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**PHARMARON BEIJING CO., LTD.**

**TERMS OF REFERENCE OF**

**THE NOMINATION COMMITTEE OF THE BOARD**

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**Beijing, the PRC**  
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# PHARMARON BEIJING CO., LTD.

## TERMS OF REFERENCE OF

### THE NOMINATION COMMITTEE

Article 1 These terms of reference (the “**Terms of Reference**”) are formulated for the nomination committee (the “**Nomination Committee**”) of the board of directors (the “**Board**”) established by Pharmaron Beijing Co., Ltd. (the “**Company**”) in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Articles of Association of Pharmaron Beijing Co., Ltd. (the “**Articles of Association**”) and other relevant regulations, in order to regulate the appointment of directors and senior management, optimise the composition of the Board and improve the corporate governance structure of the Company.

Article 2 The Nomination Committee of the Board is a specialised working body under the Board of the Company which is principally responsible for researching the selection, selection criteria and procedures and giving advice on candidates for directors and senior management of the Company.

Article 3 The securities affairs department of the Company shall be responsible for daily work contact and organization of meetings of the Nomination Committee. The human resources department of the Company shall be responsible for all preparatory works to facilitate the decision-making of the Nomination Committee.

Article 4 The Nomination Committee shall be composed of five directors, more than half of whom shall be independent non-executive directors. The number of members shall be singular.

Article 5 The members of the Nomination Committee shall be nominated by the chairman of the Board or more than half of the independent non-executive directors or one-third of all directors and be elected by the Board.

Article 6 The members of the Nomination Committee shall have the tenure same as that of the Board. The members are eligible for re-election upon expiry of the tenure. No members shall, before the expiration of his/her term of office, be removed from office without reason except for the circumstances that require dismissal as stipulated in the Company Law, the Listing Rules, the Articles of Association or these Terms of Reference.

Article 7 If any member ceases to be a director of the Company during his/her term of office, he/she shall ipso facto and immediately cease to hold the position of the member of the Nomination Committee.

The member of the Nomination Committee may resign before the completion of the term of his office, and shall submit a written resignation report to the Board, the resignation report cannot take effect unless approved by the Board. Additionally, the original members shall perform related duties in accordance with these Terms of Reference before the member elected through by-election takes office.

Article 8 When the members of the Nomination Committee are reduced due to their resignation, dismissal or other reasons, the Board of the company shall elect new members as soon as possible in accordance with the provisions of these Terms of Reference.

In the event that the number of the committee member shall fall below two-thirds of the required number due to resignation by or removal of members or such other reasons, the Board shall promptly supplement new candidates. The committee shall suspend performance of its duties pursuant to these Terms of Reference until the number of the committee member is restored back to two-thirds of the required number.

Article 9 The Nomination Committee has one chairman who shall be the chairman (chairman of the Board) or an independent non-executive director among the members and shall be elected by the Board.

The chairman shall preside over the work of the committee, convene and chair the committee meetings. The chairman, in case of failure or inability to perform his duties, shall designate a member of the committee, concurrently being an independent non-executive director, to act on his behalf. If the chairman neither performs his duties nor designates other members to act on his behalf, any member shall report relevant information to the Board of the Company, and the chairman of the Company shall designate a member of the committee, concurrently being an independent non-executive director, to act on his behalf.

Article 10 The main duties and responsibilities of the Nomination Committee include:

- (i) to 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) to make recommendations to the Board on the size and composition of the Board in line with the operations, size of assets and structure of shareholding of the Company;
- (iii) to review the standards and procedures for the selection of the Board members and senior management and make recommendations to the Board in respect thereof;
- (iv) to conduct an extensive search of qualified candidates for the directors and senior management, identify individuals suitably qualified to become Board members and select and nominate such individuals as the directors or make recommendations to the Board in respect thereof;
- (v) to review the qualification of the candidates of the Board members or senior management and make recommendations in respect thereof;
- (vi) to assess the independence of independent non-executive directors;
- (vii) to make recommendations to the Board on the appointment or re-appointment of directors and succession plan for directors, in particular the chairman of the Board and the chief executive officer;
- (viii) other duties and responsibilities as authorized by the Board.

Article 11 The relevant departments of the Company shall cooperate with the Nomination Committee in performing its duties at the cost of the Company.

Article 12 The procedures for the selection and appointment of directors and senior management are:

- (i) the Nomination Committee shall actively communicate with relevant departments of the Company to review the Company's needs for new directors and senior management and produce a written document thereon;
- (ii) the Nomination Committee may conduct an extensive search for candidates for the directors and senior management within the Company, enterprises controlled by the Company or enterprises in which the Company holds equity, and in the human resources market;
- (iii) the profession, academic qualifications, professional titles, detailed work experience and all concurrently held positions of the initial candidates shall be compiled as a written document;
- (iv) the Nomination Committee shall seek approvals from the nominees regarding the nomination, otherwise the Nomination Committee shall not nominate them as the directors and senior management;
- (v) a meeting of the Nomination Committee shall be convened, and the qualifications of the initial candidates shall be reviewed based on the requirements for appointment of directors and senior management;
- (vi) the recommendations of and relevant information on the relevant candidates shall be submitted to the Board one or two months before the selection of a new director or the engagement of a new senior management member;
- (vii) the Nomination Committee shall carry out other follow-up tasks based on the decisions of and feedback from the Board.

Article 13 The human resources department of the Company is responsible for organizing and coordinating relevant departments or intermediaries to prepare the documents for the Nomination Committee meetings and shall ensure that they are true, accurate and complete.

Article 14 The human resources department of the Company shall perform the internal approval procedures for the meeting documents in accordance with the Company's internal management system and submit the documents to the securities affairs department.

Article 15 The securities affairs department shall submit the meeting documents to the chairman of the Nomination Committee for review, and convene the meetings of the Nomination Committee in a timely manner upon approval.

Article 16 The Nomination Committee shall approve reports and resolutions or make recommendations by convening a meeting and submit them to the Board of the Company in writing. For those requiring the consideration and approval by the Board meetings or general meetings, the Nomination Committee shall submit a proposal to the Board, and perform the approval procedures in accordance with the relevant laws, regulations, the listing rules of the stock exchange in the place where shares of the Company are listed and the Articles of Association.

Article 17 If more than half of the Board members have objections to the reports and resolutions passed by the meetings of the Nomination Committee, they may submit their written feedback to the Nomination Committee in a timely manner.

Article 18 The Nomination Committee shall meet at least once annually and shall inform all members seven days before the date of the meeting by issuing a notice of such meeting from the securities affairs department.

The notice of a meeting shall be sent in writing including by email and fax, and in case of an extraordinary meeting, by telephone. Proper written records shall be made if a notice is sent by telephone. If a written objection is not received within two days upon the date of notice, the notified party is deemed to have received the notice.

Article 19 The chairman shall preside over the meeting of the Nomination Committee. If the chairman fails to be present, he/she may entrust another member (an independent non-executive director) to preside over the meeting.

Article 20 The notice of a Nomination Committee meeting shall at least contain the following: time, venue and duration of the meeting, agenda of the meeting, contact person of the meeting and the way of contact, and date of the notice of the meeting. The notice of a meeting shall contain a full text of proposals.

Article 21 Meetings of the Nomination Committee may be held on site or by facsimile, videos, videophone, telephone and other communication means as appropriate.

Article 22 Meetings of the Nomination Committee shall be held by at least two-thirds of the members present at the meeting.

Article 23 Members of the Nomination Committee may attend the meetings in person or by appointing other members as their proxies and exercise the voting right on their behalves. Each member of the Nomination Committee shall appoint only one other member as his proxy to exercise the voting right on his behalf. Where any member appoints two or more members to exercise the voting right on his behalf, such appointment shall be deemed invalid.

Article 24 The Nomination Committee may, if considered necessary, summon other persons in connection with the proposals to attend the meeting to provide detailed information or express their opinions. Those who are not members of the Nomination Committee, however, do not have voting rights on the proposals.

Article 25 Items proposed at the meetings of the Nomination Committee are subject to collective consideration and voting on a case by case basis, i.e. all the proposals are considered by all members present and then are put to the vote one by one according to the order of consideration.

Article 26 When the Nomination Committee votes on the related matters, the interested members shall abstain from voting thereon.

Article 27 Each member shall be entitled to one vote when voting at the meetings of the Nomination Committee. Resolutions made by the Nomination Committee shall not be valid unless passed by more than half of all members voting thereon.

Article 28 Voting at the meetings of the Nomination Committee may be conducted by open ballot, a show of hands, communications or other means.

Article 29 Proposals and voting results adopted at the meetings of the Nomination Committee shall be reported to the Board of the Company in writing.

Article 30 The Nomination Committee shall maintain written meeting minutes on which members present and other persons shall sign their names.

Article 31 Archives of the Nomination Committee meetings, including notices of meetings, meeting materials, meeting attendance books, power of attorney for proxy members, votes, meeting minutes signed by the attending members and resolutions adopted at the meetings etc., shall be kept by the securities affairs department. Archives of the Nomination Committee meetings shall be kept for 10 years.

Article 32 Before announcement of the resolutions by the Company in accordance with the legal procedure, the attending members, other attendants, and the recording and service personnel shall fulfill confidentiality obligation to the contents of resolutions.

Article 33 Any matters not covered herein shall be subject to the relevant national laws, administrative regulations, departmental rules, the Listing Rules and the Articles of Association.

Article 34 Where these Terms of Reference conflict with the national laws and regulations, the Listing Rules or the Articles of Association, the Board of the Company shall revise these Terms of Reference immediately for approval by the Board.

Article 35 These Terms of Reference shall be subject to the amendment and interpretation of the Board of the Company.

Article 36 These Terms of Reference shall come into effect after consideration and approval by the Board and from the date on which the overseas-listed foreign shares (H Shares) of the Company are publicly issued and listed on the main board of The Stock Exchange of Hong Kong Limited.

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