



浙江升華蘭德科技股份有限公司

SHENGHUA LANDE SCITECH LIMITED*

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 8106)

Terms of Reference of Nomination Committee

Members: Ms. Huang Lianxi (*Chairman*)
Mr. Cai Jiamei

Terms of reference

Members

1. The members of the nomination committee (the “**Nomination Committee**”) of Shenghua Lande Scitech Limited* (the “**Company**”) shall be appointed by the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company, and shall comprise a majority of independent non-executive Directors.
2. The chairman of the Nomination Committee shall either be independent non-executive Director or the chairman of the Board and appointed by the Board.
3. The quorum for meetings of the Nomination Committee shall be two members.

Secretary

4. The Board secretary or company secretary shall be the secretary of the Nomination Committee.

Frequency of meetings

5. The Nomination Committee shall meet at least once a year.

Consultation and resources

6. The Nomination Committee may seek appropriate independent professional advice as the Remuneration Committee deems necessary.
7. The Company shall provide sufficient and necessary resources to the Nomination Committee to perform its duties.

Duties

8. The duties of the Nomination Committee are:
 - (1) to review the structure, size and diversity (including but not limited to gender, age, cultural and educational background, professional experience) of the Board at least once a year and make recommendations on any proposed changes to the Board to complement the Company's corporate strategies;
 - (2) to identify individuals, in accordance with the Board diversity policy and nomination policy of the Company, suitably qualified to become Board members and select, nominate or make recommendations to the Board on the selection and nomination of individuals for directorships;
 - (3) to assess the independence of independent non-executive Directors;
 - (4) to make recommendations to the Board on relevant matters relating to the appointment or reappointment of Directors and succession planning for Directors in particular the chairman and the chief executive officer;
 - (5) Where the Board proposes a resolution to elect any individual as an independent non-executive Director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:
 - a. the process used for identifying the individual and why the Board considers the individual should be elected and the reasons why they consider the individual to be independent;
 - b. if the proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, the reasons why the Board considers the individual would still be able to devote sufficient time to fulfil director responsibility;
 - c. the perspectives, skills and experience that the individual can bring to the Board; and
 - d. how the individual contributes to the diversity of the Board;
 - (6) to report to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions; and

(7) to discuss other topics as specified by the Board.

Meeting arrangement

9. Meetings of the Nomination Committee should be conducted through attendance of the members in person (including by means of real-time communication methods such as telephone/video system), and the attending members should adopt the rule of “Few Obey the Majority” to make decisions and approvals on relevant matters. Members of the Nomination Committee may also adopt the method of circulating (by e-mail, fax or any other means of communication) and signing written resolutions or other non-real time communication methods deemed appropriate by the Nomination Committee to approve relevant resolutions (which should be unanimously passed by all members).

Minutes of meetings

10. Minutes of meetings of the Nomination Committee shall be sent to all members of the Board to review.

Performance review

11. The Nomination Committee shall review its performance annually with reference to the authorities and duties set out herein and submit to the Board for review and approval.

Others

12. The terms of reference of the Nomination Committee shall be posted both on the Company’s website and the website of The Stock Exchange of Hong Kong Limited.

* *For identification purposes only*