



**Vincent Medical Holdings Limited**

**永勝醫療控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 1612)

**TERMS OF REFERENCE  
ON CORPORATE GOVERNANCE FUNCTIONS  
OF  
THE BOARD OF DIRECTORS  
(the "Board")**

**Duties**

The duties of the Board of Vincent Medical Holdings Limited (the "**Company**") shall be:

- (i) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- (ii) to review and monitor the training and continuous professional development of directors and senior management;
- (iii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors; and
- (v) to review the Company's compliance with the Corporate Governance Code contained in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and disclosure in the Corporate Governance Report.

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