

Jiangxi Institute of Biological Products Inc.

Terms of Reference of Sustainability Committee Under the Board of Directors

CHAPTER I GENERAL PROVISIONS

Article 1 To practice the concept of sustainable development, enhance the Company's environmental, social and governance (hereinafter referred to as “**ESG**”) standards, and improve the Company's sustainable development capabilities, in accordance with the Company Law of the People's Republic of China (hereinafter referred to as the “**Company Law**”), the Articles of Association of Jiangxi Institute of Biological Products Inc. (hereinafter referred to as the “**Articles of Association**”), the regulatory rules of the place where the shares of the Company are listed (including the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) (hereinafter referred to as the “**Hong Kong Listing Rules**”) and other requirements of relevant laws, regulations and normative documents, the Company's Board of Directors hereby establishes the Sustainability Committee and formulates the Terms of Reference of Sustainability Committee under the Board of Directors of Jiangxi Institute of Biological Products Inc. (hereinafter referred to as the “**Terms of Reference**”).

Article 2 The Sustainability Committee is a specialized working body established by the Board of Directors pursuant to the Board resolution. It is primarily responsible for overseeing the Company's sustainable development strategy, policies, systems and performance, coordinating and advancing ESG management and reviewing major matters related to the Company's sustainable development. It shall report its decisions or recommendations to the Board of Directors, unless prohibited by national laws, regulations or regulatory restrictions from doing so.

CHAPTER II COMPOSITION

Article 3 The Sustainability Committee shall consist of at least three Directors, including at least one independent non-executive Director.

Article 4 Members of the Sustainability Committee shall be nominated by the Chairman of the Board and elected by the Board of Directors.

Article 5 Members of the Sustainability Committee (including 1 Chairperson or 2 Co-Chairpersons and 1 liaison member) shall be elected by the Board of Directors. The Chairperson/Co-Chairpersons (Convener) shall be responsible for convening and presiding over the Committee's meeting. If the Chairperson/Co-Chairpersons (Convener) is unable or fails to perform the duties, the Committee members shall elect 1 member to act on their behalf. If no election is possible, the Board of Directors shall re-elect the Chairperson/Co-Chairpersons (Convener). The Sustainability Committee shall have one (1) liaison member responsible for liaison matters of the Committee.

Article 6 The term of office of the members of the Sustainability Committee shall be the same as that of the Directors of the Board of Directors. Upon the expiration of their term, members may be re-elected and re-appointed. If a member ceases to serve as a Director of the Company during his/her term, he/she shall automatically lose his/her membership, and the vacancy shall be filled in accordance with the provisions of the terms of reference.

Article 7 Members of the Sustainability Committee may resign before the expiration of their term. The resigning member shall submit a written resignation letter to the Board of Directors, and the resignation shall take effect only upon approval by the Board of Directors. Prior to the assumption of office by a newly elected member, the original member shall perform the duties in accordance with the provisions of the rules of procedures.

CHAPTER III RESPONSIBILITIES AND AUTHORITIES

Article 8 The Sustainability Committee exercises the following responsibilities and authorities:

- (I) to promote the continuous improvement of the Company's management capabilities and sustainable development performance, including but not limited to:
 - 1. formulating the Company's social responsibility initiatives and overseeing its implementation;
 - 2. promoting the Company's engagement in charitable and social initiatives, playing an active role in areas such as life and health, scientific research and public welfare;
 - 3. fostering the maintenance of a positive public image and sound social relationships for the Company;
 - 4. promoting the Company's efforts to enhance employee capabilities and benefits;
 - 5. encouraging the adoption of measures such as digital transformation or technological upgrades by the Company to enhance production and management efficiency;
 - 6. urging the Company to implement appropriate beneficial measures in environmental protection, animal welfare and other relevant areas;
 - 7. promoting the adoption of measures that strengthen the Company's vitality and sustainable development capabilities by the Company in response to social, economic, and technological changes.

- (II) to study and make recommendations on the Company's sustainable development and ESG (referring to the Environmental, Social and Governance responsibilities and obligations that the Company shall fulfill in its operations, mainly including protection of natural environment and resources, fulfillment of social responsibilities as well as sound and transparent governance) related strategies, objectives and policies;
- (III) to study and make recommendations on material ESG risks related to the Company's business;
- (IV) to monitor the implementation and outcomes of sustainable development capacity building and ESG initiatives, oversee whether the Company's ESG performance complies with requirements of regulatory authorities, supervise stakeholder communications on ESG-related matters, and report annually to the Board of Directors on relevant work;
- (V) to review the Company's special capacity enhancement plans or ESG reports and recommend their approval by the Board of Directors;
- (VI) to study and make recommendations on other significant matters affecting the Company's development;
- (VII) to conduct inspections on the implementation of the aforementioned matters;
- (VIII) other matters stipulated by laws, administrative regulations, the regulatory rules of the place where the shares of the Company are listed (including the Hong Kong Listing Rules) and the Articles of Association.

CHAPTER IV DECISION-MAKING PROCEDURES

Article 9 The specific decision-making procedures for matters considered by the Sustainability Committee are as follows:

- (I) The Office of the Board of Directors of the Company shall organize and coordinate with relevant departments or holding enterprises (with a controlling or minority interest) to prepare information that requires the Sustainability Committee to study and consider, such as the Company's sustainable development strategies, target plans and sustainability reports;
- (II) The Company's management shall convene meetings to consider the above matters and issue a written opinion on whether to agree to the establishment of the project and report it to the Board of Directors for approval;
- (III) The Sustainability Committee of the Company shall convene meetings to study and consider the matters, make written resolutions, submit such resolutions to the Board of Directors for consideration, and simultaneously feedback to the Company's management.

CHAPTER V RULES OF PROCEDURE

Article 10 Members of the Sustainability Committee may propose to convene meetings. The Chairperson/Co-Chairpersons (Convener) shall convene a meeting within 10 days upon receiving such proposal.

The Sustainability Committee shall notify all members 3 days prior to the meeting and convene the meeting in accordance with the preceding provisions under any of the following circumstances. The meeting shall be presided over by the Chairperson/Co-Chairpersons (Convener). In the event that the Chairperson/Co-Chairpersons (Convener) is unable to attend, one other member (who shall be an independent non-executive Director) may be authorized to preside over the meeting:

- (I) in circumstances as deemed necessary by the Board of Directors;
- (II) in circumstances as deemed necessary by the Chairperson/Co-Chairpersons of the Sustainability Committee;
- (III) when proposed by more than 2 members.

Article 11 Meetings of the Sustainability Committee shall be held only if more than two-thirds of its members are present. Each member of the Sustainability Committee shall be entitled to one vote. Recommendations or proposals raised at meetings shall be passed by no less than one-half of all members.

Article 12 Voting at a Sustainability Committee meeting shall be conducted by a show of hands or by poll, and may be conducted through telecommunications provided that the full expression of opinions by the members is ensured.

Article 13 The Board secretary shall attend the Sustainability Committee meetings. Other Directors, senior management members of the Company, other personnel relevant to the matters under discussion at the Sustainability Committee meeting and external advisors may be invited to attend the meetings when necessary. Attendees may provide explanations or clarifications on discussed matters at the meeting, provided that those who are not members do not have voting rights.

Article 14 The members of the Sustainability Committee and attendees of the meetings shall maintain confidentiality of undisclosed information and shall not exploit insider information for personal or others' benefit.

Article 15 Members shall attend meetings of the Sustainability Committee in person. If a member is unable to attend for any reason, he/she may appoint another member in writing to attend on his/her behalf. Where a member has failed to attend or appoint a proxy to attend a meeting of the Sustainability Committee, he/she shall be deemed to have waived his/her right to vote at such meeting.

Article 16 If a member of the Sustainability Committee is related (connected) to a matter to be considered, the Sustainability Committee shall submit such matter to the Board of Directors for consideration.

Article 17 The Sustainability Committee may engage intermediaries to provide opinions for its decision-making at the expense of the Company, when necessary.

Article 18 The Sustainability Committee shall keep minutes or memorandum of its meetings, which shall be signed by the members present at the meeting and minute taker. Meeting minutes should record in detail the matters considered and resolutions, including concerns or dissents raised by Directors. Complete minutes of the Sustainability Committee meetings should be kept by Board secretary. The first draft (for members to express opinions) and the final version (for record) of the meeting minutes should be sent to all its members within a reasonable period of time after the meeting. Directors of the Company may inspect minutes of meetings at reasonable times on reasonable notice. The minutes of meetings shall be kept for a retention period of at least 10 years.

Article 19 The resolutions passed and the voting results at the meetings of the Sustainability Committee shall be reported in writing to the Board of Directors.

CHAPTER VI SUPPLEMENTARY PROVISIONS

Article 20 The requirements of the Company Law, the regulatory rules of the place where the shares of the Company are listed (including the Hong Kong Listing Rules) and the Articles of Association relating to obligations of Directors are applicable to the members of the Sustainability Committee.

Article 21 In the Terms of Reference, “more than” includes the figures listed; “no less than” excludes the figures listed.

Article 22 Matters not covered in the Terms of Reference shall be implemented in accordance with the requirements of relevant national laws, regulations, normative documents, the regulatory rules of the place where the Company’s share are listed (including the Hong Kong Listing Rules) and the Articles of Association. In case of any conflict between the Terms of Reference and any future laws and regulations of the PRC, normative documents, the regulatory rules of the place where the Company’s share are listed (including the Hong Kong Listing Rules) and the Articles of Association as amended by legal procedures, the requirements of relevant national laws and regulations, normative documents, the regulatory rules of the place where the Company’s share are listed (including the Hong Kong Listing Rules) and the Articles of Association shall prevail. The Board of Directors shall promptly amend accordingly.

Article 23 The Terms of Reference shall come into force and be implemented from the date of the Company's initial public offering of H shares and listing on the Main Board of The Stock Exchange of Hong Kong Limited upon the approval of the Board of Directors.

Article 24 The right to interpret the Terms of Reference shall vest in the Board of Directors of the Company.

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