Hangzhou Jiuyuan Genetic Biopharmaceutical Co., Ltd.

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

Chapter I General

Effective date of these Terms of Reference:

Revised by the board of directors and effective on March 30, 2026.

Article 1 These Terms of Reference are formulated for the nomination committee (the "**Committee**") of the board of directors established by Hangzhou Jiuyuan Genetic Biopharmaceutical Co., Ltd. (the "**Company**") in accordance with the Company Law of the People's Republic of China, the Articles of Association of Hangzhou Jiuyuan Genetic Biopharmaceutical Co., Ltd. (the "**Articles of Association**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") and other relevant regulations, in order to regulate the selection of management personnel of the Company, optimize the composition of the board of directors, implement the Company's strategy of talent development and utilization and improve the corporate governance structure.

Article 2 The Committee is a special committee under the board of directors, which is responsible for nominating candidates for the Company's directors and senior management and making recommendations for selection criteria and procedures, and is directly responsible to the board of directors.

Chapter II Composition

Article 3 The Committee shall be composed of three or more directors, a majority of whom should be independent non-executive directors. The Committee shall have at least one director of a different gender.

Article 4 The members of the Committee shall be nominated by the chairperson of the board of directors, more than one-half of the independent non-executive directors or one-third of all directors, and be elected by the board of directors.

Article 5 The Committee shall have a chairperson (the convener), the office of which shall be assumed by the chairperson of the board of directors or an independent non-executive director, and the chairperson of the Committee shall be responsible for presiding the work of the Committee. The chairperson of the Committee shall be elected among the members and submitted to the board of directors for approval.

Article 6 The term of office of the Committee shall be consistent with that of the board of directors. A member of the Committee may serve consecutive terms if re-elected upon the expiry of his/her term of office. During the period, any member of the Committee who no longer holds office as a director of the Company shall automatically cease to be a member of the Committee and the Committee shall make up the number of members according to the Articles 3 to 5 above. The original members shall continue to perform relevant duties in accordance with these Terms of Reference until the newly elected member takes office.

A member who fails to attend meetings of the Committee in person (including on-site attendance and attendance by means of communication) for two consecutive times and fails to submit to the Committee a report on his/her views on the subject matter of the meeting shall be deemed to have failed to perform his/her duties and the Committee shall recommend to the board of directors for removal and replacement.

Article 7 The chairperson of the Committee is responsible for providing relevant information on the nominees and is responsible for the preparatory work for the Committee meetings and implementing relevant resolutions of the Committee.

Chapter III Duties and Powers

Article 8 The main duties and powers of the Committee include:

(1) reviewing the structure, number and composition (including skills, knowledge and experience) of the board of directors and senior management at least annually according to the Company's situation, assisting the board of directors in maintaining a skills matrix of the board of directors and making recommendations on any changes to the board of directors and senior management to match the Company's corporate strategy so as to promote the Company's corporate strategy;

(2) assessing annually 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 professional qualifications and work experience, existing directorships of issuers listed on the Main Board or GEM and other significant external time commitments of such director and other factors or circumstances relevant to the director's character, integrity, independence and experience;

(3) studying the selection criteria and procedures of directors and senior management and making recommendations to the board of directors;

(4) identifying persons suitably qualified to act as directors and senior management of the Company and selecting or making recommendations to the board of directors on the selection of individuals nominated for directorships or senior management;

(5) evaluating the independence of the independent non-executive directors of the Company;

(6) reviewing annually the time commitment of the non-executive directors and independent non-executive directors and assessing whether the non-executive directors and independent non-executive directors have devoted sufficient time to fulfilling their duties by applying performance evaluation;

(7) formulating or revising a policy on the diversity of the board of directors and regularly evaluating and disclosing such diversity policy or a summary of the policy in the Company's corporate governance report to ensure that all members of the board of directors are appointed on the basis of merit and that candidates are selected from diversity perspectives, including, but not limited to, gender, age, ethnicity, language, cultural background, educational background, industry experience and professional experience;

(8) advising the board of directors on the appointment or reappointment of directors and senior management of the Company and succession planning for directors and senior management;

(9) supporting the Company's regular evaluation of the performance of the board of directors;

(10) other matters required to be performed or authorized by laws and regulations, the Hong Kong Listing Rules and other relevant regulatory rules of the place where the Company is listed, these Terms of Reference and the board of directors.

Article 9 The Committee's proposals shall be submitted to the board of directors for consideration and decision. Proposals required to be considered by the general meeting of shareholders in accordance with laws and regulations and other regulatory documents or the Articles of Association shall be submitted to the general meeting of shareholders for consideration and approval after obtaining the consent of the board of directors before implementation.

Chapter IV Decision-making Procedures

Article 10 The Committee shall study the election criteria, selection procedures and term of office of the Company's directors and senior management in accordance with the requirements of relevant laws, regulations and the Articles of Association, combining with the Company's actual conditions, to make decisions and submit them to the board of directors for consideration, which shall be complied with and implemented after consideration and approval.

Article 11 Nomination procedures for directors and senior management are as follows:

(1) the Committee shall actively communicate with relevant departments to study the Company's needs for new directors and senior management and produce written materials;

(2) the Committee may widely search candidates for directors and senior management within the Company, its controlled companies and the human resources market;

(3) the Committee shall search for the occupation, education, title, detailed work experience, any part-time employment and other circumstances of the preliminary candidates and produce written materials;

(4) the Committee shall solicit the nominee's opinions on and demand for the nomination. A person shall not become a candidate for director or senior management without his/her consent;

(5) committee meetings shall be convened to evaluate the preliminary candidates based on the requirements for office of directors and senior management;

(6) the Committee shall make recommendations and submit relevant materials of candidates for directors and senior management to the board of directors approximately one month prior to the election of new directors and the appointment of senior management;

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

Chapter V Meeting Procedures

Article 12 The Committee shall meet irregularly according to the needs and proposals of the Committee members; the chairperson of the Committee shall notify all members three days before the meeting. The meeting shall be presided over by the chairperson of the Committee. When the chairperson cannot attend a meeting, he/she shall appoint another member (an independent non-executive director) to preside over the meeting on his/her behalf.

Article 13 The Committee meeting shall be held in the presence of more than two-thirds of the members, each of whom shall have one vote. The resolutions made at the meeting shall be passed by a majority of all members. In the event of an equal number of affirmative and negative votes, the chairperson of the Committee shall have the right to cast one more vote.

Article 14 The Committee meetings may be held on-site or by means of communication. Voting shall be taken by way of a poll.

Article 15 The Committee may invite directors, supervisors, senior management and heads of the relevant departments to attend the Committee meeting if necessary.

Article 16 When the Committee deems it necessary, it may engage intermediary institution to seek professional advice for its decision-making at the Company's expense.

Article 17 Any Committee member who is related to the matter in discussion at the meeting should recuse from such discussion.

Article 18 The procedures for convening the Committee meeting, the voting method and the resolutions passed at the meetings should comply with the relevant laws, regulations, the Articles of Association and these Terms of Reference.

Article 19 Minutes should be kept for the Committee meetings in sufficient detail on the matters considered by the Nomination Committee and the decisions reached, and shall record the following information: date, time, venue, moderator, participants, agenda of the meeting and voting results of each resolution. Members present at the meeting should sign on the minutes of the Committee meetings. The meeting minutes shall be kept by the company secretary of the board of directors.

Article 20 The resolutions and voting results of the Committee meetings should be submitted in writing to the board of directors.

Article 21 The Committee members and persons present at the meeting shall have the obligation to keep confidential the matters discussed at the meeting and shall not disclose relevant information without authorization.

Chapter VI Supplementary Provisions

Article 22 These Terms of Reference shall take effect upon approval by the board of directors.

Article 23 Any matters not covered hereunder shall be subject to the provisions of relevant national laws, regulations, the Hong Kong Listing Rules and the Articles of Association; if these Terms of Reference are in conflict with the national laws and regulations promulgated in the future, or the Hong Kong Listing Rules or the Articles of Association as amended by lawful procedures, the latter shall prevail and amendments to these Terms of Reference shall be made immediately and submitted to the board of directors for consideration and approval.

Article 24 Amendments to these Terms of Reference shall be proposed and approved by the board of directors to become effective.

Article 25 The board of directors shall be responsible for the interpretation of these Terms of Reference.