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 Nomination Committee

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

CHAPTER I Composition of the Nomination Committee

Article 1 Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the "Company") establishes the Nomination 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 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 the stricter principle if the provisions of the two Listing Rules are inconsistent.

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

Article 3 The Nomination Committee shall comprise three directors, and independent non-executive directors should account more than a half. The Nomination Committee shall appoint at least one director of a different gender.

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

Article 5 The Nomination 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 Nomination Committee, convene and preside over the meetings of the Nomination 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 Nomination 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 Nomination Committee

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

(1) with due regard for the benefits of diversity in Board members, to identify individuals who are suitably qualified to become Board members and to select or to make recommendations to the Board on the selection of individuals nominated for directorships; the candidates for directorship will be selected taken into account the Company's policy on diversity of Board members, namely with regard to factors including but not limited to, gender, age, cultural and educational background, professional experience, skills, knowledge and service term; review the structure, size and composition of the Board at least annually, make recommendations on any proposed changes to the Board (including Board diversity) and assist the Board in preparing the Board Skills Matrix to complement the issuer's corporate strategy;

(2) to report to the Board the composition of the Board members and monitor the implementation of the policy on Board diversity;

(3) to make disclosure of a summary of the policy on board diversity in the Corporate Governance Report annually, including any measurable objectives that it has set for implementing the policy, and progress on achieving those objectives;

(4) to identify individuals suitably qualified to become Directors and to select or make recommendations to the Board on the selection of individuals nominated for directorships;

(5) to examine the qualifications of the nominated independent non-executive director candidates for appointment and to form a clear opinion on such examination;

(6) to assess the independence of independent non-executive directors;

(7) to make recommendations to the Board on the appointment or re-appointment of directors of the Company and the succession planning for directors of the Company, in particular the chairman of the Board and general manager, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future, as appropriate;

(8) to formulate criteria and procedures for the selection of directors and senior management, to select and review the selection of directors and senior management and their qualifications for appointment, and to make recommendations to the Board in respect of the matters relating to paragraph 1 of Article 8 of these Rules;

(9) to assist the Company in conducting regular evaluations of the Board's performance;

(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 Nomination Committee may make recommendations on candidates for directors and senior management personnel of the Company. Among them, candidates for non-employee directors of the Company shall be submitted to the Board for approval first, and then to the shareholders' meeting for deliberation and adoption before taking effect.

CHAPTER III Rules of Procedure for the Nomination Committee

Article 8 The Nomination Committee of the Board of the Company shall be responsible for drawing up standards and procedures for the selection of directors and senior management personnel, selecting and reviewing the selection of directors and senior management personnel and their qualifications for appointment, and making recommendations to the Board on the following matters:

(1) nomination or appointment or removal of directors;

(2) the appointment or dismissal of senior management personnel; and

(3) other matters as stipulated in the laws, administrative regulations, the requirements of the China Securities Regulatory Commission ("CSRC"), the Shanghai Stock Exchange, the Rules and the Articles of Association of the Company.

If the Board does not adopt or does not fully adopt the recommendations of the Nomination Committee, it shall record the opinion of the Nomination Committee and the specific reasons for its non-adoption in a resolution of the Board and disclose the same.

Article 9 The Nomination 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 Nomination 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 Nomination 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 Nomination 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 Nomination Committee. Each member is entitled to one vote.

Article 12 Member of the Nomination 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 Nomination 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 Nomination Committee meeting in person, nor does he/she appoint other members of the Nomination 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 13 Members of the Nomination Committee who have not attended the Nomination Committee meetings in person for two consecutive times, nor have they entrusted other members of the Nomination Committee or submitted written opinions prior to the meeting; or the number of attendance of Nomination 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 Nomination Committee, the Board may adjust the Nomination Committee members in accordance with these Rules.

Article 14 The Board Secretary/ Company Secretary is responsible for organizing and coordinating the work of the Nomination Committee and relevant departments. The Board Secretary/ Company Secretary may attend committee meetings. The Nomination Committee may invite other directors and senior management of the Company to attend its meeting as necessary.

Article 15 When a Nomination Committee member has an interest in the matter to be discussed by the Nomination Committee, the Nomination 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 16 The Nomination Committee shall report its decisions or recommendations to the Board, unless there are legal or regulatory restrictions on their ability to do so.

Article 17 Minutes should be kept for the meetings of the Nomination Committee and signed by members of the Nomination Committee attending the meetings. Minutes of the meetings should be kept by the Board Secretary/ Company Secretary.

Article 18 At the invitation of the chairman of the Board, the chairman of the Nomination Committee or in the absence of the chairman, another member authorized by the chairman of the Nomination Committee should attend and be available to answer questions at the annual general meeting of the Company.

Article 19 The Nomination Committee should be provided with sufficient resources to perform its duties. When performing its duties, the Nomination Committee may seek independent professional advice if necessary, and the related expenses shall be borne by the Company.

CHAPTER IV Miscellaneous

Article 20 The Nomination 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 21 The Company shall, concurrently with the disclosure of its annual report, disclose the annual performance of duties by the Nomination Committee on the websites of the stock exchanges where the Company's shares are listed, including the convening of meetings of the Nomination Committee.

Article 22 The terms "or more", "within" herein shall include the given figure; while "over" shall not include the given figure.

Article 23 If there is any inconsistency between the English and Chinese versions of these Rules, the Chinese version shall prevail.

Article 24 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 25 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.