



PuraPharm Corporation Limited

培力控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(hereafter the “**Company**”)

(**Stock Code: 1498**)

Scientific Advisory Committee – Terms of Reference

1. Members

- 1.1 The scientific advisory committee should be established by the board of the Company (the “**Board**”). It should comprise at least five members.
- 1.2 The term of appointment to scientific advisory committee members are determined by the Board at the appointment date.

2. Secretary of Scientific Advisory Committee

- 2.1 The scientific advisory committee may from time to time, appoint any other person with appropriate qualification and experience to act as the secretary of the scientific advisory committee.

3. Meeting

- 3.1 The member of scientific advisory committee shall meet at least once every year. The member of scientific advisory committee can call for additional meeting anytime when it is necessary.
- 3.2 Notice of at least 14 days should be given for any meeting, unless such notification is waived by all members of the scientific advisory committee. Notwithstanding the notification period, the attendance of the member of the committee at the meeting would deem to be treated as the waiver of the required notification requirement. If the follow up meeting takes place within 14 days after the meeting, then no notification is required for such follow up meeting.

- 3.3 The quorum necessary for the transaction of business of the scientific advisory committee shall three members of the scientific advisory committee.
- 3.4 Meeting can be attended in person or via electronic means including telephone or videoconferencing. The members of the scientific advisory committee can attend the meeting via telephone or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- 3.5 Resolutions of the scientific advisory committee shall be passed by more than half of the members.
- 3.6 The resolution passed and signed by all members of scientific advisory committee is valid, and the validity is same as any resolution passed in the meeting held.
- 3.7 Full minutes of scientific advisory committee meeting should be kept by a duly appointed secretary of the scientific advisory committee and be available for review by the directors of the Company. Draft and final versions of minutes of the meeting should be sent to all committee members for their comment and records, within a reasonable time after the meeting.

4. Meeting attendance

- 4.1 Upon the invitation from the scientific advisory committee, the chairman or chairlady of the Board and/or the general manager or chief executive, external advisor and the other persons can be invited to attend all or part of any meeting.
- 4.2 Only the member of the scientific advisory committee can vote in the meeting.

5. Duties and Powers

- 5.1 The scientific advisory committee shall have all of the following powers and duties:
- 5.2 To make recommendations to the Board on the key established project.
- 5.3 To make recommendations to the Board on the strategic development of the Company and advise the direction.
- 5.4 To advise the Board on the implementation of the scientific research plan of the

Company.

5.5 To perform other duties as assigned.

6. Reporting

6.1 The scientific advisory committee shall report to the Board at least once a year.

7. Authorisation

7.1 The scientific advisory committee is authorised by the Board to request from employee or director of the Company to provide any information and reports within the scope of its duties.

7.2 The scientific advisory committee should have access to independent professional advice at the Company's expense, and to secure the independent party possessing the relevant experience and profession to attend the meeting if necessary, to perform its responsibilities as a member of the scientific advisory committee.

Remark: the independent professional advice can be sought via the chief financial officer or the company secretary

7.3 The scientific advisory committee should be provided with sufficient resources to perform its duties.