



上海復旦張江生物醫藥股份有限公司

Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code:1349)

Principles of the Nomination Committee

(Passed by the Board of Directors on 30 May 2014)

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1. Composition of the Nomination Committee

- 1.1 The Nomination Committee is a body specifically set up by the board of directors (the "Board").
- 1.2 The Nomination Committee must comprise directors and over half of the Nomination Committee members must be independent non-executive directors.
- 1.3 The Nomination Committee shall have one chairman who may be chairman of the Board or an independent non-executive director and will lead the Nomination Committee and preside over the meetings of the Nomination Committee. A deputy chairman may be appointed where necessary and shall preside over the meetings of the Nomination Committee in the absence of the chairman.
- 1.4 The term of office of members of the Nomination Committee shall be in congruence with the term of the Board.

2. Terms of Reference for the Nomination Committee

The terms of reference for the Nomination Committee include:

- 2.1 with due regard for the benefits of diversity in Board members, to identify individuals who are suitably qualified to become Board members and to select or to make recommendations to the Board on the selection of individuals nominated for directorships; the candidates for directorship will be selected taken into account a wide range of factors, including but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and service term;
- 2.2 to review the structure, size and composition (including the diversity) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 2.3 to report to the Board the composition of the Board members and monitor the



implementation of the policy on board diversity;

- 2.4 to make disclosure of a summary of the policy on board diversity in the Corporate Governance Report annually, including any measurable objectives that it has set for implementing the policy, and progress on achieving those objectives;
- 2.5 to examine the candidates of directors and chief executive and the candidates of deputy chief executive, finance officer, general counsel, chief economist, assistant to chief executive and secretary of Board and put forward examination opinions and appointment recommendations;
- 2.6 to assess the independence of independent non-executive directors;
- 2.7 to make recommendations to the Board on the appointment or re-appointment of directors of the Company and the succession planning for directors of the Company, in particular the chairman of the Board and the chief executive, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, together with the Board, as appropriate;
- 2.8 to research the standard, procedure and method of selection of directors, chief executive and other senior management of the Company and to put forward proposals to the Board;
- 2.9 other authority delegated to the Nomination Committee by the Board and matters assigned by the Board;
- 2.10 to comply with the applicable requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) (the "Listing Rules").

3. Rules of Procedure for the Nomination Committee

- 3.1 The Nomination Committee will meet, discuss and determine related matters according to the needs of discharge of the above duties.
- 3.2 The Nomination Committee should report its work of last year to the Board at the first regular meeting of the Board of the Company for the year.
- 3.3 The holding of a meeting of the Nomination Committee shall be subject to the attendance of more than two-thirds of all the members of the Nomination Committee. The resolutions made by the meeting shall be subject to approval by over half of all members of the

Nomination Committee.

- 3.4 The Nomination Committee may invite directors, supervisors, and other senior management of the Company to attend its meeting as non-voting delegates as necessary.
- 3.5 Minutes should be kept for the meetings of the Nomination Committee and signed by members of the Nomination Committee attending the meetings. The draft and final versions of minutes of the meetings shall be circulated to all members for their comment and records respectively within a reasonable time after the meetings. Full minutes of the meetings should be kept by the secretary of the Company.
- 3.6 The Nomination Committee shall report its decisions or recommendations to the Board, unless there are legal or regulatory restrictions on their ability to do so.
- 3.7 The Nomination Committee should be provided with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

These terms of reference, explaining the role of the Nomination Committee and the authority delegated to it by the Board, shall be made available to the public, and its terms of reference shall be published on the Company's and the Stock Exchange's websites in accordance with the requirements of the Listing Rules.

4. Others

- 4.1 At the invitation of the chairman of the Board, the chairman of the Nomination Committee or in the absence of the chairman, another member of the Nomination Committee or his/her authorized representative should be available to answer questions at the annual general meeting of the Company.
- 4.2 These Principles shall come into force on the date when approved by the Board.
- 4.3 These Principles shall be revised from time to time and implemented pursuant to the relevant laws and regulations and the Listing Rules in force if these Principles are not timely amended. If there is any inconsistency between the English and Chinese versions of these Principles, the Chinese version shall prevail.