Ab&B Bio-Tech CO., LTD. JS
Terms of Reference – Nomination Committee
(Applicable after listing on the Stock Exchange)

Chapter 1 General Provisions

Article 1 In an effort to optimize the procedures for appointment of the directors and senior management personnel of Ab&B Bio-Tech CO., LTD. JS (the "Company"), rationalize the composition of the Board of Directors, and enhance the corporate governance structure of the Company, in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Articles of Association of Ab&B Bio-Tech CO., LTD. JS (the "Articles of Association"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules") and other relevant regulations, the Company has established a nomination committee (the "Nomination Committee") of the Board of Directors, and hereby formulates these terms of reference.

Article 2 The Nomination Committee is a special committee set up by the Board of Directors. Its main responsibilities are to select candidates for directorships and senior management positions of the Company, determine the selection criteria and procedures therefor, and make recommendations thereon.

Chapter 2 Composition

Article 3 The Nomination Committee shall comprise at least three directors, with at least one member of a different gender, and the majority of which shall be independent non-executive directors.

Article 4 Members of the Nomination Committee shall be nominated by the chairman of the Board of Directors, more than half of the independent non-executive directors or one-third of all directors, and shall be elected by the Board of Directors.

Article 5 The Nomination Committee shall have a chairperson (the "Chairperson") to be served by the chairman of the Board of Directors or an independent non-executive director among the members of the Nomination Committee. The Chairperson shall preside over the work of the Nomination Committee and shall be appointed by the Board of Directors.

Article 6 The term of office of the Nomination Committee shall be the same as that of the Board of Directors. Each member of the Nomination Committee shall be eligible for re-election upon expiry of his/her term of office. During such period, if any member of the Nomination Committee ceases to be a director of the Company, his/her membership in the Nomination Committee shall lapse automatically, and the vacancy shall be filled by the person elected by the Board of Directors according to these terms of reference.

Chapter 3 Secretary

Article 7 The role of the secretary of the Nomination Committee shall be served by any one of the company secretaries or joint company secretaries.

Article 8 The Nomination Committee could from time to time appoint any other person with appropriate qualifications and experience as the secretary of the Nomination Committee.

Chapter 4 Duties and Powers

Article 9 The primary duties and powers of the Nomination Committee are to:

(I) review the structure, size and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board of Directors at least annually, assist the Board of Directors in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board of Directors to complement the Company's strategies;

(II) extensively identify individuals suitably qualified to serve as directors, and select or make recommendations to the Board of Directors on the selection of individuals nominated for directorships;

(III) assess the independence of the independent non-executive directors;

(IV) make recommendations to the Board of Directors on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board of Directors and the chief executive officer;

(V) support the Company's regular evaluation of the Board of Directors' performance;

(VI) review the diversity policy of the Board of Directors (the "Board Diversity Policy"), any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board of Directors from time to time, the progress on achieving such objectives and disclose such Board Diversity Policy or its summary in the corporate governance report;

(VII) where the Board of Directors proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out the details of the decision-making procedures and the reasons for the proposed appointment as required under the Hong Kong Listing Rules in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting;

(VIII) review the implementation and effectiveness of the mechanisms of the Company to ensure independent views and input are available to the Board of Directors;

(IX) report to the Board of Directors on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so; and

(X) perform other duties and powers authorized by the Board of Directors and/or required by applicable laws and regulations from time to time (including the Hong Kong Listing Rules).

Article 10 The Nomination Committee shall be accountable to the Board of Directors. The proposals put forward by the committee shall be submitted to the Board of Directors for consideration and approval. In the absence of sufficient reasons or reliable evidence, controlling shareholders shall give due respect to the recommendations provided by the Nomination Committee, otherwise shall not propose alternative candidates for directorships and senior management positions.

Article 11 The Nomination Committee has been authorized by the Board of Directors to obtain any necessary information from the employees of the Company within the scope of its duties, to perform its duties. The Nomination Committee shall be provided with sufficient resources to perform its duties.

Article 12 The Chairperson of the Nomination Committee or, in his/her absence, another member of the Nomination Committee (who must be an independent non-executive director) shall be required to attend the annual general meetings of the Company and respond to questions from shareholders regarding the activities and responsibilities of the Nomination Committee.

Chapter 5 Decision-making Procedures

Article 13 In accordance with the requirements under relevant laws and regulations, the Hong Kong Listing Rules and the Articles of Association, and in view of the actual circumstances of the Company, the Nomination Committee shall study the selection criteria, selection procedures and terms of office of directors and senior management personnel of the Company to form a resolution and submit it to the Board of Directors for approval upon filing and for implementation accordingly.

Article 14 The selection procedures of directors and senior management personnel are as follows:

(I) the Nomination Committee shall actively communicate with the relevant departments of the Company to study the demand of the Company for new directors and senior management personnel and to produce the result in writing;

(II) the Nomination Committee may extensively identify candidates for directors and senior management personnel within the Company, its controlling (invested) enterprises as well as in labor market;

(III) the Nomination Committee shall gather information about the occupation, education background, job title, detailed work experience and all part-time jobs of the preliminary candidates, and to produce written materials thereon;

(IV) the Nomination Committee shall obtain the consent from the nominee, otherwise the nominee will not be deemed as the candidate for director or senior management position;

(V) the Nomination Committee shall convene a meeting to review the qualifications of the preliminary candidates in accordance with the position requirements for directors and senior management personnel;

(VI) the Nomination Committee shall make recommendations and submit relevant materials to the Board of Directors regarding the candidates for director and senior management positions one to two months prior to the election of new directors and the appointment of new senior management personnel;

(VII) the Nomination Committee shall carry out other follow-up work according to the decision of and feedback from the Board of Directors.

Chapter 6 Rules of Procedure

Article 15 Members of the Nomination Committee can convene a meeting at any time when necessary.

Article 16 A notice shall be given to all members three days prior to the convening of a meeting of the Nomination Committee. The meeting shall be presided over by the Chairperson, and in case the Chairperson is unable to attend, he/she may appoint another member of the Nomination Committee (who must be an independent non-executive director) to preside over the meeting on his/her behalf. Such notification period may be waived with the unanimous consent of all members of the Nomination Committee. Notwithstanding the notification period, the attendance of a member of the Nomination Committee at the meeting would be deemed to have waived the required notification period.

Article 17 The quorum of a meeting of the Nomination Committee shall be not less than two-thirds of the members. Each member shall have one vote. A resolution of the meeting must be passed by more than half of all members of the Nomination Committee.

Article 18 A meeting may be attended in person or via telephone or video conferencing. Members of the Nomination Committee may attend the meeting through telephone or any similar communication device, where all attendants shall be able to hear each other via the devices. Resolutions of the Nomination Committee, if to be made at a meeting, shall be passed by more than half of its members attending such meeting.

Article 19 The resolutions passed and signed in writing by all members of Nomination Committee are also valid, and their validity shall be the same as any resolutions passed at a meeting duly convened by the Nomination Committee.

Article 20 The Nomination Committee may invite directors, supervisors and other senior management personnel of the Company to attend its meeting as non-voting participants, if necessary, while only members of the Nomination Committee can vote at the meetings of the Nomination Committee.

Article 21 The Nomination Committee may, if necessary, engage an intermediary to provide professional advice for its decision-making at the expense of the Company.

Article 22 The procedures for convening a meeting of the Nomination Committee, voting methods of and resolutions passed at such meeting must comply with the provisions of relevant laws, regulations, the Hong Kong Listing Rules, the Articles of Association and these terms of reference.

Article 23 The Nomination Committee shall keep minutes of the meetings. Members attending the meetings shall sign the minutes of the meetings. The minutes of the meetings should be kept by the secretary to the Board of Directors or the secretary of the Nomination Committee for all directors to review. The draft and the final version of the minutes of the meetings shall be delivered to all members of the Nomination Committee within a reasonable period after the meeting. The draft is for expressing opinions among the members and the final version is for record keeping purposes.

Article 24 Resolutions passed at and voting results of a meeting of the Nomination Committee shall be reported in writing to the Board of Directors of the Company.

Article 25 Members of the Nomination Committee attending the meetings shall be obligated to keep all matters discussed at the meetings confidential and shall not disclose such information without authorization.

Chapter 7 Supplementary Provisions

Article 26 After the approval by the Board of Directors, these terms of reference shall come into effective and be implemented upon the foreign listing of the Company through initial public offering of H shares and the listing of the same for trading on The Stock Exchange of Hong Kong Limited. The existing rules of procedures for the Nomination Committee shall automatically lapse from the effective date of these terms of reference.

Article 27 For any matters not covered in these terms of reference, the relevant laws and regulations, the Hong Kong Listing Rules, other requirements of securities regulatory authorities in Hong Kong, and the relevant provisions of the Articles of Association shall apply. If the relevant provisions of these terms of reference contravene with the relevant laws and regulations, the Hong Kong Listing Rules, other requirements of securities regulatory authorities in Hong Kong and the Articles of Association as enacted or amended in the future, such relevant laws and regulations, the Hong Kong Listing Rules, other requirements of securities regulatory authorities in Hong Kong, and the existing or revised Articles of Association shall prevail.

Article 28 The right to interpret these terms of reference shall be vested in the Board of Directors of the Company.

Article 29 In case of any inconsistency with the Chinese version of these terms of reference, the Chinese version shall prevail.