BEIJING SINOTAU INTERNATIONAL PHARMACEUTICAL TECHNOLOGY CO., LTD.
北京先通國際醫藥科技股份有限公司
TERMS OF REFERENCE OF THE STRATEGY COMMITTEE

CHAPTER 1 GENERAL PROVISIONS

Article 1 To meet the strategic development needs of Beijing Sinotau International Pharmaceutical Technology Co., Ltd. (the "Company"), enhance the Company's core competitiveness, and improve its corporate governance structure, the Strategy Committee is hereby established under the Board of Directors of the Company and these Terms of Reference are formulated 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 Beijing Sinotau International Pharmaceutical Technology Co., Ltd. (the "Articles of Association") and other applicable regulations.

Article 2 All members of the Strategy Committee are directors.

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Article 3 The Strategy Committee of the Board of Directors is a specialized working body under the Board of Directors, primarily responsible for studying and making recommendations on the long-term development strategies and major investment decisions of the Company.

Article 4 Personnel composition:

(I) The Strategy Committee shall comprise no less than three directors.

(II) Candidates for members of the Strategy Committee and its working group shall be nominated by the chairman of the Board of Directors, not less than one-half of the independent non-executive directors, or not less than one-third of the directors, and shall be elected by the Board of Directors.

(III) The Strategy Committee shall have one chairman (convener), who shall be the chairman of the Board of Directors.

(IV) The term of office of the Strategy Committee shall coincide with that of the Board of Directors. Members may be re-elected upon the expiry of their term of office. During a member's term of office, if the member ceases to be suitable to serve as

a director of the Company, or if a member who is required to have the status of an independent non-executive director ceases to possess the independence prescribed by relevant laws, regulations, rules, regulatory documents or the Articles of Association, the member shall automatically lose his/her committee membership, and the Board of Directors shall fill the vacancy in accordance with these Terms of Reference.

(V) If a director's term of office expires and a successor is not elected in time, the incumbent director serving as a member of the Strategy Committee shall still perform his/her duties in accordance with the provisions of laws, administrative regulations, departmental rules, the Articles of Association and these Terms of Reference until the newly elected director takes office.

Article 5 Duties and responsibilities:

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

1. Studying and making recommendations on the long-term development strategies and plans of the Company;

2. Studying and making recommendations on major investment and financing proposals that are required to be approved by the Board of Directors as stipulated in the Articles of Association;

3. Studying and making recommendations on major capital operation and asset operation projects that are required to be approved by the Board of Directors as stipulated in the Articles of Association;

4. Studying and making recommendations on other major matters affecting the development of the Company;

5. Reviewing the implementation of the above matters;

6. Dealing with other matters as authorized by the Board of Directors.

(II) The Strategy Committee shall be accountable to the Board of Directors, and its proposals are submitted to the Board of Directors for consideration and decision.

Article 6 Working procedures:

(I) The working group under the Strategy Committee shall be responsible for conducting preliminary project analysis and assessment in preparation for the decision-making of the Strategy Committee, and providing the following relevant information:

1. The relevant departments of the Company or enterprises in which the Company holds a controlling or other equity interest shall be responsible for reporting data such as the intention, preliminary feasibility study report and basic information of the counterparty in respect of major investment and financing, capital operation and asset operation projects;

2. The working group shall conduct a preliminary review, issue a project initiation opinion and file the same with the Strategy Committee;

3. The relevant departments of the Company or enterprises in which the Company holds a controlling or other equity interest shall conduct negotiations with external parties in respect of agreements, contracts, articles of association and feasibility reports, and report the same to the working group;

4. The working group shall conduct a review, issue a written opinion, and submit a formal proposal to the Strategy Committee.

(II) The Strategy Committee shall convene a meeting based on the feasibility reports and information provided by the working group, and shall submit the meeting conclusions and proposals formed to the Board of Directors, while providing feedback to the working group.

Article 7 Rules of procedure:

(I) The Strategy Committee shall convene a meeting upon the request of the Board of Directors or the proposal of the chairman of the Strategy Committee, and shall issue a notice by communication, email or fax three (3) days prior to the meeting. With the consent of all members, the aforesaid notice period may be waived, provided that the chairman shall give an explanation at the meeting and provide members with a sufficient basis for exercising their voting rights. The meeting shall be chaired by the chairman, and if the chairman is unable to attend, he/she may entrust another member to chair the meeting. Meetings of the Strategy Committee shall be held as on-site meetings or in any other manner recognized by all members. On the premise of ensuring that members can fully express their opinions, telephone,

video and other means may be adopted to facilitate members' participation in the meeting; where a member participates in a Strategy Committee meeting by telephone, video or other means, he/she shall be deemed to have attended an on-site meeting.

(II) Each member shall have one vote; resolutions made at the meeting shall be approved by more than half of all members.

(III) Members of the Strategy Committee shall attend Strategy Committee meetings in person. If a member is unable to attend for any reason, he/she may entrust another member in writing to attend on his/her behalf. If a member neither attends a Strategy Committee meeting nor entrusts a representative to attend, he/she shall be deemed to have waived his/her voting rights at that meeting. The meeting agenda and all relevant meeting documents shall be delivered to all committee members and, where appropriate, other persons attending the meeting in a timely manner in accordance with these Terms of Reference. Members shall fully read the meeting materials prior to the meeting.

(IV) Voting at Strategy Committee meetings shall be by show of hands or by ballot. Interim meetings may, on the premise of ensuring that members can fully express their opinions, be held by telephone, fax, email or other electronic means of communication, and resolutions may be adopted thereat, which shall be signed by the attending members.

(V) The leader and deputy leader of the working group may attend meetings of the Strategy Committee as non-voting delegates, and may invite directors, supervisors and other senior management of the Company to attend meetings as non-voting delegates when necessary.

(VI) If necessary, the Strategy Committee may engage intermediary institutions to provide professional advice on its decisions at the expense of the Company.

(VII) The convening procedures, voting methods and resolutions adopted at Strategy Committee meetings shall comply with the provisions of relevant laws, regulations, the Articles of Association and these Terms of Reference.

(VIII) The meetings of the Strategy Committee shall be arranged by the secretary to the Board of Directors of the Company. Minutes of meetings of the Strategy Committee shall be kept with sufficient details of the matters considered and the resolutions passed at the meeting, including any doubts raised or objections expressed by members. The minutes of the meetings shall be signed by members present at the meetings, and the minutes of the meetings shall be maintained by the

secretary to the Board of Directors of the Company for a period of ten (10) years. The draft and final versions of the minutes shall be sent to all committee members within a reasonable time after the meeting, with the draft for members to express their views and the final version for record purposes. Directors of the Company may inspect the minutes at a reasonable time upon giving reasonable notice.

(IX) The resolutions adopted and the voting results at Strategy Committee meetings shall be reported in writing to the Board of Directors of the Company.

(X) Members attending the meeting and non-voting delegates shall be obliged to keep confidential the matters considered at the meeting and shall not disclose relevant information without authorization.

CHAPTER 3 SUPPLEMENTARY PROVISIONS

Article 8 Matters not covered in these Terms of Reference shall be implemented in accordance with relevant national laws and regulations, the Hong Kong Listing Rules and the Articles of Association. In case of any conflict between these Terms of Reference and the relevant provisions of the laws and regulations promulgated by the PRC in the future, the Hong Kong Listing Rules or the Articles of Association as amended under lawful procedures, the relevant provisions of national laws and regulations and the Articles of Association shall prevail, and these Terms of Reference shall be amended accordingly and submitted to the Board of Directors for consideration and approval.

Article 9 These Terms of Reference shall come into effect on the date on which the Company's initial public offering of overseas-listed foreign shares (H shares) is completed and such shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited, after being considered and approved by the Board of Directors of the Company.

Article 10 Unless otherwise specified, terms used herein shall have the same meanings as those in the Articles of Association. These Terms of Reference shall be formulated and amended by the Board of Directors of the Company, and the right to interpret them shall vest in the Board of Directors.