



# CSPC PHARMACEUTICAL GROUP LIMITED

## 石藥集團有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 1093)**

### NOMINATION COMMITTEE – TERMS OF REFERENCE

*(Amended on 23 February 2023)*

#### 1. Composition

- 1.1 The Committee shall consist of at least three members appointed by the board of directors (the “**Board**”) of CSPC Pharmaceutical Group Company (the “**Company**”).
- 1.2 Majority of the members shall be independent non-executive directors.
- 1.3 The chairman of the Committee shall be the chairman of the Board or an independent non-executive director appointed by the Board.

#### 2. Meetings

- 2.1 The Committee shall meet at least once a year.
- 2.2 Notice of meeting has to be given at least 14 days prior to the date of the meeting, unless all members unanimously waive such notice.
- 2.3 Members are expected to attend meetings in persons where possible, but may also attend by telephone or video conference.
- 2.4 The quorum for a meeting shall be any two members.
- 2.5 Resolutions of the Committee at any meeting shall be passed by a majority of votes of the members present.
- 2.6 A Resolution in writing signed by all the members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.
- 2.7 The Company Secretary, or delegate, shall act as the secretary of the Committee.

2.8 Minutes shall be kept by the secretary and circulated to all members of the Committee within a reasonable time after the meeting.

### **3. Responsibilities**

The Committee shall have the following responsibilities:—

- 3.1 at least once annually review the structure, size, and composition (including the skills, knowledge, experience and diversity profile) of the Board and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 3.2 identify suitable director candidates and select or make recommendation to the Board on the selection of individuals nominated for directorships;
- 3.3 assess the independence of independent non-executive directors;
- 3.4 make recommendation to the Board on the appointment or re-appointment of directors and succession planning for directors;
- 3.5 review the director nomination policy and board diversity policy of the Company periodically and make recommendation on any proposed revisions to the Board; and
- 3.6 review and consider other matters if required to do so by the Board.

### **4. Reporting Responsibilities**

4.1 The Committee shall report to the Board as and when appropriate.

### **5. Authority**

- 5.1 The Committee is authorised by the Board to have access to any information they require from senior management of the Company in order to perform their duties.
- 5.2 The Committee is authorised by the Board where necessary to have access to independent professional advice and service.
- 5.3 The Committee shall be provided with sufficient resources to perform its duties.