

GLOBAL CORD BLOOD CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Purposes

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of Global Cord Blood Corporation (the “Company”) (a) identifies individuals qualified to become Board members, consistent with criteria approved by the Board, (b) selects, or recommends that the Board select, the director nominees for the next annual meeting of stockholders, (c) develops and recommends to the Board corporate governance principles applicable to the Company and (d) oversees the evaluation of the Board and management.

Composition

Size. The Committee shall consist of no fewer than three members.

Qualifications. Each Committee member must be a member of the Board of Directors. Desirable qualifications for Committee members include experience in corporate governance, business management, personnel or human resources management, and organizational behavior.

Appointment. The Board of Directors will appoint the members and the Chairperson of the Committee. Committee members shall serve at the pleasure of the Board of Directors and for such term or terms as the Board of Directors may determine.

Duties and Responsibilities

The Committee has the following duties and responsibilities:

1. Identify New Director Candidates. The Committee is to identify individuals qualified to become Board members and recommend candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee shall consider such factors as it deems appropriate, consistent with criteria approved by the Board and the factors in the Company’s corporate governance guidelines. These factors may include judgment, skill, diversity, integrity, experience with businesses and other organizations of comparable size, the interplay of the candidate’s experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee shall also review the qualifications of, and make recommendations to the Board regarding, director nominations submitted to the Company in accordance with the Company’s articles of association or otherwise, and review and evaluate any stockholder proposals relating to the nomination by stockholders of any candidates to the Board or the right of any stockholder to do so.
2. Evaluate Incumbent Directors. At least annually, the Committee shall oversee an evaluation of the performance of the Board and the Company’s management. The

Committee shall evaluate whether an incumbent director should be nominated for re-election to the Board and recommend the nomination of those incumbent directors it deems appropriate for re-election to the Board upon expiration of such director's term.

3. Develop Corporate Governance Guidelines. At least annually, the Committee shall review the Company's corporate governance guidelines and recommend changes to the entire Board, as appropriate.
4. Oversee Evaluations of the Board and Management. The Committee shall oversee the evaluation of the Board and management in accordance with the Company's corporate governance guidelines.
5. Assist in Succession Planning. At least annually, the Committee shall report to the Board on succession planning, which shall include appropriate contingencies in case the Chairperson of the Board or the CEO retires, resigns or is incapacitated. The Committee shall assist the Board in evaluating potential successors to the Chairperson of the Board and the CEO.
6. Review Possible Conflicts of Interest. The Committee shall consider possible conflicts of interest of Board members and management and make recommendations to prevent, minimize, or eliminate such conflicts of interest. Consistent with the applicable New York Stock Exchange listing requirements and the Company's Code of Business Conduct and Ethics, the Board will cause the Company to promptly disclose any waiver of the Company's conflict of interest policy for a director or executive officer.
7. Recommendations as to the Board. The Committee shall make recommendations regarding the appropriate size of the Board and the effectiveness of the Board in fulfilling its obligations to the Company and its stockholders. The Committee shall evaluate and recommend the processes and practices which the Board shall conduct its business, including (a) the structure, charter and membership of committees of the Board and (b) committee membership qualifications, appointment and removal.
8. Board Reports. At least annually, the Committee shall report its activities to the Board and in such manner and at such times as the Committee or the Board deems appropriate. This report shall include the Committee's assessment of the Board's performance and procedures.
9. Other Delegated Duties or Responsibilities. The Committee shall perform any other duties or responsibilities delegated to the Committee by the Board from time to time.

Meetings

The Committee shall meet in person or telephonically as frequently as necessary to comply with its responsibilities as set forth herein. The Chairperson of the Committee shall, in

consultation with the other members of the Committee and the appropriate officers of the Company, be responsible for calling meetings of the Committee, establishing agenda therefor and supervising the conduct thereof. A majority of the Committee members may also call a meeting of the Committee at any time.

A majority of the number of Committee members selected by the Board shall constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law or the Company's memorandum and articles of association. The Chairperson of the Committee shall be entitled to a casting vote in the event of a tied vote, exercised in the Chairperson's sole discretion. The Committee may also take any action permitted hereunder by unanimous written consent.

The Committee may request any officer or employee of the Company, or any representative of the Company's advisors, to attend a meeting or to meet with any members or representatives of the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member's participation is not appropriate, and such member's absence shall not destroy the quorum for the meeting.

Delegation

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

Resources and Authority

Subject to the Board's reasonable prior approval, the Committee shall have appropriate resources and authority to discharge its responsibilities, including appropriate funding in such amount as the Committee deems necessary, to compensate any consultants and any independent advisors retained by the Committee. The Committee shall have the sole authority to retain and terminate any search firm to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such search firms. The Committee may also retain independent counsel and other independent advisors to assist it in carrying out its responsibilities.

Annual Review

At least annually, the Committee shall (a) review this Charter with the Board and recommend any changes to the Board and (b) evaluate its performance against the requirements of this Charter and review this evaluation with the Board. The evaluation shall include the goals and objectives of the Committee for the upcoming year. The Committee shall conduct its review and evaluation in such manner as it deems appropriate.

Consistent with New York Stock Exchange listing requirements, this Charter will be included on the Company's website and will be made available upon request sent to the Company's Secretary and a description of the differences between the Company's Charter requirements and those applicable to US domestic companies listed on the New York Stock Exchange will likewise be

contained on the Company's website. The Company's annual report on Form 20-F will state that this Charter is available on the Company's website and will be available upon request sent to the Company's Secretary and contain a similar description.

November 1, 2012