Board.

6. FREQUENCY OF MEETINGS

6.1 The Nomination Committee shall meet at least once annually.

6.2 Additional meetings shall be held if circumstances require.

7. ATTENDANCE

7.1 As necessary or desirable, the chairman of the Nomination Committee may request that members of management be present at meetings of the Nomination Committee. Other directors of the Board shall also have the right of attendance.

7.2 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 may agree.

8. SECRETARY

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.

9. MINUTES

- 9.1 Minutes of the Nomination Committee meetings shall be kept by the Company Secretary and draft and final versions of minutes of the meetings shall be sent to all Members for their comments and records respectively in both cases within a reasonable time after the meeting.
- 9.2 The Company Secretary shall circulate the minutes of meetings of the Nomination Committee to all directors of the Board.
- 9.3 Without prejudice to any requirement under the Listing Rules on the Stock Exchange, written resolution may be passed and adopted by all Members of the Nomination Committee.

10. ANNUAL GENERAL MEETING

The chairman of the Nomination Committee or in his absence, another member of the Nomination Committee or failing this, his duly appointed delegate, shall, as far as practicable, attend the annual general meeting of the Company and be prepared to respond to any Shareholder's questions on the Nomination Committee's activities.

11. GENERAL

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 and the website of the Company.

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