



CHINA ISOTOPE & RADIATION CORPORATION

中國同輻股份有限公司

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

(Stock Code: 1763)

China Isotope & Radiation Corporation Terms of Reference of the Nomination Committee under the Board of Directors

Chapter I General

- Article 1 In order to regulate the formation of the management personnel of China Isotope & Radiation Corporation (hereinafter referred to as the “**Company**”), optimize the composition of the board of directors (hereinafter referred to as the “**Board**”) and senior management, and improve the corporate governance structure of the Company, the Company sets up the Nomination Committee under the Board of China Isotope & Radiation Corporation (hereinafter referred to as the “**Committee**”) and hereby formulates these detailed terms of reference (hereinafter referred to as these “**Terms**”) in accordance with the Company Law of the People’s Republic of China, Standards on Corporate Governance of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of China Isotope & Radiation Corporation (hereinafter referred to as the “**Articles**”), the Procedural Rules of the Board Meetings of China Isotope & Radiation Corporation and other relevant laws, regulations and regulatory documents.
- Article 2 The Committee is a specialized work organ under the Board. It is mainly responsible for identifying candidates, formulating the selection standards and procedures for the Company’s directors and senior management members; and providing advices and putting forward suggestions for election.
- Article 3 Senior management members as mentioned in these Terms refer to the general manager, deputy general manager, chief accountant, Board secretary, chief engineer and other executives as specified in the Articles.
- Article 4 The Committee shall be accountable to the Board and report to the Board.
- Article 5 These Terms shall apply to the Committee and relevant personnel and departments involved in these Terms.

Chapter II Committee Composition and Executive Body

- Article 6 The Committee shall consist of no less than 3 directors, and the majority of them shall be independent non-executive directors. Members of the Committee shall be nominated by the chairman of the Board and appointed by the Board upon approval by more than half of the directors.
- Article 7 The Committee shall have one chairperson who shall be either the chairman of the Board or an independent non-executive director. The chairperson shall be nominated by the chairman of the Board and his/her appointment shall be considered and approved by the Board.
- Article 8 The term of office of the Committee is the same as that of the Board, the terms of office of the Committee's members are the same as that of the directors. Members may be re-elected when their terms of office expire. Where any member does not serve as director of the Company during his or her term of office, he or she shall be disqualified as a member of the Committee automatically.
- Article 9 Committee members may tender their resignations to the Board before the expiration of their terms of office. Where the number of the members of the Committee falls below the minimum number stipulated hereby, the resigning member shall, before the alternate members of the Board assume their posts, continue to exercise related responsibilities.
- Article 10 The Committee members may be changed within their terms of office if proposed by the chairman of the Board and approved after discussion by the Board.
- Article 11 If the number of the Committee members falls below the minimum number as prescribed herein, the Board shall arrange for making up the shortfall in accordance with the provisions in these Terms.
- Article 12 With the coordination of the office of the Board, the human resource department of the Company, acting as the Committee's executive body, provides supports and services to the Committee and takes on any jobs assigned by the Committee.

Chapter III Responsibilities of the Company

- Article 13 The major responsibilities of the Committee shall include:
- 13.1 To formulate the standards, procedures and methods for election of directors and senior management members of the Company and submit the same to the Board for consideration;
- 13.2 To review the structure, number of the persons, composition and related qualifications of the Board annually and make recommendations on any issues. The Committee shall maintain a membership diversity policy;

- 13.3 To examine candidates of directors, general managers and Board secretary and provide suggestions;
 - 13.4 To review the candidates of other management members and give review opinions to the Board;
 - 13.5 To comprehensively evaluate skills, knowledge and experience of directors and senior management and review the independence of independent non-executive directors;
 - 13.6 To identify candidates for required offices from the domestic or foreign job markets or out of the human resources of the Company and make recommendations to the Board;
 - 13.7 To propose the human resources retention scheme and provide recommendation to the Company;
 - 13.8 To make recommendation to the Board on the candidates of directors, general manager, deputy general manager, chief accountant, Board secretary and chief engineer, as well as on the appointment or re-appointment of directors and succession plan for directors, in particular the chairman of the Board and the general manager;
 - 13.9 Other responsibilities granted by the Board.
- Article 14 The responsibilities of the chairperson of the Committee shall include:
- 14.1 To convene and preside over meetings of the Committee;
 - 14.2 To supervise and examine the work of the Committee and implementation of the Committee resolutions;
 - 14.3 To sign relevant documents of the Committee;
 - 14.4 To report the work of the Committee to the Board;
 - 14.5 Other responsibilities required to be performed or granted by the Board.
- Article 15 Major responsibilities of Committee members shall include:
- 15.1 To attend the Committee meeting on time, express opinions on matters discussed and exercise rights to vote;
 - 15.2 To propose topics to be discussed in the Committee meeting;

- 15.3 To sit in on or observe relevant meetings of the Company and conduct investigations and researches as well as obtain necessary reports, documents, data and other relevant information to perform responsibilities;
- 15.4 To fully understand Committee responsibilities and responsibilities as Committee member, be familiar with corporate operating management, business activity and development in connection with his/her responsibilities and guarantee the ability to perform responsibilities;
- 15.5 To fully guarantee the work time and effort to perform responsibilities;
- 15.6 Other responsibilities granted by these Terms.

Chapter IV Meetings of the Committee

- Article 16 The Committee Meeting can be classified as regular meeting and extraordinary meeting.
- Article 17 The Committee shall at least hold one regular meeting every year by issuing a notice three days prior to the meeting to all members.
- Article 18 The Committee may convene extraordinary meetings when necessary. In any of the following circumstances, within three days of the occurrence of the relevant facts, the chairperson of the Committee shall issue a notice to convene a meeting:
- (1) in circumstances as deemed necessary by the Board;
 - (2) in circumstances as deemed necessary by the chairperson of the Committee;
 - (3) when proposed by two or more members of the Committee.
- Article 19 The office of the Board shall be responsible for delivering the notice of meeting in writing to each Committee member and relevant person invited to attend the meeting three days prior to the date of the meeting (except in special circumstances where advance notification obligations are exempted, provided that the chairperson of the meeting shall elaborate in the meeting). The notice of the meeting shall contain information on the method, time, venue, duration and agenda of the meeting, time of issuance of the notice, name and contact information of the contact person and other relevant information.
- Article 20 Upon receipt of the notice, each Committee member shall provide confirmation and any relevant replies via proper means (including but not limited to confirmation of attendance or absence and any other arrangement) in a timely manner.
- Article 21 A meeting of the Committee may only be validly held when all members attend the meeting.

Article 22 The members of the Committee shall attend the meeting in person. If a member is unable to attend the meeting in person, such member shall, by submitting a letter of proxy with signature, authorize another member of the Committee to attend and express opinion at the meeting on his/her behalf. Such letter of proxy shall expressly state the scope and term of the authorization. No member shall accept any such authorization from two or more other members concurrently.

The member attending meeting on behalf of another member shall exercise the rights within the scope of authorization. If a member does not attend a meeting in person or authorize another member to attend such meeting on his/her behalf, nor does he/she submit any opinion in writing prior to the meeting, he/she shall be deemed to have waived his/her rights.

A member who is unable to attend a meeting in person may also exercise his/her rights by submitting in writing his/her opinion with respect to any matter on the meeting agenda, provided that such written opinion shall be submitted to the executive body of the Committee no later than the meeting.

Article 23 If any member does not attend a meeting in person or authorize another member to attend such meeting on his/her behalf, nor does he/she submit any opinion in writing prior to the meeting on two consecutive occasions, or if such member fails to attend in person three-quarters of all meetings of the Committee held during any year, such member shall be deemed incapable of performing the responsibilities of the Committee, and the Board may change the members of the Committee in accordance with these Terms.

Article 24 A meeting shall be presided over by the chairperson of the Committee, who may appoint another member to do so on his/her behalf when he/she is unable to attend the meeting.

Chapter V Discussion Procedures

Article 25 Each Committee member shall have one vote. All resolutions made in the meeting require affirmative votes by members representing more than half of the votes. Where no effective resolution is made due to abstention of members, related issues shall be considered by the Board directly.

Article 26 In general, the Committee shall physically meet on site to hold a meeting. Method of voting shall be show of hands or poll. Under special circumstances, on the premise that the members of the Committee are able to sufficiently express their opinion, with the consent of the chairperson of the Committee, meetings may be held by means of remote communication. Where a meeting is conducted by means of remote communication, the Committee members shall submit to the Board their written opinion with respect to the matters to be discussed within the period prescribed by the notice of the meeting.

- Article 27 Items on the agenda shall be discussed during the meeting of the Committee. The members of the Committee shall explicitly, independently and fully express their opinion based on their judgment. In the case of any different opinions, such different opinions shall be stated in the meeting minutes to be presented to the Board.
- Article 28 The Committee may invite directors, senior management members and relevant experts of the Company, external experts, scholars, intermediary agencies and other relevant personnel to sit in on the meeting. Such personnel invited to attend the meeting shall give explanation and elaboration on any issues as required by any Committee member.
- Article 29 The Committee may, being approved by the Board, engage external professionals or institutions to provide professional advice when necessary, and all reasonable expenses incurred shall be undertaken by the Company.
- Article 30 The procedures, voting method and the pass of resolutions in the meeting shall comply with the relevant provisions of applicable laws, regulations, the Articles of Association and these Terms.
- Article 31 If a member of the Committee is interested in any matter being considered by the Committee, such member shall abstain from the discussion and decision of such matter.
- Article 32 All personnel attending the meeting shall have the obligation to keep all matters discussed at the meeting confidential and shall not disclose any information relating thereto without authorization.

Chapter VI Minutes and Summary of the Meetings of the Committee

- Article 33 Minutes shall be prepared for the meetings of the Committee. The minutes shall be prepared by the executive body of the Committee, which shall include the following information:
- 33.1 Serial number, form, date, venue, and name of the chairperson, of the meeting;
- 33.2 The attendance and absence of members personally or by proxy;
- 33.3 Name and title of each attendee;
- 33.4 Matters to be considered at the meeting;
- 33.5 Main points made by the Committee members or other relevant attendees;
- 33.6 Name of the person taking minutes. The Committee members present at the meeting shall sign the minutes of the meeting of the Committee.

Article 34 After each meeting of the Committee, the executive body of the Committee shall prepare a meeting summary recording the considerations and discussions during the meeting.

Copies of the meeting summary shall be submitted to the Board and sent to the members of the Committee, the Board secretary, the human resources department of the Company and other relevant departments and personnel.

Article 35 Meeting minutes, meeting summary, letters of proxy, written opinions of the members of the Committee and other materials of the meeting shall be kept by the office of the Board in accordance with relevant requirements.

Chapter VII Supplementary Provisions

Article 36 Unless otherwise stated, terms used in these Terms shall have the same meanings ascribed to them in the Articles.

Article 37 For any matter not covered in these Terms, or in the event of any contradiction with any provisions of the laws, administrative regulations, regulatory documents or the Articles as amended under lawful procedures promulgated after these Terms become effective, the provisions of such laws, administrative regulations, regulatory documents and the Articles shall prevail. Amendments to these Terms shall be made forthwith and submitted to Board for consideration and approval.

Article 38 Terms shall become effective and be implemented from the date on which these Terms are approved by the Board and the shares of the Company are first issued and listed in Hong Kong.

Article 39 The right of interpretation and amendment of these Terms rests with the Board of the Company.