

RemeGen Co., Ltd.*
榮昌生物製藥（煙台）股份有限公司

**TERMS OF REFERENCE OF THE NOMINATION COMMITTEE
UNDER THE BOARD OF THE COMPANY**

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to regulate the selection and appointment of directors, optimize the composition of the board (the “**Board**”) and improve the corporate governance structure of RemeGen Co., Ltd.* (the “**Company**”), the nomination committee under the Board (the “**Nomination Committee**”) is established and these terms of reference are formulated in accordance with the relevant laws and regulations of the Company Law of the People’s Republic of China (the “**Company Law**”), the Securities Law of the People’s Republic of China (the “**Securities Law**”), the Guidelines on the Articles of Association of Listed Companies, the Code of Corporate Governance for Listed Companies, the regulations and listing rules of the securities regulatory authorities of the places where the Company’s shares are listed and the requirements of the Articles of Association of RemeGen Co., Ltd. (the “**Articles of Association**”).

Article 2 The Nomination Committee is a specialized working body under the Board and is principally performing its monitoring function in the following areas:

- (I) assisting the Board in formulating the procedures and criteria for electing and appointing the directors of the Company and assessing their qualifications within its scope;
- (II) screening and nominating candidates for directors and members of the committees under the Board for consideration at the shareholders’ meeting, after obtaining approval of the Board;
- (III) ensuring the directors and members of the committees under the Board always maintain sufficient skills, experience and knowledge to perform their duties; and
- (IV) ensuring the continuous and effective performance of the Board on its corporate governance duties.

CHAPTER 2 COMPOSITION

- Article 3** The Nomination Committee shall consist of three (or more) directors and at least one director of a different gender, who shall be directly appointed by the Board and the majority of whom shall be independent non-executive directors. The Nomination Committee shall be chaired by an independent non-executive director.
- Article 4** Members of the Nomination Committee shall attend regular meetings of the committee, and shall actively express their opinions on matters proposed at the meetings and have a thorough understanding of the roles and responsibilities of the committee.
- Article 5** At the request of the Nomination Committee, other members of senior management and representatives of external consultants shall also be in attendance at some or all meetings of the committee or participate in the discussion of certain matters proposed at the meetings.
- Article 6** The secretary of the Board or the company secretary of the Company or their proxy shall be the secretary of the Nomination Committee.

CHAPTER 3 DUTIES AND RESPONSIBILITIES

- Article 7** The principal duties and responsibilities of the Nomination Committee shall include:
- (I) in light of the operating activities, size of assets and shareholding structure of the Company, reviewing the structure, size, composition, diversity of the Board and the diversity of all staff (including senior management) (including but not limited to gender, age, cultural and educational background, expertise, skills, knowledge and length of services) at least annually, assisting the Board in compiling and disclosing the Board's skills matrix in the Company's Corporate Governance Report (which should include details of the current skills mix of the Board; a description of how the mix of skills, experience and diversity of directors is aligned with the Company's objectives, values, strategies and ideal culture; and, where applicable, details of any new skills intended to be acquired by the Board, its plans for acquiring such new skills and how the relevant plans from previous years have been achieved or progressed in the reporting year), and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
 - (II) making recommendations to the Board on the appointment or re-appointment and succession plan of the directors and senior management, especially the chairman of the Board and the chief executive officer, including the consideration of a combination of factors such as the Company's corporate strategy and personnel skills, knowledge, experience and needs of personnel diversification required in the future;

- (III) identifying suitably qualified individuals for appointment as additional directors, senior management or to fill vacancies of directors, senior management as and when vacancies of directors and senior management arise, and making recommendations to the Board on the selection and nomination of such persons; in identifying suitable candidates, the Nomination Committee shall take into full consideration whether the knowledge structure and experience of the Board members and senior management complement each other, and the balance and independence of the composition of the Board, and shall choose from a wide range of candidates based on objective criteria, taking into account the benefits of the diversity of the Board members and in light of the Company and its subsidiaries' business needs, so that members of the Board and senior management possess proper ability, experience and diversified perspectives to support the Company in realizing strategic objectives, maintaining competitive strengths and achieving sustainable development;
- (IV) assisting the Board in assessing and reviewing the independence of the independent non-executive directors;
- (V) supporting the Company's periodic assessment of the Board performance by ensuring that the Company conducts a formal appraisal of the Board performance at least every two years, and confirming whether the appraisal has been conducted during the reporting period in the Corporate Governance Report of the Company. If not, it should indicate when the next Board performance appraisal will be conducted. If the Company has conducted the Board performance appraisal during the reporting period, it shall disclose in the Company's Corporate Governance Report whether the Board performance appraisal was conducted by an internal or external service provider; the manner in which the Board performance appraisal was conducted, including the scope of the appraisal and the responsible departments/committees/external service providers involved; the relationship between any external service provider involved in the Board performance appraisal and the Company or any of its directors, if any; and details of the results of the Board performance appraisal, including areas for significant improvements (if identified in the Board performance appraisal) and measures taken or planned in response to the results of the Board performance appraisal;
- (VI) keeping under review the leadership needs of the Company, both executive and non-executive, with a view to ensuring the continuous and effective competitiveness of the Company in the market;
- (VII) performing regular review on the contributions made by the directors and the sufficiency of time devoted to perform their duties, and assessing whether the directors have devoted sufficient time and efforts by way of performance appraisal;

- (VIII) the Nomination Committee shall make recommendations to the Board on the re-appointment of non-executive directors (including independent non-executive directors) upon the expiry of their terms of office, and make recommendations to the Board on matters in relation to the election or re-election of directors by shareholders, and the continuation in office of any director at any time; where the Board decides to propose a resolution to elect an individual as an independent non-executive director at the shareholders' meeting, the Nomination Committee shall cause the explanatory statement to be set out in the circular to shareholders and/or the notice of the relevant shareholders' meeting (i) the process used for identifying the individual and the reasons and bases for which the Board considers such individual a suitable and independent candidate; (ii) if the proposed independent non-executive director will be holding directorship of their seventh (or more) issuer listed on the Main Board or GEM of The Stock Exchange of Hong Kong Limited, why the Board believes the individual would still be able to devote sufficient time to the Board; (iii) the perspectives, skills and experience that the individual can bring to the Board; and (iv) how the individual contributes to diversity of the Board; if an independent non-executive director has been in office for more than nine years, his/her re-appointment should be considered and approved by the shareholders in the form of a separate resolution, and the Nomination Committee should procure a document to be sent to the shareholders accompanying the resolution to explain why the Nomination Committee considers that such director is still independent and the reasons why he/she should be re-elected, including the factors considered, the process of making such decision by the Nomination Committee and the content of discussions;
- (IX) ensuring a formal letter of appointment be delivered to a director upon his/her appointment to the Board, which clearly sets out the principal terms and conditions of the appointment; the letter of appointment shall specify the term of office and be subject to re-election;
- (X) assessing the time commitment and contribution of each director to the Board and his/her ability to discharge his/her duties effectively, taking into account the director's professional qualifications and work experience, the existing directorship(s) in company(ies) listed on the Main Board or GEM of The Stock Exchange of Hong Kong Limited and the time commitment involved in other significant external engagements of the director and other factors or circumstances relating to the personality, character, independence and experience of the director; and
- (XI) implementing other matters authorized by the Board or set out in the Articles of Association or required by law from time to time.

Article 8 The Nomination Committee shall also perform the following functions:

- (I) formulating the Company's corporate governance policies and practices, monitoring its implementation and making recommendations to the Board; reviewing and monitoring the training and continuous professional development of the directors and senior management;
- (II) reviewing and monitoring the Company's policies and practices regarding compliance with laws and regulations as well as their implementation;
- (III) formulating, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to the employees and directors;
- (IV) reviewing the Company's compliance with the Corporate Governance Code as set out in Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, together with the information disclosure in the Corporate Governance Report; and
- (V) the Nomination Committee shall upload these terms of reference to the websites of The Stock Exchange of Hong Kong Limited and the Company to explain its role(s), duties and authority delegated to it by the Board.

CHAPTER 4 POWER

Article 9 The Nomination Committee has the right to seek adequate and sufficient resources and administrative support from senior management of the Company and has separate and independent access to senior management of the Company.

Article 10 The senior management shall provide the Nomination Committee with all necessary information appropriate for the Nomination Committee to discharge its responsibilities in a timely manner. The Nomination Committee has the right to request any member of senior management of the Company to promptly and as comprehensively as possible respond to the queries raised by any member of the committee.

Article 11 Members of the Nomination Committee may, upon reasonable request, seek independent professional advice for their decision-making in appropriate circumstances, at the Company's expense. In the event of seeking professional advice from an external consultant, such consultant shall be appointed by the chairman of the committee and its opinions shall be directly submitted to the chairman of the committee (independent of the senior management).

CHAPTER 5 RULES OF PROCEDURE

Article 12 The Nomination Committee is responsible for drawing up criteria and procedures for the selection of directors and senior management, selecting and reviewing the candidates for directors and senior management and their qualifications for appointment, and making recommendations to the Board on the following matters:

- (I) nomination, appointment or removal of directors;
- (II) appointment or dismissal of senior management;
- (III) other matters as stipulated by laws, administrative regulations, requirements of China Securities Regulatory Commission, requirements of the securities regulatory authorities of the places where the Company's shares are listed and the Articles of Association.

If the Board does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for its non-adoption in a resolution of the Board and disclose the same.

Article 13 The Nomination Committee shall convene periodic meetings at least once a year. Notice shall be given to all members no less than 3 days prior to the meeting. Such notice period may be waived with the written consent of more than half of the members of the committee.

Article 14 Extraordinary meetings may be convened upon proposal by the chairman or more than half of all members of the Nomination Committee. Notices of extraordinary meetings shall be given to all members no less than 3 days prior to the meeting. Such notice period may be waived with the written consent of more than half of the members of the committee.

Article 15 Materials and notice of the meetings of the Nomination Committee shall be issued simultaneously. Members shall familiarize themselves fully with the meeting.

Article 16 In principle, the meetings of the Nomination Committee shall be convened by way of a physical meeting in the presence of more than half of all members. However, in order to allow all members to fully express their opinions, the meetings may also be convened by telecommunication means. Telecommunication means refer to the use of telephone, video conference and other means or circulation of written resolutions to participate in the meeting; circulation of written resolutions refers to the way of making decision on proposals through separate or circulated service. The quorum of the meetings of the Nomination Committee shall be two, one of whom must be an independent non-executive director.

Article 17 The chairman of the Nomination Committee shall preside over meetings of the Nomination Committee. In the event that the chairman of the Nomination Committee is unable to attend, another member (who is an independent non-executive director) may be designated to preside over the meetings. If such designation is not made, more than half of the members being present shall select a member (who is an independent non-executive director) to preside over the meetings.

Article 18 Members of the Nomination Committee shall attend the meetings in person. In the event that a member is unable to attend, he/she may authorize another member in writing to attend and vote on his/her behalf. The proxy who attends and votes at the meeting shall submit the power of attorney to the chairman of the meeting before the meeting begins. The power of attorney shall set out the name of the principal, name of the proxy, matters delegated, voting instructions on matters proposed at the meeting (for or against), scope and validity period of authorization, and shall be signed or sealed by the principal. The proxy shall exercise the right within the scope of authorization. The principal who authorizes other members to attend the meeting on his/her behalf shall be solely liable to any decisions made by the proxy within his/her scope of authorization.

Article 19 Votes at the meetings of the Nomination Committee shall be conducted by a show of hands, by voice or by disclosed ballot, and every member shall have one vote. Resolutions made at the meetings shall not take effect unless they are passed by more than half of all members (including members unable to be present). Members of the Nomination Committee shall give express votes, either for or against and may not abstain from voting.

Article 20 At the request of the Nomination Committee, it may invite non-members of the Nomination Committee that are directors, relevant members of senior management and head of relevant departments to be in attendance at some or all of the meetings of the Nomination Committee. Prior approval from the chairman of the Nomination Committee shall be obtained for the list of such persons in attendance at the meeting.

Article 21 Any member who is involved in any resolution considered at the meetings of the Nomination Committee, along with his/her associates, shall abstain from attending the meetings.

Article 22 Full records of the meetings of the Nomination Committee shall be kept. Minutes of the meetings of the Nomination Committee shall sufficiently record the matters considered and decisions reached by the Nomination Committee in detail, including any concerns raised by the members or dissenting views expressed. Members attending the meetings shall sign on the final version of the minutes of the meetings of the committee.

Article 23 Members of the Nomination Committee and persons in attendance at the meetings are obligated to keep all considered matters confidential and shall not disclose such information without approval.

CHAPTER 6 REPORTING PROCEDURES

Article 24 The proposals of the Nomination Committee shall be considered and approved by the Board; among which, resolutions on the nomination of candidates for directors shall, after a review by the Board, be submitted to the shareholders' meeting for consideration and approval prior to implementation.

Article 25 All minutes of the meetings prepared by the Nomination Committee in accordance with Article 22 of these Terms of Reference shall be kept by the secretary of the Nomination Committee and be available for inspection at any reasonable time on reasonable notice by any director.

Article 26 The Nomination Committee shall regularly report to the Board on matters set out in these terms of reference, including the work of the Nomination Committee, unless it is prohibited by laws or regulations.

CHAPTER 7 ANNUAL SHAREHOLDERS' MEETING

Article 27 The chairman of the Nomination Committee shall attend annual shareholders' meetings of the Company and be prepared to answer any shareholder's questions in relation to the duties of the Nomination Committee.

Article 28 If the chairman of the Nomination Committee is unable to attend an annual shareholders' meeting of the Company, he/she shall arrange for another member of the committee to attend in his/her place. Such member shall be prepared to answer any shareholder's questions in relation to the work of the Nomination Committee at the annual shareholders' meeting.

CHAPTER 8 EFFECTIVE DATE AND AMENDMENTS

Article 29 These terms of reference shall take effect from the date of consideration and approval by the Board. Since the date on which these terms of reference become effective, the original Terms of Reference of the Nomination Committee under the Board of the Company will lapse automatically. Where it is necessary to amend these terms of reference in light of changes in circumstances, the amendments shall be proposed by the Nomination Committee and submitted to the Board for consideration and approval.

Article 30 Matters not covered by these terms of reference shall be handled in accordance with the requirements of relevant laws, administrative regulations and departmental rules applicable in the People's Republic of China, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association; in case there is any inconsistency between these terms of reference and any future relevant laws and regulations, the regulatory rules of the place where the shares of the Company are listed or the Articles of Association, the relevant laws and regulations, the regulatory rules of the place where the shares of the Company are listed and the Articles of Association shall prevail.

Article 31 These terms of reference shall be interpreted by the Board.

** For identification purposes only*