

**BIOSINO BIO-TECHNOLOGY  
AND  
SCIENCE INCORPORATION**

**Rules of Procedure of  
the Board of Supervisors**

(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 SUPERVISORS

### Chapter 1 General Provisions

**Article 1** In order to improve the corporate governance structure of Biosino Bio-Technology and Science Incorporation (the “Company”), regulate the discussion methods and decision-making procedures of the Supervisory Committee, facilitate the Supervisory Committee to effectively perform their duties and improve the standard operation and scientific decision-making level of the Supervisory Committee, 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 Supervisory Committee is established in accordance with the Company Law and the Articles of Association and is accountable to the shareholders’ general meeting. It supervises the legality of the Company’s directors and senior management in performing their duties and protects the interests of shareholders, the Company and employees from infringement.

### Chapter 2 Composition and Duties of the Supervisory Committee

**Article 3** The Supervisory Committee shall consist of three supervisors, and the proportion of employee representatives in the Supervisory Board shall not be less than one-third.

**Article 4** The Supervisory Committee shall have a chairman. The chairman of the Supervisory Board shall be a supervisor of the Company and shall be elected and dismissed by a majority of all supervisors.

**Article 5** The term of office of the supervisors shall be three years each. Supervisors who are representatives of shareholders shall be elected and dismissed by the shareholders’ general meeting, and those who are representatives of employees shall be elected and dismissed by the employees of the Company through the employees’ representative assembly, the employees’ meeting or other forms of democratic election. Supervisors may be re-elected for a second term.

**Article 6** The Supervisory Committee shall exercise the following duties and powers:

- (1) to review the Company’s financial position;

- (2) to supervise the conduct of directors, managers and other senior management personnel in the execution of their duties for the Company and proposing the removal of directors and senior management personnel who violate laws, administrative regulations, the Articles of Association or resolutions of the general meeting;
- (3) to demand the directors, managers and other senior management personnel of the Company to rectify their error if they have acted in a harmful manner to the Company's interest;
- (4) to review and provide written audit opinions on the periodic reports of the Company prepared by the Board of Directors;
- (5) to check the financial reports, business reports and profit distribution proposals to be submitted to the shareholders' general meeting by the Board of Directors, and if doubts are found, the Company may appoint a certified public accountant or a certified auditor to assist in the review;
- (6) to propose the convening of an extraordinary general meeting and convening and presiding over a general meeting when the Board of Directors does not perform the duties of convening and presiding over a general meeting as stipulated in the Company Law;
- (7) to submit proposals to the shareholders' general meeting;
- (8) to represent the Company in dealings with directors and senior management or suing directors and senior management;
- (9) other powers and functions as stipulated in the Articles of Association.

Supervisors may attend the meetings of the Board of Directors.

**Article 7** The chairman of the Supervisory Committee convenes and presides over the meetings of the Supervisory Committee. If the chairman of the Supervisory Committee is unable to perform his duties or does not perform his duties, more than half of the supervisors shall jointly elect a supervisor to convene and preside over the meetings.

### **Chapter 3 Convening of the Meeting of the Supervisory Committee**

**Article 8** The meetings of the Supervisory Committee are divided into regular meetings and extraordinary meetings.

The Supervisory Committee shall hold regular meetings at least once every six months.

**Article 9** The convener of the Supervisory Committee shall convene an interim meeting of the Supervisory Committee within ten days if one of the following circumstances exists:

- (1) when the supervisor proposes to convene;
- (2) when a resolution is adopted at a shareholders' general meeting or a meeting of the Board of Directors that violates the law, the Articles of Association, a resolution at a shareholders' general meeting of the Company and other relevant provisions;
- (3) misconduct of directors and senior management may cause significant damage to the Company or create bad influence in the securities market;
- (4) when the Company, its directors, supervisors and senior management are sued by shareholders;
- (5) other circumstances specified in the Articles of Association.

**Article 10** If a supervisor proposes to convene an interim meeting of the Supervisory Committee, he or she shall submit a written proposal signed by the proposed supervisor directly to the chairman of the Supervisory Committee. The written proposal shall contain the following matters:

- (1) the name of the proposing supervisor;
- (2) the reason or objective circumstance for the proposal;
- (3) the time or time limit, venue or form of the meeting proposed;
- (4) the well-defined and specific motions;
- (5) the means to contact the proposing supervisor, date of proposal, etc.

Within three days of receiving a written proposal from the Supervisor, the chairman of the Supervisory Committee shall issue a notice to convene an interim meeting of the Supervisory Committee.

**Article 11** The Supervisory Committee shall notify all supervisors by personal delivery, mail, e-mail or other written means ten days before and three days after the regular and extraordinary meetings are held, respectively. If not delivered directly, a confirmation shall also be made by telephone and recorded accordingly.

If the situation is urgent and an interim meeting of the Supervisory Committee needs to be held as soon as possible, a notice of the meeting may be given by telephone or other oral means at any time, but the convener shall make a statement at the meeting.

If a person other than the chairman of the Supervisory Committee convenes a meeting of the Supervisory Committee, the reasons why the chairman of the Supervisory Committee is unable to convene the meeting and the basis on which the convener is created shall be stated in the notice of the meeting.

**Article 12** A notice of the meeting of the Supervisory Committee shall at least include:

- (1) the time, venue and duration of the meeting;
- (2) the reasons and topics for discussion;
- (3) the convener and presiding officer of the meeting, the proponent of the interim meeting and its written proposal;
- (4) the meeting materials necessary for the supervisor to vote;
- (5) the requirements that supervisors should attend meetings in person;
- (6) contact person and contact information;
- (7) the date of the notice.

A verbal notice of the meeting shall at least include (1) and (2) above, and an explanation for an interim meeting of the Supervisory Committee in an emergency.

**Article 13** Meetings of the Supervisory Committee shall be held onsite.

In case of emergency, the Supervisory Committee meeting may be voted by correspondence, but the convener of the Supervisory Committee (the presiding officer of the meeting) shall explain the specific emergency to the participating supervisors. In the case of voting by correspondence, the supervisors shall use facsimile or otherwise deliver to the office of the Supervisory Committee their written opinions and voting intentions on the matters under consideration after signing and confirming them. Supervisors should not merely write down their voting opinions without expressing their written opinions or reasons for voting.

**Article 14** The meeting of the Supervisory Committee shall be held with the presence of a majority of the supervisors, and the secretary of the Board shall attend the meeting of the Supervisory Committee.

**Article 15** A supervisor shall attend the meetings of the Supervisory Committee in person, or appoint in writing another supervisor to attend the meeting on his/her behalf due to his/her absence. The letter of authorization shall specify the name of the entrusted supervisor, entrusted matter, limit of authority and period of validity and shall be signed and sealed by the entrusting supervisor. Supervisors attending the meeting by proxy shall exercise the rights of supervisors within the scope of their authorization. A supervisor who fails to attend a meeting of the Supervisory Committee or to attend by proxy shall be deemed to have abstained from voting at such meeting.

**Article 16** Any person who fails to attend the meeting in person twice in a row and does not appoint other supervisors to attend the meeting of the Supervisory Committee shall be regarded as unable to perform his or her duties, and the Supervisory Committee shall talk to him or her to remind him or her, and if he or she still does not rectify the situation, he or she may be proposed to the shareholders' general meeting or the general meeting of employees' representatives to be removed from office.

**Article 17** The presider of the meeting shall ask the attending supervisors to provide definite opinions on respective proposals.

**Article 18** The Supervisory Committee may request the Directors, general manager and other senior management, internal and external auditors of the Company to attend the meetings of the Supervisory Committee to answer questions of concern when the Supervisory Committee deems necessary.

#### **Chapter 4 Voting of the Supervisory Committee Meeting**

**Article 19** Voting is conducted by ballot and in writing at the meetings of the Supervisory Committee. Each Supervisor shall have one vote.

**Article 20** After each proposal has been fully discussed, the presiding officer shall call for a vote by the Supervisors present at the meeting in due course.

The voting intent of a supervisor is either for, against and abstain. Every attending supervisor shall choose one out of the aforesaid intents. Where any supervisor does not make any option or makes two or more options, the presider shall require the said supervisor to make an option again, otherwise, the said supervisor shall be deemed as having abstained from voting. Any supervisor who has left in the middle of the meeting and not returned for the meeting and has not made any option shall be deemed as having abstained from voting.

**Article 21** The resolution of the Supervisory Committee shall be passed by more than half of the supervisors.

**Article 22** Supervisors shall urge the relevant personnel to implement the resolutions of the Supervisory Committee. The chairman of the Supervisory Committee shall inform the implementation of the resolutions that have been formed at subsequent meetings of the Supervisory Committee.

**Article 23** Prior to the public disclosure of the resolution of the Supervisory Committee, the participating supervisors, the persons attending the meeting at the request of the Supervisory Committee and the service personnel shall have the obligation to keep the content and resolution of the meeting confidential and shall not disclose them to the public without the consent of the Supervisory Committee.

#### **Chapter 5 Records and Retention of Supervisory Committee Meeting**

**Article 24** The Supervisory Committee shall keep minutes of the matters decided in the meetings. The minutes shall include the following information:

- (1) the number of sessions, time, venue and form of the meeting;
- (2) the sending status of the notice of meeting;
- (3) the convener and presider of the meeting;
- (4) the attendance of the meeting;
- (5) the proposals considered at the meeting, the highlight of every supervisor's speech and main opinions in respect of relevant matters;
- (6) the voting method and result for each proposal (the voting result shall set out the respective numbers of for, against and abstain);
- (7) other issues that the attending supervisors think should be included in the minutes.

For a Supervisory Committee meeting to be held by correspondence, the office of the Supervisory Committee shall sort out the meeting minutes as per the preceding provision.

**Article 25** Supervisors and recorders attending the meeting shall sign the minutes of the meeting.



If the supervisor has a different opinion on the minutes, he/she may make a written statement when signing. Supervisors who neither sign to confirm in accordance with the preceding paragraph nor make a written explanation of their dissenting opinions are deemed to fully agree with the contents of the minutes.

**Article 26** Supervisors shall be responsible for the resolution of the Supervisory Committee and shall ensure that the content of the resolution of the Supervisory Committee is true, accurate and complete, and that there are no false records, misleading statements or material omissions. If a resolution of the Supervisory Committee violates the laws, regulations, rules and regulations, the Articles of Association and these Rules and causes the Company to suffer serious losses, the supervisors who participated in the resolution shall be liable to the Company for compensation. However, if it is proved that he/she has expressed dissent during the voting and recorded it in the minutes of the meeting, the supervisor shall be exempted from liability.

**Article 27** The files of the meetings of the Supervisory Committee, including the meeting notice and meeting materials, the meeting sign-in book, the voting ballots, the minutes of the meetings signed and confirmed by the participating supervisors, etc., shall be kept as the Company's files by the chairman of the Supervisory Committee, who shall be designated as the person responsible for keeping them for a period of not less than ten years.

## **Chapter 6 Supplementary Articles**

**Article 28** The terms "above", "within" and "before" as mentioned in these Rules are inclusive, while "over", "lower than" and "more than" are exclusive.

**Article 29** Any matters not covered by these Rules shall be carried out in accordance with the relevant laws, regulations, normative documents and the relevant provisions of the Articles of Association. If these Rules are in conflict with the laws, regulations, normative documents promulgated in the future or the Articles of Association are amended by legal procedures, they shall be carried out in accordance with the relevant laws, regulations, normative documents and the Articles of Association and shall be amended in a timely manner.

**Article 30** These Rules shall be construed by the Supervisory Committee.

**Article 31** 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.