

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE
OF THE BOARD OF DIRECTORS
OF AESTHETIC MEDICAL INTERNATIONAL HOLDINGS GROUP LIMITED**

(Adopted by the Board of Directors of Aesthetic Medical International Holdings Group Limited on _____, 2019)

1. Purposes

The Nominating and Corporate Governance Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of Aesthetic Medical International Holdings Group Limited (the “**Company**”) and the purposes of the Committee are to (a) develop and recommend to the Board a set of corporate governance principles and guidelines applicable to the Company, (b) identify individuals qualified to become members of the Board and, consistent with criteria approved by the Board, recommend that the Board select the Director nominees for election at the next annual meeting of shareholders, and (c) oversee the evaluation of the Board and management. The Committee shall communicate to the Company’s shareholders the Company’s compensation philosophy, policy and programs.

2. Membership

The Committee shall consist of three or more directors as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the rules of The Nasdaq Stock Market LLC (“**Applicable Listing Rules**”) and any additional requirements that the Board deems appropriate. The members of the Committee shall be appointed by and serve at the discretion of the Board. The Board will appoint one member of the Committee to serve as the Chairperson of the Committee. Committee members may be removed at any time by the Board.

The Committee shall have the power and authority to delegate any of its duties or responsibilities herein to a subcommittee comprised of one or more members of the Committee, in accordance with the Company’s Memorandum and Articles of Association, this Charter and applicable laws and rules.

3. Meetings

- a) The Committee shall meet in accordance with the annual meeting schedule or at the call of the Chairperson or a majority of the members. A majority of the members of the Committee shall constitute a quorum for the transaction of business. The Chairperson shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting.
- b) Procedures fixed by the Committee shall be subject to any applicable provision of the Company’s Memorandum and Articles of Association. Written minutes of each meeting shall be duly filed in the Company records, and reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting and shall be accompanied by any recommendations to the Board approved by the Committee.

- c) Each Committee member shall have one vote and actions at meetings are approved by a majority of the members present.

4. Key Responsibilities

In performing its function, the Committee shall undertake those tasks and responsibilities that, in its judgment, would most effectively contribute to and implement the purposes of the Committee. In addition to the general tasks and responsibilities, the following duties and responsibilities are the specific functions of the Committee, to be performed as the Committee deems necessary or appropriate, along with such other responsibilities as the Board shall require from time to time:

- a) Evaluate and recommend to the Board the size and composition of the Board and the size, composition and functions of the Board committees.
- b) Develop and recommend for approval by the Board a set of criteria for Board membership and periodically review these criteria. Identify, evaluate and attract qualified individuals to become Directors who satisfy such criteria. Make recommendations to the Board regarding Director candidates for membership on the Board, including the slate of Director nominees to be proposed by the Board for election by the shareholders at the annual meeting of shareholders and any Director nominees to be elected by the Board to fill interim director vacancies. Establish a process for the recommendation of director candidates by shareholders. Review director candidates for the Board recommended by shareholders consistent with the Board's criteria for evaluating new directors as set forth in the Corporate Governance Guidelines and any additional Director criteria determined from time to time by the Board, and make a recommendation to the Board with respect to each such director candidate.
- c) Assess the contributions and independence of incumbent Directors in determining whether to recommend them for re-election to the Board at the annual meeting of shareholders.
- d) Recommend to the Board the action to be taken with respect to any offer of resignation from a director (i) who did not receive a majority of votes cast at his or her election or (ii) whose job responsibilities have significantly changed.
- e) Review the suitability of each Board member for continued service on the Board and each relevant committee thereof (i) annually, and (ii) when he or she retires or materially changes his or her job responsibility or business association or experiences or other changed circumstances that could pose a conflict of interest or diminish his or her effectiveness as a Board member or ability to commit appropriate time and attention to his or her service on the Board.
- f) Develop with management the director orientation process for new directors and monitor the continuing education for existing directors. The Committee shall oversee the orientation process for new directors and recommend changes to it as deemed appropriate.

- g) Manage the performance review process for the Board and each Board committee and review the results with the Board on an annual basis.
- h) Develop and recommend to the Board a set of corporate governance guidelines and review and recommend changes to these guidelines, as necessary. Key purposes of these guidelines is to ensure that functions of each key managerial positions are properly designed, performed and monitored, but not disrupted or impacted by unauthorized management instructions.
- i) Periodically review the effectiveness of these guidelines, and launch inquiries to request information and feedback from related staff about effectiveness or any breaches of these guidelines, as necessary. Any employees of the Company can directly report to the Committee about any recommendations to improve these guidelines, or findings about any breaches of these guidelines.
- j) Recommend to the Board regarding findings from these inquiries and actions to be taken. For those who breaches these guidelines, actions to be taken may include admonishing conversations, change of compensations, change from current positions, dismissal, and pursue legal responsibilities.
- k) Review and make recommendations to the Board regarding proposals of shareholders that relate to corporate governance.
- l) Recommend to the Board candidates for appointment to Board committees and consider periodically rotating Directors among the committees.
- m) Review directorships in other public or private companies (excluding charitable or non-profit organizations) held by or offered to Directors and executive officers of the Company.
- n) Review and assess the channels through which the Board receives information and the quality and timeliness of information received.
- o) Develop and recommend to the Board for approval a Code of Business Conduct and Ethics and periodically review and reassess such Code, and, when necessary, recommend any proposed changes to the Board for approval.
- p) Periodically review the Board's leadership structure in light of the specific characteristics of the Company and recommend any changes to the Board for approval, and discuss the effect on the Board's leadership structure of the Board's role in risk oversight of the Company.
- q) Evaluate annually the performance of the Committee and the adequacy of this Charter, and recommend to the Board any proposed changes to the Charter.
- r) Oversee the evaluation of the Chief Executive Officer by the Board and the Compensation Committee.
- s) Develop and oversee the Chief Executive Officer succession planning process.

- t) Approve nominations and changes of key management staff of the Company as recommended by the Executive Committee designated by the Board from time to time. Such key management staff include the following positions:
- Chief Marketing Officer, Chief Operating Officer, Chief Medical Technique Officer, Chief Financial Officer, Chief Strategy Officer, and Chief Human Resources Officer.
 - Other Company level executives, including but not limited to Vice Chairman, Deputy CEO, and Vice Presidents.
 - All Senior Directors and Directors at headquarter.
 - All General Managers and Hospital Administrators of each subsidiaries of the Company.
- u) Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee deems appropriate. The Committee may from time to time seek input from the Board on any of the foregoing matters as it may determine to be appropriate.

5. Reliance; Investigations; Advisors

- a) The Committee shall have the authority to retain such outside counsel, experts and other advisors as it determines appropriate to assist it in the full performance of its functions, including the sole authority to retain and terminate search firms used to identify Director candidates, and to approve any such search firm's fees and other retention terms. If the Committee decides in its discretion to retain such a firm, the Board delegates to the Committee the sole authority to retain and terminate any such firm and to approve the firm's fees and other retention terms.
- b) In carrying out its duties, the Committee may act in reliance on management, the independent auditors, internal auditors, and outside advisors and experts, as it deems necessary or appropriate.
- c) The Committee has the authority to conduct any investigation it deems necessary or appropriate to fulfilling its duties.
- d) The Committee shall have unrestricted access to the independent auditors, the internal auditors, internal and outside counsel, and anyone else in the Company, and may request any officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants or advisors to, the Committee.