SHANGHAI JUNSHI BIOSCIENCES CO., LTD.*

TERMS OF REFERENCE OF THE STRATEGIC COMMITTEE OF THE BOARD OF DIRECTORS

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SHANGHAI JUNSHI BIOSCIENCES CO., LTD.*

TERMS OF REFERENCE OF THE STRATEGIC COMMITTEE OF THE BOARD OF DIRECTORS

Chapter I General Provisions

Article 1 Those 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 strategic 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, 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 strengthen the company's core competitiveness, determine the company's development plan, improve investment decision-making procedures, enhance the scientific nature of decision-making, improve the efficiency and quality of major investment and capital operation decisions, and improve the company's 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 Committee is accountable to the Board and is mainly responsible for studying the company's long-term development strategy and major investment decisions, and making recommendations to the company's board of directors.

Chapter II Composition

Article 3 The Committee shall be comprised of five directors, with an odd number of members; at least one of whom shall be an independent non-executive director**.**

Article 4 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 by the Nomination Committee, and shall be elected by the Board by more than half of all directors

Article 5 The Committee shall have one chairman (convener), who shall be the chairman of the Board, and shall be responsible for presiding over the work of the Committee. If the chairman is unable to perform the duties, a member shall be jointly elected by more than half of the members to perform the chairman's duties on the behalf.

Article 6 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, his/her membership on the Committee shall lapse automatically. Members of the Strategic Committee may submit a written resignation report to the board of directors before the

expiration of their term of office, resigning from their position. The resignation report should include necessary explanations regarding the reasons for resignation and any matters that require attention from the company's board of directors. The Board shall fill the vacancy in accordance with Articles 3 to 5 above and the requirements under the related regulations and laws.

Chapter III Terms of Reference

Article 7 The Committee is responsible for:

(I) review the company's strategic development plan and make recommendations to the board of directors;

(II) review and deliberate on the establishment, feasibility study, external negotiations, due diligence, cooperation intentions, and contract signing of major new investment projects of the company in accordance with the company's strategic development plan, and make recommendations to the board of directors;

(III) review and deliberate on significant financing, capital operations, asset management matters such as the issuance of shares and corporate bonds of the company, and make recommendations to the Board of directors;

(IV) review and deliberate on the merger, spin-off, liquidation of the company, as well as other significant matters that affect the company's development, and make recommendations to the board of directors;

(V) report and research on other significant matters that affect the company's development and make recommendations to the board of directors;

(VI) monitor and track the implementation process of the above matters after they are submitted to the board of directors for approval and implementation, and propose adjustment suggestions as appropriate;

(VII) performing other duties required by the Articles of Association, the laws and regulations of the place where the Company is listed, the STAR Market Listing Rules and the Hong Kong Listing Rules, and dealing with other matters authorized by the Board.

Article 8 The Strategic Committee shall discuss matters within its scope of responsibility, be accountable to the board of directors, and submit the discussion results to the board of directors in the form of proposals for deliberation. The exercise of powers by the Strategic Committee has to comply with relevant provisions of laws, the “Hong Kong Listing Rules”, the “Articles of Association”, regulations, and has no harm to the interests of the company and its shareholders.

Chapter IV Duties of Chairman

Article 9 The chairman of the Committee is principally responsible for the following duties:

(I) convening and presiding over meetings of the Committee;

(II) presiding over meetings of the Committee;

(III) sign relevant documents of the committee;

(IV) report the work of the committee to the board of directors; and

(V) performing other duties required by the laws and regulations, the STAR Market Listing Rules, the Hong Kong Listing Rules and the Articles of Association, and authorized by the Board and the Committee.

Chapter V Rules of Procedure

Article 10 The meetings of the Strategic Committee shall be held as needed.

Article 11 The meetings of the Strategic Committee shall be convened by the chairman who shall also issue the meeting notice. The meeting notice and materials shall be delivered to all members five days before the meeting is held. If all members unanimously agree, the requirement for advanced notice may be waived.

Article 12 The meetings of the Strategic Committee shall be presided over by the chairman. If the chairman is unable to attend, they may entrust another member to preside over the meeting.

Article 13 Meetings of the Strategic Committee shall be held with the attendance of more than two-thirds of the members. Members who cannot attend may entrust other members in writing to attend and vote on their behalf. The proxy shall specify the name of the agent, the matters to be represented, the scope of authorization, and the period of validity, and shall be signed or stamped by the principal.

Resolutions made at the meeting shall be valid only if approved by a majority of all members. Relevant resolutions or opinions shall be signed by the participating members of the Strategic Committee. Each member shall have one vote, and voting shall be divided into three options: "approve," "oppose," and "abstain."

Article 14 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 15 Heads of relevant company departments involved in strategy plan may attend the meeting of the Strategic Committee as observers. Where necessary, the directors and the senior management of the Company may be invited to attend the meetings of the Committee.

Article 16 Where necessary, the Committee may engage independent intermediaries to provide professional advice on its decision-making, and the expenses incurred shall be borne by the Company.

Senior management and relevant departments of the company should adopt a cooperative and supportive attitude towards the Strategic Committee, provide relevant information, and actively cooperate with the Strategic Committee.

Article 17 The convening procedures, the method of voting and the proposals passed at the meetings of the Committee shall comply with the requirements of relevant laws and regulations, the STAR Market Listing Rules, the Hong Kong Listing Rules, the Articles of Association and these Terms.

Article 18 Meetings of the Strategic Committee shall be accompanied by meeting minutes, and the opinions of independent directors shall be clearly stated in the meeting minutes. The members present at a meeting shall sign the minutes of that meeting. Such meeting minutes shall be kept by the secretary of the Board of the Company.

The first drafts of the minutes of the meetings of the Committee 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 filing.

Article 19 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 VI Supplementary Provisions

Article 20 Unless otherwise specified, the terms used herein shall have the same meanings ascribed to them in the Articles of Association

Article 21 Any matters not covered by these Terms shall be implemented in accordance with the provisions of the relevant national 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. 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 22 These Terms shall be formulated, amended and construed by the Board.

Article 23 These Terms shall become effective after being considered and approved by the Board.