

**EXTRAWELL PHARMACEUTICAL HOLDINGS LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code : 00858)**

**NOMINATION COMMITTEE**  
**TERMS OF REFERENCE**  
**(Adopted on 21 March 2012)**  
**(Revised on 30 August 2013)**

**A. Constitution**

Dr. Mao Yumin (Chairman of the Board and Executive Director)	Chairman
Mr. Fang Lin Hu (Independent Non-executive Director)	Member
Mr. Xue Jing Lun (Independent Non-executive Director)	Member
Ms. Jin Song (Independent Non-executive Director)	Member

**B. Objective**

The major role and function of the committee are to formulate and implement the policy for nominating candidates for election by shareholders, and to assess the independence of non-executive directors based on the criteria such as reputation for integrity, accomplishment and experience, professional and educational background, and potential time commitments.

**C. Terms of reference**

The committee's responsibilities include but not limited to the following:

1. To review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, or professional experience) of the board on a regular basis and make recommendations to the board regarding any proposed change to complement the company's corporate strategy;

2. To review the board's policy on diversity and the measurable objectives that the board has set for implementing the policy, and monitor the progress on achieving the objectives and make relevant disclosure of the review results in the Corporate Governance Report annually;
3. To identify individuals suitably qualified to become board members and select or make recommendations to the board on the selection of individuals nominated for directorships;
4. To assess the independence of the independent non-executive directors; and
5. To make recommendations to the board on relevant matters relating to appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive officer.

#### **D. Meetings**

The committee shall meet with such frequency as it may consider appropriate but at least once every year.

The chairman of the committee shall be the chairman of the meeting, and in the absence of the chairman, the remaining members present shall elect one of themselves to chair the meeting.

The quorum of a meeting shall be two members of the committee.

The meetings and proceedings of the committee are governed by the provisions contained in the company's bye-laws 140 – 142.

The company secretary or a nominee by the board shall act as the secretary of the committee.

#### **E. Support from the company**

The committee is authorized by the board to utilize all such resources as are required to discharge its duties and to have access to independent professional advice if considered necessary.