



深圳市海王英特龍生物技術股份有限公司
SHENZHEN NEPTUNUS INTERLONG BIO-TECHNIQUE COMPANY LIMITED*
(the "Company")
(a joint stock limited company incorporated in the People's Republic of China)
(Stock Code: 8329)

TERMS OF REFERENCE FOR THE NOMINATION COMMITTEE

This Terms of Reference was established on 16 March 2012 and the last revision was approved by the board (the "**Board**") of directors (the "**Directors**") of the Company with effect on 14 August 2017.

1 MEMBERSHIP

- 1.1 Members of the Nomination Committee shall be appointed by the Board.
- 1.2 The Nomination Committee shall be composed of at least three members and the majority of which shall be independent non-executive Directors ("**INED(s)**").
- 1.3 The appointment term of each Nomination Committee member shall be three years at most and they may be re-appointed by the Board upon the expiration of their term of office.

2 CHAIRMAN

- 2.1 The Chairman of the Nomination Committee shall be appointed by the Board and shall either be the Chairman of the Board or an INED. The Chairman of the Nomination Committee is responsible for the communication with the Board.
- 2.2 The Chairman of the Nomination Committee shall host the meetings of the Nomination Committee.
- 2.3 In the absence of the Chairman of the Nomination Committee, another member of the Nomination Committee present at the meeting shall be elected to host the meeting of the Nomination Committee.

3 SECRETARY

- 3.1 The Company Secretary shall be the secretary of the Nomination Committee.

* *For identification purposes only*

3.2 The secretary of the Nomination Committee shall attend the meeting of the Nomination Committee and take minutes. In the absence of the secretary of the Nomination Committee, he/she shall appoint a delegate, or the members of the Nomination Committee who are present at the meeting shall appoint any other person to act as the secretary.

4 PROCEEDINGS OF THE NOMINATION COMMITTEE

4.1 Quorum

4.1.1 The quorum for meetings shall be any two members and one of which must be an INED.

4.1.2 The secretary of the Nomination Committee shall determine whether there are any interest conflicts and take relevant records when the meeting begins. In case any proposals at the meeting concern the vital interest of the members of the Nomination Committee or their associates, the involved members shall not be counted as the quorum present at the meeting, and shall waive their voting right.

4.1.3 An official meeting of the Nomination Committee with sufficient attending quorum shall have the right to exercise any authorities, rights or discretion entitled to the Nomination Committee or to be exercised by the Nomination Committee.

4.2 Frequency of meetings

4.2.1 The Nomination Committee shall hold at least one meeting in a year, and the Nomination Committee may hold more meetings as needed.

4.2.2 When necessary, any members of the Nomination Committee may request to convene a meeting of the Nomination Committee.

4.3 Attendance at meetings

4.3.1 Members of the Nomination Committee may attend the meetings of the Nomination Committee either in person or through other electronic means of communication or in such other manner as the members may agree.

4.3.2 Any member of the Nomination Committee wishing to attend a meeting by electronic communications shall make arrangements with the secretary of the Nomination Committee in advance.

4.3.3 Besides the members of the Nomination Committee, in appropriate circumstances, Chairman of the Board and/or General Manager of the Company (“**General Manager**”), external advisors and other persons can be invited to attend all or part of the meetings.

4.4 Notice of meetings

- 4.4.1 Upon the request of any members of the Nomination Committee, the secretary of the Nomination Committee shall convene the meeting of the Nomination Committee.
- 4.4.2 Unless otherwise specified, notice for a meeting of the Nomination Committee shall be given at least 3 days before the meeting date.
- 4.4.3 Agenda and accompanying supporting papers of the meeting shall be sent to all members of the Nomination Committee and other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).
- 4.4.4 Any members of the Nomination Committee shall have the right to issue notice to the secretary of the Nomination Committee to suggest adding other items concerning the responsibilities of the Nomination Committee into the meeting agenda.

4.5 Minutes of meetings

- 4.5.1 The secretary of the Nomination Committee (or his/her delegate(s)) present at the meeting of the Nomination Committee shall take detailed notes of all involved issues and resolutions, including the name list of persons present and the doubts and/or counterviews of any members of the Nomination Committee.
- 4.5.2 Full minutes shall be kept by the secretary of the Nomination Committee. Draft and final versions of the minutes shall be circulated to all members of the Remuneration Committee within a reasonable period after the meeting, the draft version for members' comments and the final version for record. Such minutes shall be open for Directors' inspection.

4.6 Written resolutions

- 4.6.1 Without violating any requirements under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**"), a written resolution may be passed and adopted by the Remuneration Committee so as it is unanimously agreed by all members of the Nomination Committee.

5 RESPONSIBILITIES AND AUTHORITIES OF THE NOMINATION COMMITTEE

- 5.1 Without violating any requirements under the Corporate Governance Code as contained in Appendix 15 of the GEM Listing Rules (as amended from time to time), the duties of the Nomination Committee include the following:
- 5.1.1 To review the structure, size, composition (including skills, knowledge and experience) and diversity (including, without limitation, gender, age, cultural and educational background and professional experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy.
 - 5.1.2 To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, with due regard for the benefits of diversity on the Board.
 - 5.1.3 To assess the independence of INEDs.
 - 5.1.4 To make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman of the Board and the General Manager, in the light of knowledge, skills, experience and diversity required.
- 5.2 The Nomination Committee is authorized by the Board to investigate the matters within its terms of reference. The Nomination Committee is entitled to ask any employee for the information and data under rational request, and all the employees shall cooperate with the Nomination Committee regarding the reasonable requirements.
- 5.3 The Nomination Committee shall be provided with sufficient resources to perform its duties. The Nomination Committee may request the General Manager for additional resources if determined there were no sufficient resources. If such request is declined, the Nomination Committee may consider reflecting its request to the Board through the Company Secretary. In reasonable and feasible circumstances, the Board shall hold a Board meeting as soon as possible to consider such request.
- 5.4 In order to ensure that the Nomination Committee procedures and all the applicable rules and regulations are observed, all members of the Nomination Committee shall have access to the advice and services of the Company Secretary.
- 5.5 The Nomination Committee or any of its members asking for independent and professional advice relating to his/her responsibilities may request to the Company Secretary. All such requests shall be handled in line with the Company's previously determined procedures for seeking independent and professional advice, and the necessary expenditure shall be borne by the Company.

6 REPORTING RESPONSIBILITIES

- 6.1 After the meeting, the Chairman of the Nomination Committee shall officially report all matters within his/her scope of responsibilities to the Board, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).
- 6.2 The Nomination Committee shall make recommendation, if it thought fit and within the Nomination Committee's scope of responsibilities, to the Board for the fields to be improved or implemented.

7 ANNUAL GENERAL MEETING

- 7.1 The Chairman of the Nomination Committee (in his/her absence, another member of the Nomination Committee or failing this, his duly appointed delegate) shall attend the Annual General Meeting of the Company and be prepared to answer shareholders' questions on the Nomination Committee's work and responsibilities.

8 OTHERS

- 8.1 The newly appointed members of the Nomination Committee shall acquire the specified comprehensive and official inaugural notices, and obtain the necessary introduction and professional training thereafter to ensure that they have appropriate understanding for the Company's operation and business, and that they completely know their responsibilities as the members of the Nomination Committee. All aforementioned necessary expenditures shall be borne by the Company.
- 8.2 Each Nomination Committee member shall invest sufficient time and attention to discharge his/her duties. He/she shall contribute skills and expertise by participating in the Company's affairs periodically and actively.

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