NANJING LEADS BIOLABS CO., LTD.

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS

Chapter I General Provisions

Article 1 In order to regulate the appointment of the directors and senior management of Nanjing Leads Biolabs Co., Ltd. (hereinafter referred to as the "**Company**"), optimize the composition of the board of directors and enhance its corporate governance structure, the Company hereby establishes the Nomination Committee of the board of directors and formulates the Terms of Reference of the Nomination Committee of the Board of Directors of Nanjing Leads Biolabs Co., Ltd. (hereinafter referred to as the "**Terms of Reference**") based on the actual conditions of the Company pursuant to the Company Law of the PRC (《中華人民共和國公司法》) (hereinafter referred to as the "**Company Law**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Listing Rules**"), the Corporate Governance Code as set out in Appendix C1 to the Listing Rules and other relevant laws and regulations, normative documents and the Articles of Association of Nanjing Leads Biolabs Co., Ltd. (applicable upon the issuance of H Shares) (hereinafter referred to as the "**Articles of Association**").

Article 2 The Nomination Committee of the board of directors is a specialized working body under the board of directors of the Company, which is principally responsible for considering the selection, the selection criteria and procedures as well as putting forward opinions and recommendations on candidates for directors (including independent non-executive directors) and senior management of the Company to the board of directors.

The senior management as referred in the Terms of Reference refers to the general manager, the deputy general manager, chief financial officer, the secretary of the board of directors and other senior management appointed by the board of directors. The "general manager" as referred in the Terms of Reference refers to the "manager" as referred in the Company Law.

Chapter II Composition of Members

Article 3 The Nomination Committee shall consist of three or more directors, with a majority (more than half) being independent non-executive directors, and at least one director of a different gender.

Article 4 Members of the Nomination Committee shall be nominated by the chairman of the board of directors or jointly by more than one-third of members of the board of directors, and shall be elected by the board of directors by a majority of all directors.

Article 5 The Nomination Committee shall have a convener, namely the chairman of the committee, who shall be the chairman of the board of directors or an independent non-executive director, and appointed and dismissed by the board of directors and be responsible for presiding over the works of the committee. In the event that the chairman of the committee is incapable of performing or not performing his duties, an independent non-executive director shall be jointly elected by more than half of the members to act in his stead.

A member of the Nomination Committee shall meet the following conditions:

(I) not being prohibited by provisions of laws such as the Company Law, regulations or the Articles of Association from serving as a director of the Company;

(II) not having been declared as an unsuitable candidate by a stock exchange within the last three years;

(III) not having been subject to administrative penalty by the CSRC due to gross violation of laws and regulations within the last three years;

(IV) being familiar with the relevant laws and administrative regulations of the PRC, possessing good moral character, having relevant professional expertise, and being familiar with the Company's operation and management;

(V) adhering to the principles of good faith, being honest and self-disciplined, being loyal to duties, and actively working to safeguard the interests of the Company and shareholders;

(VI) possessing strong comprehensive analysis and judgment capabilities, and possessing the ability to work independently;

(VII) other conditions as stipulated by other laws, regulations or the Articles of Association.

The person who does not meet the qualifications for appointment as prescribed in the preceding articles shall not be elected as a member of the Nomination Committee. During the term of office of a member of the Nomination Committee, if the member becomes unsuitable for the appointment as stipulated in the preceding articles, such member shall resign voluntarily or be vacated by the board of directors of the Company.

Article 6 The term of office of the Nomination Committee shall be the same as that of the board of directors. A member shall be eligible for re-election upon the expiration of his/her term of office. If a member ceases to be a director of the Company during the term of office, or a member who shall be an independent non-executive director ceases to be independent in accordance with the provisions of the Company Law, the Articles of Association and the Listing Rules, he/she shall be automatically disqualified. A member of the Nomination Committee may submit a resignation report in writing to the board of directors prior to the expiration of his/her term of office to resign as a member of the committee. The resignation report shall contain necessary explanations on the reasons for resignation and the matters that need to be brought to the attention of the board of directors of the Company. In the event that the composition of the Nomination Committee fails to meet the requirements of Articles 3 and 5 of the Terms of Reference, the board of directors shall immediately fill the vacancy according to the requirements of the Listing Rules. The term of office of any supplementary member shall last until the end of the term of office of such member as a director. A member shall not be removed from his/her duty without cause prior to the expiration of his/her term of office, unless he/she is prohibited from holding office under the provisions of Company Law, the Articles of Association or the Listing Rules.

The office of the board of directors shall be responsible for the Nomination Committee's daily communication, meeting arrangement and implementation of resolutions.

Chapter III Duties and Authorities

Article 7 The specific duties of the Nomination Committee mainly include:

(I) to consider and formulate the selection criteria and procedures for directors and senior management and make recommendations to the board of directors. Factors to be considered include but not limited to: culture, education background, and work experience;

(II) to look for and identify qualified candidates for directors and make nominations to the board of directors, to review and make recommendations on candidates for directors (especially the chairman of the board of directors);

(III) to look for and identify qualified candidates for senior management, to review and make recommendations on candidates for senior management of the Company (especially the general manager);

(IV) to review the independence of independent non-executive directors (the review of the independence of independent non-executive directors shall comply with the requirements of the Listing Rules and the relevant guidelines). If the board of directors proposes to submit a resolution at the shareholders' meeting for the election of a person as an independent non-executive director, the Nomination Committee shall set out the following in the circular and/or explanatory letter to shareholders accompanying the shareholders' meeting notice:

a) the process used for identifying the individual, the reasons the board of directors believes the individual should be elected, and the reasons why the board of directors considers the individual to be independent;

b) if the proposed independent non-executive director is to serve as a director of the seventh (or more) company listed on the Main Board or GEM of the Hong Kong Stock Exchange, the reasons why the board of directors believes the individual will still be able to devote sufficient time to the board of directors;

- the perspectives, skills, and experience the individual is expected to bring to the board of directors; and

- how the individual will contribute to the diversity of the board of directors.

(V) to review the structure, size and composition (including the skills, knowledge and experience) of the board of directors at least annually, assist the board of directors in maintaining a board skills matrix, and make recommendations to the board of directors on any proposed changes to complement the Company's corporate strategy; to make recommendations to the board of directors on the appointment or re-appointment of directors and succession planning for directors (especially the chairman of the board of directors and the general manager, applied as appropriate); to assess the structure of the committees under the board of directors and recommend directors to serve on the relevant committees and submit to the board of directors for approval;

(VI) to establish reserve plans for directors and senior management, and to supplement and update such plans from time to time;

(VII) to support the Company's regular evaluation of the board of directors by assessing the performance of the directors, and put forward opinions or suggestions to the board of directors on the replacement, appointment, re-appointment or succession of directors (including the chairman and the general manager and/or chief executive officer) based on the evaluation results;

(VIII) to formulate and, where appropriate, review and implement the board diversity policy adopted by the board of directors from time to time, review the progress on achieving the objectives, and disclose such policy or its summary in the Company's annual report;

(IX) to review the size and composition of the board of directors based on the operation, scale of assets and shareholding structure of the Company, and making recommendations to the board of directors;

(X) to assess each director's time commitment and contribution to the board of directors, as well as the director's ability to discharge his or her responsibilities effectively, taking into account criteria including professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM of the Hong Kong Stock Exchange and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience; and

(XI) other matters as required by the relevant laws, administrative regulations, the Listing Rules, the Articles of Association and authorized by the board of directors.

Article 8 The Nomination Committee may exercise any authority conferred by the board of directors when it deems necessary.

Article 9 The Nomination Committee is accountable to the board of directors, and its recommendations shall be submitted to the board of directors for consideration and decision. The nomination of candidates for directors, upon approval by the board of directors, shall be subject to the approval at the shareholders' meeting. The controlling shareholder shall fully respect the recommendations of the Nomination Committee in the absence of sufficient reasons or reliable evidence, in which case no alternative candidates for directors or senior management may be proposed.

The operating management is responsible for providing the Nomination Committee with sufficient appropriate information to enable the Nomination Committee to make decisions with relevant information. The data provided by the operating management must be complete and reliable.

Article 10 The Nomination Committee shall make available the terms of reference explaining the role and the authority delegated to it by the board of directors on the websites of The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") and the Company.

Chapter IV Work Procedures

Article 11 As the daily executive body of the Nomination Committee, human resources department of the Company shall be responsible for the preliminary preparation of the Nomination Committee meetings and assist in preparing relevant materials for the meetings.

Article 12 The selection procedures of directors and senior management are as follows:

(I) the human resources department and the Nomination Committee of the Company shall actively communicate with the relevant departments of the Company to assess the Company's demand for new directors and senior management, and come up with written materials;

(II) the Nomination Committee may extensively look for candidates for directors and senior management within the Company, its holding (associate) enterprises as well as in the recruitment market;

(III) the Nomination Committee shall collect and learn the information of the occupation, education background, job title, detailed working experience and all the part-time jobs of the initially proposed candidates, and come up with written materials;

(IV) to seek for the nominee's written consent to the nomination, otherwise, he/she shall not be considered as a candidate for directors and senior management;

(V) to convene meetings of the Nomination Committee to review the qualifications of the initially proposed candidates according to the job requirements of directors and senior management;

(VI) to submit proposals and the relevant materials to the board of directors in respect of candidates for directors and senior management within a reasonable period of time prior to the election of new directors and appointment of new senior management;

(VII) to carry out other follow-up work according to the decision and feedback of the board of directors.

Article 13 The chairman of the Nomination Committee or (if absent) member of the Nomination Committee (who has to be an independent non-executive director) shall attend the annual general meeting of the Company and respond to the shareholders' enquiries on the activities and responsibilities related to the Nomination Committee.

Chapter V Rules of Procedures

Article 14 Members of the Nomination Committee shall undertake the duties of loyalty and diligence to the Company in accordance with the laws, regulations and the Articles of Association. Proposals or recommendations raised by the Nomination Committee must comply with the requirements of the laws, regulations and the Articles of Association.

Article 15 Meetings of the Nomination Committee are classified as regular meetings and extraordinary meetings.

Article 16 Regular meetings shall be convened at least once a year. Extraordinary meetings may be convened as the chairman of the Nomination Committee deems necessary, upon the proposals of more than half of the members of the committee or according to the recommendation made by the chairman of the board of directors.

Article 17 Meetings of the Nomination Committee shall be convened by the chairman of the committee. Notice of meeting, signed by the chairman of the committee, and materials for meeting shall be delivered to all members of the committee three days prior to the meeting. Upon unanimous consent of all members of the committee, the requirement on such prior notice period may be exempted.

Article 18 Meetings of the Nomination Committee shall be presided over by the chairman of the committee; if the chairman is unable to attend, he/she may authorize another member (an independent non-executive director) to preside over the meeting.

Article 19 The quorum of meetings of the Nomination Committee shall be at least two-thirds of the members, one of whom shall be an independent non-executive director. Members who cannot attend a meeting may authorize, in writing, other members to attend and vote on his/her behalf. The letter of authorization shall set out the name of the proxy, the matters delegated, the scope of authorization and the validity period, and shall be signed or stamped by the appointer and submitted to the presider of the meeting no later than the time when voting takes place in the meeting. If a member fails to attend the meeting of the Nomination Committee in person or by proxy, he/she shall be deemed as having abstained from voting at such meeting.

The resolutions made at the meetings shall be approved by a majority of all members, and relevant resolutions or opinions shall be signed by the participating members. Each member shall have one vote and may vote "for", "against" or "abstain from voting" on a given matter. Where the respective votes for and against a resolution are equal in number, the chairman of the Nomination Committee shall be entitled to have an additional vote.

Article 20 Meetings of the Nomination Committee may be convened by physical meetings, teleconferences, video conferences, circulation of documents, facsimile, email or other appropriate means.

Article 21 Directors, supervisors, senior management and external advisors of the Company may be invited to attend meetings of the Nomination Committee when necessary. Persons attending the meetings may explain or illustrate the matters discussed at the meetings, but non-members of the committee shall have no voting rights.

Article 22 The Company shall provide sufficient resources to the Nomination Committee to fulfill its duties. The Nomination Committee may, if necessary, engage intermediary institutions to provide professional opinions for its decisions. The employment term and service fees of the relevant intermediary institutions shall be decided by the Nomination Committee with the reasonable cost borne by the Company.

Article 23 The convening procedures, voting method and resolutions passed at the meetings of the Nomination Committee shall comply with the provisions of the relevant laws, regulations, the Articles of Association, the Listing Rules and the Terms of Reference.

Article 24 The Nomination Committee shall keep written minutes of its meetings, which should record in sufficient detail the matters considered and decisions reached at the meetings, including any concerns raised or dissenting views expressed by the directors. Draft and final versions of the minutes of the meetings shall be circulated to all members within a reasonable time after the end of the meetings. The draft versions are for their comment and the final versions are for their record. The minutes of the meetings shall be signed by the members present at the meetings. Attending members shall have the right to request that explanatory notes be added to the minutes regarding their statements made during the meeting. Minutes of the meetings shall be properly kept by the duly appointed secretary of the meeting. Such minutes of meeting shall be opened for inspection at any reasonable time on reasonable notice by any director.

Article 25 The Nomination Committee shall form a clear and definite conclusion on the proposals under consideration, including: approval, rejection or consideration pending supplementary information. The proposals passed at the meetings of the Nomination Committee and the voting results shall be reported in writing to the board of directors.

Article 26 Members present at meetings of the Nomination Committee and persons attending such meetings shall perform a duty of confidentiality regarding matters discussed at such meetings. No unauthorized disclosure of such information shall be allowed, nor shall they make use of such information to conduct or carry out insider trading for others, unless otherwise stipulated under the relevant laws, regulations and/or regulatory bodies. Otherwise, they shall bear all legal responsibilities arising therefrom.

Chapter VI Avoidance System

Article 27 Where a member of the Nomination Committee himself/herself or his/her immediate relatives, or other enterprises controlled by the member of the Nomination Committee or his/her immediate relatives are interested, directly or indirectly, in any issue discussed at the meetings, the member shall disclose as soon as possible the nature and extent of the interest to the Nomination Committee.

Article 28 In the event of any circumstances mentioned in Article 27 of the Terms of Reference, the interested member shall give a detailed explanation of the relevant circumstances at the meetings of the Nomination Committee and clearly indicate that he/she will recuse himself/herself from voting. However, if other members of the Nomination Committee unanimously agree after discussion that such interests will not have a significant impact on the matter to be voted on, the interested member may participate in the voting.

Where the board of directors considers it inappropriate for the interested member to participate in the voting as mentioned in the preceding paragraph, it may revoke the voting results of relevant proposals, and request a new vote on the relevant proposals by non-interested members.

Article 29 The meetings of Nomination Committee shall consider and resolve proposals without counting interested members in the quorum. If the minimum quorum of the Nomination Committee is insufficient after the abstention of interested members, all members (including interested members) shall make a resolution on the procedural issues regarding the submission of the proposals to the board of directors for consideration, and the board of directors shall consider such proposals accordingly.

Article 30 The minutes and resolutions of meetings of Nomination Committee shall clearly state that the interested members were not counted in a quorum and did not vote on such resolutions.

Chapter VII Supplementary Provisions

Article 31 "at least", "more than" and "within" as referred to in the Terms of Reference shall include the number itself, and the word "majority" shall not include the number itself.

Article 32 The Terms of Reference have been approved by the board of directors upon consideration, and shall become effective from the date on which the H shares publicly issued by the Company are listed and traded on the Main Board of the Hong Kong Stock Exchange. The board of directors shall be responsible for the interpretation of the Terms of Reference.

Article 33 Any matters not covered herein shall be implemented in accordance with the requirements of the relevant laws, regulations, departmental rules, the regulatory rules of the listing place including the Listing Rules and the Articles of Association. Where the Terms of Reference conflict with the requirements of the relevant laws, regulations, departmental rules, the regulatory rules of the listing place including the Listing Rules, or the Articles of Association, such relevant laws and regulations, departmental rules, the regulatory rules of the listing place including the Listing Rules, and the Articles of Association shall prevail, in which case the Terms of Reference shall be amended forthwith and submitted to the board of directors for consideration and approval.

Nanjing Leads Biolabs Co., Ltd.

July 1, 2025