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SHANGHAI JUNSHI BIOSCIENCES CO., LTD.*
上海君實生物醫藥科技股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)
(Stock code: 1877)

**INDICATIVE ANNOUNCEMENT
REGARDING THE 2020 FIRST CLASS MEETING OF
DOMESTIC SHAREHOLDERS AND
2020 FIRST CLASS MEETING OF H SHAREHOLDERS**

This announcement is made pursuant to the disclosure requirement under the articles of association (the “**Articles of Association**”) of Shanghai Junshi Biosciences Co., Ltd.* (the “**Company**”). Reference is made to the Company’s circular dated 20 April 2020 (the “**Circular**”). Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

In accordance with Article 110 of the Articles of Association, when the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies to the Company of their attendance. That the quorum for a class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of the class. If the number of the voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within five (5) days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.

NOTICE IS HEREBY GIVEN that the Class Meeting of Domestic Shareholders and the Class Meeting of H Shareholders will be held at 13th Floor, Building 2, Nos. 36, 58 Haiqu Road, Zhangjiang Hi-Tech Park, Shanghai, the PRC on Monday, 11 May 2020 immediately after the conclusion of the AGM (or any adjournment thereof) and immediately after the conclusion of the Class Meeting of Domestic Shareholders (or any adjournment thereof), respectively, for the purpose of considering, and if thought fit, approving the following resolutions:

SPECIAL RESOLUTIONS ⁽⁹⁾

1. To consider and approve the extension of the resolutions in relation to the initial public offering and listing of the Renminbi ordinary shares (A shares) of the Company on the STAR Market.

On 17 June 2019, the 2018 annual general meeting (the “**2018 AGM**”), the 2019 first class meeting of domestic shareholders (the “**2019 First Class Meeting of Domestic Shareholders**”) and 2019 first class meeting of H shareholders (the “**2019 First Class Meeting of H Shareholders**”, together with the 2019 First Class Meeting of Domestic Shareholders, the “**2019 Class Meetings**”) considered and individually approved the Resolution regarding the Initial Public Offering and Listing of the Renminbi Ordinary Shares (A shares) of the Company on the STAR Market⁽¹⁰⁾. The validity period for the resolutions shall be effective for 12 months from the date of approval by the shareholders at the AGM, the Class Meeting of Domestic Shareholders and the Class Meeting of H Shareholders.

As the application for initial public offering and listing of the Renminbi ordinary shares (A shares) of the Company on the STAR Market (the “**Listing**”) is still in the process of review, in order to ensure the continuity and effectiveness of the matters in connection the Listing, the Company intends to propose the extension of the validity period of the resolutions in relation to the Listing considered and approved at the AGM and the Class Meetings for 12 months from the expiry date. In addition, other relevant contents of the Resolutions Regarding the Initial Public Offering and Listing of the Renminbi Ordinary Shares (A shares) of the Company on the STAR Market considered and approved at the 2018 AGM, the 2019 First Class Meeting of Domestic Shareholders and 2019 First Class Meeting of H Shareholders remain unchanged.

In the event that the Company completed all matters relating to the Listing prior to the date of the 2019 AGM, the 2020 first class meeting of domestic shareholders and the 2020 first class meeting of H shareholders, the validity period of the abovementioned Resolutions Regarding the Initial Public Offering and Listing of the Renminbi Ordinary Shares (A shares) of the Company on the STAR Market is no longer to be extended.

2. For the general meeting to consider and approve the extension of the validity period of the authorization to the Board of Directors to fully handle matters in connection with the initial public offering and listing of the Renminbi ordinary shares (A shares) of the Company on the STAR Market.

On 17 June 2019, the 2018 AGM, the 2019 First Class Meeting of Domestic Shareholders and 2019 First Class Meeting of H Shareholders considered and approved the Authorization to the Board of Directors to Fully Handle Matters in connection with the Public Offering and Listing of the Renminbi Ordinary Shares (A shares) on the STAR Market. The validity period for the authorization to the Board of Directors relating to the Listing shall be effective for 12 months from the date of approval by the shareholders at the AGM, the Class Meeting of Domestic Shareholders and the Class Meeting of H Shareholders.

As the Listing is still in the process of review, in order to ensure the continuity and effectiveness of the matters in connection the Listing, the Company intends to propose the extension of the validity period of the authorization relating to the Listing for 12 months from the expiry date. In addition, other relevant contents of the Resolution Regarding the Extension of the Authorization to the Board of Directors to Fully Handle Matters in connection with the Initial Public Offering and Listing of the Renminbi Ordinary Shares (A shares) of the Company on the STAR Market considered and approved at the 2018 AGM, the 2019 First Class Meeting of Domestic Shareholders and 2019 First Class Meeting of H Shareholders remain unchanged.

In the event that the Company completed all matters relating to the Listing prior to the date of the 2019 AGM, the 2020 first class meeting of domestic shareholders and the 2020 first class meeting of H shareholders, the validity period of the abovementioned Resolution Regarding the Authorization to the Board of Directors to Fully Handle Matters in connection with the Public Offering and Listing of the Renminbi Ordinary Shares (A shares) on the STAR Market is no longer to be extended.

3. To consider and approve the Proposed Amendments to the Share Incentive Scheme.

The Company entered into share incentive agreements with the grantees (“**Grantees**”) pursuant to which the Company agreed to grant pre-IPO options (the “**Pre-IPO Options**”) to the Grantees on 12 March 2018. On 14 May 2018, the shareholders of the Company approved and adopted the share incentive scheme (the “**Existing Scheme**”).

In light of the proposed Listing, the Company proposed to amend the Existing Scheme in order to comply with the relevant rules and requirements regarding the Listing and customary market practices. These amendments were approved by the shareholders of the Company at the 2018 AGM, the 2019 First Class Meeting of Domestic Shareholders and 2019 First Class Meeting of H Shareholders held on 17 June 2019 (the “**Amended Scheme**”). The Amended Scheme will take effect upon completion of the Listing. For details of the Amended Scheme, please refer to the circular of the Company dated 27 May 2019.

Since the Company is still in the course of preparing for the Listing, the Existing Scheme remains currently in force. However, due to the PRC requirement (namely, the Questions and Answers by the Shanghai Stock Exchange on Examination of the Issuance and Listing of Stocks on the STAR Market (《上海證券交易所科創板股票發行上市審核問答》), the Grantees are currently prohibited from exercising their Pre-IPO Options. The first tranche of these unexercised options, however, would be expired by 11 March 2020 and would have been lapsed upon the Amended Scheme coming into effect.

Due to the above reasons, the Company proposes to further amend the validity period of the scheme and exercise periods of the Pre-IPO Options as follows (“**Proposed Amendments**”):

Amended Scheme	Proposed Amendments
<p>(I) Validity Period of this Scheme The validity period of this Scheme is from the date on which the share options are granted until the date on which the share options granted to the incentive targets are fully exercised or fully canceled. From the grant date, the validity period is not longer than 48 months.</p>	<p>(I) Validity Period of this Scheme The validity period of this Scheme is from the date on which the share options are granted until the date on which the share options granted to the incentive targets are fully exercised or fully canceled. From the grant date, the validity period is not longer than 29 months <u>from the date on which the Company’s initial public offering of shares and such shares are listed on the STAR Market of the Shanghai Stock Exchange (“STAR Market Listing”)</u>.</p>
<p>(V) Exercise Arrangement Subject to the satisfaction of the exercise conditions, the incentive targets can exercise the options in different stages after the expiry of the vesting period. The specific exercise arrangement is as follows:</p>	<p>(V) Exercise Arrangement Subject to the satisfaction of the exercise conditions, the incentive targets can exercise the options in different stages after the expiry of the vesting period. The specific exercise arrangement is as follows:</p>

Amended Scheme			Proposed Amendments		
Exercise period	Exercise time	Proportion of the exercisable number in the total number of share options granted to the incentive target	Exercise period	Exercise time	Proportion of the exercisable number in the total number of share options granted to the incentive target
The first exercise period	From the first trading day following the end of the 12 months from the date of grant until the last trading day of the 24 months from the date of grant	25%	The first exercise period	From the first trading day following the end of the 12 months from the date of grant until the last trading day of the <u>5</u> months from the date of STAR Market Listing	25%
The second exercise period	From the first trading day following the end of the 24 months from the date of grant until the last trading day of the 36 months from the date of grant	35%	The second exercise period	The second exercise period From the first trading day following the end of the <u>5</u> months from the date of STAR Market Listing until the last trading day of the <u>17</u> months from the date of STAR Market Listing	35%
The third exercise period	From the first trading day following the end of the 36 months from the date of grant until the last trading day of the 48 months from the date of grant	40%	The third exercise period	From the first trading day following the end of the <u>17</u> months from the date of STAR Market Listing until the last trading day of the <u>29</u> months from the date of STAR Market Listing	40%

Amended Scheme	Proposed Amendments
<p>The incentive targets must complete the exercise within the validity period of the share options. If the exercise conditions are not satisfied during the current validity period, the share options for the current period shall not be exercised, or the exercise of which shall not be deferred to the next stage. The corresponding share options shall automatically lapse, and the Company shall cancel the corresponding share options. Upon the expiry of the exercise period for the share options, the share options which have not been exercised by the incentive targets in the current period shall cease to be exercised. The corresponding share options shall automatically lapse, and the Company shall cancel the corresponding share options.</p> <p>Within the above-mentioned exercise period, for the share options held by the incentive targets which meet the exercise conditions, the incentive targets shall perform the exercise procedures according to the unified arrangement of the Company, except when it is clearly stated in the Company Law, Securities Law, and other relevant laws and regulations, normative documents and the securities administration rules applicable to the Company that the incentive targets may exercise the share options at their own discretion and when the Company agrees the incentive targets to exercise the share options at their own discretion. If the incentive targets refuse to perform the exercise procedures, after receiving the notice from the Company, the corresponding share options shall automatically lapse, and the Company shall cancel the corresponding share options.</p>	<p>The incentive targets must complete the exercise within the validity period of the share options. If the exercise conditions are not satisfied during the current validity period, the share options for the current period shall not be exercised, or the exercise of which shall not be deferred to the next stage. The corresponding share options shall automatically lapse, and the Company shall cancel the corresponding share options. Upon the expiry of the exercise period for the share options, the share options which have not been exercised by the incentive targets in the current period shall cease to be exercised. The corresponding share options shall automatically lapse, and the Company shall cancel the corresponding share options.</p> <p>Within the above-mentioned exercise period, for the share options held by the incentive targets which meet the exercise conditions, the incentive targets shall perform the exercise procedures according to the unified arrangement of the Company, except when it is clearly stated in the Company Law, Securities Law, and other relevant laws and regulations, normative documents and the securities administration rules applicable to the Company that the incentive targets may exercise the share options at their own discretion and when the Company agrees the incentive targets to exercise the share options at their own discretion. If the incentive targets refuse to perform the exercise procedures, after receiving the notice from the Company, the corresponding share options shall automatically lapse, and the Company shall cancel the corresponding share options.</p>

Note: The share incentive scheme is written in Chinese. If there is any inconsistency between the English and Chinese versions of this appendix, the Chinese version shall prevail.

The Proposed Amendments relate only to the validity period of the Amended Scheme and exercise periods of the Pre-IPO Options. All other terms of the Amended Scheme and the rights and obligations of the Company and Grantees under such scheme remain unchanged save for the above.

Given the nature of the business of the Company and the highly competitive industry in which the Company operates, it is extremely important for the Company to recruit and retain talents. The deprivation of the chances of exercising, and the lapse of, the first tranche Pre-IPO Options, would significantly affect the remuneration package of the Grantees and create a deterrent effect on the Pre-IPO Option holders. It will have a material adverse effect on the morale of the employees, and on the relationship between the Company and its key employees.

The Proposed Amendments will be beneficial to the Company and its shareholders by prolonging the incentive effect on the Pre-IPO Option holders to remain with the Group. Under the Proposed Amendments and in light of the timetable for the Listing, the Pre-IPO Option holders would only be able to keep and exercise their first tranche Pre-IPO Options unless and until they remain a staff of the Group at the time of the completion of the Listing. Also, they would also only be able to keep and enjoy the second tranche and the third tranche Pre-IPO Options if they remain a staff of the Group 17 months and 29 months from the date of completion of the Listing, respectively. Any earlier exit would result in a lapse of their Pre-IPO Options under the Amended Scheme. The Proposed Amendments are expected to provide additional and prolonged incentive to the Pre-IPO Option holders, and have the effect of discouraging them from exiting the Group before the commencement of the exercise periods, and is thus beneficial to the Company and its shareholders as a whole.

The Proposed Amendments are subject to the approval by the shareholders of the Company by way of special resolution at the AGM, the 2020 first class meeting of domestic shareholders and 2020 first class meeting of H shareholders. If approved, **the Proposed Amendments will only take effect upon completion of the Listing.** The Company will also enter into supplemental agreements with the Grantees to acknowledge the amendments to the Existing Scheme.

Details of the Class Meetings were also published on the website of the Company (www.junshipharma.com), the website of the National Equities Exchanges and Quotations (<http://www.neeq.com.cn>) and the website of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>).

By order of the Board
Shanghai Junshi Biosciences Co., Ltd.*
Mr. Xiong Jun
Chairman

Shanghai, the PRC, 24 April 2020

As at the date of this announcement, the board of directors of the Company comprises Mr. Xiong Jun, Dr. Li Ning, Dr. Feng Hui, Mr. Zhang Zhuobing, Dr. Wu Hai and Dr. Yao Sheng as executive Directors; Mr. Tang Yi, Mr. Li Cong, Mr. Yi Qingqing and Mr. Lin Lijun as non-executive Directors; and Dr. Chen Lieping, Dr. He Jia, Mr. Chen Xinjun, Mr. Qian Zhi and Dr. Roy Steven Herbst as independent non-executive Directors.

* *For identification purpose only*

Notes:

1. The Domestic Shareholders whose names appear on the Company's register of members of domestic shares of the Company maintained by China Securities Depository and Clearing Co., Ltd. at 3:00 p.m. on Friday, 24 April 2020 shall be entitled to attend and vote at the Class Meeting of Domestic Shareholders to be held on Monday, 11 May 2020. Investors who buy securities on the share interest registration date (being Friday, 24 April 2020) are entitled to this right, and investors who sell securities on the share interest registration date are not entitled to this right.

The register of members of H shares of the Company has been closed from Friday, 10 April 2020 to Monday, 11 May 2020, both days inclusive, during which period no transfer of H shares of the Company will be registered, in order to determine the entitlements of the shareholders of the Company to attend and vote at the Class Meeting of H Shareholders to be held on Monday, 11 May 2020. In order to be eligible to attend and vote at the Class Meeting of H Shareholders, holders of H shares of the Company whose transfer documents have not been registered are required to deposit all properly completed share transfer forms together with the relevant share certificates to the Company's H Share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H shares) for registration before 4:30 p.m. on Thursday, 9 April 2020.

2. A shareholder entitled to attend and vote at the meeting may appoint one or more persons as his/her proxy(ies) to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent the member.
3. The instrument appointing a proxy must be in writing and signed by the appointing shareholder or his duly authorized attorney in writing. Where the appointing shareholder is a legal entity, such instrument must be either under its common seal or duly signed by its legal representative, director(s) or duly authorized attorney(s).
4. Shareholders who intend to attend the meeting by proxy should complete the proxy form. For holders of domestic shares, the proxy form should be returned to the Company at 13th Floor, Building 2, Nos. 36, 58 Haiqu Road, Zhangjiang Hi-Tech Park, Shanghai, the People's Republic of China, in person or by post as soon as possible not less than 24 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the meeting and any adjournment thereof and voting in person. In such event, the form of proxy shall be deemed to be revoked.

For holders of H shares, the proxy form should be returned to the Company's H Share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, in person or by post as soon as possible not less than 24 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the meeting and any adjournment thereof and voting in person. In such event, the form of proxy shall be deemed to be revoked.

5. Shareholders who intend to attend the meeting in person or by proxy should return the reply slip (for holders of domestic shares) to the Company at 13th Floor, Building 2, Nos. 36, 58 Haiqu Road, Zhangjiang Hi-Tech Park, Shanghai, the People's Republic of China on or before 4:00 p.m. on Thursday, 30 April 2020 and (for holders of H shares) to the Company's H share registrar, Tricor Investor Services Limited on or before Tuesday, 21 April 2020.
6. The Class Meeting of Domestic Shareholders is expected to last for less than half a day. Shareholders (in person or by proxy) who attend the Class Meeting of Domestic Shareholders should bear their own transportation and accommodation expenses. Shareholders or their proxies attending the Class Meeting of Domestic Shareholders shall present their identification documents.

The Class Meeting of H Shareholders is expected to last for less than half a day. Shareholders (in person or by proxy) who attend the Class Meeting of H Shareholders should bear their own transportation and accommodation expenses. Shareholders or their proxies attending the Class Meeting of H Shareholders shall present their identification documents.

7. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. References to times and dates in this notice are to (for holders of Domestic Shares) Shanghai, PRC local times and dates and (for holders of H Shares) Hong Kong local times and dates.
9. Further details of the resolutions have been included in the Circular dispatched to shareholders by the Company.
10. The resolutions include resolution nos. 17(i) to (x) passed at the 2018 annual general meeting of the Company, resolution nos. 2(i) to (x) passed at the 2019 first class meeting of domestic shareholders of the Company and resolution nos. 2(i) to (x) passed at the 2019 first class meeting of H shareholders of the Company held on 17 June 2019. Further details of the resolutions are set out in the circular of the Company dated 27 May 2019.