



Shanghai MicroPort MedBot (Group) Co., Ltd.

上海微创医疗机器人(集团)股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2252)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD

Chapter 1 General Provisions

Article 1 Pursuant to the Company Law of the People's Republic of China, the Articles of Association of Shanghai MicroPort MedBot (Group) Co., Ltd. (the "**Articles of Association**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") and other relevant regulations, Shanghai MicroPort MedBot (Group) Co., Ltd. (the "**Company**") has set up a nomination committee (the "**Nomination Committee**") under the board of directors (the "**Board**"), and hereby formulated these terms of reference, in an effort to optimize the procedures for appointment of the directors and senior management, rationalize the composition of the Board, and enhance corporate governance of the Company.

Article 2 The Nomination Committee is a specific committee set up by the Board. Its main responsibilities are to select candidates for directors and senior management of the Company, determine the selection criteria and procedures therefor, and give recommendations thereon.

Chapter 2 Composition

Article 3 The Nomination Committee shall comprise at least three (inclusive) directors with at least one member of a different gender, more than half of whom shall be independent non-executive directors.

Article 4 Members of the Nomination Committee shall be nominated by the chairman of the Board, more than half of the independent directors or more than one-third of all directors, and shall be elected by the Board.

Article 5 The Nomination Committee shall have a chairman (being the convener) (the “**chairman**”) to be served by the chairman of the Board or an independent non-executive director. The chairman shall preside over the work of the Committee and shall be appointed by the Board. The Board secretary shall be the secretary of the Nomination Committee.

Article 6 The term of office of the Nomination Committee shall be the same as that of the Board. Each member of the Committee shall be eligible for re-election upon expiry of his or her term of office. During such period, if any member of the Committee ceases to be a director of the Company, his or her membership in the Committee shall lapse automatically, and the vacancy shall be filled by the person elected by the Board according to these terms.

Chapter 3 Duties and Authorities

Article 7 The Nomination Committee shall have the following primary duties and authorities:

- (I) to review the structure, size and composition (including the skills, knowledge, and experience) of the Board at least once a year, to assist the Board in maintaining a board skills matrix, and to make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
- (II) to extensively identify individuals qualified to serve as directors, and select and nominate relevant individuals to serve as directors, or advise the Board on such nomination;
- (III) to review the independence of the independent non-executive directors;
- (IV) to give full consideration to succession planning for Directors in the course of its work, taking into account the challenges and opportunities facing the Company and what skills and expertise are therefore needed on the Board in the future, and to make recommendations to the Board on appointment or re-appointment of directors as well as the succession plan of directors, in particular that of the chairman of the Board and the chief executive officer;

- (V) to review the diversity policy of the Board (the “**Board Diversity Policy**”) as well as any measurable objectives for implementing such Board Diversity Policy as may be adopted by the Board from time to time and the progress on achieving such objectives, and to disclose the diversity policy or the highlights thereof in the corporate governance report;
- (VI) to assist the Company’s regular evaluation of the Board’s performance;
- (VII) before appointments are made by the Board, to evaluate the balance of skills, knowledge and experience on the Board, and, in the light of this evaluation to prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the Nomination Committee shall (where applicable and appropriate):
 - (i) use open advertising or the services of external advisers to facilitate the search;
 - (ii) consider candidates from a wide range of backgrounds; and
 - (iii) consider candidates on merit and against objective criteria, taking care that appointees have enough time available to devote to the position;
- (VIII) to keep under review the leadership needs of the organization, both executive and non-executive, with a view to ensuring the continued ability of the organization to compete effectively in the marketplace;
- (IX) to keep up to date and fully informed about strategic issues and commercial changes affecting the Company and the market in which it operates;
- (X) to evaluate annually the time commitment required of non-executive Directors, with performance evaluation used to assess whether non-executive Directors have dedicated sufficient time to fulfill their responsibilities;
- (XI) to ensure that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings;

- (XII) where the Board proposes to put forward a resolution to elect an individual as an independent non-executive director at the general meeting, it shall set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting the following details: (1) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent; (2) if the proposed independent non-executive director will be holding his or her seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board; (3) the views, perspectives, skills and experience that the individual can bring to the Board; and (4) how the individual contributes to the diversity of the Board;
- (XIII) to report its decisions or suggestions to the Board, except where it is prohibited to do so under laws or regulatory requirements;
- (XIV) other requirements on the duties and authorities of the Nomination Committee according to the Hong Kong Listing Rules, as amended from time to time; and
- (XV) other duties and powers authorized by the Board.

Article 8

The Committee shall also make recommendations to the Board concerning:

- (a) formulating plans for succession for both executive and non-executive Directors;
- (b) suitable candidates for the role of independent non-executive Directors;
- (c) membership of the Company's audit and remuneration committees, in consultation with the chairmen of those committees;
- (d) the re-appointment of any non-executive Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- (e) the continuation (or not) in service of any director who has reached the age of 70;

- (f) the re-election by shareholders of any Director under the Company's Articles of Association having due regard to their performance and ability to continue to contribute to the board in the light of the knowledge, skills and experience required;
- (g) any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract; and
- (h) the appointment of any Director to executive or other office, other than to the positions of chairman and chief executive officer, the recommendation for which would be considered at a meeting of the full board.

Article 9

The Nomination Committee shall be accountable to the Board. The proposals provided by the Committee shall be submitted to the Board for consideration and approval. In the absence of sufficient reasons or reliable evidence, controlling shareholders shall give full respect to the recommendations provided by the Nomination Committee, otherwise they may not propose an alternate candidate for directors and senior management. The chairman of the Nomination Committee shall attend the annual general meeting and be prepared to respond to any questions from the shareholders on the Nomination Committee's activities.

Chapter 4 Decision-making Process

Article 10

In accordance with the requirements under relevant laws and regulations, the Hong Kong Listing Rules and the Articles of Association, and in view of the actual condition of the Company, the Nomination Committee shall analyze the selection criteria, selection procedures and terms of office of directors and senior management of the Company to form a resolution and submit it to the Board for approval upon filing, and, if approved, implement the same accordingly.

Article 11

The selection procedures of directors and senior management are as follows:

- (I) the Nomination Committee shall actively communicate with the relevant departments of the Company to study the demand of the Company for new directors and senior management and to produce the result in writing;

- (II) the Nomination Committee may extensively identify candidates for directors and senior management within the Company and its controlling (investee) enterprises as well as in the labor market;
- (III) the Nomination Committee shall gather information about the occupation, education background, job title, detailed information in relation to the work experience and all the part-time positions of the preliminary proposed candidates, and to formulate written materials thereon;
- (IV) the nominee shall not be deemed as the candidate for director or senior management unless his or her consent for nomination is obtained;
- (V) the Nomination Committee shall convene a Nomination Committee meeting to review the qualifications of the candidates in accordance with the requirements for directors and senior management;
- (VI) the Nomination Committee shall make suggestion to the Board regarding the candidates for the director and senior management position and submit relevant information to the Board one to two months prior to the election of new directors and appointment of new senior management;
- (VII) the Nomination Committee shall carry out other follow-up work according to the decision of and feedback from the Board.

Chapter 5 Rules of Procedures

Article 12 Meetings of the Nomination Committee shall be held not less than once a year. Members of the Nomination Committee can convene a meeting anytime when it is necessary.

Article 13 A notice shall be given to all members three days before the date of a meeting of the Nomination Committee. The meeting shall be presided over by the chairman of the Committee, and in case the chairman is unable to attend, he or she may appoint another member of the Committee (the member should be an independent non-executive director) to preside over the meeting on his or her behalf. Such notice may be waived with the unanimous consent of all members of the Committee.

- Article 14** The quorum of a meeting of the Nomination Committee shall be not less than two-thirds of the members. Each member shall have one vote. A resolution of the meeting must be passed by more than half of all the members of the Committee.
- Article 15** A meeting can be attended in person or via telephone or video conferencing. Members of the Committee can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- Article 16** The resolutions passed and signed by all members of Nomination Committee are also valid, and their validity shall be the same as any resolution passed at a meeting duly held by the Nomination Committee.
- Article 17** The Nomination Committee may invite directors, supervisors and other senior management of the Company to attend its meetings if necessary.
- Article 18** The Nomination Committee may, if necessary, engage an intermediary to provide professional advice on its decision-making at the cost of the Company. The Nomination Committee is authorized by the Board to obtain outside independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary. The Nomination Committee shall be provided with sufficient resources to discharge its duties. The Nomination Committee should be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external consultant who advises the Nomination Committee.
- The Nomination Committee is authorized by the Board to investigate any activity within its terms of reference. It is authorized to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Nomination Committee.
- Article 19** The procedures for convening of a meeting of the Nomination Committee, its voting methods and resolutions to be passed at such meeting must comply with the provisions of relevant laws, regulations, the Hong Kong Listing Rules, the Articles of Association and these terms.

Article 20 The Nomination Committee shall keep minutes of the meetings. Members present at the meetings shall sign the minutes of the meetings. Full minutes of the Nomination Committee's meetings should be kept by a duly appointed secretary of the meeting (who should normally be the Board secretary or his or her appointed delegate), and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director

Minutes of meetings of the Nomination Committee shall record in sufficient detail the matters considered by the Nomination Committee and decisions reached, including any concerns raised by Directors, members or dissenting views expressed. Draft and final versions of minutes of such meetings should be sent to all members of the Nomination Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.

Article 21 Without prejudice to the generality of the duties of the Nomination Committee set out above, the Nomination Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.

The Nomination Committee shall make a statement in the annual report about its activities, the process used to make appointments and explain whether external advice and/or open advertising was used.

Article 22 Members of the Committee present at a meeting shall keep confidential all matters discussed at the meeting and shall not disclose such information without authorization.

Article 23 The Nomination Committee shall make available these terms on request and by inclusion on the Company's website, thereby explaining its role and the authority delegated to it by the Board.

Chapter 6 Supplementary Provisions

Article 24 These terms of reference shall come into effect and be implemented upon the date of approval by the Board. The Terms of Reference of the Nomination Committee of the Board of the Company that are currently in force shall automatically lapse from the effective date of these terms of reference.

Article 25 For any matters not covered in these terms of reference, the relevant laws and regulations, the Hong Kong Listing Rules, other requirements of the Hong Kong securities regulatory authority, and the relevant provisions of the Articles of Association shall apply. If the relevant provisions of these terms contravene with the laws and regulations, the Hong Kong Listing Rules, other requirements of the Hong Kong securities regulatory authority and the Articles of Association as enacted or amended in the future, such relevant laws and regulations, the Hong Kong Listing Rules, other requirements of the Hong Kong securities regulatory authority, and the existing or revised Articles of Association shall prevail.

Article 26 The power of interpretation of these terms shall be vested in the Board of the Company.