



## **Sinco Pharmaceuticals Holdings Limited**

**兴科蓉医药控股有限公司**

*(Incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 6833)**

### **Sinco Pharmaceuticals Holdings Limited**

**(the “Company”)**

### **TERMS OF REFERENCE OF NOMINATION COMMITTEE**

**(the “Committee”)**

#### **Membership**

1. The Committee shall consist of not less than three members appointed by the board of directors of the Company (the “**Board**”) and the majority of whom shall be independent non-executive directors of the Company.
2. The chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director.
3. The members of the Committee shall not have personal financial interest (other than being a shareholder of the Company) and conflicts of interest arising from cross-directorships.
4. The Board and the Committee may dismiss any member of the Committee and appoint new member by passing resolutions.
5. No alternate Committee member can be appointed.

#### **Secretary**

6. The secretary of the Committee shall be acted by the company secretary. In the absence of the company secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Committee shall attend the meeting of the Committee and take minutes.

### **Proceedings of meetings**

7. Unless otherwise specified hereunder, the provisions contained in the Company's Articles of Association (as amended from time to time) for regulating meetings and proceedings of directors shall apply to the meetings and proceedings of the Committee.
8. A member of the Committee shall abstain from voting and shall not be counted in the quorum in the meeting in respect of the resolution regarding the remuneration payable to him.

### **Frequency of meetings**

9. The Committee shall meet at least twice a year and one of the meetings shall be held before the convening of Annual General Meeting where appointment of directors will be considered. The Committee may hold additional meetings when necessary.
10. The chairman of the Committee may convene additional meetings at his discretion.

### **Quorum**

11. The quorum of a meeting shall be two members of the Committee and at least one of whom is an independent non-executive director.

### **Attendance at meetings**

12. Members of the Committee may attend meetings of the Committee either in person or through other electronic means of communication or in such other manner as the members may agree.
13. Other directors, company secretary (or his/her delegate(s)) and relevant senior management and persons(s) invited by a Committee member shall attend meetings of the Committee.

### **Notice of meetings**

14. A meeting of the Committee may be convened by any of its members or by the company secretary.
15. Unless otherwise agreed by all the members of the Committee, notice of meetings shall be given to all members of the Committee at least seven days before a regular meeting. For all other meetings of the Committee, reasonable notice shall be given.
16. Agenda and accompanying supporting papers shall be sent to all members of the Committee and to other attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

### **Minutes of meetings**

17. Draft and final versions of minutes of Committee meetings shall be sent to all Committee members for their comment and records within a reasonable time after the meeting.
18. Minutes of the Committee meetings shall be kept by the company secretary and shall be available for inspection by any member of the Committee or the Board at any reasonable time on reasonable notice.

### **Written resolutions**

19. A written resolution signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of the Committee. Such resolution may be signed and circulated by fax or other electronic communications. This provision is without prejudice to any requirement under the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) for a Board or Committee meeting to be held.

### **Authority**

20. The authorities of the Committee shall include such authorities set out in the relevant code provisions of the Corporate Governance Code (the “CG Code”) as contained in Appendix 14 of the Listing Rules (as amended from time to time).
21. The Committee is authorised by the Board to review, assess and make recommendations upon any issue within its terms of reference and all employees are directed to cooperate as requested by members of the Committee.
22. The Committee is authorised by the Board to obtain outside legal or other independent professional advice if necessary and to invite external professional party with relevant experience and expertise to attend meetings if necessary.
23. The Committee shall be provided with sufficient resources to discharge its duties.

### **Responsibility**

24. The responsibilities of the Committee shall include such responsibilities set out in the relevant code provisions of the CG Code as contained in Appendix 14 of the Listing Rules (as amended from time to time).

## **Duties, powers and functions**

25. Without prejudice to any requirement under the CG Code, the duties of the Committee include the following:
- (a) formulate nomination policy for consideration of the Board and implement the nomination policy laid down by the Board;
  - (b) without prejudice to the generality of the foregoing:
    - (i) review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
    - (ii) identify individuals qualified to act as directors and select or make recommendations to the Board on the selection of, individuals nominated for directorships;
    - (iii) formulate and review the diversity policy on the composition of the Board, discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval;
    - (iv) assess the independence of independent non-executive directors;
    - (v) make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive officer;
    - (vi) take relevant actions to enable the Committee to discharge its powers and functions conferred on it by the Board; and
    - (vii) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or as specified in the Memorandum of Association and the Articles of Association of the Company or applicable laws and regulations.

### **Reporting procedures**

26. The Committee shall report to the Board on a regular basis on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements).
27. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of the Committee to the Board.
28. The secretary of the Committee shall circulate the minutes of meetings and all written resolutions of the Committee to all members of the Board, keeping the Board informed of the Committee's activities, decisions and recommendations on a regular basis.

### **Annual General Meeting**

29. The chairman of the Committee or in his absence, another member of the Committee or failing this, his duly appointed delegate, shall attend the Annual General Meeting of the Company and be prepared to respond to questions at the Annual General Meeting on the Committee's work and responsibilities.

### **Availability and update of the terms of reference**

30. These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. the Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the information on the Company's website.

*(Chinese translation is for reference only. The English text shall prevail in case of any inconsistency.)*