



JIWA BIO-PHARM HOLDINGS LIMITED

積華生物醫藥控股有限公司*

(Incorporated in Bermuda with limited liability)

(the “Company”)

(Stock code: 2327)

TERMS OF REFERENCE

NOMINATION COMMITTEE

(“Committee”)

Membership

1. The Committee shall consist of not less than three members appointed by the board of directors of the Company (the “board”). The Committee should be chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors.
2. The Chairman of the Committee shall be appointed by the board.
3. The Company Secretary or his nominee shall act as the Committee’s Secretary.

Frequency and proceedings of meetings

4. The Committee should meet at least once per year. Additional meetings should be held as the work of the Committee demands.
5. In addition, the chairman of the Committee may convene additional meetings at his discretion.
6. The quorum for a meeting shall be two members.

**For identification only*

7. Proceedings of meetings of the Committee shall be governed by the provisions of the Bye-laws of the Company.

Duties, powers and functions

8. The nomination committee should perform the following duties:-
 - (a) review the structure, size and composition (including the skills, knowledge and experience) of the board at least annually and make recommendations on any proposed changes to the board to complement the issuer's corporate strategy;
 - (b) identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships;
 - (c) assess the independence of independent non-executive directors; and
 - (d) make recommendations to the board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman and the chief executive.
9. Issuers should provide the nomination committee sufficient resources to perform its duties. Where necessary, the nomination committee should seek independent professional advice, at the issuer's expense, to perform its responsibilities.

Reporting Procedures

10. The Committee should 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 to the board on the findings and recommendations of the Committee.

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