

**CHINA PHARMACEUTICAL GROUP LIMITED**  
**(the “Company”)**

**TERMS OF REFERENCE OF**  
**NOMINATION COMMITTEE**

**Composition**

1. The Committee shall consist of not less than three members appointed by the board of directors of the Company (the “Board”), a majority of whom should be independent non-executive directors.
2. The chairman of the Committee shall be appointed by the Board and shall be an independent non-executive director or the chairman of the board.

**Frequency and proceedings of meetings**

3. The Committee shall meet at least once a year.
4. The secretary of the Committee shall be appointed by the Committee.
5. The secretary of the Committee shall circulate minutes to all members of the Committee.
6. Proceedings of meetings of the Committee are governed by the provisions contained in the articles of association of the Company in relation to meeting of directors.
7. The quorum for a meeting shall be two members.

**Authority**

8. The Committee is authorised by the Board to investigate any activity within its terms of reference and all employees are directed to co-operate with the Committee.
9. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to invite the attendance of outsiders with relevant experience and expertise if it considers this necessary.

**Duties**

10. The duties of the Committee shall be:—
  - (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 Company’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;
- (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; and
- (e) to consider other topics as requested by the Board.

*April 2012*