



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 27 June 2025)

1. Composition

- 1.1 The Nomination Committee (the “**Committee**”) shall consist of at least three members appointed by the board of directors (the “**Board**”) of CSPC Pharmaceutical Group Limited (the “**Company**”).
- 1.2 The majority of the members of the Committee shall be independent non-executive directors.
- 1.3 The Committee shall have at least one director of a different gender.
- 1.4 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 person 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 their delegate shall act as the secretary of the Committee.
- 2.8 Minutes shall be kept by the secretary of the Committee 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 to review the structure, size, and composition (including the skills, knowledge, experience and diversity of perspectives) of the Board at least once annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- 3.2 to identify suitable director candidates and select or make recommendations to the Board on the selection of individuals to be nominated as directors;
- 3.3 to assess the independence of independent non-executive directors;
- 3.4 to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors;
- 3.5 to support the regular evaluation of the performance of the Board;
- 3.6 to review the director nomination policy and the board diversity policy of the Company periodically and make recommendations on any proposed revisions to the Board; and
- 3.7 to 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.