

# **BIOSINO BIO-TECHNOLOGY AND SCIENCE INCORPORATION**

## **Rules of Procedure of the Board of Directors**

(Adopted at the 2023 First Extraordinary General Meeting held on 26 September 2023)

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# BIOSINO BIO-TECHNOLOGY AND SCIENCE INCORPORATION

## RULES OF PROCEDURE OF THE BOARD OF DIRECTORS

### Chapter 1 General Provisions

**Article 1** In order to improve the corporate governance structure of Biosino BioTechnology and Science Incorporation (the “Company”), further regulate the discussion methods and decision-making procedures of the Board of Directors, facilitate the directors and the Board of Directors to effectively perform their duties and improve the standard operation and scientific decision-making level of the Board, the Company formulates these rules of procedure in accordance with the Company Law of the People’s Republic of China (“Company Law”) and other relevant laws, regulations, regulatory documents and the Articles of Association of Biosino Bio-Technology and Science Incorporation (“Articles of Association”) in consideration of the Company’s conditions.

**Article 2** The Board of Directors is a standing body for making business decisions and is accountable to the shareholders’ general meeting. The Board of Directors performs its duties in compliance with the provisions of the Company Law, the Articles of Association and other relevant laws, regulations and regulatory documents.

### Chapter 2 Composition and Powers of the Board

**Article 3** The Board consists of 9 directors, including independent directors accounting for no less than 1/3 of the quorum. The Board of Directors shall have a chairman and 2 vice chairmen.

**Article 4** Directors shall be elected at the general meeting each for a term of three years. At the expiry of a director’s term, the term is renewable upon re-election. The chairman and vice chairmen of the Board of Directors are elected and removed by a majority vote of all the directors.

**Article 5** The Board of Directors shall be accountable to the shareholders’ general meeting and shall exercise the following functions and powers:

- (1) to convene shareholders’ general meetings and to report on its work to the general meeting;
- (2) to implement resolutions of the shareholders’ general meeting;
- (3) to decide on the Company’s operating plans, investment and financing proposal;
- (4) to formulate the Company’s annual financial budget and final accounts;

- (5) to formulate the Company's profit distribution proposals and loss recovery proposal;
- (6) to formulate the Company's proposals for the increase or reduction of the registered capital, or for the issuance of the Company's debentures and listing plan;
- (7) to draw up the Company's material acquisition and disposal proposals and plans for the merger, division, dissolution or liquidation of the Company and change of corporate form;
- (8) to decide on matters such as foreign investment, acquisition and sale of assets, pledge of assets, external guarantee matters, entrusted financial management, connected transactions and external donations within the authorization of the general meeting;
- (9) to decide on the Company's internal management structure;
- (10) to appoint or dismiss the manager of the Company according to nominations of the Board of Directors, to appoint or dismiss the deputy manager and financial controller of the Company according to nominations of the manager of the Company and to determine their remuneration;
- (11) to set up the basic management system of the Company, including the financial management and human resources management systems;
- (12) to formulate proposals for any amendment of the Company's Articles of Association;
- (13) to manage corporate disclosure matters;
- (14) to propose to the shareholders' general meeting to appoint or replace the accounting firm performing the audit of the Company;
- (15) to receive reports on the work of the Company manager and check the manager's work;
- (16) to exercise such other authorities as conferred by laws and regulations and under the Articles of Association.

The Board of Directors shall exercise the above-mentioned authority by convening a meeting of the Board of Directors and shall form a resolution of the Board of Directors before it can be implemented. Except as otherwise provided by laws, regulations, rules and regulations and the Articles of Association, resolutions made by the Board of Directors must be passed by a majority of all directors, and matters exceeding the scope of authorization of the shareholders' general meeting shall be submitted to the shareholders' general meeting for consideration.

**Article 6** The Board of Directors shall make a statement to the shareholders' general meeting regarding the non-standard audit report issued by the certified public accountant on the Company's financial report.

**Article 7** The Board of Directors shall determine the authority of foreign investment, acquisition and sale of assets, pledge of assets, external guarantee matters, entrusted financial management and connected transactions, and establish strict review and decision-making procedures. Major investment projects shall be evaluated by relevant experts and professionals and reported to the shareholders' general meeting for approval.

**Article 8** The external guarantees incurred by the Company shall be submitted to the Board of Directors for consideration and approval. If the guarantees meet the criteria stipulated in the Articles of Association for consideration by the shareholders' general meeting, they are required to be submitted to the shareholders' general meeting for consideration and approval after being considered and approved by the Board of Directors.

For guarantee matters within the authority of the Board of Directors, in addition to the approval of a majority of all Directors, the approval of at least two-thirds of the directors present at the Board of Directors' meeting shall also be required. The Company shall not provide external guarantees without the approval of the Board of Directors or the shareholders' general meeting.

**Article 9** Matters of transactions occurring in the Company that do not reach the authority of the Board of Directors to consider are approved by the chairman.

**Article 10** The Chairman of the Board of Directors shall exercise the following functions and powers:

- (1) to preside over shareholders' general meetings and convene and preside over Board meetings;
- (2) to review the implementation of resolutions passed by the Board of Directors;
- (3) to exercise other functions and powers granted by the Board of Directors.

**Article 11** The vice chairmen of the Company shall assist the chairman of the board, and if the chairman of the board is unable to perform his duties or does not perform his duties, the vice chairman shall perform his duties (if the Company has two or more vice chairmen, the vice chairman jointly elected by more than half of the directors shall perform his duties), and if the vice chairman is unable to perform his duties or does not perform his duties, more than half of the directors shall jointly elect a director to perform his duties.

### Chapter 3 Convening of the Meetings of the Board

**Article 12** Board meetings shall be in the form of either regular meetings or extraordinary meetings.

Meetings of the Board shall be convened by the chairman at least twice a year and held by the president of the Board of Directors. A written notice of the meeting of the Board shall be delivered to all directors and supervisors 10 days prior to the meeting.

**Article 13** Before issuing a notice to convene regular meetings of the Board, the office of the Board shall solicit the views of all directors adequately to form an initial meeting proposal to be submitted to the chairman for preparation.

In preparing proposals, the chairman shall, if necessary, seek the views of the general manager and other senior management members.

**Article 14** Shareholders representing more than one-tenth of the voting rights and more than one-third of the directors and the Supervisory Board may propose to convene a provisional meeting of the Board of Directors. The chairman shall convene and chair a meeting of the Board of Directors within ten days after receiving the proposal.

**Article 15** If an extraordinary meeting is to be held in accordance with the proposals in the preceding article, a written proposal signed (or sealed) by the proposer shall be submitted through the secretary of the Board or to the chairman directly. Such written proposal shall contain the following items:

- (1) the name of the proposer;
- (2) the reasons or the objective matters such proposal is based on;
- (3) the time or time limit, place and manner of the proposed meeting;
- (4) the specific and detailed proposals;
- (5) the contact information of the proposer and the proposed date, etc.

The content of the proposal shall be the matters within the terms of reference of the Board as provided in the Articles of Association. Related materials should be submitted together with the proposal.

The secretary of the Board shall forward the written proposal and related materials to the chairman on the same date upon receipt. If the chairman believes that the proposal is not specific, detailed or related materials are not sufficient, the chairman may request the proposer's modification or supplement.

**Article 16** The meetings of the Board shall be convened and presided over by the chairman. In the event that the chairman of the Board cannot or fails to perform his duties, the vice chairman of the Board shall perform his duties on his behalf. In the event that the vice chairman of the Board cannot or fails to perform his duties, one director may be elected jointly by over half of the directors to perform the duties of the chairman of the Board on his behalf.

The Board of Directors shall notify all directors and supervisors in writing or by telephone three days prior to the convening of an extraordinary meeting of the Board of Directors. In case of urgent matters, the aforementioned time limit for notification may be waived.

**Article 17** The written notice of the meeting shall consist of at least the following:

- (1) the date and venue of the meeting;
- (2) the period of the meeting;
- (3) the causes and issues of discussion;
- (4) the date of issuance of notice.

**Article 18** After issuing the written notice of the regular meetings of the Board, if there is any need to change the time, venue or other matters of the meeting, or to add, change or cancel a meeting proposal, a written notice of such change should be issued 3 days prior to the date of the original meeting to explain the situation and the contents of the new proposal and related materials. If the notice is less than 3 days, the meeting shall be postponed accordingly or be convened as scheduled with the approval from all the participating directors.

After issuing the notice of an extraordinary meeting of the Board, if there is any need to change the time, place or other matters of the meeting or to add, change, cancel a meeting proposal, a prior written consent of all the participating directors shall be obtained and well documented.

**Article 19** Meetings of the Board of Directors shall be held with the presence of a majority of the directors.

Supervisors may be present at the Board meetings. If the general manager and the secretary to the Board do not concurrently serve as directors, they shall also be present at the meeting. If the chairman of the meeting considers it necessary, he/she may notify other relevant persons to be present at the meeting.

**Article 20** The directors shall attend the meetings of the Board of Directors in person. If a director is unable to attend for any reason, he/she may appoint in writing another director to attend the Board Meeting on his/her behalf, and the power of attorney shall state:

- (1) the names of the principal and the proxy;
- (2) the brief comments of the principal on each proposal;
- (3) the scope of the principal's authority and instructions on the intention to vote on the proposal;
- (4) the effective period of the proxy;
- (5) the signature or seal of the principal and the date.

If another director is acted as a proxy and is entrusted to sign a written confirmation for periodic reports, special authorization shall be contained in the power of attorney.

The entrusted director shall submit the written power of attorney to the chairman of the meeting and state the entrusted attendance on the attendance book of the meeting.

The appointed director who attends the meeting shall exercise a director's duties as authorized. If a director fails to attend a meeting of the Board in person and fails to appoint a representative to attend the meeting, he shall be deemed to have waived his/her voting rights at the meeting.

**Article 21** Attendance of a meeting of the Board by proxies shall be in compliance with the following principles:

- (1) in considering the connected transactions, connected directors shall not entrust connected directors to attend the meeting on their behalf and the unconnected directors shall not accept such entrustment;
- (2) directors shall not grant full authorization to and entrust other directors to attend the meeting without explaining their views and voting intention on the proposal and such other directors shall not accept such full authorization and unclear entrustment.



**Article 22** A director who fails to attend two consecutive meetings of the Board of Directors in person or by proxy shall be deemed unable to perform his or her duties and the Board of Directors shall recommend to the general meeting that he or she be removed.

**Article 23** The Board meeting, in principle, is to be held physically on-site.

On the premise of ensuring the directors fully express their opinions, the Board meetings may, if necessary, be convened by voting via video, telephone, facsimile or e-mail with the consent of the convener (chairman of the meeting) or the proposer. The Board meetings may also be held by the on-site method and by other means at the same time.

If a meeting is not convened on site, the number of participating directors shall be calculated according to the directors on site as shown in the video, the directors expressing opinions at the teleconference, the valid votes actually received by facsimile or e-mail within the prescribed time limit, or the written confirmation letters of having attended the meeting as submitted by the directors afterward.

**Article 24** If more than one-half of the participating directors or two or more independent directors consider that the proposal is unclear or unspecific, or if they are unable to make a judgment on the matter due to other reasons such as insufficient meeting materials, they may jointly propose in writing to the Board of Directors to adjourn the meeting or postpone the consideration of the matter, and the presiding officer of the meeting shall adopt the proposal. The director proposing the adjournment of the meeting or the postponement of the consideration shall make clear requirements on the conditions to be met for the proposal to be submitted for consideration again.

**Article 25** The chairman of the meeting shall advise the directors attending the meeting to express clear opinions on each proposal.

Unless the unanimous consent of all directors attending the meeting is obtained, the meeting of the Board of Directors shall not vote on proposals not included in the notice of the meeting. The directors who are entrusted by other directors to attend the meeting on their behalf shall not vote on proposals not included in the notice of the meeting on behalf of such other directors unless it is specified in the proxy.

**Article 26** The directors shall read relevant meeting materials carefully and express their opinions independently and prudently on the basis of knowing the circumstances well.

**Article 27** The functional departments of the Company are obliged to provide information and materials to the Board of Directors for decision-making. The functional departments and relevant personnel who provide information and materials shall be responsible for the truthfulness, accuracy and completeness of the information that comes from within the Company and can be described objectively. The reliability of information and materials from outside the Company shall be evaluated before they are provided to the Board of Directors for decision-making reference and explained to the Board of Directors.

#### **Chapter 4 Voting at Board Meetings**

**Article 28** Resolutions of the Board of Directors shall be voted by a show of hands or by ballot, and each director shall have one vote.

The interim meeting of the Board of Directors may be conducted and resolutions made by written or correspondence voting and signed by the participating directors, on the premise that the directors are able to fully express their opinions.

**Article 29** After each proposal has been fully discussed, the presiding officer shall call for a vote of the directors present in due course.

The voting intention of the directors is divided into for, against or abstain. The directors attending the meeting shall choose one of the above intentions. If no choice is made or if more than two intentions are chosen at the same time, the presiding officer shall ask the Directors concerned to choose again. If he/she refuses to choose, he/she shall be deemed to have abstained from voting. Those who leave the meeting venue in the middle of the meeting and do not return without making a choice shall be deemed to have abstained from voting.

**Article 30** In any of the following circumstances, the directors shall abstain from voting on the relevant proposals:

- (1) circumstances in which directors should recuse themselves as stipulated in laws, regulations, normative documents and regulatory rules of the place of listing;
- (2) where the directors themselves consider that they shall abstain from voting;
- (3) where the Articles of Association provide that directors shall abstain from voting as a result of their connected relationship with the enterprises involved in the proposals.

Where any director is required to abstain from voting, the relevant meeting of the Board of Directors may be held when more than half of the uninterested directors attend the meeting, and the resolutions formed shall be passed by more than half of the uninterested directors. If the number of uninterested attending directors is less than 3, the relevant proposal shall not be voted on but shall be submitted to the shareholders' general meeting for deliberation.

**Article 31** The Board of Directors shall act in strict accordance with the authorizations by the general meeting and the Articles of Association and shall be forbidden to form resolutions by ultra vires.

**Article 32** Where a meeting of the Board of Directors is required to make a resolution on the distribution of profits and capitalization of capital reserves of the Company, but the CPA has not yet issued an official audit report, the meeting shall first make a resolution based on the draft audit report provided by the CPA (all financial data other than those involving the distribution of profits and capitalization of capital reserves have been determined), and then make a resolution on the relevant matters after the CPA has issued an official audit report.

**Article 33** After the completion of voting by the participating directors, the secretary of the Board of Directors shall promptly collect the votes of the directors and count them under the supervision of a supervisor.

If the meeting is held on-site, the presiding officer shall announce the statistical results on the spot. In other cases, the presiding officer shall request the secretary of the Board of Directors to notify the directors of the voting results on the next business day after the expiration of the prescribed voting time limit.

If a Director vote after the presiding officer announces the voting result or after the expiration of the prescribed voting time limit, his or her vote will not be counted.

**Article 34** In case of contradiction in content and meaning of different resolutions, the resolution with the later formation time shall prevail.

**Article 35** If a proposal is not approved, the Board of Directors' meeting shall not consider another proposal with the same content within one month, provided that the relevant conditions and factors have not changed significantly.

**Article 36** The chairman shall supervise the implementation of the resolutions of the Board of Directors, check the implementation of the resolutions, and inform the implementation of the resolutions that have been formed at subsequent meetings of the Board of Directors.

## **Chapter 5 Records and Retention of Board Meeting**

**Article 37** The Board of Directors shall make minutes of the decisions on the items discussed at the meeting, and the minutes shall include the following:

- (1) the date and place of the meeting and the name of the convener;

- (2) the names of the directors present and the names of the directors (proxies) appointed by others to attend the board meeting;
- (3) the agenda of the meeting;
- (4) the highlights of directors' speeches;
- (5) the manner of voting and the results of each resolution (the voting results shall contain the number of votes in for, against or abstain).

**Article 38** The participating directors shall confirm the minutes of the meeting and the minutes of resolution by signature on behalf of themselves and those directors who have entrusted them to attend the meeting as their representatives. The director may explain in writing when signing, for any dissenting opinion on the minutes of the meeting or the minutes of resolution.

In the event that the director neither confirms by signature according to the preceding paragraph nor explains his dissenting opinion in writing, he shall be regarded as being in full agreement with the contents of the minutes of the meeting and the minutes of resolution.

**Article 39** Directors shall be responsible for the resolutions of the Board of Directors. If a resolution of the Board of Directors violates the laws, administrative regulations or the Articles of Association and causes the Company to suffer serious losses, the directors who participated in the resolution shall be liable to the Company for compensation; provided, however, that if it is proved that he or she has expressed dissent at the time of voting and recorded it in the minutes of the meeting, such director shall be exempted from liability.

**Article 40** The archives of the meetings of the Board of Directors, including the notice of meetings and meeting materials, the sign-in book of the meetings, the power of attorney for directors to attend on their behalf, the votes, the minutes of the meetings signed and confirmed by the participating directors, and the resolutions of the meetings shall be kept as the archives of the Company by the secretary of the Board of Directors for a period of not less than ten years.

**Article 41** The announcement of resolutions of the Board of Directors shall be handled by the secretary of the Board of Directors in accordance with the relevant provisions of laws, regulations and the Listing Rules of the Stock Exchange. Prior to the disclosure of the resolution announcement, the participating directors and persons present at the meeting, record and service personnel, etc. shall be obliged to keep the content of the resolution confidential.

## **Chapter 6 Supplementary Provisions**

**Article 42** The terms “above”, “within”, “before” as mentioned in these Rules are inclusive, while “over”, “less than”, “more than” are exclusive.

**Article 43** Any matters not covered by these Rules shall be carried out in accordance with the relevant state laws, regulations, normative documents and the provisions of the Articles of Association. If these Rules are in conflict with the laws, regulations, normative documents promulgated by the state in the future or the Articles of Association amended by legal procedures, they shall be carried out in accordance with the relevant state laws, regulations, rules, normative documents and the Articles of Incorporation, and shall be amended in a timely manner.

**Article 44** These Rules shall be construed by the Board.

**Article 45** These Rules are annexes to the Articles of Association of the Company and shall take effect after consideration and adoption at the shareholders’ general meeting of the Company.