



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 Strategy Committee

CHAPTER 1 GENERAL PROVISIONS

Clause 1 In order to meet the strategic development needs, improve the core competitiveness, optimize the investment decision-making process, strengthen scientific decision-making, enhance decision-making quality and optimize the corporate governance structure of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the “**Company**”), the Strategy 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 Securities 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 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 Strategy Committee shall be directors.

CHAPTER 2 TERMS OF REFERENCE OF THE STRATEGY COMMITTEE

Clause 3 The Strategy Committee is set up by the board of directors and is mainly responsible for conducting studies and making recommendations on the long-term development strategies and major investment decisions of the Company.

Clause 4 Composition:

- (I) The Strategy Committee shall consist of at least three directors.
- (II) Members of the Strategy 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 Strategy Committee shall have a chairman (convener), who shall be the chairman
- (IV) The term of office of the Strategy 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 this clause.
- (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 Strategy 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 Strategy Committee include:
1. conducting studies and making recommendations on the long-term development strategies and plans of the Company;
 2. evaluating the strategic plans, development goals and business plans developed by the Company, and the implementation thereof;
 3. conducting studies and making recommendations on major investment and financing plans subject to approval by the board of directors under the Articles;
 4. conducting studies and making recommendations on major capital operations and asset management projects subject to approval by the board of directors under the Articles;
 5. conducting studies and making recommendations on other major matters affecting the development of the Company;
 6. reviewing the implementation of the above matters;
 7. 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 Strategy Committee, accountable to the board of directors, shall perform its duties in accordance with the Articles and the authorization of the board of directors, and its proposals shall be submitted to the board of directors for deliberation and decision-making. If the board of directors does not adopt or only partially adopts the recommendations of the Strategy Committee, the board resolution shall include the Strategy Committee's opinions and the specific reasons for non-adoption, and such information shall be disclosed.

Clause 6 Rules of procedure:

- (I) The Strategy 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 Strategy Committee, or at the discretion of the chairman of the Strategy Committee. 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. Independent non-executive directors may promptly request the Strategy 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.

- (II) A meeting of the Strategy 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 Strategy 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 Strategy 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 Strategy Committee in person or by proxy, he/she shall be deemed as having abstained from voting at such meeting. Any member of the Strategy 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 Strategy 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 Strategy Committee when necessary. The Strategy Committee may request the Company to provide explanations and relevant materials regarding the following matters, including but not limited to intentions, preliminary feasibility reports, and basic information of counterparties for major investment, financing, capital operations, and asset management projects submitted by responsible personnel from relevant departments or holding/affiliated enterprises, as well as agreements, contracts, articles, feasibility reports, and negotiation progress of externally promoted projects by relevant departments or holding/affiliated enterprises.
- (VI) The Strategy 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 Strategy 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 Strategy 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;
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 Strategy 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 7 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 8 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 Strategy Committee of the Company formulated previously shall be automatically revoked.

Clause 9 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.