

东曜药业

TOT BIOPHARM International Company Limited

東曜藥業股份有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1875)

Terms of Reference for the Nomination Committee

1. The number of members, term of office, duties and powers, rules of proceeding of the Nomination Committee and resources to be provided by the Company when the Nomination Committee exercises its authority shall be governed by this Terms of Reference and the terms of reference for the Board of Directors
2. The chairman of the Nomination Committee of TOT BIOPHARM International Company Limited (“the **Company**”) shall be the chairman of the Board of Directors or an independent non-executive director, and the majority of Board of Directors members shall be independent non-executive directors.
3. Regarding its scope of duties, the Nomination Committee shall perform the following duties:
 - 3.1 To review the structure, size and composition of the Board of Directors (including skills, knowledge and experience) at least once every year, and making recommendations on any proposed change to the Board of Directors in respond to the corporate strategy of the Company;
 - 3.2 To identify individuals suitably qualified to become a director and to select such nominated person as a director or to provide advice to the Board of Directors in this regard;
 - 3.3 To assess the independence of independent non-executive directors; and
 - 3.4 To make recommendations to the Board of Directors on the appointment or reappointment of directors and on the succession planning of directors (especially the chairman and chief executive officer).
 - 3.5 The appointment of directors of the Company shall take into account the overall combination of the Board of Directors. The combination of the Board of Directors shall be diversified and an appropriate diversification policy shall be formulated to cater for the operation, operation mode and development need, and shall include but not limited to the following two major criteria:
 - 1) basic criteria and value: gender, age, nationality, culture, etc;
 - 2) professional knowledge and skills: professional background (such as law, accounting, industry, finance, sales and marketing or technology), professional skills and industry experience, etc.

4. Members of the Nomination Committee shall meet the following criteria:
 - 1) honest and practical;
 - 2) fair judgment;
 - 3) professional knowledge;
 - 4) rich experience.
5. All directors shall participate in continuous professional development to develop and update their knowledge and skills, so as to ensure that they continue to possess full information and are able to contribute to the Board of Directors according to its needs. The Company will be responsible for arranging appropriate training and providing relevant funds with appropriate focus on the roles, functions and responsibilities of directors of listed company.
6. The Company shall provide the Nomination Committee with sufficient resources to perform its duties. If necessary, the Nomination Committee shall seek independent professional advice when performing its duties, and the expenses shall be borne by the Company.
7. The Nomination Committee shall hold regular meeting for at least once a year. Additional meetings of the Nomination Committee may be held when necessary.
8. Attendance at meeting
 - 8.1 Unless agreed by all members of the committee, at least 14 days' notice shall be given before the meeting. Regardless of the length of the notice period, if a member of the committee is present at the meeting, he shall be deemed to have agreed to waive the notice period unless, at the beginning of the meeting, such member attending the meeting is present to express his objection to the meeting's handling of any matter on the ground that the meeting has not been properly convened.
 - 8.2 The chairman shall preside over all meetings of the committee. In his absence, he shall be substituted by a representative appointed by the chairman. The chairman shall be responsible for leading the committee, including arranging for meeting, preparing agenda and reporting to the Board of Directors regularly.
 - 8.3 At the invitation of the chairman of the committee and/or the Board of Directors, external consultants and other persons may be invited to attend the whole or part of any meeting. But only members of the committee may vote at the meeting.
 - 8.4 Meetings can be held in person, by telephone or through video conference, but all participants must be able to hear each other.

- 8.5 Other directors, company secretary (or its representative) and relevant senior management and personnel invited by any committee member shall attend the meeting of the Nomination Committee.
- 8.6 Meetings of the Nomination Committee may be convened by any of its members or the company secretary.
9. Resolutions and minutes
- 9.1 Any resolution of the Nomination Committee shall be passed by a majority of members present in a meeting.
- 9.2 The draft and final version of the minutes of the Nomination Committee meeting shall be sent to all members of the Nomination Committee within a reasonable time after the meeting. The final version of the minutes of the meeting shall be signed by the chairman of the Nomination Committee or by the chairman of that meeting.
- 9.3 A complete record of all minutes of the Nomination Committee shall be kept by the company secretary and shall be available for inspection by the members of the Nomination Committee or the members of the Board of Directors at any reasonable time upon reasonable notice.
10. The Nomination Committee shall report regularly to the Board of Directors on all matters within its scope of duty.
11. The role of the Nomination Committee and the scope of duty granted to it by the Board of Directors will be published on the website of the Company and the website of the Stock Exchange of Hong Kong Limited.
12. Meeting agenda of the Nomination Committee shall be determined by the convener, and other members can propose motion for discussion.
13. Members of the Nomination Committee should avoid participating in any discussion on matters that concern their own interests.
14. The Nomination Committee shall regularly review relevant matters contained in the Terms of Reference and submits any amendment to the Board of Directors. This Terms of Reference is implemented after being approved by the Board of Directors.