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 Remuneration Committee

（Passed by the Board of Directors on 26 November 2025）

CHAPTER I Composition of the Remuneration Committee

Article 1 Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the "Company") establishes the Remuneration 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 Remuneration Committee is a special body set up by the board of directors (the "Board").

Article 3 The Remuneration Committee shall comprise more than three directors, and independent non-executive directors should account more than a half.

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

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

Article 6 The term of office of the Remuneration 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. If the chairman ceases to be an independent non-executive director of the Company, he/she will automatically cease to be a convener, and a new convener shall be elected by the Board in accordance with the provisions of the laws and regulations and these Rules.

CHAPTER II Terms of Reference for the Remuneration Committee

Article 7 The terms of reference for the Remuneration Committee include:

(1) to develop and review policies, structures and packages for all remuneration of Directors and senior management and to make recommendations to the Board on matters relating to Article 10(1) of these Rules and on the establishment of a formal and transparent procedure for setting the remuneration policies;

(2) to formulate assessment criteria for directors and senior management and conduct the assessment;

(3) to make recommendations on the remuneration packages of individual executive directors and senior management; such remuneration packages include non-monetary benefits, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board on the remuneration of non-executive directors.;

(4) to consider the remuneration paid by comparable companies, the time and responsibilities involved and the employment conditions of other positions within the Group;

(5) to review and consider the remuneration packages of management with reference to the corporate goals and objectives resolved by the Board;

(6) to review and approve the compensation payable to executive directors and senior management for loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms; if the compensation is not in accordance with contractual terms, such compensation shall be fair and reasonable and not excessive for the Company;

(7) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that such arrangements are determined in accordance with contractual terms; if the arrangements are not in accordance with contractual terms, such compensation shall be reasonable and appropriate;

(8) to ensure that no director or any of their associates is involved in deciding his/her own remuneration;

(9) to study the share incentive plan of the Company and put forward proposals;

(10) other powers granted by the Board; and

(11) to comply with the relevant requirements of the terms of reference of the committee under the listing rules of the stock exchanges where the Company's shares are listed (as amended from time to time).

The remuneration recommendations of the directors of the Company proposed by the Remuneration Committee are subject to the approval of the Board and shall come into force after being considered and approved at the shareholders' meeting. The remuneration plans for the general manager and other senior management of the Company shall be implemented in accordance with the relevant provisions of these Rules and the Articles of Association.

CHAPTER III Rules of Procedure for the Remuneration Committee

Article 8 The Remuneration Committee of the Board of the Company shall be responsible for formulating assessment standards for and conducting appraisals of directors and senior management, formulating and reviewing remuneration policies and packages for directors and senior management, including the remuneration determination mechanism, decision-making process, and arrangements for payment, suspension of payment and recovery, and making recommendations to the Board in respect of the following matters:

(1) the remuneration of directors and senior management;

(2) the formulation or change of the share incentive scheme and employee share ownership plan, the granting of benefits to incentive targets and the achievement of conditions for the exercise of such benefits;

(3) arrangement of shareholding plans by directors and senior management in the subsidiaries to be spun off; and

(4) Other matters as stipulated by laws and regulations, the listing rules of the stock exchanges where the Company's shares are listed and the Articles of Association of the Company.

If the Board does not adopt or does not fully adopt the recommendations of the Remuneration Committee, it shall record the Remuneration Committee's opinion and the specific reasons for not adopting the same in the resolution of the Board and disclose the same.

Article 9 The Remuneration 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 Remuneration 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 Remuneration 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 10 The content of the notice of the meeting of the Remuneration 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 11 The resolutions made by the meeting shall be subject to approval by over half of all members of the Remuneration Committee. Each member is entitled to one vote.

Article 12 The Remuneration Committee shall consult the chairman of the Board and/or general manager about their proposals relating to the remuneration of directors and senior management.

Article 13 Member of the Remuneration 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 Remuneration Committee to attend and express their views on behalf of him/her. Among them, if a member who is an independent non-executive director is unable to attend the meeting in person, he/she shall issue a written entrustment to another member who is an independent non-executive director to attend the meeting on his/her behalf. 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 Remuneration Committee meeting in person, nor does he/she appoint other members of the Remuneration 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 14 Members of the Remuneration Committee who have not attended the Remuneration Committee meetings in person for two consecutive times, nor have they entrusted other members of the Remuneration Committee or submitted written opinions prior to the meeting; or the number of attendance of Remuneration 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 Remuneration Committee, the Board may adjust the Remuneration Committee members in accordance with these Rules.

Article 15 The Board Secretary/ Company Secretary is responsible for organizing and coordinating the work of the Remuneration Committee and relevant departments. The Board Secretary/ Company Secretary may attend committee meetings. The Remuneration Committee may invite other directors and senior management of the Company to attend its meeting as necessary.

Article 16 When a Remuneration Committee member has an interest in the matter to be discussed by the Remuneration Committee, the Remuneration 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 17 The Remuneration Committee shall report its decisions or recommendations to the Board, unless there are legal or regulatory restrictions on their ability to do so.

Article 18 Minutes should be kept for the meetings of the Remuneration Committee and signed by members of the Remuneration Committee attending the meetings. Minutes of the meetings should be kept by the Board Secretary/ Company Secretary.

Article 19 At the invitation of the chairman of the Board, the chairman of the Remuneration Committee or in the absence of the chairman, another member authorized by the chairman of the Remuneration Committee should attend and be available to answer questions at the annual general meeting of the Company.

Article 20 The Remuneration Committee shall form a view in respect of service contracts that require shareholders' approval and advise shareholders as to whether the terms are fair and reasonable, advise whether such contracts are in the interests of the Company and its shareholders as a whole and advise shareholders (other than connected shareholders and shareholders who have a material interest in such service contracts and their associates) on how to vote pursuant to Rule 13.68 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Article 21 The Remuneration Committee should be provided with sufficient resources to perform its duties. When performing its duties, the Remuneration Committee may seek independent professional advice if necessary, and the related expenses shall be borne by the Company.

CHAPTER IV Miscellaneous

Article 22 The Remuneration 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 23 The Company shall, concurrently with the disclosure of its annual report, disclose the annual performance of duties by the Remuneration Committee on the websites of the stock exchanges where the Company's shares are listed, including the convening of meetings of the Remuneration Committee.

Article 24 The terms "or more", "within" herein shall include the given figure; while "over" shall not include the given figure.

Article 25 If there is any inconsistency between the English and Chinese versions of these Rules, the Chinese version shall prevail.

Article 26 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 27 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.