



MODERN HEALTHCARE TECHNOLOGY HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 919)

POLICY IN RELATION TO INDEPENDENT VIEWS AVAILABLE TO THE BOARD

1. PURPOSE

This Policy aims at ensuring independent views are available to the board of directors (“**Board**”) of Modern Healthcare Technology Holdings Limited (“**Company**”).

2. REQUIREMENTS IN RELATION TO INDEPENDENT NON-EXECUTIVE DIRECTORS

- 2.1 To ensure that independent views are available to the Board, the Company shall appoint independent non-executive directors of the Company (“**INEDs**”) representing at least one-third of the Board, and the Board must have at least three INEDs and at least one of the INEDs must have appropriate professional qualifications or accounting or related financial management expertise.
- 2.2 The INEDs shall satisfy the independence criteria under the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”). In this connection, each INED is required to confirm in writing to the Company and the Stock Exchange his/her independence upon his/her appointment as a director of the Company with reference to the independence criteria in the Listing Rules. Each INED is also required to inform the Company and the Stock Exchange as soon as practicable if there is any subsequent change of circumstances which may affect his/her independence and must provide an annual confirmation of his/her independence to the Company. An annual review shall be conducted by the Company to assess the continuing independence of INEDs, with attention to ensuring that they remain independent in character and judgement, and continue to present an objective and constructive challenge to the assumptions and viewpoints presented by the management and the Board.
- 2.3 The INEDs shall devote sufficient time and make contributions to the Company that are commensurate with their role and board responsibilities.
- 2.4 The INEDs are equal Board members and should give the Board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and

qualifications through regular attendance and active participation. Generally, they should also attend general meetings to gain and develop a balanced understanding of the views of the Shareholders.

- 2.5 The INEDs should make a positive contribution to the development of the Company's strategy and policies through independent, constructive and informed comments.
- 2.6 The INEDs should make sufficient time available to discharge their responsibilities and should not accept an invitation to serve as an INED on the Board unless they can devote adequate time and effort to the work involved. Further, INEDs sitting on multiple boards of directors of listed companies will need to ensure that they dedicate adequate attention to each board and board committee.
- 2.7 The INEDs shall play an important role on the Board and are expected to:
 - (a) keep up-to-date with the Company's business affairs and be involved in scrutinising the Company's performance in achieving agreed corporate goals and objectives, and monitor performance reporting;
 - (b) bring independent judgment to bear on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct, and help review some of the Board's major decisions, the Company's performance in relation to corporate goals, and monitor performance reporting;
 - (c) take the lead where potential conflicts of interest arise; and
 - (d) serve on the audit, remuneration, nomination and other governance committees of the Board, if invited.
- 2.8 The INEDs shall at least annually attend meeting with the Chairman of the Board without the presence of other Directors.

3. **REVIEW AND REPORTING**

The Board shall review this Policy as well as the implementation and effectiveness of this Policy on an annual basis, and disclose in the Company's corporate governance report in the Company's annual report details of this Policy.

(The English version of the Policy shall prevail in case of any discrepancy or inconsistency between the English version and its Chinese version.)

Effective on 31 March 2023