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科濟藥業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(the "**C**")

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1. For the purposes of these terms of reference (the " "):

   B means the board of directors of the Company.

   P **F** means the senior officer of the Company responsible for financial management as appointed by the Board from time to time.

   CG C means the Corporate Governance Code set out in Appendix C1 to the Listing Rules.

   C means the company secretary of the Company.

   D means the directors of the Board.

   G means the Company and its subsidiaries and associated companies at the relevant time or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries and associated companies, the present subsidiaries and associated companies of the Company or the businesses operated by its present subsidiaries and associated companies or (as the case may be) its predecessor.

   L means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).

   N **C** **G** **C** means the nomination and corporate governance committee established by the resolution of the Board in accordance with clause 2 of these Terms.

   M means the chairman, chief executive officer, chief scientific officer, chief operating officer, vice president and senior vice president and any other vice president of the Group determined by the Board from time to time as senior management of the Company.

   means the shareholders of the Company.

   F means The Stock Exchange of Hong Kong Limited.

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2. The Nomination and Corporate Governance Committee was established by resolutions of the Board on May 21, 2021.

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3. The members of the Nomination and Corporate Governance Committee shall be appointed by the Board from amongst the Directors and shall consist of not less than three members, a majority of whom should be independent non-executive Directors. At least one member of the Nomination and Corporate Governance Committee shall be of a different gender. The quorum of a Nomination and Corporate Governance Committee meeting shall be any two members of the Nomination and Corporate Governance Committee, one of whom must be independent non-executive Director.

4. The Nomination and Corporate Governance Committee shall be chaired by the chairman of the Board or an independent non-executive Director.

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5. Unless otherwise stated herein, the meetings are governed by the provisions contained in the Company's Articles of Association for regulating the meeting and proceedings of Directors.

6. Meetings shall be held not less than once a year. The chairman of the Nomination and Corporate Governance Committee shall convene a meeting upon request by any member of the Nomination and Corporate Governance Committee.

7. An agenda and accompanying board papers should be sent in full to all Directors in a timely manner and at least 3 days before the intended date of a meeting of the Nomination and Corporate Governance Committee (or other agreed period).

8. Senior Management is obliged to supply the Nomination and Corporate Governance Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a Director requires more information than information provided voluntarily by Senior Management, the relevant Director should make additional necessary enquiries. The Board and each Director shall have separate and independent access to the Senior Management.

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12. The Nomination and Corporate Governance Committee is authorised by the Board to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination and Corporate Governance Committee.

13. The Nomination and Corporate Governance Committee should seek independent professional advice to perform its responsibilities, at the Company's expense, if it considers necessary. The Nomination and Corporate Governance Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultant who advises the Nomination and Corporate Governance Committee.

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14. The duties of the Nomination and Corporate Governance Committee shall include:

    (a) reviewing the structure, size and composition (including the skills, knowledge and experience) required of the Board annually, assisting the Board in maintaining a board skills matrix and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

    (b) making 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;

    (c) identifying individuals suitably qualified to become Directors and selecting or making recommendations to the Board on the selection of individuals nominated for directorship;

    (d) assessing the independence of independent non-executive Directors;

    (e) before appointments are made by the Board, evaluating the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation preparing a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Nomination and Corporate Governance Committee shall (where applicable and appropriate):

        (i) use open advertising or the services of external advisers to facilitate the search;

        (ii) consider candidates from a wide range of backgrounds; and

        (iii) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position.

    (f) assessing each Director's time commitment and contribution to the Board, as well as the Director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of listed companies (if any) and other significant external time commitments of such Director and other factors or circumstances relevant to the Director's character, integrity, independence and experience;

(g) supporting the Company's regular evaluation of the Board's performance;

(h) keeping under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;

(i) keeping up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;

(j) reviewing annually the time required from non-executive Directors. Performance evaluations should be used to assess whether the non-executive Directors are spending enough time in fulfilling their duties;

(k) ensuring that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;

(l) formulating, or assisting the Board to formulate, a board diversity policy for the Company;

(m) developing, reviewing and assessing the adequacy of the Company's policies and practices on corporate governance;

(n) reviewing and monitoring the training and continuous professional development of the Directors and Senior Management;

(o) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;

(p) developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to Directors, Senior Management and employees;

(q) reviewing the Company's compliance with the CG Code and disclosure in the corporate governance report;

(r) reviewing and monitoring whether the Company is operated and managed for the benefit of all Shareholders;

(s) reviewing and monitoring the management of conflicts of interests and making a recommendation to the Board on any matter where there is a potential conflict of interest;

(t) reviewing and monitoring risks related to the Company's research & development work;

(u) making a recommendation to the Board as to the appointment or removal of the compliance adviser; and

(v) seeking to ensure effective and on-going communication between the Company and its Shareholders.

15. The Nomination and Corporate Governance Committee shall also make recommendations to the Board concerning:

(a) formulating plans for succession for both executive and non-executive Directors;

(b) suitable candidates for the role of independent non-executive Directors;

(c) membership of the Company's audit and remuneration committees, in consultation with the chairmen of those committees;

(d) the re-appointment of any non-executive Director at the conclusion of his/her specified term of office having given due regard to his/her performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

(e) the continuation (or not) in service of any Director who has reached the age of 70;

(f) the re-election by Shareholders of any Director under the "retirement by rotation" provisions in the Company's Articles of Association having due regard to his/her performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;

(g) any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive Director as an employee of the company subject to the provisions of the law and his/her service contract;

(h) the appointment of any Director to executive or other office;

19. The Nomination and Corporate Governance Committee shall make available these Terms on request and by inclusion on the Hong Kong Stock Exchange's website and the Company's website, thereby explaining its role and the authority delegated to it by the Board.

(If there is any inconsistency between the English and Chinese version of this document, the English version shall prevail.)