

B&K CORPORATION LIMITED
華 芒 生 物 科 技 (青 島) 股 份 有 限 公 司

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

(Stock Code: 2396)

(hereinafter referred to as the “**Company**”)

NOMINATION COMMITTEE — TERMS OF REFERENCE

1. Members

- 1.1 The Nomination Committee shall be established by the Board of the Company. The Nomination Committee shall comprise a minimum of three members, the majority of whom shall be independent non-executive Directors. Members of the Nomination Committee shall be appointed by the Board.
- 1.2 The chairperson of the Nomination Committee shall be the chairperson of the Board or an independent non-executive Director who is a member of the Nomination Committee, and shall be appointed by the Board.
- 1.3 The term of appointment of members of the Nomination Committee shall be determined by the Board at the time of appointment and shall not exceed such member's term of office as a director.

2. Secretary

- 2.1 The secretary to the Nomination Committee shall be the company secretary.
- 2.2 The Nomination Committee may from time to time appoint any other suitably qualified and experienced person as secretary to the Nomination Committee.

3. Meeting

- 3.1 Meetings of the Nomination Committee may be convened by its members at any time as required. Any member of the Nomination Committee or its secretary may request a meeting.
- 3.2 Unless unanimously waived by all members of the Nomination Committee, notice of any meeting shall be given at least five working days (excluding Saturdays, Sundays and public holidays in Chinese Mainland and Hong Kong) prior to the meeting. Notwithstanding the notice period, attendance at a meeting by a member of the Nomination Committee shall be deemed waiver of the required notice by that member. If an adjourned meeting is held within 14 days after the meeting, no notice is required for such adjourned meeting.

- 3.3 The quorum for a meeting of the Nomination Committee shall be any two members of the Nomination Committee, at least one of whom must be an independent non-executive Director.
- 3.4 Meetings may be held in person, by telephone or by means of video conference. Members of the Nomination Committee may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.
- 3.5 Resolutions of the Nomination Committee, if made at a meeting, shall be passed by a majority vote of the members of the Nomination Committee present at the meeting. In the case of an equality of votes, the chairperson of the Nomination Committee shall have a second or casting vote.
- 3.6 A resolution in writing signed by all members of the Nomination Committee shall be as valid and effectual as if it had been passed at a meeting of the Nomination Committee duly convened and held.
- 3.7 Full minutes of meetings of the Nomination Committee shall be kept by the duly appointed secretary of the meeting for inspection by the directors. Draft and final versions of the minutes shall be sent to all members of the Nomination Committee within a reasonable period after the meeting, with the draft for members' comments and the final version for their records.

4. Meeting Attendance

- 4.1 The chairperson of the Board, supervisors, the president, the general manager or other senior management, external advisers and other persons may be invited to attend all or any part of any meeting at the invitation of the Nomination Committee.
- 4.2 Only members of the Nomination Committee shall have the right to vote at meetings of the Nomination Committee.

5. Annual General Meetings

- 5.1 The chairperson of the Nomination Committee or (in his/her absence) another member of the Nomination Committee (who must be an independent non-executive Director) shall attend the annual general meeting of the Company and answer questions from shareholders concerning the activities and responsibilities of the Nomination Committee.

6. Responsibilities and Authority

The Nomination Committee shall have the following responsibilities and authority:

- 6.1 To review at least annually the structure, size and composition (including skills, knowledge, experience and diversity) of the Board and make recommendations on any proposed changes to the Board to support the Company's strategy;
- 6.2 To identify individuals suitably qualified to become directors and select or make recommendations to the Board on the nomination of such individuals for appointment as directors;
- 6.3 To assess the independence of independent non-executive Directors;
- 6.4 To make recommendations to the Board on the appointment or re-appointment of directors and the succession plan for directors (in particular the chairperson and the chief executive);
- 6.5 To review the Board diversity policy and any measurable objectives set by the Board from time to time for achieving diversity under such policy and the progress in achieving them;
- 6.6 Where the Board proposes a resolution at a general meeting to elect an individual as an independent non-executive Director, the circular to shareholders and/or explanatory statement accompanying the notice of such meeting should include: (1) the process used for identifying the individual, the reasons why the Board believes the individual should be elected and why they consider the individual to be independent; (2) if the candidate independent non-executive Director is to be appointed as a director of a seventh (or more) listed company, the reasons why the Board believes the individual would still be able to devote sufficient time to discharge the responsibilities of a director; (3) the views and perspectives, skills and experience the individual would bring to the Board; and (4) how the individual would contribute to Board diversity.
- 6.7 To perform the Company's corporate governance procedures:
 - 6.7.1 To develop and review the Company's corporate governance policies and practices, and make recommendations to the Board;
 - 6.7.2 To review and monitor the training and continuous professional development of directors and senior management members of the Company;
 - 6.7.3 To review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

6.7.4 To develop, review and monitor the code of conduct and compliance manual (if any) for employees and directors of the Company;

6.7.5 To review the Company's compliance with the Corporate Governance Code and the disclosures in the Corporate Governance Report.

6.8 To review the implementation and effectiveness of the Company's mechanisms for ensuring that the Board receives independent views and opinions.

7 Reporting

7.1 The Nomination Committee shall report to the Board after each meeting.

8 Authority

8.1 The Nomination Committee is authorised by the Board to obtain from any employee any information it requires within the scope of its responsibilities.

8.2 The Nomination Committee may seek independent professional advice as necessary to fulfil its responsibilities at the Company's expense.

Note: Arrangements for seeking independent professional advice may be made through the company secretary.

8.3 The Company shall provide the Nomination Committee with sufficient resources to discharge its duties.