



Beijing Luzhu Biotechnology Co., Ltd.

北京綠竹生物技術股份有限公司

(the “**Company**”)

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

(Stock Code: 2480)

Terms of Reference of the Nomination Committee

The nomination committee (the “**Committee**”) of the Company was established pursuant to a resolution passed by the board of directors of the Company (the “**Board**”) on March 30, 2023. Set out below are the terms of reference (the “**Terms of Reference**”) of the Committee. If there is any inconsistency between the English and the traditional Chinese versions of the Terms of Reference, the English version shall prevail over the traditional Chinese version.

1. Constitution

1.1. The Committee is established with its responsibilities:

- (a) to review the structure, size, composition and diversity (including but not limited to gender, age, cultural and educational background, expertise, skills, knowledge, experience and length of services) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy;
- (b) to develop and recommend to the Board the nomination guidelines and the board diversity policy for the Company (the “**Board Diversity Policy**”), which shall be consistent with any applicable laws, regulations and listing standards;
- (c) to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (d) to assess the independence of independent non-executive directors of the Company;
- (e) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and succession planning for directors of the Company, in particular the chairman and the chief executive;

- (f) where the Board decides to propose a resolution to elect an individual as an independent non-executive director at the general meeting, the Committee shall set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting (i) the process used for identifying the individual and the reasons of the Board's belief on the election and independence of such individual; (ii) 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; (iii) the perspectives, skills and experience that the individual can bring to the Board; (iv) how the individual contributes to diversity of the Board; and (v) if any proposed independent non-executive director has been serving more than nine years in the Company ("**Long Serving INED**"), details on factors considered, process and the Committee's discussion in arriving at the determination that the Long Serving INED is still independent and should be re-elected; and
- (g) where all independent non-executive directors on the Board are Long Serving INEDs, the Committee shall recommend and procure the Board to appoint a new independent non-executive director to the Board at the next annual general meeting.

2. Membership

- 2.1. Members of the Committee shall be appointed by the Board from amongst the directors of the Company and shall consist of not less than three members, a majority of whom shall be independent non-executive directors.
- 2.2. The chairman of the Committee shall be appointed by the Board and has to be the chairman of the Board or an independent non-executive director of the Company.
- 2.3. The appointment of the members of the Committee may be revoked, or additional members may be appointed to the Committee by separate resolutions passed by the Board and by the Committee.
- 2.4. The members of the Committee shall appoint a secretary of the Committee (the "**Secretary**") to take minutes. In the absence of the Secretary, his/her delegate(s) or any person elected by the members present at the meeting of the Committee, shall attend the meeting of the Committee and take minutes.
- 2.5. The constitution of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") as amended from time to time.

2.6. The term of office of the Committee shall be consistent with that of the Board. Each member of the Committee shall be eligible for re-election upon completion of his term of office. During his term of office, if any committee member ceases to be a director, or any committee member as an independent non-executive director ceases to have the independence as required under the articles of association of the Company and the Listing Rules, his membership in the Committee shall lapse automatically. A member of the Committee may submit his resignation report in writing to the Board prior to the expiry of his term of office to resign from his existing position. The resignation report shall contain such reasons for resignation and matters which require attention of the Board as necessary. Upon the loss of qualification or permission to resign, the position(s) vacated by such member(s) shall be filled by the Board according to the relevant laws, regulations, normative documents and provisions of clauses 2.1 to 2.5 above. A member of the Committee shall not, before the expiry of his term of office, be relieved of his duties without cause except for the situations specified in the Company Law of the PRC, articles of association of the Company or Listing Rules.

3. Frequency and proceedings of meetings

3.1. The Committee should meet at least once per year. The chairman of the Committee may convene additional meetings at his discretion.

3.2. Notice of Meeting

(a) Unless otherwise agreed by all the Committee members, a meeting shall be convened by at least fourteen (14) days' notice.

(b) A Committee member may at any time summon a Committee meeting.

(c) Notice shall be given to each Committee member in person orally or in writing or by telephone or by facsimile transmission or email at numbers or addresses from time to time notified to the Secretary by such Committee member or in such other manner as the Committee members may from time to time determine.

(d) Any notice given orally shall be followed by confirmation in writing as soon as practicable before the meeting.

(e) Notice of meeting shall state the time and place of the meeting and shall be accompanied by an agenda together with other documents which may be required to be considered by the members of the Committee for the purposes of the meeting.

3.3. The quorum of the Committee meeting shall be two members of the Committee.

3.4. Other Board members shall also have the right of attendance.

4. Alternative Committee members

4.1. A Committee member may not appoint any alternate.

5. Authorities of the Committee

5.1. The Committee has the authority delegated to it from the Board to deal with the matters set out in clause 1.1 above.

5.2. The Committee should be provided with sufficient resources to perform its duties. Where necessary, the Committee should seek independent professional advice as stipulated in clause 6.5 below, to perform its responsibilities.

6. Rule of Procedure

6.1. Each member of the Committee has one vote with voting rights. A resolution at the meeting must be passed by simple majority of all members of the Committee. Where the Committee is unable to form a valid resolution due to the abstention of members, such matter shall be submitted to the Board for consideration.

6.2. Committee meetings may be held in person, or by other means of communication that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting. When a meeting is convened by other means of communication, the members of the Committee shall submit their written opinions on the matters to be discussed to the Board within the period as required in the notice of meeting.

6.3. At the Committee meeting when the matters for consideration are being studied and discussed, the Committee members shall express their opinions clearly, independently and sufficiently based on their own judgment; when there are different opinions, such different opinion shall be stated in the minutes of the meeting to be presented to the Board.

6.4. The Committee may invite directors of the Company, relevant senior management officers, relevant experts of the Company or social experts, scholars, intermediary agencies and relevant persons to attend the meeting as guests. Persons attending the meeting as guests should provide explanations and illustrations as required by the members of the Committee.

6.5. The Committee may engage external professionals or institutions to provide professional opinions, if necessary, with approval by the Board. The reasonable expenses incurred will be borne by the Company.

6.6. The convening procedures, voting methods and resolutions of meetings of the Committee shall comply with the relevant laws, regulations, the articles of association of the Company and the Listing Rules.

- 6.7. When a member of the Committee has a conflict of interest in the matter to be considered by the Committee, such member shall abstain from voting at the meeting.
- 6.8. All personnel attending the meeting shall have the obligation to keep all matters discussed at the meeting confidential and shall not disclose any information relating thereto without authorization.

7. Minutes of meetings

- 7.1. Full minutes of Committee meeting shall be kept by the Secretary and should be open for inspection at any reasonable time on reasonable notice by any director of the Company. The Secretary shall circulate the draft and final version of minutes of Committee meetings to all the Committee members for their comments and records within a reasonable time after the meeting.

8. Written resolutions

- 8.1. Written resolutions may be passed by all Committee members in writing. This provision is without prejudice to any requirement under the Listing Rules for a Board or Committee meeting to be held.

9. Reporting procedures

- 9.1. The Committee will consult the chairman of the Board and/or the chief executive officer of the Company about their proposals relating to the selection and appointment of directors.
- 9.2. The Committee shall evaluate and assess its effectiveness and the adequacy of these Terms of Reference from time to time and recommend any proposed changes to the Board.
- 9.3. The Committee should report back to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

10. Continuing application of the articles of association of the Company

- 10.1. The articles of association of the Company regulating the meetings and proceedings of the directors of the Company so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Committee.

11. Powers of the Board

- 11.1. The Board may, subject to compliance with the articles of association of the Company and the Listing Rules (including Appendix 14 (Corporate Governance Code) to the Listing Rules), amend, supplement and revoke these terms of reference and any resolution passed by the Committee provided that no amendments to and revocation of these terms of reference and the resolutions passed by the Committee shall invalidate any prior act and resolution of the Committee which would have been valid if such terms of reference or resolution had not been amended or revoked.