中生北控生物科技股份有限公司

BIOSINO BIO-TECHNOLOGY AND SCIENCE INCORPORATION

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

(Stock Code: 8247)

Terms of Reference of the Nomination Committee

Definitions

Board	means the board of Directors
Company	means Biosino Bio-technology and Science Incorporation*
Director(s)	means the director(s) of the Company
Listing Rules	means the Rules Governing the Listing of Securities on GEM of the Stock Exchange
Group	means the Company and its subsidiaries
Independent Non-Executive Directors	means the independent non-executive Directors
Nomination Committee	means the nomination committee established by the resolution of the Board in accordance with these terms of reference
Senior Management	means the senior management of the Company
Stock Exchange	means The Stock Exchange of Hong Kong Limited

Purpose of the Nomination Committee

The purpose of the Nomination Committee is to conduct nomination and appointment of Board members and increase efficiency of the Board.

* *For identification purposes only*

Constitution

1. The Nomination Committee is established by a resolution passed in the Board meeting on 20 March 2012.

2. The members of the Nomination Committee shall be appointed by the Board and shall consist of not less than three Directors, a majority of whom should be Independent Non-Executive Directors.

3. The chairman of the Nomination Committee shall be appointed by the Board and shall be an Independent Non-Executive Director. In the case of equality of votes, the chairman of the Nomination Committee shall have a second or casting vote.

4. The secretary of the Nomination Committee shall be the company secretary of the Company. The secretary of the Nomination Committee shall, as far as practicable, attend all meetings of the Nomination Committee.

Declaration of Interests

5. Each member in the Nomination Committee shall declare to the Nomination Committee any of his/her personal financial interest in connection with any matter to be resolved by the Nomination Committee and any potential conflict of interest in connection with such matter. Any member with such interest or relates to such potential conflict of interest shall be abstained from voting in the Nomination Committee's resolution and discussion in respect of the related matters. The interested member shall resign if requested by the Board.

Meeting Procedures

6. The Nomination Committee shall meet at least once a year (or in accordance with the regulations of regulatory authorities applicable to the Company from time to time) at the time as required to discharge its duties. The meeting shall be convened and chaired by the chairman of the Nomination Committee. At least seven days' prior notice must be given to all members of the Nomination Committee before meeting (unless otherwise agreed by all members of the Nomination Committee) providing information of the proposed meeting (including but not limited to the purpose, time, place, date, agenda of the meeting and the relevant documents).

7. The quorum of the meeting shall be at least two members and one of whom shall be an Independent Non-Executive Director. They may attend meetings in person or through telephone conference or other communication facilities by means of which all attendees of the meeting are capable of hearing each other.

8. The Nomination Committee may invite other Directors, outsiders with relevant experience and professional expertise, consultants or Senior Management of the Company to attend the meeting if it considers necessary for the discussion in the meeting. The engagement of professionals shall be at the reasonable expense of the Company.

9. Resolutions of the Nomination Committee shall be passed by a simple majority of votes.

10. The Nomination Committee shall report to the Board after each meeting.

11. At all times the chairman of the Board shall be notified in advance of all meetings of the Nomination Committee and may be in attendance thereat, provided that he shall not be in attendance when his own remuneration package or benefits are being discussed.

Authority and Duties

12. The Nomination Committee is authorised by the Board to:

    (i) review the structure, size, composition and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service) of the Board at least annually, assist the Board in maintaining a board skills matrix, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

    (ii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, having due regard for the board diversity policy and nomination policy of the Company;

    (iii) assess the independence of the Independent Non-Executive Directors;

    (iv) make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman and the chief executive officer;

    (v) support the Company's regular evaluation of the Board's performance;

    (vi) to review the board diversity policy as appropriate and make recommendations on any required changes to the Board for consideration and approval, and monitor its implementation so as to ensure its effectiveness, and make disclosure of its summary and the progress of its implementation in the corporate governance report;

    (vii) to review the nomination policy for directors and to make disclosure of the summary of nomination policy in annual report of the Company annually;

    (viii) where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting:

        a) the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;

        b) if the proposed independent non-executive Director will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;

c) the perspectives, skills and experience that the individual can bring to the Board; and

d) how the individual contributes to diversity of the Board.

(ix) perform any other duties as the Board considers necessary;

(x) obtain information it requires from any employee of the Company to perform its duties; and

(xi) obtain independent legal or other professional advice on any matters within these terms of reference at the Company's expenses.

Other Matters

13. The Nomination Committee should provide the Board relevant information which is essential to assist the Board to report to the shareholders of the Company in accordance with the Listing Rules or other regulations of regulatory authorities in respect of the corporate governance matters.

14. The chairman of the Nomination Committee shall attend the annual general meeting of the Company to answer the questions raised by the shareholders on Director's nomination and other nomination policy matters.

15. Minutes of the Nomination Committee meetings should be prepared and kept by the secretary of the Nomination Committee. Within a reasonable time after the meeting, the secretary of the Nomination Committee shall circulate the draft and final versions of minutes of such meeting to all members of the Nomination Committee for their comment and records respectively.

16. The Nomination Committee shall report all its decisions or recommendations to the Board.

17. The terms of reference of the Nomination Committee shall be made available to the public on the websites of the Stock Exchange and the Company.

Application of the Articles of Association of the Company

18. For anything not covered in these terms of reference, the applicable provisions of the Articles of Association of the Company on meeting procedures shall apply.

Rights of the Board

19. The Board may, subject to the Articles of Association of the Company and the Listing Rules (including but not limited to the Corporate Governance Code under Appendix C1), amend, supplement and revoke these terms of reference of the Nomination Committee, provided that no such amendments and supplements and revocation shall invalidate the resolutions resolved or action taken by the Nomination Committee prior to any relevant actions and resolutions of the Nomination Committee.

August 2025