



泰 达

天津泰达生物醫學工程股份有限公司  
**Tianjin TEDA Biomedical Engineering Company Limited**  
(a joint stock company incorporated in the People's of China with Limited liability)  
(Stock code: 8189)

## Terms of Reference of the Nomination Committee

### I. Constitution

1. The board of directors (the “**Board**”) of Tianjin TEDA Biomedical Engineering Company Limited (the “**Company**”) established the Nomination Committee with written terms of reference on 10 August 2006 and updated its terms of reference on 8 March 2012.
2. The Nomination Committee consists of at least three members (the “**Members**”), the majority of which shall be independent non-executive directors (“**INED(s)**”).
3. The Chairman of the Nomination Committee shall be appointed by the Board and shall be acted by the chairman of the Board or an INED.

### II. Meetings Management

1. The quorum

The quorum for meetings of the Nomination Committee shall be at least two Members. In the absence of the Chairman of the Nomination Committee, the Members shall elect one of themselves (who shall be the chairman of the Board or an INED) to chair the meeting.

2. Frequency of meetings

The Nomination Committee shall hold at least one meeting in a year to perform the duties set out in this terms of reference. Additional meetings of the Nomination Committee may be held from time to time to discuss the special projects or other issues as the Nomination Committee considers necessary.

3. Attendance of meetings

Members of the Nomination Committee shall attend the meeting either in person or through other electronic means of communication. Relevant senior management may be invited to attend the Nomination Committee meetings.

4. Notice of meetings

The company secretary shall send notice of meeting to all Members at least three days prior to the date of meeting of the Nomination Committee. For other additional meetings of the Nomination Committee, as the case may be, reasonable notice shall be given.

5. Minutes of Meetings

First draft and final draft of minutes of meetings shall be sent to all Members of the Nomination Committee within a reasonable time after the meeting and the final draft is for record purpose. Minutes of meetings shall be kept by the company secretary, and relevant minutes shall be available for inspection by directors.

6. Secretary of the Committee

The company secretary or his delegate or such other person appointed by the Chairman of the Nomination Committee shall be the secretary of the Nomination Committee.

**III. Responsibilities**

1. To review the structure, size and composition (including skills, knowledge and experience) of the Board at least once per annum, as well as make recommendations on any proposed changes to the Board to complement the corporate strategies of the Company;
2. To identify individuals suitably qualified to become board members and select or make recommendations to the Board and the selection of individuals nominated for directorships;
3. To evaluate the independence of independent non-executive directors;
4. To review the performance of the Board composition; and
5. To make recommendations to the Board regarding appointment or re-appointment of directors, as well as succession planning for directors and in particular, chairman and chief executive.

**IV. Reporting Responsibilities**

The Chairman of the Committee shall report to the Board on its proceedings after each meetings on all matters within the duties and responsibilities of the Nomination Committee.

## **V. Authority**

1. Sufficient resources shall be provided by the Company to the Nomination Committee to perform its duties.
2. The Nomination Committee is authorized by the Board to investigate any activities within its terms of reference, the Nomination Committee is authorized to seek any information from any employees of the Company as required.
3. The Nomination Committee is authorised by the Board to seek external legal advice and independent professional advice at the Company's expenses. Where necessary, it may also invite third parties who possess relevant experience and professional knowledge to attend the meeting at the expense of the Company.