



**Beijing Biostar Pharmaceuticals Co., Ltd.**  
**北京華昊中天生物醫藥股份有限公司**

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

**(Stock Code: 2563)**

**IMPLEMENTATION RULES OF THE NOMINATION COMMITTEE OF  
THE BOARD OF DIRECTORS**

**CHAPTER 1: GENERAL PROVISIONS**

**Article 1** To enhance the decision-making function of the Board of Directors of Beijing Biostar Pharmaceuticals Co., Ltd. (hereinafter referred to as the “Company”), strengthen the effective oversight of management by the Board of Directors, and improve the Company’s governance structure, the Company has established a Nomination Committee of the Board of Directors and formulated these Implementation Rules based on 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 *Articles of Association of Beijing Biostar Pharmaceuticals Co., Ltd.* (hereinafter referred to as the “Articles of Association”), and other applicable laws, administrative regulations, and regulatory documents.

**Article 2** The Nomination Committee, established by Board in accordance with the resolutions of the shareholders’ meeting, is a specialized working body responsible to the Board of Directors. Its primary duties include establishing the selection criteria and procedures for directors and senior management personnel of the Company, sourcing candidates, conducting selection, and making recommendations.

**CHAPTER 2: COMPOSITION OF THE COMMITTEE**

**Article 3** The Nomination Committee shall comprise at least three directors, with independent non-executive directors forming the majority of the Committee members.

**Article 4** Committee members shall be nominated by the Chairman, a majority of independent non-executive directors, or one-third or more of all directors and appointed or dismissed by the Board of Directors.

**Article 5** The Committee shall have one convener (Chairman), who shall be an independent non-executive director and shall preside over the Committee’s work. The convener shall be elected from among the Committee members, subject to the Board of Directors’ approval.

**Article 6** The main responsibilities and authority of the convener of the Nomination Committee include:

- (1) Presiding over Committee meetings and signing meeting resolutions and other relevant documents;
- (2) Proposing and convening meetings;
- (3) Leading the Committee, supervising and overseeing its work, ensuring effective operation, fulfilling its duties, and reporting the Committee's work to the Board of Directors of the Company;
- (4) Ensuring clear and specific conclusions are reached on each agenda item (conclusions may include approval, rejection, or reconsideration pending additional information);
- (5) Setting the agenda for each Committee meeting;
- (6) Ensuring all members fully understand the matters discussed and have access to comprehensive and reliable information;
- (7) Exercising other powers as provided by law, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, these Implementation Rules, and the Board of Directors.

**Article 7** The term of Committee members shall coincide with their term as directors. Members may serve consecutive terms if re-elected. If a member ceases to serve as a director or an independent non-executive director, they will automatically lose their Committee membership, and the Board of Directors shall fill the vacancy in accordance with these Implementation Rules.

**Article 8** The primary duties and authority of Committee members include:

- (1) Attending Committee meetings on time, expressing opinions on matters discussed, and exercising voting rights;
- (2) Proposing agenda items for Committee meetings;
- (3) Attending or observing relevant Company meetings as necessary, conducting investigations, and obtaining required reports, documents, and information to fulfill their duties;
- (4) Having a thorough understanding of the Committee's responsibilities and their own duties as Committee members, being familiar with the Company's management, business activities, and development status as related to their duties, and ensuring the ability to fulfill their responsibilities;

- (5) Allocating sufficient time and energy to fulfill their responsibilities;
- (6) Exercising other powers as provided by law, administrative regulations, securities regulatory rules of the place where the Company's shares are listed, these Implementation Rules, and the Board of Directors.

### **CHAPTER 3: DUTIES AND POWERS**

**Article 9** The primary duties and powers of the Nomination Committee are as follows:

- (1) Based on the Company's business activities, asset scale, and shareholding structure, provide recommendations to the Board of Directors regarding the size and composition of the Board of Directors;
- (2) Develop criteria and procedures for selecting directors, the general manager, and other senior management personnel, and make relevant recommendations to the Board of Directors. Annually review the Board of Directors' structure, size, and composition (including skills, knowledge, and experience) and propose any changes to align with the Company's strategy. The Committee shall establish a policy for diversity among Board members, considering factors including but not limited to gender, age, cultural and educational background, or professional experience, with such a policy disclosed in the Corporate Governance Report;
- (3) Identify qualified candidates to serve as directors, general managers, and other senior management personnel, evaluate candidates nominated by the general manager for other senior management roles, and nominate or advise the Board of Directors on suitable candidates;
- (4) Review and make recommendations on candidates for director and general manager positions and advise the Board of Directors on appointments, reappointments, and succession planning for directors (particularly the Chairman and General Manager);
- (5) Review and provide recommendations on the appointment of other senior management personnel requiring approval from the Board of Directors;
- (6) Assess the independence of independent non-executive directors;
- (7) Address other matters authorized by the Board of Directors.

**Article 10** The Nomination Committee reports to the Board of Directors. The Committee's proposals are submitted to the Board of Directors for review and decision-making. The Committee shall cooperate with the Supervisory Committee in nomination activities.

The Committee shall provide all research discussions, materials, and information in the form of reports, recommendations, and summaries to the Board of Directors for consideration and decision-making.

**CHAPTER 4: DECISION-MAKING PROCEDURES**

**Article 11** The Nomination Committee shall develop criteria, selection procedures, and terms of office for the Company’s directors and managerial personnel in accordance with applicable laws, regulations, and the Articles of Association. Once adopted, these decisions shall be submitted to the Board of Directors for approval and implemented accordingly.

**Article 12** The procedures for selecting directors and managerial personnel are as follows:

- (1) The Nomination Committee shall engage with relevant departments within the Company to assess the need for new directors and managerial personnel, documenting this assessment in writing;
- (2) The nomination team shall identify candidates for director and managerial positions through the Company’s internal departments, its subsidiaries, and the talent market, and submit these candidates to the Committee;
- (3) Prior to decision-making, the Nomination Committee shall gather written information on candidates’ qualifications, academic background, titles, detailed work experience, and other current roles;
- (4) The Nomination Committee must obtain consent from the nominated individuals before listing them as candidates for director or managerial positions;
- (5) The Committee shall convene a meeting to review the qualifications of preliminary candidates based on the criteria for directors and managerial positions;
- (6) One to two months prior to the election of new directors or appointment of new managerial personnel, the Committee shall submit candidate recommendations and relevant materials to the Board of Directors;
- (7) Perform follow-up work based on the Board of Directors’ decisions and feedback.

## CHAPTER 5: MEETING RULES

**Article 13** Two or more members, or the convener of the Nomination Committee, may propose to convene a meeting of the Nomination Committee. The Company Secretary shall notify all committee members three days prior to the meeting, although this notice period may be waived with unanimous consent from all committee members. The meeting shall be chaired by the convener of the Nomination Committee, who may delegate an independent non-executive director to chair in their absence.

**Article 14** The meeting of the Nomination Committee must be attended by at least two-thirds of the members (including those represented by proxy) to be valid. Each member has one vote, and resolutions must be approved by a majority of all members.

**Article 15** Voting at the Nomination Committee meetings shall be conducted by a show of hands or by poll.

**Article 16** If necessary, the Nomination Committee may invite directors, supervisors, and other senior management personnel of the Company to attend the meetings.

**Article 17** If deemed necessary, the Nomination Committee may engage external consultants to provide professional advice for its decision-making, and the reasonable costs incurred shall be borne by the Company.

**Article 18** The procedures for convening meetings, voting methods, and resolutions passed must comply with applicable laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, and these Implementation Rules.

**Article 19** Minutes of the Nomination Committee meetings must be recorded, with all attending members required to sign the minutes. The minutes should detail the matters discussed and the resolutions made, including any concerns or dissent expressed by directors. The complete minutes shall be kept by the formally appointed committee secretary (usually the Company Secretary). The draft minutes (for members to express opinions) and the final version (for record) should be sent to all committee members within a reasonable time after the meeting. Directors may review the minutes with reasonable notice within a reasonable timeframe.

**Article 20** The proposals and voting results passed at the Nomination Committee meetings shall be submitted to the Board of Directors in writing.

**Article 21** All members attending the meeting are bound by confidentiality regarding the matters discussed and must not disclose any related information without authorization.

## **CHAPTER 6: COORDINATION AND COMMUNICATION**

**Article 22** During periods when the Board of Directors is not in session, if the Nomination Committee has significant or special matters that require Board review, it may submit a written report through the Company Secretary to the Board of Directors and may suggest that the Chairman convene a Board meeting for discussion.

**Article 23** Any written report submitted to the Nomination Committee by senior management must be issued by the General Manager or the senior management personnel responsible for the relevant matters and submitted through the Company Secretary or the Board of Directors office.

**Article 24** Written reports submitted to the Board of Directors by the Nomination Committee should be signed by the Chair or an authorized member and submitted through the Company Secretary.

**Article 25** During the recess of the Nomination Committee, if senior management has significant or special matters, they may submit a written report to the Committee through the Company Secretary or the Board of Directors office, and may suggest that the Chair convene a meeting for discussion.

**Article 26** The Chair or an authorized member of the Nomination Committee shall report to the Board of Directors on the Committee's activities since the last regular Board meeting or provide a special report on a particular issue.

## **CHAPTER 7: SUPPLEMENTARY PROVISIONS**

**Article 27** Unless otherwise specified, the terms used in these Implementation Rules have the same meanings as those defined in the Articles of Association.

**Article 28** These Implementation Rules shall take effect upon approval by the Board of Directors and will be implemented from the date the Company's overseas listed shares (H shares) are listed on The Stock Exchange of Hong Kong Limited.

**Article 29** For matters not covered by these Implementation Rules, the relevant national laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association shall apply. Should these Implementation Rules conflict with national laws, regulations, securities regulatory rules of the place where the Company's shares are listed, or amended Articles of Association approved through legal procedures, the national laws, regulations, securities regulatory rules of the place where the Company's shares are listed, and Articles of Association shall prevail. Immediate amendments shall be submitted to the Board of Directors for approval.

**Article 30** The power to amend and interpret these Implementation Rules is vested in the Board of Director of the Company.