



## **The United Laboratories International Holdings Limited**

### **聯邦制藥國際控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

## **TERMS OF REFERENCE AND OPERATION OF NOMINATION COMMITTEE**

### **Constitution**

1. The Board of Directors of the Company (the "Board") hereby resolves to form its Nomination Committee (the "Committee") on 27 March 2012 in compliance with the Corporate Governance Code under Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

### **Membership**

2. The Committee shall consist of at least three members and a majority of the members shall be independent non-executive directors appointed by the Board from time to time.
3. The Board shall nominate one of the members as the chairman of the Committee. The member acting as the chairman should be the chairman of the Board or an independent non-executive director.

### **Frequency and proceedings of meetings**

4. The Committee shall meet as frequently as the members think fit.
5. The quorum of a meeting shall be two members of the Committee present in person.
6. Proceedings of meetings of the Committee shall be governed by the provisions of Article 120 of the Articles of Association of the Company.
7. The Company Secretary or in his absence, his delegate shall act as the secretary of the Committee meetings.
8. A resolution in writing signed by all the members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

## **Authority and Duties**

9. The Committee is authorised by the Board and has duties below:
- (a) 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 issuer's corporate strategy
  - (b) 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;
  - (c) to assess the independence of independent non-executive directors; and
  - (d) to 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.

(Adopted on 27 March 2012)