



Jiwa Bio-Pharm Holdings Limited
積華生物醫藥控股有限公司
(incorporated in Bermuda with limited liability)

2906, Tower 1, Lippo Centre,
89 Queensway, Central, Hong Kong
香港中環金鐘道 89 號力寶中心第 1 座 2906
Tel 電話 : 852 2810 8991
Fax 傳真 : 852 2525 4290
Email 電郵 : enquiry-genl-hk@jiwa.com.hk
Website 網址: www.jiwa.com.hk

Terms of reference of the Nomination Committee

=====

Constitution

The board of directors (the “**Board**”) of Jiwa Bio-Pharm Holdings Limited (the “**Company**”) hereby resolves to establish a committee of the Board to be known as the Nomination Committee (the “**Committee**”).

Membership

1. Members of the Committee shall be appointed by the board, where appropriate, in consultation with the Chairman of the Committee. The Committee shall be made up of at least three members;
2. Majority of members of the Committee shall be independent non-executive directors. The Chairman of the board shall not be a member of the Committee;
3. Only members of the Committee have the right to attend Committee meetings. Other individuals such as the Chairman of the board, the Managing Director and Head of Human Resources, may be invited to attend all or part of any meeting as and when appropriate;
4. Appointments to the Committee shall be for such initial period (subject to extension) as prescribed by the boards; and
5. The board shall appoint the Committee Chairman who shall be an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of their members to chair the meeting.

Frequency and proceedings of meetings

6. The Committee shall meet before the holding of an annual general meeting where appointment of directors will be considered. Additional meetings shall be held as the work of the Committee demands.

7. In addition, the chairman of the Committee may convene additional meetings at his discretion.
8. The quorum of a meeting shall be two members of the Committee.
9. Proceedings of meetings of the Committee shall be governed by the provisions of Bye Laws of the Company.

Duties, powers and functions

10. The Committee shall –
 - (a) regularly review the structure, size and composition (including the skills, knowledge and experience) required of the board compared to its current position and make recommendations to the board with regard to any changes;
 - (b) be responsible for nominating for the approval of the board, candidates to fill board vacancies as and when they arise;
 - (c) before appointment is made by the board, evaluate the balance of skills, knowledge and experience on the board;
 - (d) keep under review the leadership needs of the organization, both executive and non-executive, with a view to ensuring the continued ability of the organization to compete effectively in the marketplace;
 - (e) keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates; and
 - (f) make available the committee's terms of reference.
 - (g) the Committee shall also make recommendations to the board concerning:
 - i. any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract; and
 - ii. The appointment of any director to executive office.

Reporting Procedures

11. The Committee shall report to the Board on a regular basis. At the next meeting of

the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.

- END -