

**ZHONGZHI PHARMACEUTICAL HOLDINGS LIMITED**

*(the “Company”)*

*(incorporated in the Cayman Is*

- 4.2.1 The Nomination Committee shall hold at least one regular meeting in a year. Additional meetings of the Nomination Committee may be held as and when required.

### **4.3 Attendance at meetings**

- 4.3.1 Members of the Nomination Committee may attend meetings of the Nomination Committee either in person or through other electronic means of communication or in such other manner as the members may agree.
- 4.3.2 The other directors, Company Secretary (or his/her delegate(s)), human resources officer and relevant senior management and persons(s) invited by a Nomination Committee member may attend meetings of the Nomination Committee from time to time where the Nomination Committee considers their presence necessary or appropriate to assist the Nomination Committee to perform its duties.

### **4.4 Notice of meetings**

- 4.4.1 A meeting of the Nomination Committee may be convened by any of its members through the Company Secretary.
- 4.4.2 Unless otherwise agreed by all the members of the Nomination Committee, notice (containing details of the venue, time and date of the meeting) of at least 14 days shall be given for a regular meeting of the Nomination Committee. For all other meetings of the Nomination Committee, reasonable notice shall be given.
- 4.4.3 Agenda and accompanying supporting papers shall be sent to all members of the Nomination Committee and to other invited attendees as appropriate at least 3 days before the date of the meeting (or such other period as the members may agree).

### **4.5 Minutes of meetings**

- 4.5.1 Draft and final versions of minutes of Nomination Committee meetings shall be sent to all Nomination Committee members for their comments and records within a reasonable time after the meeting.
- 4.5.2 Minutes of the Nomination Committee meetings shall be kept by the Company Secretary and shall be available for inspection by any member of the Nomination Committee or the Board at any reasonable time on reasonable notice.

#### **4.6 Written resolutions**

4.6.1 Without prejudice to any requirement under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), written resolution may be passed and adopted by all members of the Nomination Committee.

### **5. RESPONSIBILITIES AND AUTHORITIES OF THE NOMINATION COMMITTEE**

5.1 The responsibilities and authorities of the Nomination Committee shall

- 6.1 The Nomination Committee shall report back to the Board 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).

## **7. ANNUAL GENERAL MEETING**

- 7.1 The chairman of the Nomination Committee or in his absence, another member of the Nomination 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 Nomination Committee's work and responsibilities.

## **8. AMENDMENTS TO TERMS AND AVAILABILITY OF TERMS**

- 8.1 The Nomination Committee shall, from time to time, review its own performance, constitution and terms of reference to ensure that it is operating effectively, and recommend any changes it considers to the Board for approval.
- 8.2 The terms may be reviewed by the Board from time to time taking into consideration the operations of the Nomination Committee and its contribution to the corporate governance of the Company, as well as any amendments to the Listing Rules from time to time.
- 8.3 The Nomination Committee shall make available these terms by publishing them on the websites of the Stock Exchange of Hong Kong Limited and the Company.

*Note:* If there is any inconsistency between the English and Chinese versions of these Terms of Reference, the English version shall prevail.