

Mega Genomics Limited

美因基因有限公司*

(Incorporated in the Cayman Islands with limited liability)

(the “Company”)

THE NOMINATION COMMITTEE TERMS OF REFERENCE

These terms of reference of the Nomination Committee of the Company (the “**Committee**”) have been prepared based on the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**” and the “**Exchange**” respectively).

1. Membership

- (a) The Committee shall be appointed by the board of directors (“**Director(s)**”) of the Company (“**Board**”) and shall consist of not less than three (including three) members, a majority of whom should be independent non-executive directors of the Company (the “**INED(s)**”), with at least one member of a different gender.
- (b) The Board may at any time remove, suspend or replace any member of the Committee at its option by resolution whereupon the Committee should consist of the remaining or replaced members of the Committee.
- (c) The chairman of the Committee shall be elected by the Board and shall be the chairman of the Board (if any) or an INED.
- (d) The company secretary of the Company shall be the secretary of the Committee.

2. Frequency of Meetings

Meetings should be held as and when necessary.

3. Attendance at Meetings

- (a) A quorum of a meeting shall be two members of the Committee.
- (b) The secretary of the Committee shall attend all meetings.

* *For identification purpose only*

- (c) Any members of the Committee or other attendees may participate in a meeting of the Committee by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting are capable of hearing each other.

4. Committee's Resolutions

A resolution in writing signed by all eligible members of the Committee shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held and may consist of several documents in like form each signed by one or more of the members of the Committee.

5. Authority

The Committee is authorised by the Board to be provided with sufficient resources to enable it to perform its duties, including, where necessary, seeking independent professional advice, at the Company's expense, to perform its responsibilities.

6. Duties

The Committee shall have the following duties under delegation from the Board:

- (a) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a Board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individual(s) nominated for directorship(s);
- (c) to assess the independence of INEDs;
- (d) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board (if any) and the chief executive;

- (e) to review the Nomination Policy and to ensure disclosure of the same in the Corporate Governance Report, including the nomination procedures and the process and criteria adopted by the nomination committee to select and recommend candidate(s) for directorship;
- (f) to review the Board Diversity Policy periodically and to ensure disclosure of the same or a summary of it in the Corporate Governance Report, including the measurable objectives that the Committee has set for implementing the Board Diversity Policy, and the progress on achieving the objectives;
- (g) to ensure disclosure will be made in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting where the Board proposes a resolution to elect an individual as an INED at the general meeting:
 - (i) 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;
 - (ii) if the proposed INED will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
 - (iii) the perspectives, skills and experience that the individual can bring to the Board; and
 - (iv) how the individual contributes to diversity of the Board;
- (h) support the regular evaluation of the performance of the Board;
- (i) review and assess each Director's time commitment and contribution to the Board as well as the Director's ability to discharge his or her responsibilities effectively, taking in account the factors as required by the Listing Rules; and
- (j) to address and deal with such other matters as may be delegated by the Board to the Committee.

7. Reporting Procedure

At the next meeting of the Board following a meeting/written resolution of the Committee, copy of the minutes of the meeting/resolutions setting out the findings, recommendations and decisions of the Committee shall be submitted to the Board.

8. Availability and Update of the Terms of Reference

These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements (e.g. Listing Rules) in Hong Kong. These terms of reference shall be made available to the public by including the same on the websites of the Exchange and the Company.