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 26 November 2025）

CHAPTER I Composition of the Strategy Committee

Article 1 Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the "Company") establishes the Strategy Committee and formulates these Rules 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 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 shall be in compliance with 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 and shall be implemented in accordance with whichever is stricter if the provisions of the two Listing Rules are inconsistent.

Article 2 The Strategy Committee is a special body set up by the board of directors (the "Board").

Article 3 The Strategy Committee shall comprise more than three directors.

Article 4 Members of the Strategy Committee shall be appointed by the Board.

Article 5 The Strategy Committee shall have one chairman ("convener", same blow) who must be appointed by the Board, and will lead the Strategy Committee, convene and preside over the meetings of the Strategy Committee. If the chairman is unable to perform or fails to perform his/her duties, such duties shall be performed by another committee member appointed by the chairman or elected by a majority of all committee members.

Article 6 The term of office of the Strategy Committee shall be in congruence with that of the current term of the Board, and the term of office of the members shall be in congruence with that of the directors. Members may be re-elected after the term of office expires. When a member of the committee ceases to serve as a director of the Company during his/her tenure of office, he / she will automatically cease to be a member of the committee, and the Board shall supplement new member(s) in accordance with the provisions of the laws and regulations and these Rules.

CHAPTER II Terms of Reference for the Strategy Committee

Article 7 The terms of reference for the Committee include:

(1) to study irregular research on the Company's development strategy and medium and long-term development plan and submit to the Board 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 for consideration and approval;

(3) to study material business restructuring, external acquisition, merger and transfer of assets of the Company and make recommendations and submit to the Board for consideration and approval;

(4) to study the expansion into new markets and businesses of the Company, make recommendations and submit to the Board 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, make recommendations and submit to the Board for consideration and approval;

(6) to study the material organizational restructuring and adjustment proposals of the Company, make recommendations and submit to the Board for consideration and approval;

(7) to instruct and oversee the implementation of relevant resolutions of the Board;

(8) other powers delegated by the Board; and

(9) other requirements imposed on the scope of work of the Committee by the from time to time revised listing rules of the stock exchanges where the Company's shares are listed.

The Committee shall be accountable to the Board and shall submit recommendations to the Board in respect of the relevant matters specified in these Rules.

CHAPTER III Rules of procedure of the Strategy Committee

Article 8 The Strategic Committee shall meet as required. A meeting may be convened upon a proposal made by two or more committee members, or when the convener deems it necessary. The Company shall, in principle, provide relevant materials and information no later than three days prior to the meeting of the Strategic Committee, unless all members unanimously agree to waive the relevant requirements. The Company shall keep the information of the said meeting for at least ten years.

After receiving the notice of the meeting, the members of the Strategic Committee 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 9 The content of the notice of the meeting of the Strategic Committee shall include the manner, time, place, duration, agenda, issue date and relevant information of the meeting. 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, telephone or other means in accordance with the procedures when necessary.

Article 10 A resolution adopted at a meeting shall be approved by a majority of all members of the Strategy Committee, with each member entitled to one vote.

Article 11 Member of the Strategy Committee shall attend the meeting in person. When a member is unable to attend the meeting in person due to some reasons, he / she shall review meeting materials in advance, formulate clear opinions, submit a power of attorney signed by the member and entrust other members of the Strategy Committee to attend and express their views on behalf of him/her. The scope and duration of the entrustment shall be specified in the power of attorney. A member cannot accept the entrustment of two other members or more at the same time. The members attending the meeting on their behalf shall exercise their rights within the scope of entrustment. Members who are unable to attend the meeting in person may also submit written opinions on the matters for consideration in exercise of their rights, provided that the written opinions are submitted to the chairman no later than prior to the meeting. If a member fails to attend the Strategy Committee meeting in person, nor does he/she appoint other members of the Strategy Committee to exercise the rights on his/her behalf or submit a written opinion prior to the meeting, he/she is deemed to have waived his/her rights.

Article 12 Members of the Strategy Committee who have not attended the Strategy Committee meetings in person for two consecutive times, nor have they entrusted other members of the Strategy Committee or submitted written opinions prior to the meeting; or the number of attendance of Strategy Committee meetings is less than three quarters of the total number of meetings in one year, are deemed to be unable to perform the duties of Strategy Committee, the Board may adjust the Strategy Committee members in accordance with these Rules.

Article 13 The Board Secretary/ Company Secretary is responsible for organizing and coordinating the work of the Strategy Committee and relevant departments. The Board Secretary/ Company Secretary may attend committee meetings. The Strategy Committee may invite other directors and senior management of the Company to attend its meeting as necessary.

Article 14 When a Strategy Committee member has an interest in the matter to be discussed by the Strategy Committee, the Strategy Committee member shall abstain from voting. If after such abstention from voting the members present cannot form a quorum as stipulated in these Rules, the proposal shall be submitted to the Board for consideration.

Article 15 The Strategy Committee shall report its decisions or recommendations to the Board, unless there are legal or regulatory restrictions on their ability to do so.

Article 16 Minutes should be kept for the meetings of the Strategy Committee and signed by members of the Strategy Committee attending the meetings. Minutes of the meetings should be kept by the Board Secretary/ Company Secretary.

Article 17 At the invitation of the chairman of the Board, the chairman of the Strategy Committee or in the absence of the chairman, another member authorized by the chairman of the Strategy Committee should attend and be available to answer questions at the annual general meeting of the Company.

Article 18 The Strategy Committee should be provided with sufficient resources to perform its duties. When performing its duties, the Strategy Committee may seek independent professional advice if necessary, and the related expenses shall be borne by the Company.

CHAPTER IV Miscellaneous

Article 19 The Strategy Committee shall disclose its terms of reference, explain its role and the authority delegated to it by the Board, and publish its terms of reference on the websites of the Company and the stock exchanges in accordance with the listing rules of the stock exchanges where the Company's shares are listed.

Article 20 The Company shall, concurrently with the disclosure of its annual report, disclose the annual performance of duties by the Strategy Committee on the websites of the stock exchanges where the Company's shares are listed, including the convening of meetings of the Strategy Committee.

Article 21 The terms "or more", "within" herein shall include the given figure; while "over" shall not include the given figure.

Article 22 If there is any inconsistency between the English and Chinese versions of these Rules, the Chinese version shall prevail.

Article 23 Matters not covered by these Rules shall be implemented in accordance with relevant national laws, administrative regulations, regulatory documents, the Articles of Association and the listing rules of the stock exchanges where the Company's shares are listed. If these Rules conflict with the laws, administrative regulations, regulatory documents issued by the State, the Articles of Association amended by legal procedures or the listing rules of the stock exchanges where the Company's shares are listed, they shall be implemented in accordance with relevant national laws, administrative regulations, regulatory documents, the Articles of Association and the listing rules of the stock exchanges where the Company's shares are listed, and amended as soon as possible and proposed to the Board for approval.

Article 24 These Rules shall become effective upon being reviewed and approved by the Board of Directors of the Company, and the Board of Directors shall be responsible for their interpretation and amendment..