



China Wah Yan Healthcare Limited

(Trading as: Wah Yan Bright Healthcare)

中國華仁醫療有限公司

(商標：華仁明全醫療)

TERMS OF REFERENCE AND MODUS OPERANDI OF NOMINATION COMMITTEE (the “Committee”)

As of 30 March 2012

Membership

1. The Committee shall consist of two independent non-executive Directors appointed by the Company’s board of directors (“Board”) from time to time.
2. The Board shall designate one of the members as the Committee’s Chairman.
3. The Company Secretary or his nominee shall act as the Committee’s Secretary.

Frequency and proceedings of meetings

4. The Committee shall meet at least annually. Additional meetings shall be held as the work of the Committee demands.
5. In addition, the Committee’s Chairman may convene additional meetings at his discretion.
6. The quorum of a meeting shall be two members of the Committee.
7. Proceedings of the Committee’s meetings shall be governed by articles 123 to 126 of the articles of association of the Company.

Duties, powers and functions

8. The Committee shall –
 - (a) formulate nomination policy for the Board’s consideration and implement the Board’s approved nomination policy; and
 - (b) without prejudice to the generality of the foregoing:

- (i) review the structure, size and composition (including the skills, knowledge, experience and length of service) of the Board at least annually; and make recommendations on any proposed changes to the Board to implement the Company's corporate strategy;
 - (ii) identify and nominate appropriate candidates to fill casual vacancies of Directors for the Board's approval;
 - (iii) assess the independence of Independent Non-executive Directors and review the Independent Non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report;
 - (iv) regularly review the time required from a Director to perform his responsibilities;
 - (v) make recommendations to the Board on relevant matters relating to the succession planning for the Chairman, the Chief Executive as well as the senior management;
 - (vi) do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board; and
 - (vii) conform to any requirement, direction, and regulation that may from time to time be prescribed by the Board or contained in the Company's constitution or imposed by applicable legislation and regulations.
9. The Committee shall be provided with sufficient resources to enable it to perform its functions, including the resources for seeking independent professional advice.

Reporting Procedures

10. The Committee shall report to the Board on a regular basis. At the next Board meeting following a Committee's meeting, the Committee's Chairman shall report the Committee's findings and recommendations to the Board.

- END -