SHANGHAI JUNSHI BIOSCIENCES CO., LTD.*

TERMS OF REFERENCE OF THE REMUNERATION AND APPRAISAL COMMITTEE OF THE BOARD OF DIRECTORS

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SHANGHAI JUNSHI BIOSCIENCES CO., LTD.*

TERMS OF REFERENCE OF THE REMUNERATION AND APPRAISAL COMMITTEE OF THE BOARD OF DIRECTORS

Chapter I General Provisions

Article 1 These terms of reference (these "**Terms**") are established by Shanghai Junshi Biosciences Co., Ltd.* (上海君實生物醫藥科技股份有限公司) (the "**Company**") for the Remuneration and Appraisal committee (the "**Committee**") under its board of directors (the "**Board**") in accordance with the relevant requirements of relevant laws, regulations and regulatory documents such as the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on the STAR Market of the Shanghai Stock Exchange (the "**STAR Market Listing Rules**") and 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 the Company (the "**Articles of Association**") and the Rules of Procedure of the Board of Directors of the Company in order to further establish a sound management system for the appraisal and remuneration of directors, general managers and other senior management members of the Company, and improve the corporate governance structure, thereby facilitating the Company to achieve its long-term strategic goals.

Article 2 The Committee is a body specifically set up by the Board in accordance with the Articles of Association, the STAR Market Listing Rules and the Hong Kong Listing Rules. The Committee is accountable to the Board and is mainly responsible for the research and review of the remuneration policy and proposals concerning directors and the senior management of the Company, the research of appraisal criteria for directors and the senior management of the Company, conducting appraisals, giving advice and making recommendations.

Article 3 In these Terms, directors refer to the directors elected at the general meetings of the Company; while the senior management refers to the general manager, deputy general managers, the chief financial officer, the secretary to the Board and the chief executive officer appointed by the Board, as well as other persons recognized by the Board.

Chapter II Composition

Article 4 The Committee shall be comprised of five directors, of whom the majority shall be independent non-executive directors.

Article 5 Members of the Committee shall either be nominated by the chairman of the Board, or at least one-third of the members of the Board or the nomination committee under the Board, and shall be elected by the Board by more than half of all directors.

Article 6 The Committee shall have one chairman (convener), who shall be an independent non-executive director, and shall be responsible for presiding over the work of the Committee. The chairman shall be internally elected by members of the Committee.

Article 7 The term of office of the Committee shall correspond to the term of office of the Board. Members of the Committee may serve consecutive terms if re-elected. In the event that during the term a member of the Committee ceases to be a director of the Company or, in the capacity of an independent non-executive director, ceases to be independent as required by the relevant laws and regulations, the STAR Market Listing Rules, the Hong Kong Listing Rules or the Articles of Association, his/her membership on the Committee shall lapse automatically, and the Board shall fill the vacancy in accordance with Articles 4 to 6 above.

Article 8 If any member fails to attend in person or entrust other members of the Committee as his/her representative to attend meetings of the Committee for two consecutive times, such member shall be deemed to have failed to perform his/her duties, and the Board shall replace such member.

Except for the situation set out in the foregoing paragraph and the circumstances under which relevant laws and regulations and the Articles of Association may prohibit a person from acting as a director or an independent non-executive director, a member shall not be removed from office without cause before the expiration of his/her term of office.

Article 9 A member may resign before the expiration of his/her term. The laws and regulations applicable to resignation by a member include the relevant requirements relating to resignation by a director or an independent non-executive director under the Articles of Association.

Article 10 Where a member of the Committee is removed from office by the Board in accordance with Article 8 herein or a member resigns from his/her position as a member of the Committee before the expiration of his/her term of office in accordance with Article 9 herein, he/she may continue to perform his/her duties and powers as a director or an independent non-executive director of the Company during his/her term of office without any prejudice.

Article 11 The Committee may have a secretary who is appointed by the chairman of the Committee and is solely responsible for providing information relating to the meetings of the Committee to the Company, doing preparatory works for the meetings of the Committee and implementing relevant resolutions made at the meetings.

Article 12 The secretary to the Board is responsible for providing support to assist the Committee in performing its duties and carrying out its work.

Article 13 If the Company fails to set up the Committee, or if at any time the Company fails to

comply with any other requirements of the STAR Market Listing Rules and the Hong Kong Listing Rules, the Company shall immediately publish announcements on relevant details and reasons. The Company shall establish the Committee with written terms of reference and/or appoint suitable candidates to satisfy relevant requirements within 3 months from the time when it fails to satisfy relevant requirements

Chapter III Terms of Reference

Article 14 In accordance with the relevant requirements of the Company Law, the STAR Market Listing Rules and the Hong Kong Listing Rules, the Committee is responsible for:

(I) researching the appraisal criteria for directors and senior management, conducting such appraisals and making recommendations to the Board;

(II) researching and reviewing the remuneration policy and proposals for directors and senior management of the Company based on their positions, duties and scope of work with reference to the remuneration levels in the same region, the same industry or that of competitors, which includes:

(a) making recommendations to the Board on the remuneration packages of executive directors and the senior management, including benefits in kind, pension rights and compensation payment, including any compensation payable for loss or termination of their office or appointment;

(b) making recommendations to the Board on the remuneration of non-executive directors;

(c) considering salaries paid by comparable companies, time commitment and responsibilities and employment conditions for other positions within the Group;

(d) reviewing and approving compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and reasonable and not excessive;

(e) reviewing and approving compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and

(f) ensuring that no director or any of his/her associates is involved in determining his/her own remuneration.

(III) examining the performance of directors and the senior management of the Company annually, conducting annual appraisals of their performance, and, based on the results of such appraisals, formulating annual remuneration packages and further incentive or punishment plans to be submitted to the Board for consideration, and to oversee the implementation of the above plans; and making recommendations to the Board on the Company's overall remuneration policy and structure for directors and senior management, as well as the establishment of formal and transparent procedures in formulating the remuneration policy;

(IV) evaluating the remuneration system of the Company and reviewing and overseeing its implementation;

(V) continuously supplementing and amending the remuneration policy and system

according to the development of the market and the Company;
(VI) reviewing and approving the proposed remunerations for the management according to the corporate policies and objectives developed by the Board;
(VII) explaining questions relating to the remuneration of directors and senior management to shareholders;
(VIII) making recommendations to the board of directors on establishing or modifying a stock incentive plan or an employee stock ownership plan, incentivizing recipients to be awarded such rights and the exercise of such rights, and making recommendations to the board of directors by directors and senior management in the arrangement of a shareholding proposal of a subsidiary to be spun off; and
(IX) performing other duties required by the laws, regulations, the STAR Market Listing Rules, the Hong Kong Listing Rules and the Articles of Association, and dealing with other matters authorized by the Board.

Article 15 The Board shall be entitled to veto any remuneration plans or packages that would harm the interests of shareholders of the Company. If the board of directors does not adopt or does not fully adopt the recommendations of the Committee, it shall record the opinions of the Committee and the specific reasons for not adopting them in the resolutions of the board of directors, and disclose accordingly.

Article 16 Upon approval by the Board, the remuneration plans or packages for directors of the Company proposed by the Committee shall be presented at a general meeting for consideration and approval before implementation. The remuneration distribution plan for the senior management of the Company shall also be submitted to the Board for consideration and approval before implementation.

Chapter IV Duties of Chairman

Article 17 The chairman of the Committee shall be responsible for:
(I) convening regular meetings of the Committee;
(II) convening extraordinary meetings of the Committee, if necessary;
(III) presiding over meetings of the Committee;
(IV) organizing the compilation of topical reports on remuneration and appraisal;
(V) reviewing and approving on-going research reports; and
(VI) performing other duties required by the laws, regulations, the STAR Market Listing Rules, the Hong Kong Listing Rules and the Articles of Association, and authorized by the Board and the Committee.

Article 18 Where the chairman of the Committee is unable to discharge his/her duties, a member designated by the chairman shall act on his/her behalf.

Chapter V Work Procedures

Article 19 The Committee shall, in accordance with the relevant laws and regulations, the Articles

of Association, the STAR Market Listing Rules and the Hong Kong Listing Rules, study the term of office, appraisal criteria and remuneration policy for directors and the management of the Company in light of the actual situation of the Company, and submit its relevant resolutions to the Board for consideration and approval, and implement the same accordingly. The Committee shall consult the chairman of the Company regarding the remuneration packages for other executive directors.

Article 20 The Committee's procedures for appraising directors and senior management are as follows:

(I) the directors and the senior management of the Company shall report their work and submit their self-evaluation reports to the Committee;

(II) the Committee shall, according to the performance appraisal standards and procedures, conduct performance appraisal of the directors and the senior management based on the Company's operating results provided in the audited report and the reports of directors and the senior management; and

(III) the remuneration amount and the incentive plan for the directors and the senior management resulting from internal discussion of the Committee and based on the results of work performance appraisals and the remuneration allocation policy shall be submitted to the Board for consideration in the form of a Board proposal upon approval.

Chapter VI Rules of Procedure

Article 21 Extraordinary meetings may be proposed by the chairman of the Committee. Notice of the meeting shall be delivered to all members of the Committee five days before the date of the meeting. The chairman of the Committee shall preside over the meetings. If the chairman of the Committee is unable to attend a meeting, he/she may appoint another member (independent non-executive director) of the Committee to preside over the meeting.

Article 22 A meeting of the Committee may only be held if it is attended by at least two-thirds of the members of the Committee. Each member of the Committee shall have one vote. A resolution made at the meeting of the Committee is conditional upon approval by more than half of all the members.

Article 23 Any vote at a meeting of the Committee may be taken by a show of hands or by poll. In principle, meetings shall be held on-site. Where necessary, it may be conducted via video-call, telephone, or other means in accordance with the procedures, provided that all participating committee members are able to communicate fully and express their opinions.

Article 24 Where necessary, the directors and senior management of the Company may be invited to attend the meetings of the Committee. Where necessary, the Committee may engage intermediaries to provide professional advice on its decision-making, and the expenses incurred shall be borne by the Company.

Article 25 When any subject of discussion of a meeting of the Committee relates to a member of the Committee, such member shall abstain from the meeting. When the Committee appraises a director present at a meeting or discusses his/her remuneration at a meeting, such director shall abstain from the meeting.

Article 26 The convening procedures, the method of voting and the remuneration policy and allocation plans passed at the meetings of the Committee shall comply with the requirements of relevant laws and regulations, the Articles of Association and these Terms.

Article 27 The Committee shall keep minutes of its meetings. The opinions of independent non-executive directors should be clearly stated in the minutes of the meeting. The members present at a meeting shall sign the minutes of that meeting. Such meeting minutes shall be kept by the secretary to the Board of the Company.

The first draft of the minutes of the Committee meetings shall be sent to all members of the Committee for their comments within a reasonable period of time after the meeting. The final draft shall be submitted to each member of the Committee for record.

Article 28 The resolutions passed at the meetings of the Committee and the voting results shall be submitted to the Board in writing for consideration.

Article 29 All members and persons attending or present at a meeting shall keep confidential all matters discussed at the meeting and shall not disclose any relevant information without authorization.

Chapter VII Supplementary Provisions

Article 30 Unless otherwise specified, the terms used herein shall have the same meanings ascribed to them in the Articles of Association.

Article 31 Any matters not covered by these Terms shall be implemented in accordance with the provisions of the relevant State laws and regulations, the relevant regulatory rules of the jurisdictions where the Company's shares are listed, the Articles of Association, the STAR Market Listing Rules and the Hong Kong Listing Rules. Where there is a conflict between these Terms and the laws and regulations to be promulgated by the State in the future, the relevant regulatory rules of the jurisdictions where the Company's shares are listed, the STAR Market Listing Rules, the Hong Kong Listing Rules or the Articles of Association as amended in accordance with lawful procedures, these Terms shall be implemented in accordance with the provisions of the relevant State laws and regulations, the relevant regulatory rules of the jurisdictions where the Company's shares are listed, the STAR Market Listing Rules, the Hong Kong Listing Rules and the Articles of Association. The amended terms shall be submitted to the Board for consideration and approval.

Article 32 These Terms shall be amended and construed by the Board.

Article 33 These Terms shall become effective after considered and approved by the Board.