BIOCYTOGEN PHARMACEUTICALS (BEIJING) CO., LTD.

百奧賽圖(北京)醫藥科技股份有限公司

Stock Code: 2315

Terms of Reference for the Nomination Committee of Biocytogen Pharmaceuticals (Beijing) Co., Ltd.

CHAPTER 1 GENERAL PROVISIONS

Clause 1 In order to regulate the employment and appointment of senior management, improve the core competitiveness and optimize the corporate governance structure of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the "**Company**"), the Nomination Committee has been established under the board of directors with these terms of reference in accordance with the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"), the Articles of Association of Biocytogen Pharmaceuticals (Beijing) Co., Ltd. (the "**Articles**") and other applicable regulations.

Clause 2 All members of the Nomination Committee shall be directors and the majority shall be independent directors.

CHAPTER 2 TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Clause 3 The Nomination Committee is set up by the board of directors and is mainly responsible for conducting studies and making recommendations on the candidates, selection criteria and procedures for the board of directors to appoint and dismiss directors and senior management of the Company.

Clause 4 Composition:

(I) The Nomination Committee shall consist of at least three directors, with a majority of independent directors and with at least one director of a different gender.

(II) Members of the Nomination Committee and members of its working team shall be nominated by the chairman of the board of directors, not less than half of the independent directors or one-third of all directors, and shall be elected by the board of directors.

(III) The Nomination Committee shall have a chairman, who shall act as a convener and be an independent director or the chairman of the board of directors, to preside over the Nomination Committee. The chairman shall be elected from the members of the Nomination Committee and subject to the approval of the board of directors.

(IV) The term of office of the Nomination Committee shall coincide with that of the board of directors. A member may serve consecutive terms if re-elected upon the expiry of his/her term of office. A member shall cease to be a member when he/she is no longer a director of the Company, and the committee shall fill the resulting vacancy in accordance with Clause 4 above.

(V) If a director is not re-elected in time upon the expiration of his/her term of office, the director shall continue to perform his/her duties as a member of the Nomination Committee in accordance with the laws, regulations and departmental rules, the Articles and these terms of reference until a newly-elected director takes office.

Clause 5 Duties and responsibilities:

(I) The primary responsibilities of the Nomination Committee include:

1. formulating and reviewing the board diversity policy; evaluating the structure, size and composition (including integrity, education, professional qualification, work experience, required skills, knowledge and experience as well as the ability to devote sufficient time and attention to deal with the affairs of the Company) of the board of directors at least once a year, assisting the board of directors in maintaining a board skills matrix, providing advice to the board of directors on its size and composition based on the operation, asset scale and shareholding structure of the Company; and making recommendations regarding any proposed changes to the board of directors corresponding to the corporate strategy; and when considering the combination of members of the board of directors, ensuring the balance between executive and non-executive directors (including independent directors) and the diversity of the members of the board of directors in various aspects, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;

2. identifying persons qualified for nomination and selection as members of the board of directors;

3. assessing the independence of the independent non-executive directors;

4. making recommendations to the board of directors on the appointment, re-appointment and replacement of directors (in particular, the chairman and the chief executive);

5. assessing each director's time commitment and contribution to the board, as well as the director's ability to discharge his or her responsibilities effectively, taking into account professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM operated by The Stock Exchange of Hong Kong Limited and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience;

6. supporting the Company's regular evaluation of the performance of the board of directors; and

7. dealing with other matters assigned by the board of directors.

(II) The Nomination Committee shall be accountable to the board of directors, and its proposals shall be submitted to the board of directors for its consideration and approval. In the absence of sufficient reason or reliable evidence, the controlling shareholders shall duly respect the proposals made by the Nomination Committee and shall not propose other candidates for the positions of directors or senior management.

Clause 6 Working procedures:

(I) The Nomination Committee shall study the qualification criteria, selection procedures and terms of office of a proposed director or senior management in accordance with the relevant laws and regulations and the Articles based on the actual situation of the Company. The Nomination Committee's decision(s) shall be filed as resolutions to the board of directors for its approval and implementation.

(II) Selection procedures of directors and senior management:

1. The Nomination Committee shall discuss with the relevant departments of the Company, study the requirement for new directors and senior management and prepare written reports accordingly;

2. The Nomination Committee may search for candidates of directors and senior management within and outside the Company and its subsidiaries (and associated companies);

3. The Nomination Committee shall collect all information about the occupation, academic qualifications, titles, detailed working experience and all part-time job experience of the selected candidates and prepare written reports accordingly;

4. The Nomination Committee shall obtain consent from the nominees regarding the nomination of candidates for directors and senior management;

5. The Nomination Committee shall convene a meeting to review the qualification of selected candidates according to the employment requirements for directors and senior management;

6. The Nomination Committee shall submit to the board of directors its proposals and information on the candidates prior to the election of new directors and the appointment of new senior management;

7. The Nomination Committee shall carry out follow-up work according to the decision and feedback of the board of directors.

Clause 7 Procedures of meetings:

(I) The Nomination Committee shall hold at least two meetings every year. A notice of the meeting shall be served to all members of the committee three days prior to the meeting. The meeting shall be presided over by the chairman, or if he/she is unable to attend, another member of the committee, who shall be an independent director, designated by him/her.

(II) Each member shall have one vote. A resolution of the meeting shall be passed by a simple majority of the votes of all members.

(III) Members of the Nomination Committee shall attend committee meetings in person. If a member is unable to attend the meeting for any reason, he/she may authorize another committee member in writing to attend the meeting on his/her behalf. 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.

(IV) Voting at the meetings of the Nomination Committee shall be by a show of hands or by poll. Voting at an extraordinary meeting may be conducted by means of communications.

(V) The directors, supervisors and other senior management of the Company may be invited to observe the meetings of the Nomination Committee when necessary.

(VI) The Nomination Committee may, if necessary, engage intermediary firms to provide professional advice on its decisions at the expense of the Company.

(VII) The convening, voting and passing of resolutions of the meetings of the Nomination Committee shall be in compliance with the relevant laws, regulations, the Articles and these terms of reference.

(VIII) The meetings of the Nomination Committee shall be arranged by the secretary to the board of directors of the Company. Minutes of the meetings shall be kept with sufficient details of the matters considered and decisions reached at the meetings, including any concerns raised or dissenting views expressed by the members. The minutes of the meetings shall be signed by members present at the meetings and shall be maintained by the secretary to the board of directors of the Company for ten years.

(IX) The resolutions passed by, and the voting results of, the Nomination Committee shall be submitted in writing to the board of directors of the Company for approval.

(X) All members of the committee and persons observing the meeting shall keep their discussions at the meetings confidential, and shall not disclose any relevant information without authorization.

Chapter 3 Supplementary Provisions

Clause 8 For any matters not covered by these terms of reference, the relevant laws and regulations of the PRC, the Hong Kong Listing Rules and the Articles shall apply. In the event that these terms of reference are in contravention with the relevant laws and regulations subsequently promulgated by the PRC government, the Hong Kong Listing Rules or the Articles as amended under lawful procedures, the relevant laws and regulations of the PRC and the Articles shall prevail. Amendments to these terms of reference shall be made accordingly and submitted to the board of directors for approval.

Clause 9 These terms of reference, after being approved by the board of directors, shall become effective and applicable from the date in which the overseas listed foreign shares of the Company are issued and listed on The Stock Exchange of Hong Kong Limited.

Clause 10 Unless otherwise specified, terms used herein shall have the same meanings ascribed to them in the Articles. These terms of reference are formulated and may be amended by the board of directors of the Company which shall have the right to interpret the same.

Note: In the event of discrepancies between the English and the Chinese versions, the Chinese version shall prevail.