

Bayzed Health Group Inc 佰澤醫療集團

(Incorporated under the laws of the Cayman Islands with limited liability)

(根據開曼群島法律註冊成立的有限公司)

(the “Company”)

(“本公司”)

(Stock Code: 2609)

(股份代號: 2609)

Adoption date: Aug 26, 2025

採納日期: 2025年8月26日

POLICY IN RELATION TO INDEPENDENT VIEWS AVAILABLE TO THE BOARD 董事會獨立評估機制

1. PURPOSE 政策目的

This Policy aims at ensuring independent views are available to the board of directors (“**Board**”) of Bayzed Health Group Inc (the “**Company**”).

本政策旨在確保佰澤醫療集團（「**本公司**」）董事會（「**董事會**」）能獲取獨立意見。

2. REQUIREMENTS IN RELATION TO INDEPENDENT NON-EXECUTIVE DIRECTORS 關於獨立非執行董事之要求

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.

為確保董事會獲取獨立意見，本公司須委任佔董事會至少三分之一成員之獨立非執行董事（「**獨董**」），且董事會須至少有三位獨董，其中至少一位須具備適當專業資格或會計或相關財務管理專長。

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.

獨董須符合香港聯合交易所有限公司（「**聯交所**」）《證券上市規則》（「《**上市規則**》」）所訂之獨立性準則。據此，每名獨董獲委任為本公司董事時，須參照《上市規則》之獨立性準則，向本公司及聯交所書面確認其獨立性。倘其後出現任何可能影響其獨立性之情事變動，該獨董須在切實可行情況下盡快通知本公司及聯交所，並須每年向本公司提交獨立性確認書。本公司須每年檢討獨董持續獨立性，重點確保彼等在品格及判斷上保持獨立，並能持續對管理層及董事會提出之假設及觀點作出客觀具建設性之質詢。

- 2.3 The INEDs shall devote sufficient time and make contributions to the Company that are commensurate with their role and board responsibilities.

獨董須投入充分時間履行職責，並作出符合其角色及董事職責之貢獻。

- 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 Shareholders.

獨董與其他董事地位平等，應透過定期出席及積極參與，向董事會及其任職之委員會提供其專業技能、經驗及多元背景資歷之裨益。彼等通常亦應出席股東大會以平衡理解股東意見。

- 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.

獨董應透過獨立、具建設性及知情之意見，對本公司策略及政策發展作出積極貢獻。

- 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 committees.

獨董須預留充足時間履行職責，除非能投入足夠時間及精力處理相關工作，否則不應接受獨董委任。此外，兼任多家上市公司董事會職務之獨董須確保對各董事會及委員會給予充分關注。

- 2.7 The INEDs shall play an important role on the Board and are expected to:

獨董在董事會中擔當重要角色，其職責包括：

- (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;
持續掌握本公司業務動態，參與審視達成既定企業目標之表現，並監督績效匯報；
- (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;
就策略、政策、績效、問責、資源、關鍵任命及行為準則等事宜提供獨立判斷，協助檢討董事會重大決策及企業目標達成進度，並監督績效匯報；
- (c) take the lead where potential conflicts of interest arise; and
在潛在利益衝突出現時主導處理；及
- (d) serve on the audit, remuneration, nomination and other governance committees of the Board, if invited.
應邀出任董事會下設之審核、薪酬、提名及其他管治委員會成員。

2.8 The INEDs shall at least annually attend meeting with the Chairman of the Board without the presence of other Directors.

獨董須每年至少一次與董事會主席進行無其他董事出席之會議。

3. REVIEW AND REPORTING

檢討與披露

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.

董事會須每年檢討本政策及其實施成效，並於本公司年報之企業管治報告內披露本政策詳情。