



BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD.

百奥赛图(北京)医药科技股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2315)

Rules of Procedure for the Nomination Committee

CHAPTER 1 GENERAL PROVISIONS

Clause 1 In order to regulate the employment and appointment of directors and senior management, improve the core competitiveness and optimize the corporate governance structure of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “**Company**”), the Nomination Committee has been established under the board of directors with these rules of procedure in accordance with the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), the Securities Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, the Rules Governing the Listing of Stocks on the STAR Market of the Shanghai Stock Exchange, the Measures for the Administration of Independent Directors of Listed Companies, the Articles of Association of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “**Articles**”) and other applicable regulations.

Clause 2 All members of the Nomination Committee shall be directors, with the independent non-executive directors constituting the majority and acting as the convener.

CHAPTER 2 TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Clause 3 The Nomination Committee is set up by the board of directors and is mainly responsible for conducting studies on the candidates, selection criteria and procedures of directors and senior management of the Company and making recommendations for the board of directors.

Clause 4 Composition:

- (I) The Nomination Committee shall consist of at least three directors, with not less than half of independent non-executive directors and with at least one director of a different gender.
- (II) Members of the Nomination Committee shall be nominated by the chairman of the board of directors, not less than half of the independent non-executive directors or one-third of all directors, and shall be elected by the board of directors.
- (III) The Nomination Committee shall have a chairman, who shall act as a convener and be an independent non-executive director, to preside over the Nomination Committee. The chairman shall be elected from the members of the Nomination Committee and subject to the approval of the board of directors.
- (IV) The term of office of the Nomination Committee shall coincide with that of the board of directors. A member may serve consecutive terms if re-elected upon the expiry of his/her term of office. A member shall cease to be a member when he/she is no longer a director of the Company, and the committee shall fill the resulting vacancy in accordance with Clause 4 herein.

- (V) If a director is not re-elected in time upon the expiration of his/her term of office, the director shall continue to perform his/her duties as a member of the Nomination Committee in accordance with the laws, regulations and departmental rules, the Articles and these rules of procedure until a newly-elected director takes office.

Clause 5 Duties and responsibilities:

- (I) The primary responsibilities of the Nomination Committee include:

1. formulating and reviewing the board diversity policy; evaluating the structure, size and composition (including skills, knowledge and experience) of the board of directors at least once a year, assisting the board of directors in maintaining a board skills matrix; and making recommendations regarding any proposed changes to the board of directors corresponding to the corporate strategy; and when considering the combination of members of the board of directors, ensuring the balance between executive and non-executive directors (including independent non-executive directors) and the diversity of the members of the board of directors in various aspects, including but not limited to gender, age, cultural and educational background, and professional experience; and making recommendations on the size and composition of the board of directors to the board of directors based on the Company's operating activities, asset scale, and equity structure;
2. conducting studies on the selection criteria and procedures of directors and senior management, and making recommendations to the board of directors;
3. identifying persons qualified for nomination and selection as directors and senior management, and making recommendations to the board of directors;
4. reviewing candidates of directors and senior management and making recommendations;
5. assessing the independence of the independent non-executive directors;
6. making recommendations to the board of directors on the appointment, reappointment and replacement of directors (in particular, the chairman and the general manager);
7. assessing 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 into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM operated by The Stock Exchange of Hong Kong Limited and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience;

8. supporting the Company's regular evaluation of the performance of the board of directors; and
 9. dealing with other matters stipulated in relevant laws, administrative regulations, rules of the securities regulator and the stock exchange where the shares are listed, the Articles, and dealing with other matters assigned by the board of directors.
- (II) The Nomination Committee shall be accountable to the board of directors, and its proposals shall be submitted to the board of directors for its consideration and approval. In the absence of sufficient reason or reliable evidence, the shareholders of the Company shall duly respect the proposals made by the Nomination Committee and shall not propose other candidates for the positions of directors or senior management. If the board of directors does not adopt or only partially adopts the recommendations of the Nomination Committee, the board resolution shall include the Nomination Committee's opinions and the specific reasons for non-adoption, and such information shall be disclosed.

Clause 6 Working procedures:

- (I) The Nomination Committee shall study the qualification criteria, selection procedures and terms of office of a proposed director or senior management in accordance with the relevant laws and regulations and the Articles based on the actual situation of the Company. The Nomination Committee's decision(s) shall be filed as resolutions to the board of directors for its approval and implementation.
- (II) Selection procedures of directors and senior management:
1. the Nomination Committee shall discuss with the relevant departments of the Company, study the requirement for new directors and senior management;
 2. the Nomination Committee may search for candidates of directors and senior management within and outside the Company and its subsidiaries (and associated companies);
 3. the Nomination Committee shall collect all information about the occupation, academic qualifications, titles, detailed working experience and all part-time job experience of the selected candidates;
 4. the Nomination Committee shall obtain consent from the nominees regarding the nomination of candidates for directors and senior management;
 5. the Nomination Committee shall convene a meeting to review the qualification of selected candidates according to the employment requirements for directors and senior management and develop clear review opinions;
 6. the Nomination Committee shall submit to the board of directors its proposals and information on the candidates prior to the election of new directors and the appointment of new senior management;
 7. the Nomination Committee shall carry out follow-up work according to the decision and feedback of the board of directors.

Clause 7 Rules of procedure:

- (I) The Nomination Committee shall convene meetings from time to time as needed throughout the year. An extraordinary meeting may be convened upon the proposal of two or more members of the Nomination Committee, or at the discretion of the chairman of the Nomination Committee. Independent non-executive directors may promptly request the Nomination Committee in accordance with these rules of procedure to discuss and deliberate on significant matters within its scope of duties upon identifying such matters during their terms of office. All committee members shall be notified of the agenda and provided with relevant materials at least three days prior to the meeting. The meeting shall be presided over by the chairman, or if he/she is unable to attend, another member of the committee, who shall be an independent non-executive director, designated by him/her. In urgent cases where the meeting needs to be held as soon as possible, a notice of the meeting may be issued via telephone or other oral means at any time.
- (II) A meeting of the Nomination Committee shall be attended by not less than two-thirds of its members, with each member having one vote. The resolution made at the meeting shall be approved by not less than half of all committee members. When a committee member becomes the subject of a discussion at the meeting of the Nomination Committee, such committee member shall recuse him/herself. If such recusal prevents the formation of a valid deliberation opinion, the relevant matters shall be directly deliberated by the board of directors.
- (III) Members of the Nomination Committee shall attend committee meetings in person. If a member is unable to attend the meeting for any reason, he/she may authorize another committee member in writing to attend the meeting on his/her behalf. The power of attorney shall specify the name of the proxy, authorized matters, scope of authority, and validity period, and shall be signed or sealed by the authorizer. The proxy shall exercise the authorizer's rights within the authorized scope. In principle, independent non-executive directors shall attend meetings in person. However, if unable to attend such meetings in person due to any reason, any independent non-executive director may review the meeting materials in advance, develop clear opinions and authorize another independent non-executive director in writing to attend the meetings on behalf of him/her. If a member fails to attend the meeting of the Nomination Committee in person or by proxy, he/she shall be deemed as having abstained from voting at such meeting. Any member of the Nomination Committee who fails to attend two consecutive meetings may be dismissed by the board of directors for dereliction of duty.
- (IV) Voting at the meetings of the Nomination Committee shall be by a show of hands or by poll, or may be by means of communications.
- (V) The directors and senior management of the Company may be invited to observe the meetings of the Nomination Committee when necessary.
- (VI) The Nomination Committee may, if necessary, engage intermediary firms to provide professional advice on its decisions at the expense of the Company.
- (VII) The convening, voting and passing of resolutions of the meetings of the Nomination Committee shall be in compliance with the relevant laws, regulations, the Articles and these rules of procedure. In principle, meetings shall be held offline at a venue. On the premise of ensuring all attending members can fully communicate and express their opinions, if necessary, the meetings may be convened via video, telephone, or other means in accordance with procedures.

- (VIII) The meetings of the Nomination Committee shall be arranged by the secretary to the board of directors of the Company. Minutes of the meetings shall be kept with sufficient details of the matters considered and decisions reached at the meetings, including any concerns raised or dissenting views expressed by the members.

Meeting minutes shall be prepared by the board office and include the following information:

1. meeting number, method of convening, date, venue, and name of the moderator;
2. attendance, absence, and proxy attendance;
3. names and positions of attendees;
4. meeting agenda;
5. key points of speeches by committee members and relevant attendees;
6. name of the minute-taker.

The minutes of the meetings shall be signed by members present at the meetings and shall be maintained by the secretary to the board of directors of the Company for not less than ten years.

- (IX) The resolutions passed by, and the voting results of, the Nomination Committee shall be submitted in writing to the board of directors of the Company for approval.
- (X) All members of the committee and persons observing the meeting shall keep their discussions at the meetings confidential, and shall not disclose any relevant information without authorization.

CHAPTER 3 SUPPLEMENTARY PROVISIONS

Clause 8 For any matters not covered by these rules of procedure, or in case of any conflict between these rules of procedure and relevant laws, regulations, normative documents and the Articles, the relevant laws, regulations, normative documents and the Articles shall prevail.

Clause 9 These rules of procedure, after being approved by the board of directors, shall become effective and applicable from the date of the Company's initial public offering of A shares and listing on the STAR Market of the Shanghai Stock Exchange. Upon the effective date of these rules of procedure, the Terms of Reference for the Nomination Committee of the Company formulated previously shall be automatically revoked.

Clause 10 Unless otherwise specified, terms used herein shall have the same meanings ascribed to them in the Articles. These rules of procedure are formulated and may be amended by the board of directors of the Company which shall have the right to interpret the same.