

# **Terms of Reference for the Strategy Committee under the Board of Directors of Suzhou Ribo Life Science Co., Ltd.**

## **Chapter 1 General Provisions**

**Article 1** In order to satisfy the requirements for development strategy of Suzhou Ribo Life Science Co., Ltd. (hereinafter referred to as the “**Company**”), strengthen its core competitiveness, determine its development plan, optimize its investment decision-making procedures, enhance the scientific nature of its decision-making process, improve the effectiveness of its major investment decisions and the quality of its decision-making, and improve its corporate governance structure, the Company has established the Strategy Committee under the Board of Directors and formulated 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 (hereinafter referred to as the “**Hong Kong Listing Rules**”) and other relevant laws, regulations, normative documents, as well as the Articles of Association of Suzhou Ribo Life Science Co., Ltd. (hereinafter referred to as the “**Articles of Association**”).

**Article 2** The Strategy Committee under the Board of Directors is a special body established by the Board of Directors pursuant to resolutions of the general meeting, which is mainly responsible for conducting research and making recommendations on the long-term development strategies and major investment decisions of the Company.

## **Chapter 2 Composition**

**Article 3** The Strategy Committee shall consist of three to seven directors, including at least one independent non-executive director.

**Article 4** The members of the Strategy Committee shall be nominated by the chairman of the Board of Directors, half or more of the independent non-executive directors, or one-third or more of all directors, and shall be elected by the Board of Directors.

**Article 5** The Strategy Committee shall have one chairman (convener), whose office shall be held by the chairman of the Board of Directors of the Company.

**Article 6** The term of office of the Strategy Committee shall be the same as that of the Board of Directors. Committee members may be re-elected upon expiration of their terms of office. If any Committee member ceases to be a director of the Company during his/her term of office, his/her membership in the Committee shall terminate automatically, and the vacancy shall be filled by a person elected by the Board of Directors in accordance with the provisions of Articles 3 to 5 above.

**Article 7** The Strategy Committee may establish a working group.

## Chapter 3 Duties and Authorities

**Article 8** The primary duties and authorities of the Strategy Committee are:

- (1) to conduct research and make recommendations on the long-term development strategic plan of the Company;
- (2) to conduct research and make recommendations on major investment and financing plans that require approval by the Board of Directors;
- (3) to conduct research and make recommendations on major capital operations and asset management projects that require approval by the Board of Directors;
- (4) to conduct research and make recommendations on other major matters affecting the Company's development;
- (5) to review the implementation of the above matters;
- (6) other matters authorized by the Board of Directors.

**Article 9** The Strategy Committee shall be accountable to the Board of Directors and the proposals of the Committee shall be submitted to the Board of Directors for consideration and approval.

## Chapter 4 Decision-Making Procedures

**Article 10** The working group is responsible for making preliminary preparations for the decision-making by the Strategy Committee and providing relevant information of the Company:

- (1) the relevant departments or majority-owned enterprises or investees of the Company will submit the intention, preliminary feasibility reports, basic information of the partners and other information in relation to major investment and financing, capital operation and asset management projects;
- (2) the working group will conduct preliminary review and propose project approval opinions and submit the same to the Strategy Committee;
- (3) the relevant departments or majority-owned enterprises or investees of the Company will negotiate with external parties regarding agreements, contracts, articles of association and feasibility reports and report the relevant situation to the working group;
- (4) the working group will organize evaluation and submit formal proposals to the Strategy Committee.

**Article 11** The Strategy Committee shall convene a meeting for discussion according to the proposals of the working group. The results of the discussions shall be submitted to the Board of Directors and simultaneously provided as feedback to the working group.

## Chapter 5 Rules of Procedure

**Article 12** The Strategy Committee shall hold at least one meeting every year. Notice of meeting shall be given to all Committee members three days prior to the meeting. The meeting shall be presided over by the chairman of the Committee. The chairman may, when unable to attend the meeting, authorize another member (independent director) to preside over the meeting in his/her stead. Upon the unanimous consent of all members, the aforementioned notice period may be waived. Notwithstanding the notice period, the attendance of a member at the meeting shall be deemed as a waiver by that member of the required notice period.

In case of an emergency, the convener of the meeting may notify members by telephone at any time to convene a meeting, provided that the reasons for the urgency and the need for an immediate meeting are explained.

**Article 13** A meeting of the Strategy Committee may be held only when two-thirds or more of the members are present. Each member shall have one vote. Resolutions made at the meeting must be passed by over half of all members.

**Article 14** Voting at the Strategy Committee meetings shall be conducted by a show of hands or by poll. Extraordinary meetings may be held and the voting thereat may be conducted by way of communication.

**Article 15** A resolution passed and signed in writing by all members of the Strategy Committee shall be valid as if it had been passed at a formally held meeting of the Strategy Committee.

**Article 16** The leader and deputy leader of the working group may attend meetings of the Strategy Committee as non-voting participant. When necessary, directors, supervisors and other senior management of the Company may also be invited to attend the meetings as non-voting participant.

**Article 17** If necessary, the Strategy Committee may engage intermediary institutions to provide professional opinions for its decision-making, at the expense of the Company.

**Article 18** The convening procedures, voting methods and proposals passed at the meetings of the Strategy Committee must comply with relevant laws, regulations, normative documents, the securities regulatory rules of the place(s) where the Company's shares are listed, the Articles of Association, and these Terms of Reference.

**Article 19** Minutes shall be kept for the meetings of the Strategy Committee, and the members present at the meeting shall sign the minutes. The meeting minutes shall be kept by the secretary to the Board of Directors of the Company.

**Article 20** The proposals passed and the voting results of the Strategy Committee meetings shall be reported to the Board of Directors of the Company in writing.

**Article 21** Members present at the meeting shall keep all matters discussed at the meetings confidential and shall not disclose any such information without authorization.

## Chapter 6 Supplementary Provisions

**Article 22** Matters not covered by these Terms of Reference shall be implemented in accordance with national laws, regulations, normative documents, the securities regulatory rules of the place(s) where the Company's shares are listed and the Articles of Association. In the event of any inconsistency between these Terms of Reference and relevant laws, regulations, normative documents, the securities regulatory rules of the place(s) where the Company's shares are listed or the Articles of Association, such laws, regulations, normative documents, the Hong Kong Listing Rules, other securities regulatory rules of the place(s) where the Company's shares are listed and the Articles of Association shall prevail.

**Article 23** The terms "or more" and "within" as referred to in these Terms of Reference include the given figure, and the term "over" does not include the given figure.

**Article 24** The Board of Directors of the Company shall be responsible for the interpretation and amendment of these Terms of Reference.

**Article 25** Upon consideration and approval by the Board of Directors of the Company, these Terms of Reference shall become effective and applicable from the date on which the H shares issued by the Company in the initial public offering are filed with the China Securities Regulatory Commission and listed on The Stock Exchange of Hong Kong Limited.