



**上海復旦張江生物醫藥股份有限公司**

**Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\***

*(a joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock code:1349)**

## **Rules of Procedure for the Strategy Committee**

(Passed by the Board of Directors on 28 March 2024)

## CHAPTER I General Provisions

**Article 1** In order to ensure the rationality of the strategic planning on development and to facilitate the scientificity of the investment decision-making of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd.\* (the “Company”), the Company has established the Strategy Committee of the Board (hereinafter referred to as the “Committee”) and formulated these Rules of Procedure in accordance with the relevant provisions of the Company Law of the People’s Republic of China, the Articles of Association of Shanghai Fudan-Zhangjiang Bio-pharmaceutical Co., Ltd.\* (the “Articles of Association”), the Rules of Procedure for the Board of Directors of Shanghai Fudan-Zhangjiang Bio-pharmaceutical Co., Ltd.\* (the “Rules of Procedure for the Board”), the Listing Rules of the Sci-Tech Innovation Board of the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. These Rules of Procedure shall conform to the relevant provisions of both of the Listing Rules of the Sci-Tech Innovation Board of the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “Listing Rules”), and shall be implemented in accordance with whichever is stricter if the provisions of the two Listing Rules are inconsistent.

**Article 2** The Committee is a special committee set up by the Board in accordance with the Articles of Association. It is mainly responsible for providing foundation for the formation of development strategy and operation strategy of the Company to the Board, conducting studies on the Company’s mid-to-long-term development strategies and major decisions regarding investment and financing, and submitting relevant proposals. The Committee is accountable to the Board.

**Article 3** These Rules apply to the Committee and the relevant personnel and departments concerned herein.

## CHAPTER II Composition of the Strategy Committee

**Article 4** The Committee comprises three directors, including at least one independent non-executive director.

**Article 5** Members of the Committee shall be nominated by the chairman of the board of directors or more than one-third of the directors or more than one-half of the independent non-executive directors, and shall be elected and removed by a majority of the board of directors. The Committee shall have one chairman (“convener”), who is responsible for convening and presiding over the work of the Committee, and shall be elected and removed by a majority of the board of directors.

**Article 6** The term of office of the Committee shall be the same as that of the board of directors, while the term of office of its members shall be the same as that of the directors. A member may serve consecutive terms if re-elected upon the expiry of his/her term of office. If a member of the Committee ceases to be a director of the Company during his/her term of office, he/she will cease to be a member of the Committee automatically, and the number of members shall be supplemented by the board of directors pursuant to Articles 4 to 5 above.

**Article 7** A member of the Committee may resign to the board of directors before the expiry of his/her term of office. The written resignation report shall include a statement of the reasons for such resignation and the necessary statement regarding the matters that shall be brought to the attention of the board of directors.

### CHAPTER III Duties of the Strategy Committee

**Article 8** The duties of the Committee are as follows:

- (1) to study corporate development strategies and mid-to long-term development plans of the Company, make recommendations and submit to the board of directors for consideration and approval, and to conduct assessment and monitor the implementation thereof;
- (2) to study the proposal for increases or reductions of the Company's registered capital, issuance of corporate bonds, merger, division and dissolution, make recommendations and submit to the board of directors for consideration and approval;
- (3) to study material business restructuring, external acquisition, merger and disposal of assets of the Company and make recommendations and submit to the board of directors for consideration and approval;
- (4) to study the expansion into new markets and businesses of the Company, make recommendations and submit to the board of directors for consideration and approval;
- (5) to study the plans on investments, financing and capital operations and other programs of the Company that are subject to the approval of the board of directors, make recommendations and submit to the board of directors for consideration and approval;
- (6) to study the material organizational restructuring and adjustment proposals of the Company, make recommendations and submit to the board of directors for consideration and approval;
- (7) to instruct and oversee the implementation of relevant resolutions of the board of directors; and
- (8) to exercise such powers and perform such other duties as may be delegated to it by the Board from time to time. The Committee may engage external experts or intermediary agencies to provide professional advices when necessary.

**Article 9** The duties of the chairman of the Committee:

- (1) to convene and chair meetings of the Committee;
- (2) to supervise and examine the work of the Committee;
- (3) to sign relevant documents of the Committee;
- (4) to report to the board of directors on the work of the Committee; and
- (5) other duties as requested by the board of directors.

**Article 10** The Committee shall regularly track and evaluate the development strategy of the Company and propose amendments to keep the development strategy of the Company in line with changes in business conditions and market environment.

**Article 11** The Committee shall be accountable to the board of directors, and a special report shall be submitted to the board of directors for reference when the board of directors are making relevant decisions for matters related to Article 8. Upon special mandate authorized by the board of directors, the Committee shall have the power to formulate guidance on matters related to the development strategy of the Company.

#### CHAPTER IV Meetings of the Strategy Committee

**Article 12** The Strategic Committee shall meet as required. Meetings shall be convened by the convener or by an authorized member (an independent non-executive director) in the absence of the chairman.

**Article 13** In any of the following circumstances, within seven days of the occurrence of the relevant events, the convener of the Committee shall notify all the Committee members by phone, facsimile, post, email or direct delivery:

- (1) when the Board deems it necessary;
- (2) when the convener of the Committee deems it necessary; or
- (3) when two or more members propose.

**Article 14** The notice of the meeting shall contain information on the method, time, venue, duration and agenda of the meeting, time of issuance of the notice and other relevant information. The principle of holding meetings on-site shall be given priority. On the premise of ensuring that all participating directors can fully communicate and express their opinions, the meeting may be held by video-conferencing, telephone or other means in accordance with the procedures when necessary.

**Article 15** The Company shall, in principle, provide relevant materials and information no later than three days prior to the meeting of the Strategy Committee, unless all members unanimously agree to waive the requirement. The Company shall keep the information of the said meeting for at least ten years.

Upon receipt of the notice of the meeting, each Committee member shall promptly confirm and revert relevant information (including but not limited to whether to attend the meeting, schedule arrangement, etc.) in an appropriate manner.

**Article 16** The members of the Committee shall attend the meeting in person. If a member is unable to attend the meeting in person, such member shall, by submitting a letter of proxy with signature, entrust another member of the Committee to attend and express opinion at the meeting on his/her behalf. If a member who is also an independent non-executive director fails to attend the meetings, he / she shall review meeting materials in advance, formulate clear opinions and entrust another independent non-executive director in writing to attend the meeting on his / her behalf. Such letter of proxy shall expressly state the scope and term of the entrustment. A member cannot accept the entrustment of two other members or more at the same time.

The member attending meeting on behalf of another member shall exercise the rights within the scope of entrustment. If a member does not attend a meeting in person or entrust another member to exercise his/her rights on his/her behalf, nor does he/she submit any opinion in writing prior to the meeting, he/she shall be deemed to have waived his/her rights.

A member who is unable to attend a meeting in person may also exercise his/her rights by submitting his/her written opinion with respect to any matter for consideration in the meeting, provided that such written opinion shall be submitted to the convener no later than prior to the meeting.

**Article 17** If any member does not attend a meeting in person or entrust another member to attend such meeting on his/her behalf, nor does he/she submit any opinion in writing prior to the meeting on two consecutive occasions, or if such member fails to attend in person three-quarters of all meetings of the Committee held during any year, such member shall be deemed having failed to perform the responsibilities of the Committee, and the board of directors may adjust the members of the Committee in accordance with these Rules.

**Article 18** A meeting of the Committee shall be held only when it is attended by at least two members of the Committee. A meeting shall be chaired by the convener of the Committee, who may entrust another member of the Committee to do so on his/her behalf when he/she is unable to attend the meeting.

**Article 19** Each member of the Committee is entitled to one vote. More than half of the votes of all members are required to pass a resolution proposed at the meeting.

- Article 20** The matters for consideration shall be discussed during the meeting of the Committee. The members of the Committee shall explicitly, independently and fully express their opinions based on their judgment. In the case of any different opinions, such different opinions shall be stated in the minutes of the meeting to be presented to the board of directors.
- Article 21** In general, the Committee shall hold physical meetings. Under special circumstances, on the premise that the members of the Committee are able to sufficiently express their opinions and with the consent of the convener of the Committee, meetings may be held by means of telecommunication. Where a meeting is conducted by means of telecommunication, the members of the Committee shall submit to the board of directors their written opinions with respect to the matters for consideration within the period prescribed by the notice of the meeting.
- Article 22** The Committee may, where necessary, invite relevant experts of the Company or external experts, scholars, intermediary agencies and relevant personnel to attend the meeting, and the costs shall be borne by the Company. Such personnel invited to attend the meeting shall give explanation and elaboration as required by any member of the Committee.
- Article 23** If a member of the Committee is interested in any matter being considered by the Committee, such member shall abstain from voting. If after such abstention from voting the members present cannot form a quorum as specified in these Rules, such resolution shall be submitted to the board of directors for consideration.
- Article 24** All attendees of the meeting shall have the obligation to keep all matters discussed at the meeting confidential and shall not disclose any information relating thereto without authorization.
- Article 25** The Committee shall report to the board of directors on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so. The passed resolutions and voting results shall be reported to the board of directors of the Company in writing.
- Article 26** After the resolutions of the Committee is considered and approved by the board of directors, the general manager of the Company shall be responsible for the implementation of the resolutions, and the results shall be reported to the Committee.

## CHAPTER V Work Organization of the Strategy Committee

- Article 27** The Board Secretary/ Company Secretary shall be responsible for organizing and coordinating the work between the Committee and other relevant departments. The Board Secretary/ Company Secretary may attend the meetings of the Committee. Depending on its needs, and if deemed necessary by the Committee, it may invite other directors, supervisors, and senior management of the Company to attend the meetings.
- Article 28** Other relevant functional departments of the Company shall be responsible for providing support and collaboration for the work of the Committee.
- Article 29** The meetings of the Committee shall be minuted and the minutes shall be signed by the members present at the meeting. Complete minutes shall be kept by the Board Secretary/ Company Secretary.

## CHAPTER VI Miscellaneous

- Article 30** Unless expressly specified, the terms used in these Rules of Procedure shall have the same meaning as defined in the Articles of Association.
- Article 31** Upon consideration and approval by the board of directors, these Rules of Procedure shall be effective.
- Article 32** Matters not covered by these Rules shall be executed in accordance with the relevant national laws, administrative regulations, regulatory documents, the Articles of Association and the Listing Rules. In the event that these Rules of Procedure are inconsistent with the relevant laws, administrative regulations and regulatory documents promulgated by the State, the Articles of Association or the Listing Rules amended by legal procedure, they shall be implemented in accordance with the relevant national laws, administrative regulations and regulatory documents of the state, the Articles of Association and the Listing Rules, and shall be amended as soon as practicable, and be submitted to the board of directors for consideration and approval.
- Article 33** The board of directors shall be responsible for the interpretation of these Rules of Procedure.