

Cofoe Medical Technology Co., Ltd.
Rules of Procedure of the Nomination Committee under the Board of Directors
(Applicable upon the offering and listing of H shares)

Chapter 1 General Provisions

Article 1 In order to standardize the appointment of the directors and senior management personnel, optimize the composition of the board of directors (the “Board”), and improve its corporate governance structure, Cofoe Medical Technology Co., Ltd. (the “Company”) has established a nomination committee under the Board (the “Nomination Committee” or the “Committee”), which is primarily responsible for formulating the criteria and procedures for the selection of non-employee directors and senior management personnel, selecting candidates for directorships and senior management positions and making recommendations thereon.

Article 2 To ensure the Nomination Committee to operate in a standard and efficient manner, these Rules of Procedure are formulated by the Board in accordance with the Company Law of the People’s Republic of China (the “Company Law”), the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association, and other relevant laws, regulations, normative documents, and the securities regulatory rules of the place where the shares of the Company are listed.

Article 3 Resolutions made by the Nomination Committee shall comply with requirements of the Articles of Association, these Rules of Procedure and other relevant laws, regulations and normative documents.

Chapter 2 Composition

Article 4 The Nomination Committee shall comprise three directors, of whom two-thirds shall be independent directors of the Company. The Nomination Committee shall include at least one director of a different gender. All members of the Nomination Committee shall be elected by the Board.

The “independent director” in these Rules of Procedure has the same meaning as “independent non-executive director” under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Article 5 The members of the Nomination Committee shall be nominated by the chairman of the Board, more than half of the independent directors, or more than one-third of all directors, and shall be elected by the Board.

The Nomination Committee shall have one convener, who shall be an independent director designated by the Board of the Company.

The convener of the Nomination Committee shall be responsible for convening and presiding over meetings of the Nomination Committee. Where the convener of the Committee is unable or fails to perform his or her duties, he or she shall appoint another member to exercise such powers on his or her behalf. If the convener of the Committee neither performs his or her duties nor appoints another member to act his or her behalf, any member may report the relevant circumstances to the Board of the Company, and the Board shall appoint a member to perform the duties of the convener of the Nomination Committee.

Article 6 The term of office of members of the Nomination Committee shall be the same as that of directors of the same session of the Board, and such members may be re-elected and serve consecutive terms. Prior to the expiration of a member's term of office, such member shall not be removed from office without cause unless circumstances that disqualify such member from holding office arise as stipulated by the Company Law, the Articles of Association or these Rules of Procedure. If any member ceases to act as a director of the Company during such term, or a member who should have the status of an independent director ceases to satisfy the independence requirements set forth in the Articles of Association, such member shall automatically forfeit his or her qualification as a member of the Nomination Committee.

Article 7 If the number of members of the Nomination Committee is less than the required number due to the resignation or removal of members or other reasons, or if the composition of the Nomination Committee fails to meet the requirements of the securities regulatory rules of the place where the shares of the Company are listed, the Board of the Company shall promptly supplement new candidates.

Article 8 The provisions of the Company Law and the Articles of Association in relation to the obligations of the directors apply to the members of the Nomination Committee.

Article 9 The Securities Investment Center shall be responsible for preparing the materials required for the Nomination Committee's discussions and submitting proposals to the Committee.

Chapter 3 Duties and Authorities

Article 10 The Nomination Committee is responsible for formulating the criteria and procedures for the selection of the directors and senior management personnel, selecting and reviewing candidates for directorships and senior management positions as well as their qualifications, and making recommendations to the Board on the following matters:

- (I) nomination, appointment or dismissal of non-employee representative directors;
- (II) appointment or dismissal of senior management personnel;
- (III) to review the structure, size and composition (including skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining its skill mix and advise on any proposed changes to the Board to align with the Company's corporate strategy;
- (IV) to identify individuals qualified and eligible to serve as members of the Board and senior management personnel, and select and nominate such individuals for directorships or provide opinions to the Board in this regard;

- (V) to assess the independence of independent directors;
- (VI) to make recommendations to the Board on the appointment or re-appointment of directors and succession plan for directors, in particular the chairman and the chief executive officer;
- (VII) to support the Company's regular evaluation of the performance of the Board;
- (VIII) to assess 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 directorships of issuers listed on any stock exchange(s) and other time commitments in significant external affairs of such director and other factors or circumstances relating to the director's character, integrity, independence and experience;
- (IX) other matters required by laws, administrative regulations, the securities regulatory rules of the place where the shares of the Company are listed and the Articles of Association.

If the Board does not adopt or does not fully adopt the opinions of the Nomination Committee, it shall record such opinions of the Nomination Committee and the specific reasons for not adopting in the resolution of the Board and disclose the same.

Article 11 The main duties and authorities of the Nomination Committee include:

- (I) to make recommendations to the Board on the size and composition of the Board in line with the operations, size of assets and structure of shareholding of the Company;
- (II) to review the standards and procedures for the selection of the non-employee representative directors and senior management personnel and make recommendations to the Board in respect thereof;
- (III) to select qualified candidates for the non-employee representative directors and senior management personnel;
- (IV) to review the qualification of the candidates for the directors and senior management personnel and make recommendations in respect thereof;
- (V) to review the qualifications of the nominees for independent directors and propose clear review opinions;
- (VI) to review the Company's policies on workforce diversity (including senior management) and their implementation, and make recommendations to the Board to enhance their effectiveness and foster a diverse and inclusive workplace environment;
- (VII) other duties and authorities delegated by the Board.

Article 12 The Nomination Committee shall be accountable to the Board, and all proposals of the Committee must be submitted to the Board for consideration and approval.

Article 13 The relevant departments of the Company shall cooperate with the Nomination Committee to discharge its duties; if necessary, the Nomination Committee may engage intermediaries to provide professional advice at the cost of the Company.

Chapter 4 Working Procedures

Article 14 In accordance with the relevant laws, regulations, and the Articles of Association, and in the light of the Company's actual situation, the Nomination Committee shall study the election criteria, selection procedures and term of office of the directors and senior management personnel of the Company, formulate a resolution for record and submit the same to the Board for consideration and approval.

Article 15 Working procedures of the Nomination Committee shall be as follows:

- (I) the Nomination Committee shall actively communicate with the relevant departments of the Company, study the Company's demand for new directors and senior management personnel, and prepare written materials;
- (II) the Nomination Committee may extensively identify candidates for non-employee representative directors and senior management personnel within the Company and holding (shareholding) enterprises and in the talent market;
- (III) to collect information such as the occupation, educational background, professional titles, detailed work experience, and all part-time jobs of the primary candidates, and prepare written materials;
- (IV) to seek the consent of the nominees for the nomination, otherwise, they shall not be considered as candidates for directors and senior management personnel;
- (V) to convene a meeting of the Nomination Committee to review the qualifications of non-employee representative directors and senior management personnel according to the relevant eligibility requirements;
- (VI) to submit recommendations and relevant materials to the Board on the candidates for directors and senior management personnel one to two months prior to the election of new non-employee representative directors and the appointment of new senior management personnel;
- (VII) to carry out other follow-up work according to the decisions and feedback of the Board.

Chapter 5 Convening and Notice of Meetings

Article 16 The Nomination Committee shall convene meetings as necessary and shall notify all members three days prior to the meeting. In urgent circumstances where an extraordinary meeting needs to be convened as soon as possible, the meeting notice may be given at any time by telephone or other oral means, provided that the convener shall explain the circumstances at the meeting.

The meeting of the Nomination Committee shall be convened and presided over by the convener. If the convener is unable to attend, he or she may authorize another member to preside over the meeting.

Article 17 Meetings of the Nomination Committee may be held either in the form of on-site meetings or through non-on-site communication methods.

Article 18 The meeting notice of the Nomination Committee shall include at least the following:

- (I) time and venue of the meeting;
- (II) duration of the meeting;
- (III) agenda to be discussed at the meeting;
- (IV) contact person of the meeting and their contact information;
- (V) date of notice of the meeting.

Article 19 The notice of a meeting shall contain a full text of proposals.

Article 20 The meeting notice of the Nomination Committee may be delivered to all members by facsimile, email, WeChat, telephone or personal delivery, etc.

When using expedited notification means such as email, WeChat or telephone, if no written objection is received within one day from the date the notice is delivered, the notified person shall be deemed to have received the meeting notice.

Chapter 6 Consideration and Voting Procedures

Article 21 The quorum of the meetings of the Nomination Committee shall be two-thirds or more of all its members.

Article 22 A member may attend a meeting in person or authorize another member to attend and exercise voting rights on his/her behalf. If a member authorizes another member to attend and vote, they shall submit a power of attorney to the chairperson of the meeting. The power of attorney shall be submitted to the chairperson no later than the voting at the meeting.

Article 23 A member who neither attends a meeting of the Nomination Committee in person nor authorizes another member to attend on his/her behalf shall be deemed absent from the meeting.

Should a member fail to attend the meetings of the Nomination Committee twice in a row, he/she shall be deemed to be unable to fulfill his/her duties and authorities, and the Board of the Company may revoke his/her membership.

Article 24 Members of the Securities Investment Center may attend meetings of the Nomination Committee as non-voting observers. Non-member directors of the Company may also attend meetings upon invitation. If the Nomination Committee deems it necessary, it may convene other personnel relevant to the proposals to attend the meeting, provide information, or express their opinions; however, the members who are not part of the Nomination Committee do not have voting rights on the proposals.

Article 25 The Nomination Committee shall vote by way of open ballot at its meetings. On the premise of ensuring members' full expression of opinions, meetings may be conducted via facsimile or telephone, and resolutions may be passed by facsimile, with signatures by the participating members.

Each member of the Nomination Committee shall have one vote. Resolutions proposed at the meeting shall be effective upon approval by more than half of all members (including those absent from the meeting).

Article 26 Members attending the meeting should consider the proposal in a serious and responsible manner and fully express their personal opinions. Members are responsible for their personal votes.

Article 27 Proposals and voting results of a meeting of the Nomination Committee shall be submitted in writing to the Board of the Company for review.

Article 28 The Board of the Company shall, in its annual work report, disclose the work performed by the Nomination Committee over the past year, including the convening of meetings and the resolutions adopted thereat.

Article 29 Where a meeting of the Nomination Committee is held in the form of on-site meeting, written minutes of such meeting shall be prepared. The members present at the meeting and the person preparing the minutes shall sign the meeting minutes. Any member present at the meeting has the right to request that an explanatory record of their speech made at the meeting be included in the minutes.

The meeting minutes of the Nomination Committee shall be kept as company records by the Securities Investment Center. Such minutes shall be kept for a period of ten years during the existence of the Company.

Article 30 The meeting minutes of the Nomination Committee shall include at least the following:

- (I) the date, venue and name of the convener of the meeting;
- (II) the names of the attendees, with special indications for those attending on behalf of others;
- (III) the meeting agenda;

- (IV) the key points of the members' speeches;
- (V) the voting method and poll results for each resolution or proposal (the poll results shall explicitly indicate the number of votes in favor, against or abstaining);
- (VI) other matters that need to be explained and recorded in the meeting minutes.

Article 31 Members of the Nomination Committee shall be obligated to keep confidential any relevant information of the Company that comes to their knowledge, until such information has been made public.

Chapter 7 Supplementary Provisions

Article 32 For the purposes of these Rules of Procedure, "directors" refers to the chairman of the Board and directors (including independent directors) who hold positions in the Company, and "senior management personnel" includes the president, vice presidents, chief financial officer, and the secretary of the Board of the Company.

Article 33 These Rules of Procedure shall take effect upon consideration and approval by the Board of the Company and shall be implemented from the date when overseas-listed H shares issued by the Company in its initial public offering are listed on the Hong Kong Stock Exchange.

Article 34 Matters not covered by these Rules of Procedure shall be handled in accordance with the relevant national laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, and the Articles of Association. Should any provision of these Rules of Procedure conflict with any national laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the shares of the Company are listed, which are subsequently promulgated, or the Articles of Association as amended, such national laws, administrative regulations, departmental rules, or the Articles of Association shall prevail, and these Rules of Procedure shall be promptly amended and submitted to the Board of the Company for consideration and approval.

Article 35 These Rules of Procedure shall be interpreted and amended by the Board of the Company.