

UNITED GENE HIGH-TECH GROUP LIMITED

聯合基因科技集團有限公司

(the “**Company**”, together with its subsidiaries, the “**Group**”)

Nomination Committee - Terms of Reference

1. Constitution

- 1.1 A nomination committee (the “**Nomination Committee**”) was set up by the board of directors (“**Directors**”) of the Company (the “**Board**”) on 16th March, 2012.

2. Membership

- 2.1 Members of the Nomination Committee shall be appointed by the Board. The Nomination Committee shall consist of not less than 3 members and the majority of whom should be independent non-executive Directors.
- 2.2 The Board shall appoint the Nomination Committee chairman (the “**Chairman**”) who shall be the chairman of the Board or an independent non-executive Director. In the absence of the Chairman, the remaining members of the Nomination Committee present at any meeting convened in accordance with these terms of reference shall elect one of themselves (who shall be the chairman of the Board or an independent non-executive Director) to chair the meeting.
- 2.3 The Board shall have the right to appoint and remove members of the Nomination Committee. The Board shall also have the right to appoint additional members to the Nomination Committee.
- 2.4 The Chairman may be removed at any time by the Board.

3. Meetings

- 3.1 The Nomination Committee shall meet at least once a year or at such other times as the Chairman shall require.
- 3.2 The quorum necessary for the transaction of business shall be two and one of them must be an independent non-executive Director. No business shall be transacted at any meeting of the Nomination Committee unless a quorum of members is present at the time when the meeting proceeds to business.
- 3.3 A duly convened meeting of the Nomination Committee at which a quorum is present shall be competent to exercise all or any of the authorities, power and discretions vested in or exercisable by the Nomination Committee.
- 3.4 Other Directors who are not members of the Nomination Committee shall have the right to attend any meetings of the Nomination Committee. However they shall not be counted in the quorum.
- 3.5 Resolutions of the Nomination Committee at any meeting shall be passed by a majority of votes of the members if more than two members are present and by a unanimous vote if only two members are present.
- 3.6 Written resolutions may be passed by all members of the Nomination Committee.

- 3.7 The attendance of members at meetings of the Nomination Committee shall be recorded by the Company Secretary and disclosed in the corporate governance report annually.

4. Company Secretary

- 4.1 The Company Secretary (the “**Company Secretary**”) or his/her nominee shall act as the secretary of the Nomination Committee.
- 4.2 In the absence of the secretary of the Nomination Committee, the members of the Nomination Committee present at the meeting shall elect another person to act as the secretary.

5. Authority

- 5.1 The Company should provide the Nomination Committee sufficient resources to perform its duties. The Nomination Committee is authorised by the Board to seek any information it requires from any employee of the Company or its subsidiaries in order to perform its duties and all employees are directed to co-operate with any request made by the Nomination Committee.
- 5.2 Senior management shall be obliged to supply to the Nomination Committee with adequate information in a timely manner to enable it to make informed decisions. The information supplied must be complete and reliable.
- 5.3 Where necessary, the Nomination Committee should seek independent professional advice, at the Company’s expense, to perform its responsibilities.]

6. Responsibilities

- 6.1 The Nomination Committee shall have the following responsibilities:
- a. 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;
 - b. identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
 - c. assess the independence of independent non-executive Directors and where the Board proposes a resolution to elect an individual as an independent non-executive Director at the general meeting, it should set out in the circular to shareholders and/ or explanatory statement accompanying the notice of the relevant general meeting why they believe he/she should be elected and the reasons why they consider him/her to be independent;
 - d. make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the Chairman and the chief executive; and

- e. address and deal with such other matters as may be delegated by the Board to the Nomination Committee.

7. Notice

- 7.1 Unless otherwise agreed by all members of the Nomination Committee, a meeting of the Nomination Committee shall be called by at least seven days' notice.
- 7.2 A member of the Nomination Committee may and, on the request of a member of the Nomination Committee, the secretary to the Nomination Committee shall, at any time summon a meeting of the Nomination Committee. Notice shall be given to each member of the Nomination Committee orally in person or in writing or by telephone or by telex or telegram or facsimile transmission or electronic mail at the telephone or facsimile or address or electronic email address from time to time notified to the secretary by such member of the Nomination Committee by such other means as the members may from time to time determine. Any notice given orally shall be confirmed in writing.
- 7.3 Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Nomination Committee for the purposes of the meeting.

8. Reporting Procedures

- 8.1 Minutes of the Nomination Committee should record in sufficient detail the matters considered and decisions reached, including any concerns raised by any member of the Nomination Committee or dissenting views expressed. Draft and final versions of minutes should be sent to all members of the Nomination Committee for their comment and records respectively, within a reasonable time after the meeting is held.
- 8.2 Minutes of Nomination Committee meetings shall be kept by the duly appointed secretary of the meeting (who should normally be the Company Secretary), and shall be made available for inspection by any member of the Nomination Committee and any Director at any reasonable time and on reasonable notice.
- 8.3 The Nomination Committee shall report to the Board on a regular basis. At the next meeting of the Board following a meeting of the Nomination Committee, the Chairman shall report the findings and recommendations of the Nomination Committee to the Board.
- 8.4 The Chairman, or in absence of the Chairman, a member of the Nomination Committee, or failing this his/her duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to respond to shareholders' questions.

9. Continuing Applications Of The Articles Of Association Of The Company

- 9.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and not inconsistent with the provisions of this terms of reference shall apply, mutatis mutandis, to regulate the meetings and proceedings of the Nomination Committee.

10. Powers of the Board

- 10.1 The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), amend, supplement and revoke the provisions of this terms of reference and any resolution passed by the Nomination Committee provided that no amendments to and revocation of the provision of these terms of reference and the resolutions passed by the Nomination Committee shall invalidate any prior act and resolution of the Nomination Committee which would have been valid if such provisions or resolutions had not been amended or revoked.

11. Miscellaneous

- 11.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. The Listing Rules) in Hong Kong.
- 11.2 The English text of these terms of reference will prevail over the Chinese text in case of any inconsistency.