



**上海復旦張江生物醫藥股份有限公司**

**Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\***

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

**(Stock code:1349)**

## **Rules of Procedure for the Nomination Committee**

(Passed by the Board of Directors on 28 March 2024)

## CHAPTER I Composition of the Nomination Committee

- Article 1** Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the “Company”) establishes the Nomination Committee and formulates these Rules in accordance with the relevant provisions of the Company Law of the People’s Republic of China, the Articles of Association of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the “Articles of Association”), the Rules of Procedure for the Board of Directors of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd., the Listing Rules of the Sci-Tech Innovation Board of the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. These Rules shall be in compliance with the relevant provisions of the Listing Rules of the Sci-Tech Innovation Board of the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Listing Rules”), and shall be implemented in accordance with the stricter principle if the provisions of the two Listing Rules are inconsistent.
- Article 2** The Nomination Committee is a body specifically set up by the board of directors (the "Board").
- Article 3** The Nomination Committee shall comprise three directors and independent non-executive directors should account more than a half.
- Article 4** Members of the Nomination Committee shall be nominated by the chairman of the Board or over one third of the directors or over half on the independent non-executive directors, and shall be elected by the Board.
- Article 5** The Nomination Committee shall have one chairman (“convener”, same below) who shall an independent non-executive director nominated by the chairman of the Board and appointed by the Board. The Chairman of the Nominated Committee will lead the Nomination Committee and preside over the meetings of the Nomination Committee. A deputy chairman may be appointed where necessary and shall preside over the meetings of the Nomination Committee in the absence of the chairman.

**Article 6** The term of office of members of the Nomination Committee shall be in congruence with the term of the directors. Members may be re-elected after the term of office expires. When a member of the committee ceases to serve as a director of the Company during his/her term of office, he / she will automatically cease to be a member of the committee, and the Board shall supplement new member(s) in accordance with the provisions of laws and regulations and these Rules. If the chairman ceases to be an independent non-executive director of the Company, he/she will automatically cease to be a convener, and a new convener will be appointed in accordance with the provisions of laws and regulations and these Rules.

## **CHAPTER II Terms of Reference for the Nomination Committee**

**Article 7** The terms of reference for the Nomination Committee include:

- (1) with due regard for the benefits of diversity in Board members, to identify individuals who are suitably qualified to become Board members and to select or to make recommendations to the Board on the selection of individuals nominated for directorships; the candidates for directorship will be selected taken into account the Company's policy on diversity of Board members, namely with regard to factors including but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and service term; review the structure, size and composition of the Board at least annually and make recommendations on any proposed changes to the Board (including Board diversity) to complement the issuer's corporate strategy;
- (2) to report to the Board the composition of the Board members and monitor the implementation of the policy on Board diversity;
- (3) to make disclosure of a summary of the policy on board diversity in the Corporate Governance Report annually, including any measurable objectives that it has set for implementing the policy, and progress on achieving those objectives;
- (4) to identify individuals suitably qualified to become Directors and to select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (5) to examine the qualifications of the nominated independent non-executive director candidates for appointment and to form a clear opinion on such examination;
- (6) to assess the independence of independent non-executive directors;

- (7) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and the succession planning for directors of the Company, in particular the chairman of the Board and general manager, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, as appropriate;
- (8) to formulate criteria and procedures for the selection of directors and senior management, to select and review the selection of directors and senior management and their qualifications for appointment, and to make recommendations to the Board of Directors in respect of the matters relating to paragraph 1 of Article 8 of these Rules;
- (9) other authority delegated to the Nomination Committee by the Board and matters assigned by the Board; and
- (10) to comply with the requirements for the scope of work of the Nomination Committee as in the listing rules of the stock exchanges at the place where the shares of the Company are listed (as amended from time to time).

### **CHAPTER III Rules of Procedure for the Nomination Committee**

**Article 8** The Nomination Committee of the Board of Directors of the Company shall be responsible for drawing up standards and procedures for the selection of directors and senior management personnel, selecting and reviewing the selection of directors and senior management personnel and their qualifications for appointment, and making recommendations to the Board of Directors on the following matters:

- (1) nomination or appointment or removal of directors;
- (2) the appointment or dismissal of senior management personnel; and
- (3) other matters as stipulated in the laws, administrative regulations, the requirements of the China Securities Regulatory Commission (“CSRC”), the Rules and the Articles of Association of the Company.

If the Board does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for its non-adoption in a resolution of the Board and disclose the same.

The Nomination Committee shall convene meetings as necessary. The convener of the Committee shall notify all members by telephone, facsimile, postal delivery, e-mail or direct delivery within seven days from the date of occurrence of any of the following circumstances: when the Board of Directors deems it necessary; when the convener of the Committee deems it necessary; or when two or more members of the Committee propose to do so.

- Article 9** The content of the notice of the meeting shall include the manner, time, place, duration, agenda, issue date and relevant information of the meeting. The principle of holding meetings on-site shall be given priority. On the premise of ensuring that all participating directors can fully communicate and express their opinions, the meeting may be held by video, telephone or other means in accordance with the procedures when necessary.
- Article 10** The Company shall, in principle, provide relevant materials and information no later than three days prior to the meeting of the Nomination Committee, unless all members unanimously agree to waive the relevant requirements. The Company shall keep the information of the said meeting for at least ten years.
- After receiving the notice of the meeting, the members of the Nomination Committee shall promptly confirm and provide feedback and relevant information (including but not limited to whether to attend the meeting, schedule arrangement, etc.) in an appropriate manner.
- Article 11** The Nomination Committee should report its work of last year to the Board at the first regular meeting of the Board of the Company for the year.
- Article 12** The holding of a meeting of the Nomination Committee shall be subject to the attendance of more than two-thirds of all the members of the Nomination Committee. The resolutions made by the meeting shall be subject to approval by over half of all members of the Nomination Committee. Each member is entitled to one vote.
- Article 13** The Board Secretary/Company Secretary is responsible for organizing and coordinating the work of the committee and relevant departments. The Board Secretary/Company Secretary may attend committee meetings. The Nomination Committee may invite directors, supervisors, and other senior management of the Company to attend its meeting as necessary.
- Article 14** Minutes should be kept for the meetings of the Nomination Committee and signed by members of the Nomination Committee attending the meetings. Full minutes of the meetings should be kept by the Board Secretary/Company Secretary.
- Article 15** The Nomination Committee shall report its decisions or recommendations to the Board, unless there are legal or regulatory restrictions on their ability to do so.

- Article 16** The Nomination Committee should be provided with sufficient resources to perform its duties. Where necessary, the Nomination Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.
- Article 17** These terms of reference, explaining the role of the Nomination Committee and the authority delegated to it by the Board, shall be made available to the public, and shall be published on the websites of the Company and/or the stock exchanges at the place where the shares of the Company are listed in accordance with the requirements of the listing rules of such stock exchanges.
- Article 18** Committee member shall attend the meeting in person. When a member is unable to attend the meeting in person due to some reasons, he/she may submit a power of attorney signed by the member and entrust other members of the committee to attend and express their views on behalf of him/her. If a member who is also an independent non-executive director fails to attend the meetings, he / she shall review meeting materials in advance, formulate clear opinions and entrust another independent non-executive director in writing to attend the meeting on his / her behalf. The scope and duration of the entrustment shall be specified in the power of attorney. A member cannot accept the commission of two other members or more at the same time. The members attending the meeting on their behalf shall exercise their rights within the scope of entrustment. If a member fails to attend the committee meeting in person, nor does he/she entrust other members of the committee to exercise the rights on his/her behalf, nor submits a written opinion prior to the meeting, he is deemed to have waived his/her rights. Members who are unable to attend the meeting in person may also submit written opinions on the matters under consideration in exercise of their rights, provided that the written opinions are submitted to the chairman no later than prior to the meeting.
- Article 19** Member of the committee have not attended the committee meetings in person for two consecutive times, nor have they entrusted other members of the committee, nor have they submitted written opinions before the meeting; or the number of personal attendance of committee meetings is less than three-quarters of the total number of meetings in one year, are deemed to be unable to perform the duties of committee, the Board may adjust the committee members in accordance with these Rules.
- Article 20** When a committee member has an interest in the matter to be discussed by the committee, the committee member shall abstain from voting. If due to such abstention from voting the members present cannot form a quorum as stipulated in these Rules, the proposal shall be submitted to the Board for consideration.

**Article 21** Election procedures of Directors and managers:

- (1) The Nomination Committee shall actively communicate with the relevant departments of the Company, study the Company's demand for new directors and managers, and prepare written materials;
- (2) The Nomination Committee may search for candidates for directors and managers extensively within the Company, holding company, shareholding companies and in the talent market;
- (3) To collect information about the occupation, education, professional qualifications, details work experience, all part-time jobs of the primary candidates, and prepare written materials;
- (4) To seek the candidate's consent to the nomination, otherwise he/she cannot be deemed as a candidate to director or managers;
- (5) To convene a meeting of the Nomination Committee, and to conduct qualification examinations for the primary candidates based on the appointment criteria of directors and managers;
- (6) To propose recommendations and relevant materials on the director candidates and newly hired managers to the Board one to two months prior to the election of new directors and the appointment of new managers; and
- (7) To carry out other follow-up work in accordance with the decision and feedback of the Board.

## CHAPTER IV Miscellaneous

- Article 22** At the invitation of the chairman of the Board, the chairman of the Nomination Committee or in the absence of the chairman, another member of the Nomination Committee or the authorized representative shall be available to answer questions at the annual general meeting of the Company.
- Article 23** After the consideration and approval by the Board, these Rules shall come into force.
- Article 24** If there is any inconsistency between the English and Chinese versions of these Rules, the Chinese version shall prevail.
- Article 25** Matters not covered by these Rules shall be implemented in accordance with relevant national laws, administrative regulations, regulatory documents, the Articles of Association and the listing rules of the stock exchange where the Company's shares are listed. If these Rules conflict with the laws, administrative regulations, regulatory documents issued by the State, the Articles of Association modified by legal procedures or the listing rules of the stock exchanges where the Company's shares are listed, they shall be implemented in accordance with relevant national laws, administrative regulations, regulatory documents, the Articles of Association and the listing rules of the stock exchanges where the Company's shares are listed, and immediately amended and proposed to the Board for approval.
- Article 26** The Board shall reserve the rights for the interpretation of these Rules.