

AIM Vaccine Co., Ltd.
艾美疫苗股份有限公司

Terms of Reference of the Nomination Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 Pursuant to the Company Law of the People’s Republic of China (hereinafter the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter the “**Listing Rules**”), the Corporate Governance Code as set out in Appendix 14 to the Listing Rules and other relevant laws, regulations, regulatory documents as well as the Articles of Association of AIM Vaccine Co., Ltd. (hereinafter the “**Articles of Association**”) applicable after the issuance of H shares, AIM Vaccine Co., Ltd. (hereinafter the “**Company**”) hereby, in accordance with the resolution of the Board of Directors (the “**Board**”), establishes the Nomination Committee of the Board of Directors (hereinafter the “**Nomination Committee**”) and formulates the Terms of Reference of the Nomination Committee of the Board (hereinafter the “**Terms of Reference**”) based on the actual conditions of the Company, in order to regulate the appointment of directors and senior management, optimize the composition of the Board and enhance its corporate governance structure.

Article 2 The Nomination Committee is a specialised working body under the Board, which is principally responsible for considering selection of directors (including independent non-executive directors) and senior management of the Company, the selection criteria and procedures thereof, as well as putting forward opinions and recommendations to the Board.

The senior management mentioned in the Terms of Reference refers to the general manager, the secretary of the Board, chief financial officer, chief technology officer, chief operating officer and other personnel appointed by the Board as senior management of the Company. The “general manager” mentioned in the Terms of Reference refers to the “manager” mentioned in the Company Law.

Chapter 2 Composition

Article 3 The Nomination Committee shall consist of an odd number of over three directors. The majority of the members of the Nomination Committee shall be independent non-executive directors.

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

Article 5 The Nomination Committee shall have one convener being the chairman of the Nomination Committee, who shall be the chairman of the Board or an independent non-executive director. The chairman of the Nomination Committee shall be appointed and removed by the Board and shall be responsible for presiding over the works of the Nomination Committee. When the chairman of the Nomination Committee is unable to or fails to perform his/her duties, an independent non-executive director shall be elected by over half of the members to perform the chairman’s duties. After the proposal of electing members of the Nomination Committee has been approved, the new members of the Nomination Committee shall take office immediately after the conclusion of the meeting of the Board.

Article 6 The term of office of the Nomination Committee shall be the same as that of the Board. A member may serve consecutive terms if re-elected upon expiry of his/her term of office. During his/her term of office, if any member ceases to be a director of the Company, or any member with the capacity of an independent non-executive director ceases to have the independence as stated in the Company Law, the Articles of Association and the Listing Rules, his/her membership in the Nomination Committee shall lapse automatically. A member of the Nomination Committee may submit his/her resignation report in writing to the Board prior to the expiry of his/her term of office to resign from his/her position in the Nomination Committee. The resignation report shall contain such reasons for resignation and matters which require the attention of the Board of the Company as necessary. Upon the loss of qualification or permission to resign, the position(s) vacated by such member(s) shall be filled by the Board according to the relevant laws, regulations, regulatory documents and the provisions of Articles 3 to 5 as set forth above. The substitute member(s) shall hold office until the expiration of his/her term of office as a director or independent non-executive director. A member of the Nomination Committee shall not, before the expiry of his/her term of office, be relieved of his/her duties without causes except for the situations that prevent such member from holding office as specified in the Company Law, the Articles of Association or the Listing Rules.

The company secretary (or any one of the joint company secretaries) shall be the secretary of the Nomination Committee and be responsible for the Nomination Committee's daily communication, arrangement of meetings and implementation of the relevant resolutions of the Nomination Committee.

Chapter 3 Duties and Authorities

Article 7 The specific duties of the Nomination Committee include but are not limited to:

- (I) to consider and draw up the criteria and procedures for selecting directors and senior management and make recommendations thereon to the Board. Factors to be considered include but are not limited to cultural and educational background and work experience;
- (II) to look for and identify suitably qualified candidates to become Board members and select or make recommendations to the Board on candidates nominated for directorships of the Company (especially the chairman of the Board);
- (III) to look for and identify qualified candidates for senior management, to review and make recommendations on candidates for senior management of the Company (especially the general manager);
- (IV) to review the independence of the independent non-executive directors;
- (V) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least once a year and make recommendations to the Board on any proposed changes to the Board to complement the Company's corporate strategies, to assess the structure of the committees under the Board, recommend directors to serve on the relevant committees, and submit them to the Board for approval;
- (VI) to establish reserve plans for directors and senior management, and to update and supplement the plans at any time;

- (VII) to evaluate the director's work, and put forward opinions, recommendations or suggestions on the appointment, replacement, reappointment or succession of directors (including the chairman and chief executive) based on the evaluation results;
- (VIII) to formulate, and, where appropriate, review and implement the Board diversity policy adopted by the Board from time to time, review the progress of achieving goals, and disclose the relevant reviewed policies or their summary in the Company's annual report; and
- (IX) other matters prescribed by relevant laws, administrative regulations, the Listing Rules and the Articles of Association and authorized by the Board.

Article 8 The Nomination Committee has the right to exercise any authority granted by the Board when deemed necessary. The Company shall provide the Nomination Committee with sufficient resources to perform its duties. The Nomination Committee shall have the authority to seek independent professional advice by way of engaging intermediaries such as headhunting companies for assisting in finding qualified candidates for directors and senior management when deemed necessary. The above-mentioned intermediary agencies' term of office and expenses shall be determined by the Nomination Committee, and the reasonable expenses incurred shall be borne by the Company.

Article 9 The Nomination Committee is accountable to the Board, and shall submit its decisions, recommendations and/or proposals to the Board for consideration and decision, unless there are legal or regulatory restrictions. Among which, the nomination of director candidates must be submitted to the general meeting of shareholders for review and approval after being reviewed by the Board and before implementation. In the absence of sufficient reasons or reliable evidence, the controlling shareholders shall fully respect the proposals made by the Nomination Committee and shall not propose substitutive candidates for the roles of directors and senior management.

Article 10 The Nomination Committee shall publish the Terms of Reference on the website of The Stock Exchange of Hong Kong Limited and the Company's website, explaining its role and the powers granted by the Board.

Chapter 4 Working Procedures

Article 11 The human resources department is the daily working body of the Nomination Committee. It is responsible for the preliminary preparation work of the Nomination Committee meetings and assisting in preparing relevant materials for meetings.

Article 12 The selection procedures of directors and senior management are as follows:

- (I) the human resources department and the Nomination Committee shall actively communicate with the relevant departments of the Company to assess the Company's demand for new directors and senior management, and produce materials in writing;
- (II) the Nomination Committee may extensively seek for candidates for directors and senior management within the Company, its holding (shareholding) enterprises as well as the job market;
- (III) the Nomination Committee shall collect and learn the information of the occupation, education background, job title, detailed working experience and all the part-time jobs of the initially proposed candidates, and produce materials in writing;

- (IV) to seek for the nominee's written consent to the nomination, otherwise, he/she shall not be considered as a candidate for directors and senior management;
- (V) to convene Nomination Committee meetings to review the qualifications of the initially proposed candidates according to the job requirements of directors and senior management;
- (VI) to submit proposals and the relevant materials to the Board in respect of candidates of directors and senior management within a reasonable period of time prior to the election of new directors and senior management; and
- (VII) to carry out other follow-up work according to the decision and feedback of the Board.

Article 13 The chairman of the Nomination Committee or (if the chairman is absent) another member of the Nomination Committee (who must be an independent non-executive director) shall attend the annual general meeting of the Company and respond to the enquiries from shareholders regarding the activities and responsibilities of the Nomination Committee.

Chapter 5 Rules of Procedure

Article 14 Members of the Nomination Committee must undertake the duties of loyalty and diligence towards the Company in accordance with laws, regulations and the Articles of Association. Proposals or recommendations raised at the Nomination Committee meeting must comply with the requirements of laws, regulations and the Articles of Association.

Article 15 According to the provisions of laws, regulations, the Listing Rules and the Articles of Association and subject to the Company's practical situation, the Nomination Committee shall review the criteria and procedures for selection and terms of office of directors and senior management of the Company. Any resolution formed in this regard shall be submitted to the Board for consideration.

Article 16 Meetings of the Nomination Committee may be convened by the chairman of the Nomination Committee as he/she deems it necessary, upon the proposal of at least one half of the members of the Nomination Committee or recommendation of the chairman of the Board. Regular meeting shall be held at least once a year.

Article 17 Meetings of the Nomination Committee shall be convened by the chairman of the Nomination Committee. Notice of meeting, signed by the chairman of the Nomination Committee, and materials for meeting shall be delivered to all members of the Nomination Committee three days prior to the meeting. Upon unanimous consent of all members of the Nomination Committee, the requirement on such prior notice period may be exempted.

Article 18 Meetings of the Nomination Committee shall be presided over by the chairman of the Nomination Committee, in whose absence another member (independent non-executive director) who is authorized by the chairman of the Nomination Committee may preside over the meeting.

Article 19 The quorum of meetings of the Nomination Committee shall be at least two thirds of the total members of the Nomination Committee, one of whom shall be an independent non-executive director. Members who cannot attend a meeting may authorize, in writing, other members to attend and vote on his/her behalf. The form of proxy, containing the name of the proxy, the matters delegated, the scope of authorization and the validity period of such authorization, and signed or stamped by the appointer, shall be submitted to the presider of the meeting no later than the time when voting takes place. If a member neither attends the meeting nor entrusts another member as his/her proxy to attend the meeting of the Nomination Committee, he/she shall be deemed to have waived the voting right at such meeting.

The resolutions made at the meeting shall be approved by more than half of all members, and relevant resolutions or opinions shall be signed by the participating members of the Nomination Committee. Each member shall have one vote and may vote “for”, “against” or “abstain” from voting on a given matter. Where the respective votes for and against a resolution are equal in number, the chairman of the Nomination Committee shall be entitled to have a casting vote.

Article 20 Meetings of the Nomination Committee may be held by on-site meetings, tele-conferences, video conferences, circulation of documents, facsimile, email or other appropriate means.

Article 21 The Nomination Committee may invite the directors, supervisors, senior management and external advisors of the Company to attend meetings of the Nomination Committee when necessary. Persons attending the meetings may explain or illustrate the matters discussed at the meetings, but non-members of the Nomination Committee shall have no voting rights.

Article 22 The convening procedures, voting method and resolutions passed on the meetings of the Nomination Committee shall comply with the applicable laws, regulations, the Articles of Association and the Terms of Reference.

Article 23 The Nomination Committee shall keep minutes of the meetings, on which members present at the meeting shall sign. Members present at the meeting shall have the right to make explanatory notes in the minutes regarding any statements made at the meeting; The minutes of the meeting shall be kept by the secretary of the Nomination Committee and shall be sent to all members of the Board. Resolutions passed by the meeting of the Nomination Committee and the voting results shall be reported in writing to the Board.

Article 24 The Nomination Committee shall form a clear and definite conclusion on the resolutions under consideration, including: approval, rejection or consideration pending supplementary information. The resolutions and voting results passed at the meeting of the Nomination Committee shall be submitted in writing to the Board for consideration.

Article 25 Members present at meetings of the Nomination Committee, and those present as observers, shall owe a duty of confidentiality as regards matters discussed at such meetings. No unauthorized disclosure of such information shall be allowed, unless otherwise stipulated under relevant laws, regulations and/or rules of regulatory bodies.

Chapter 6 Recusal Mechanism

Article 26 Where a member of the Nomination Committee himself/herself or his/her immediate relatives, or other enterprises controlled by the member or his/her immediate relatives are interested, directly or indirectly, in any issue discussed at the meeting, the member shall disclose as soon as possible the nature and extent of the interest to the Nomination Committee.

Article 27 In the event of any such circumstances as set forth above, the interested member shall give a detailed explanation of the relevant circumstances at the meeting of the Nomination Committee and clearly indicate that he/she will recuse himself/herself from voting. However, if the other members of the Nomination Committee unanimously agree after discussion that such interests will not have a significant impact on the matter to be voted on, the interested member may participate in the voting.

In case the Board considers it inappropriate for the interested member to participate in the voting as mentioned in the preceding paragraph, it may revoke the voting results, and require the other uninterested members to vote on the relevant proposals again.

Article 28 The Nomination Committee shall consider and make a resolution on the proposal without counting interested members as a quorum. In case the quorum of the meeting of the Nomination Committee after the recusal of interested members is short of the minimum quorum, all the members (including interested members) shall make a resolution on the procedural issues regarding submitting such proposals to the Board for consideration, and the Board shall consider such proposals accordingly.

Article 29 The minutes and resolutions of the Nomination Committee meetings shall specify the fact that the interested members were not counted as a quorum and did not participate in the voting.

Chapter 7 Supplementary Provisions

Article 30 The phrases “more than” and “at least” as referred to herein are inclusive of the number while “majority” is exclusive of the number.

Article 31 Upon consideration and approval of the Board, the Terms of Reference shall come into effect and be implemented from the day on which the overseas listed foreign shares (H shares) in the Company’s initial public offering are listed and traded on The Stock Exchange of Hong Kong Limited. The Board shall be responsible for amending and interpreting the Terms of Reference.

Article 32 Matters not covered herein shall be implemented in accordance with the provisions of relevant laws, regulations, departmental regulations, the Listing Rules and any other regulatory rules of the place(s) where the shares of the Company are listed and the Articles of Association. Where the Terms of Reference conflict with any provisions of relevant laws, regulations, departmental regulations, the Listing Rules and any other regulatory rules of the place(s) where the shares of the Company are listed or the Articles of Association, such relevant laws, regulations, departmental regulations, the Listing Rules and any other regulatory rules of the place(s) where the shares of the Company are listed and the Articles of Association shall prevail, and the Terms of Reference shall be amended accordingly as soon as practicable and submitted to the Board for consideration and approval.