Jiangsu Recbio Technology Co., Ltd.
江蘇瑞科生物技術股份有限公司
(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2179)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD

Chapter 1 General Provisions

Article 1 Pursuant to the Company Law of the People's Republic of China (hereinafter referred to as the "**Company Law**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Listing Rules**"), the Corporate Governance Code under Appendix 14 to the Listing Rules and other laws, regulations and normative documents, and the Articles of Association of Jiangsu Recbio Technology Co., Ltd. applicable after the issuance of H shares (hereinafter referred to as the "**Articles of Association**"), Jiangsu Recbio Technology Co., Ltd. (hereinafter referred to as the "**Company**") has, according to the resolution of the board of directors of the Company (hereinafter referred to as the "**Board**"), decided to set up a nomination committee of the Board (hereinafter referred to as the "**Nomination Committee**" or "**Committee**"), and hereby formulates the Terms of Reference of the Nomination Committee of the Board of Jiangsu Recbio Technology Co., Ltd. (hereinafter referred to as the "**Terms of Reference**") by taking into account the Company's actual conditions, in an effort to regulate the appointment of the directors and senior management, rationalize the composition of the Board, and enhance the governance structure of the Company.

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

Article 3 The senior management mentioned in the Terms of Reference refers to the general manager, the vice general manager, the secretary to the Board, chief financial officer, financial controller and other personnel deemed as senior management of the Company by the Board. The "general manager" mentioned in the Terms of Reference refers to the "manager" mentioned in the Company Law.

Chapter 2 Composition of the Committee

Article 4 The Nomination Committee shall comprise at least three directors and shall have at least one director of a different gender. The majority of the members of the Committee shall be independent non-executive directors.

Article 5 Members of the Nomination Committee shall be nominated by the Chairman of the Board or jointly by at least one-third of members of the Board, and shall be elected by more than half of directors of the Board. The newly-appointed members of the Committee shall take offices immediately after the conclusion of the meeting of the Board upon approval of the proposal for such election.

Article 6 The Nomination Committee shall have a convener, namely chairman of the Committee, who shall be the chairman of the Board or an independent non-executive director. The chairman of the Committee shall be appointed and removed by the Board and shall oversee the operation of the Committee. Where the chairman of the Committee is unable to or fails to perform his/her duties, an independent non-executive director shall be elected by at least one half of the members of the Committee to act in his/her stead. The term of office of the Nomination Committee shall be consistent with that of the Board. Each member of the Committee shall be eligible for re-election upon the expiry of his/her term of office. During his/her term of office, if any Committee member ceases to be a director of the Company, or any Committee member as an independent non-executive director ceases to have the independence as required under the Company Law, the Articles of Association and the Listing Rules, his/her membership in the Committee shall lapse automatically. A member of the Nomination Committee may submit his/her resignation report in writing to the Board prior to the expiry of his/her term of office to resign from his/her existing position. The resignation report shall contain such reasons for resignation and matters which need attention of the Board of the Company as necessary. Upon the loss of qualification or permission to resign of member(s) of the Nomination Committee, the position(s) vacated by such member(s) shall be filled by the Board according to the relevant laws, regulations, normative documents and the provisions of Articles 3 to 5 as set forth in the above. The substitute member(s) shall hold office until the expiry of his/her term of office as a director or independent non-executive director. A member of the Committee shall not, before the expiry of his/her term of office, be relieved of his/her duties without cause except under circumstances as specified in the Company Law, the Articles of Association or the Listing Rules that prevent such member from holding the office.

Chapter 3 Duties and Authorities

Article 7 The major duties of the Nomination Committee include:

(1) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least once a year, assist the Board in maintaining a Board skills matrix, and make recommendations to the Board on any proposed changes to the Board to complement the Company's corporate strategies;

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

(3) 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);

(4) to access the independence of independent non-executive directors;

(5) to evaluate the ability of the candidates for independent non-executive directors to devote sufficient time to the Board, taking into account, among other things, the number of directorships held by such person in other listed companies;

(6) to make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors (in particular the chairman of the Board and the chief executive of the Company);

(7) to formulate and (as appropriate) review and implement the Board diversity policy as adopted by the Board from time to time, and to review the progress on achieving the objectives and make disclosure of the relevant policy reviewed by the Nomination Committee or its summary in the annual report of the Company;

(8) to support the Company's regular evaluation of the Board's performance;

(9) other matters required by relevant laws, administrative regulations, the Listing Rules and the Articles of Association and authorized by the Board.

Article 8 The Nomination Committee may exercise any authority conferred by the Board at such time as it considers necessary. The Company shall provide sufficient resources to the Nomination Committee to perform its duties. The Nomination Committee shall have the right to engage headhunting firms to assist in the search for qualified candidates for directors and senior management as it deems necessary. The duration and costs of service provided by the aforesaid agencies shall be determined by the Committee and the reasonable costs incurred shall be borne by the Company.

Article 9 The Nomination Committee shall be accountable to the Board. The recommendations provided by the Committee shall be submitted to the Board for consideration and approval, among which, resolutions on the nomination of candidates for directors shall, upon approval by the Board, be submitted to the general meeting for consideration and approval prior to implementation.

Article 10 The Nomination Committee shall make available its Terms of Reference explaining its role and the authority delegated to it by the Board on The Stock Exchange of Hong Kong Limited's website and the Company's website.

Chapter 4 Rules of Procedures

Article 11 Members of the Nomination Committee must undertake the duties of loyalty and diligence towards the Company in accordance with laws, regulations and the Articles of Association. Proposals or recommendations raised in the Nomination Committee meeting must comply with the requirements of laws, regulations and the Articles of Association.

Article 12 According to the provisions of laws, regulations, the Listing Rules and the Articles of Association and subject to the Company's practical situation, the Nomination Committee shall review the criteria and procedures for selection and terms of office of directors and senior management of the Company. Any resolution formed in this regard shall be submitted to the Board for consideration. Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it shall set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe he/she should be elected and the reasons why they consider him/her to be independent.

Article 13 Meetings of the Nomination Committee may be convened by the chairman of the Nomination Committee as he/she deems it necessary, upon the proposal of at least half of the members of the Committee or recommendation of the Chairman of the Board.

Article 14 Meetings of the Nomination Committee shall be convened by the chairman of the Committee. Notice of meeting, signed by the chairman of the Committee, and materials for meeting, excluding the date of meeting, shall be delivered to all members of the Committee three days prior to the meeting. Upon unanimous consent of all members of the Committee, the requirement on such prior notice period may be exempted.

Article 15 Meetings of the Nomination Committee shall be presided over by the chairman of the Committee, in whose absence an independent non-executive director who is authorized by the chairman of the Committee may preside over the meeting in his/her stead.

Article 16 The quorum for meetings of the Nomination Committee shall be at least two thirds of the total members of the Committee, one of whom shall be an independent non-executive director. Members who cannot attend a meeting may authorize, in writing, other members to attend and vote on his/her behalf. The form of proxy, containing the name of the proxy, the matters delegated, the scope of authorization and the validity period of such authorization, and signed or stamped by the appointer, shall be submitted to the chairman of the meeting no later than the time when voting takes place. If a member neither attends the meeting nor entrusts another member as his/her proxy to attend the meeting, he/she shall be deemed to have waived the voting right at such meeting.

Resolutions proposed at a meeting shall be passed by the affirmative votes of more than half of the members of the Committee. The respective resolutions or opinions shall be signed by members of the Nomination Committee present at such meeting. Each member of the Committee shall have one vote. Voting decisions include "For", "Against" and "Abstention". Where the respective votes for and against a resolution are equal in number, the chairman of the Committee shall be entitled to have a casting vote.

Article 17 Meetings of the Nomination Committee may be in such appropriate forms as on-site meetings, telephone conference, video conference, circulation of documents, fax, mail etc.

Article 18 Where necessary, directors, supervisors and other senior management of the Company may be invited to attend a meeting of the Nomination Committee as observers. Persons attending the meeting can give explanations or clarifications on matters discussed at the meeting, but have no right to vote if he/she is not a member of the Committee.

Article 19 The Company shall provide sufficient resources to the Nomination Committee to perform its duties. Where necessary, the Nomination Committee may engage intermediary agencies to provide professional opinions on its decision-making, at the cost of the Company as reasonably incurred therefrom.

Article 20 The convening procedures, voting method and approved proposals of the meetings of the Nomination Committee shall comply with relevant laws and regulations, the Articles of Association, Listing Rules and the Terms of Reference.

Article 21 Minutes of meetings of the Nomination Committee shall be prepared, on which members and other personnel present at the meeting shall sign. Members present at such meetings are entitled to require his/her speech at meetings to be explicitly recorded in minutes. Minutes of meetings of the Committee shall be kept by the secretary to the Board of the Company. Resolutions passed by the Nomination Committee and the voting results shall be reported in writing to the Board for its consideration.

Article 22 The Nomination Committee shall draw clear and definite conclusions on resolutions considered, including approvals, disapprovals or awaiting supplemental information for further consideration. Resolutions passed by the Nomination Committee and the voting results shall be reported in writing to the Board of the Company for its consideration.

Article 23 Members present at meetings of the Committee, and those present as observers, shall owe a duty of confidentiality as regards matters discussed during such meetings. No unauthorised disclosure of such information shall be allowed, save as is otherwise stipulated under relevant laws, regulations and/or rules of regulatory bodies.

Chapter 5 Recusal System

Article 24 When a member of the Nomination Committee or his/her direct relative, or any company controlled by a member of the Committee or his/her direct relative has direct or indirect interests in the matters to be discussed at meetings of the Committee, such member shall disclose the nature and degree of such interests to the Committee as soon as possible.

Article 25 In the event of the circumstances described in the preceding article, the interested member shall give a detailed account of the relevant situation at the meeting of the Nomination Committee and shall expressly recuse himself/herself from voting. However, if other members of the Nomination Committee unanimously agree, after consideration, that such interests would have no material influence on matters to be voted on, the interested member may vote.

Article 26 Where the Board of the Company considers it improper for the interested member in the preceding paragraph to vote, it may revoke the voting results of the relevant resolution and request a new vote on the relevant resolution by non-interested members.

Article 27 The Nomination Committee considers and resolves on proposals at the meeting without counting the interested members in the quorum. If the minimum quorum of the Nomination Committee is not present after the recusal of interested members, all members of the Committee (including the interested members) shall resolve upon the procedural matters regarding submission of the resolution to the Board of the Company for approval, and the Board of the Company shall consider such resolution accordingly.

Article 28 Minutes of meetings of the Nomination Committee and resolutions passed at the meetings shall clearly state that the interested members were not counted in a quorum and did not vote on such resolutions.

Chapter 7 Supplementary Provisions

Article 29 "At least" and "within" as referred in the Terms of Reference includes the number, and the words "more than half" does not include the number itself.

Article 30 The Terms of Reference have been approved by the Board upon consideration and shall become effective and come into force from the date on which the overseas-listed foreign shares (H shares) in the Company's initial public offering are listed for trading on The Stock Exchange of Hong Kong Limited.

Article 31 Any matters not covered herein shall be implemented in accordance with the relevant laws and regulations, departmental rules, relevant regulatory provisions of the place(s) where the shares of the Company are listed including the Listing Rules and the Articles of Association. Where the Terms of Reference conflict with any relevant laws and regulations, departmental rules, relevant regulatory provisions of the place(s) where the shares of the Company are listed including the Listing Rules, or the Articles of Association, such relevant laws and regulations, departmental rules, relevant regulatory provisions of the place(s) where the shares of the Company are listed including the Listing Rules, and the Articles of Association shall prevail, in which case the Terms of Reference shall be amended forthwith and submitted to the Board for consideration and approval.

Article 32 Interpretation of the Terms of Reference shall be done by the Board.