

CHINA RESOURCES PHARMACEUTICAL GROUP LIMITED

(華潤醫藥集團有限公司)

(Incorporated in Hong Kong with limited liability)

Terms of Reference for Executive Committee (adopted on 14 September 2016 and amended on 21 February 2017)

Definitions

1. For the purposes of these terms of reference (the “*Terms*”):

Board means the board of directors of the Company.

Company means China Resources Pharmaceutical Group Limited.

Company Secretary means the company secretary of the Company.

Executive Committee means the executive committee established by resolution of the Board in accordance with clause 2 of these Terms.

Directors mean the members of the Board.

Group means the Company and its subsidiaries from time to time.

Senior Management means the executive Directors and other members of senior management referred to in the Company’s prospectus issued in connection with its initial listing on the Stock Exchange or in its most recent annual report and any such other officer of the Group determined by the Board from time to time as senior management of the Company.

Shareholders mean the shareholders of the Company.

Stock Exchange means The Stock Exchange of Hong Kong Limited.

Operational Matter means operation-related matters including purchasing or selling assets (including fixed assets, equity type of assets, intangible assets etc.), making external investment (including new companies, new investment projects, equity investments, fixed asset investments, capital increase for the Company or its subsidiaries etc.), providing financial assistance, renting or leasing assets, entrusting or be entrusted with managing assets and businesses, bonds or debt restructuring, receiving grant of assets, assigning or being assigned with research and development projects, entering into authorization agreements, technological reform and reconstruction projects etc..

Subsidiaries have the same meaning ascribed to this term under the Listing Rules.

Associates are defined in accordance with the applicable accounting standard.

Listing Rules mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as revised from time to time.

Constitution

2. The Executive Committee was established by resolutions of the Board on 20 May 2016.

Membership

3. The members of the Executive Committee shall be appointed by the Board among the non-executive Directors and/ or executive Directors of the Company and shall consist of not less than three members. There shall be one chairman of the Executive Committee, who shall be appointed by the Board.
4. The Company Secretary shall be the secretary of the Executive Committee. The Executive Committee may, from time to time, appoint any other person with the appropriate qualification and experience as secretary of the Executive Committee.

Frequency and conduct of meetings

5. Meetings shall be held at least once a year. A meeting shall only be convened if necessary or upon the request of the chairman of the Executive Committee.
6. Notice of any meetings shall be given at least two days prior to any such meeting being held, unless the members of the Executive Committee attending a particular meeting in person unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a member of the Executive Committee shall be deemed waiver of the requisite length of notice by such member. An agenda and accompanying meeting papers should be sent in full to all members of the Executive Committee in a timely manner and at least one day before the intended date of a meeting of the Executive Committee (or such other period as agreed by its members). The agenda and accompanying meeting papers may be in paper form or electronic form, and may be delivered by post, by email or any other delivery method that could be received by members.

7. There shall be two methods of resolving matters. In the case of a physical meeting being held, the quorum for meetings of the Executive Committee shall be two members. Members shall attend the meetings in person, or by telephone (or other similar communication equipment), as long as all the attendants of the meeting could listen and talk among themselves during the meeting. Under such circumstances, the attendants shall be considered as attending the meeting in person, counted in the quorum and entitled to vote. Each member shall have one vote. Resolutions of the Executive Committee at any meetings shall be passed by a majority of votes of the members of the Executive Committee present.
8. In the case of a written resolution, a resolution in writing signed by all the members of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee duly convened and held.
9. The Senior Management is obliged to supply the Executive Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable. Where a member of the Executive Committee requires more information than is volunteered by the Senior Management, the relevant member of the Executive Committee should make additional necessary enquiries. The Executive Committee and each of its members shall have separate and independent access to the Senior Management.

Duties

10. The duties of the Executive Committee shall include:
 - a) To monitor the formulation, revision and implementation of the Company's strategic plans;
 - b) To monitor the execution of the Company's business plans and the Company's business operations;
 - c) To monitor the operation of the Company's subsidiaries;
 - d) To approve the scope of authority delegated to the Senior Management of the Company and its changes;
 - e) To exercise part of the power on behalf of the Board between regular Board meetings, with its power restricted to the areas that are considered by the Board as material and related to the formulation of the policy and business development direction of the Company;

- f) To review and approve operational matters which constitutes below 5% (for matters within the business plan of the Group) or below 1% (for matters outside the business plan of the Group) of the audited net asset of the Group in the previous financial year (except for notifiable transactions and connected transactions for which announcements are required under the Listing Rules);
- g) To review and approve the financing matters within the financing plan resolved and passed by the Board (including bank loans and trusts etc.) and their corresponding guarantee matters;
- h) To review and approve on behalf of the Board the financing matters within the financing plan resolved and passed by the board of directors of the subsidiaries of the Company (including bank loans, trusts, etc.) and their corresponding guarantee matters;
- i) To exercise the following power in accordance with the needs of the Company and its subsidiaries:
 - i. to approve on behalf of the Board the banking facilities and/or financial instruments to be granted to or issued by the Company for the needs of the Company and its subsidiaries;
 - ii. to approve on behalf of the Board the grant of any loan or other financial assistance to the Company's subsidiaries and/or associates;
 - iii. to approve on behalf of the Board the provision of corporate guarantees, indemnity and/or letters of comfort by the Company for its subsidiaries and/or associates;
 - iv. to approve on behalf of the Board the opening of bank or securities related accounts and other ancillary matters of the Company and/or its subsidiaries, including appointing the signatories and approving the terms and mandate for such accounts; and
 - v. to affix the Company's seal on any instrument or document related to the above items and approve any one or more of the Directors of the Company to sign the instrument or document.
- j) To decide external donation matters which should be reviewed and approved by the Board in accordance with the "Donation Management Policy of the China Resources Group";

- k) To authorize one or more Directors for executing relevant documents to be filed and/or submitted to regulatory authorities on behalf or in the name of the Company;
- l) To deal with any other specific business authorized to this Committee by the Board; and
- m) To approve on behalf of the Board the relevant arrangements for the publication of voluntary announcement(s), overseas regulatory announcement(s) made pursuant to Rule 13.10B of the Listing Rules, announcement(s) made pursuant to Rule 13.18 of the Listing Rules, next day disclosure return(s), or announcement(s) on the principal financial results of the subsidiaries of the Company on the HKEXNews website of the Stock Exchange and the Company's website.

Authority

- 11. This Committee is authorized by the Board to obtain outside legal or other independent professional advice and to secure outsiders with relevant experience and expertise to attend meetings if the Executive Committee considers this necessary.

Reporting procedures

- 12. Minutes of the Executive Committee's meetings shall be kept by a duly appointed secretary of the meeting (who should normally be the Company Secretary), and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.
- 13. Minutes of meetings of the Executive Committee shall record in sufficient detail the matters considered by the Executive Committee and decisions reached, including any concerns raised by Directors and members or dissenting views expressed by them. Draft and final versions of minutes of the meetings should be sent to all members of the Executive Committee for their comment and records within a reasonable time after the meetings.
- 14. Without prejudice to the generality of the duties of the Executive Committee set out in these Terms, the Executive Committee shall report to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on its ability to do so.