

RM GROUP HOLDINGS LIMITED

御藥堂集團控股有限公司

(the “Company”)

NOMINATION COMMITTEE - TERMS OF REFERENCE

Approved by the board of directors of the Company (the “Board”) on 24 September 2013

1. Membership

- 1.1. The Committee shall consist of three independent non-Executive Directors appointed by the Board from time to time.
- 1.2. The Board shall nominate one of the members as the chairman of the Committee.
- 1.3. The company secretary or a nominee shall act as the Secretary of the Committee.

2. Frequency and proceedings of meetings

- 2.1 The Committee shall meet at least once every year. Additional meetings shall be held as the work of the Committee demands.
- 2.2 The Chairman of the Committee may convene additional meetings at his discretion.
- 2.3 The quorum of a meeting shall be two members of the Committee and one of them must be an independent non-executive director. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 2.4 The Committee may, from time to time, invite advisors to the meeting, including but not limited to external advisors or consultants, to advise its members.
- 2.5 Meetings of the Committee shall be summoned by the Secretary at the request of any member thereof.
- 2.6 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend and all other non-executive directors, at least three working days prior to the date of the meeting.

- 2.7 The chairman of the Board shall have the right to attend and speak at meeting of the Committee; others may be called upon or shall be able to speak by prior arrangement with the Chairman of the Committee.
- 2.8 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.
- 2.9 Minutes of Committee meetings shall be circulated to all members of the Committee and to all members of the Board.

3. Duties, powers and functions

The Committee shall –

- (a) 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) 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) assess the independence of independent non-executive directors;
- (d) make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the chairman of the Board and the chief executive; and
- (e) have a policy concerning diversity of board members, and should disclose the policy or a summary of the policy or a summary of the policy in the corporate governance report.

4. Reporting Procedures

- 4.1 Full minutes of the meetings of the Committee should be kept by the secretary. Draft and final versions of minutes of the Committee meetings should be sent to all members of the Committee for their comment and records respectively within a reasonable time after the meeting.

4.2 The Secretary shall circulate the minutes of meetings of the Committee to all members of the Board.

As at 11 October 2013, the Committee comprises members, namely Mr. WEI Jianan (Chairman), Mr. CHENG Kwok Kin, Paul and Professor NG Ka Ming, all of whom are independent non-executive directors of the Company.