GUANGZHOU INNOGEN PHARMACEUTICAL GROUP CO., LTD.
TERMS OF REFERENCE OF THE NOMINATION COMMITTEE
OF THE BOARD OF DIRECTORS

Chapter 1 General Provisions

Article 1 With an aim to regulate the appointment of directors and senior management of Guangzhou Innogen Pharmaceutical Group Co., Ltd. (the "**Company**"), optimize the composition of the Board of Directors and improve the corporate governance structure, the Nomination Committee of the Board of Directors has been established and the Terms of Reference of the Nomination Committee of the Board of Directors (the "**Terms of Reference**") have been formulated based on the actual conditions of the Company according to relevant laws, regulations and regulatory documents, including the Company Law of the People's Republic of China (the "**Company Law**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), the Articles of Association of Guangzhou Innogen Pharmaceutical Group Co., Ltd. (the "**Articles of Association**"), and the resolutions of the Board of Directors.

Article 2 The Nomination Committee of the Board of Directors is a specialized working body under the Board of Directors of the Company, and is principally responsible for considering selection of directors (including independent non-executive directors) and senior management of the Company, the selection criteria and procedures thereof, as well as putting forward opinions and recommendations to the Board of Directors.

The senior management mentioned in the Terms of Reference refers to the general manager, secretary to the Board of Directors and head of finance of the Company and other personnel specifically appointed by the Board of Directors as senior management of the Company. The "**general manager**" mentioned in the Terms of Reference refers to the "manager" mentioned in the Company Law.

Chapter 2 Composition

Article 3 The majority of the members of the Nomination Committee shall be independent non-executive directors, and at least one director of the other gender shall be included.

Article 4 Members of the Nomination Committee shall be nominated by the chairman of the Board of Directors or jointly by more than one-third of the members of the Board of Directors, and shall be elected by a majority of the directors of the Board of Directors.

Article 5 The Nomination Committee shall have one convener, being the chairman of the Nomination Committee, who shall be the chairman of the Board of Directors or an independent non-executive director. The chairman of the Nomination Committee shall be appointed and removed by the Board of Directors and shall be in charge of the work of the Nomination Committee. When the chairman of the Nomination Committee is unable to or fails to perform his/her duties, an independent non-executive director shall be jointly elected by more than half of the members to perform the chairman's duties. After the proposal for electing members of the Nomination Committee has been approved, the new members of the Nomination Committee shall take office immediately after the conclusion of the meeting of 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. A member may serve consecutive terms if re-elected upon expiry of his/her term of office. During his/her term of office, if any member ceases to be a director of the Company, or any member with the capacity of an independent non-executive director ceases to have the independence as stated in the Company Law, the Articles of Association and the Listing Rules, he/she shall automatically be disqualified as a member of the Nomination Committee. A member may submit his/her resignation report in writing to the Board of Directors prior to the expiry of his/her term of office to resign from his/her position in the Nomination Committee. The resignation report shall include a statement of the reasons for such resignation and if necessary the matters that should be brought to the attention of the Board of Directors of the Company. In the event that members of the Nomination Committee are disqualified or permitted to resign, the Board of Directors shall fill the vacancy in accordance with relevant laws, regulations, regulatory documents and the provisions of Articles 3 to 5 above. The term of office for the member filling the vacancy shall expire upon the expiration of his/her term of office as a director or an independent non-executive director. A member of the Nomination Committee shall not, before the expiry of his/her term of office, be relieved of his/her duties without causes except for the situations that prevent such member from holding office as specified in the Company Law, the Articles of Association or the Listing Rules.

The secretary to the Board of Directors shall be responsible for the Nomination Committee's daily communication, arrangement of meetings and implementation of the relevant resolutions of the Committee.

Chapter 3 Duties and Authorities

Article 7 The specific duties of the Nomination Committee include but are not limited to:

(I) to consider and draw up the criteria and procedures for selecting directors and senior management and make recommendations thereon to the Board of Directors. Factors to be considered include but are not limited to cultural, educational background and work experience;

(II) to identify candidates suitably qualified to become directors and make nominations to the Board of Directors, to review and make recommendations on candidates for directors of the Company (in particular the chairman of the Board of Directors);

(III) to identify candidates suitably qualified to become senior management, to review and make recommendations on candidates for senior management of the Company (in particular the general manager);

(IV) to review the independence of independent non-executive directors;

(V) to review the structure, size and composition (including the skills, knowledge and experience) of the Board of Directors at least once a year, assist the Board of Directors in maintaining a Board of Directors skills matrix and make recommendations on any proposed changes to the Board of Directors to complement the Company's strategies; to assess the structure of the committees under the Board of Directors, recommend members to the relevant committees from among the directors, and submit to the Board of Directors for approval;

(VI) to establish talent reserve plans for directors and senior management, and to update and supplement the plans at any time;

(VII) to evaluate the director's work, and put forward opinions or suggestions on the replacement, reappointment or succession of directors (including the chairman of the Board of Directors and the chief executive officer) based on the evaluation results;

(VIII) to formulate, and, where appropriate, review and implement the Board of Directors diversity policy adopted by the Board of Directors from time to time, review the progress of achieving goals, and disclose the relevant reviewed policies or their summary in the Company's annual report; and

(IX) to assume duties and authorities prescribed by laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange where the shares of the Company are listed, the Articles of Association, and other matters authorized by the Board of Directors.

Article 8 The Nomination Committee has the right to exercise any authority granted by the Board of Directors when deemed necessary. The Company shall provide the Nomination Committee with sufficient resources to discharge its duties. The Nomination Committee has the right to appoint third parties to assist in identifying qualified candidates for directors and senior management when it deems necessary. The Nomination Committee shall determine the employment period and expenses of the above-mentioned intermediaries, and the Company shall bear the reasonable expenses incurred.

Article 9 The Nomination Committee shall be accountable to the Board of Directors and proposals shall be submitted to the Board of Directors for consideration and approval, among which, resolutions on the nomination of candidates for directors shall, upon approval by the Board of Directors, be submitted to the general meeting for consideration and approval prior to implementation. In the absence of sufficient reasons or reliable evidence, the controlling shareholders shall fully respect the proposals made by the Nomination Committee and shall not propose substitutive candidates for directors and senior management.

Article 10 The Nomination Committee shall make available the Terms of Reference explaining its role and the authority delegated to it by the Board of Directors on the websites of The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") and the Company.

Chapter 4 Working Procedures

Article 11 The human resources department of the Company is the day-to-day working body of the Nomination Committee. It is responsible for the preliminary preparation of the Nomination Committee meetings and assists in preparing relevant materials for the meetings.

Article 12 The selection procedures of directors and senior management are as follows:

(I) the human resources department and the Nomination Committee of the Company shall actively communicate with the relevant departments of the Company to assess the Company's demand for new directors and senior management, and prepare written materials;

(II) the Nomination Committee may extensively seek for candidates for directors and senior management within the Company, its controlled (invested) enterprises as well as the job market;

(III) the Nomination Committee shall collect and learn the information of the occupation, education background, job title, detailed working experience and all the part-time jobs of the initially proposed candidates, and prepare written materials;

(IV) to seek for the nominee's written consent to the nomination, otherwise, he/she shall not be considered as a candidate for directors and senior management;

(V) to convene meetings of the Nomination Committee to review the qualifications of the initially proposed candidates according to the job requirements of directors and senior management;

(VI) to submit proposals and the relevant materials to the Board of Directors in respect of candidates for directors and senior management within a reasonable period of time prior to the election of new directors and appointment of new senior management; and

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

Article 13 The chairman of the Nomination Committee or (if the chairman is absent) another member of the Nomination Committee (who must be an independent non-executive director) shall attend the annual general meeting of the Company and respond to the enquiries from shareholders regarding the activities and responsibilities of the Nomination Committee.

Chapter 5 Rules of Procedure

Article 14 Members of the Nomination Committee shall undertake the duties of loyalty and diligence towards the Company in accordance with laws, regulations and the Articles of Association. Recommendations or proposals raised at meetings of the Nomination Committee must comply with the requirements of laws, regulations and the Articles of Association.

Article 15 The Nomination Committee shall study the qualifications for election of the Company's directors and senior management, the election procedures and the term of office and submit such information to the Board of Directors for consideration upon reaching a resolution under the Company's actual circumstances subject to laws, regulations, the Listing Rules and the Articles of Association. If the Board of Directors intends to propose a resolution at the shareholders' general meeting to elect a person as an independent non-executive director, the circular and/or explanatory letter to shareholders accompanying the notice of the shareholders' general meeting shall specify the reasons why the Board of Directors deems that the person should be elected and why the Board of Directors considers the person to be independent.

Article 16 A meeting of the Nomination Committee may be convened by the chairman of the Nomination Committee as he/she deems it necessary, upon the proposal of more than half of the members of the Nomination Committee or recommendation of the chairman of the Board of Directors. Regular meetings shall be held at least once a year.

Article 17 The meetings of the Nomination Committee shall be convened by the chairman of the Nomination Committee. Notices of meetings, signed by the chairman of the Nomination Committee, and materials for meetings shall be delivered to all members of the Nomination Committee three days prior to such meetings. Upon unanimous consent of all members of the Nomination Committee, the requirement for such prior notice period may be exempted.

Article 18 The meetings of the Nomination Committee shall be presided over by the chairman of the Nomination Committee. If the chairman of the Nomination Committee is unable to attend, a member who is an independent non-executive director may be appointed to preside over the meetings.

Article 19 The meetings of the Nomination Committee shall be held only when more than two-thirds of the members are present, one of whom shall be an independent non-executive director. If a member is unable to attend a meeting, he/she may by a written power of attorney appoint another member to attend and vote at the meeting on his/her behalf. The power of attorney shall set out the name of the proxy, the matters delegated, the scope of authorization and the validity period, and shall be signed or stamped by the appointer and submitted to the presider of the meeting no later than the time when voting takes place in the meeting. If a member fails to attend a meeting of the Nomination Committee and fails to appoint a proxy to attend on his/her behalf, he/she shall be deemed to have waived his/her right to vote at that meeting.

Resolutions made at the meetings must be passed by a majority of all members, and relevant resolutions or opinions shall be signed by the participating members of the Nomination Committee. Each member shall have one vote and may vote for, against or abstain from voting on a given matter. Where the respective votes for and against a resolution are equal in number, the chairman of the Nomination Committee shall have a casting vote.

Article 20 Meetings of the Nomination Committee may be held by on-site meetings, teleconferences, video conferences, circulation of documents, facsimile, email or other appropriate means.

Article 21 Directors, supervisors, senior management and external advisors may be invited to attend meetings of the Nomination Committee when necessary. Persons present at the meetings may explain or illustrate the matters discussed at the meetings, but non-members of the Nomination Committee shall have no voting rights.

Article 22 The Company should provide the Nomination Committee with sufficient resources to perform its duties. If necessary, the Nomination Committee may engage intermediary institutions to provide professional opinions for its decision-making at the expense of the Company.

Article 23 The convening procedures and voting methods of, and resolutions passed at the meetings of the Nomination Committee shall comply with relevant laws and regulations, the Articles of Association, and the Terms of Reference.

Article 24 The Nomination Committee shall keep the minutes of its meetings, and the minutes of the meetings shall be signed by the members attending the meetings. Members attending the meetings have the right to request to record explanations on statements made in the meeting. The minutes of the meetings shall be kept by the secretary of the Board of Directors of the Company. The resolutions passed at the meetings of the Nomination Committee and the poll results shall be reported in writing to the Board of Directors.

Article 25 The Nomination Committee shall form a clear and definite conclusion on the resolution under consideration, including: approval, rejection or consideration pending supplementary information. The resolution passed at the meetings of the Nomination Committee and the poll results shall be reported in writing to the Board of Directors of the Company for consideration.

Article 26 Members attending the meeting and persons present at the meeting have the obligation to keep confidential the matters discussed at the meeting, and shall not disclose relevant information without authorization, unless otherwise stipulated by relevant laws, regulations and/or regulatory authorities.

Chapter 6 Avoidance System

Article 27 Where a member or his/her immediate relatives, or other enterprises controlled by the member or his/her immediate relatives are interested, directly or indirectly, in any issue discussed at the meetings, the member shall disclose as soon as possible the nature and extent of such interests to the Nomination Committee.

Article 28 In the event of any circumstances above, the interested member shall give a detailed explanation of the relevant circumstances at the meetings of the Nomination Committee and clearly indicate that he/she will recuse himself/herself from voting. However, if other members of the Nomination Committee unanimously agree after discussion that such interests will not have a significant impact on the matter to be voted on, the interested member may participate in the voting.

In case the Board of Directors of the Company considers it inappropriate for the interested member as mentioned in the preceding paragraph to participate in the voting, it may revoke the poll results of relevant resolutions, and require the uninterested members to vote on the relevant resolutions again.

Article 29 The meetings of Nomination Committee shall consider and make a resolution on the proposal without counting interested members as a quorum. In case the number of members attending the meetings of the Nomination Committee after the recusal of interested members is less than the minimum quorum, all the members (including interested members) shall make a resolution on the procedural issues regarding submitting such proposals to the Board of Directors of the Company for consideration, and the Board of Directors of the Company shall consider such proposals.

Article 30 The minutes and resolutions of meeting of Nomination Committee shall specify the fact that the interested members were not counted as a quorum and did not participate in the voting.

Chapter 7 Supplementary Provisions

Article 31 The phrases “more than” and “within” as referred to herein shall include the number itself while “majority” shall exclude the number itself.

Article 32 After the consideration and approval by the Board of Directors, the Terms of Reference shall come into effect and be implemented from the date when the Company’s initial public offering of H shares is listed on the Hong Kong Stock Exchange. The Terms of Reference shall be amended and interpreted by the Board of Directors. The original Terms of Reference of the Nomination Committee of the Board of Directors of Guangzhou Innogen Pharmaceutical Group Co., Ltd. shall automatically become null and void as of the effective date of the Terms of Reference.

Article 33 Matters not covered herein shall be implemented in accordance with the provisions of relevant laws, regulations, departmental rules, the Listing Rules and other relevant regulatory rules of the place where the shares are listed and the Articles of Association. Where the Terms of Reference conflicts with any provisions of relevant laws, regulations, departmental rules, the Listing Rules and other relevant regulatory rules of the stock exchange of the place where the shares are listed or the Articles of Association, such laws, regulations, departmental rules, the Listing Rules and other relevant regulatory rules of the stock exchange of the place where the shares are listed and the Articles of Association shall prevail, and the Terms of Reference shall be amended accordingly as soon as practicable and submitted to the Board of Directors for consideration and approval.