Note: If there is any inconsistency between the English and Chinese versions of the rules of procedure, the Chinese version shall prevail.

THE RULES OF PROCEDURE FOR THE BOARD OF DIRECTORS

(Passed by the Shareholders' Meeting on 26 November 2025)

Chapter I General Provisions

Article 1 With an aim to protect interests of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the "Company") and its shareholders, regulate acts of the directors, standardise the management system of the Company, clarify the duty and responsibility of the board of directors, establish the standardised organisational structure and operational procedures of the board of directors, safeguard the operation decision-makings of the Company to be implemented efficiently and orderly, the Rules of Procedure (the "Rules") are formulated in accordance with the requirements under the Company Law of the People's Republic of China (the "Company Law"), the Securities Law of the People's Republic of China (the "Securities Law"), the Guidelines for the Articles of Association of List Companies, the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), other relevant laws and regulations and the Articles of Association of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the "Articles"). The Rules shall conform to the Rules Governing the Listing of Stocks on 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 at the same time; in case of any discrepancy between the two listing rules, the stricter provisions shall prevail.

Article 2 The Rules constitute the binding legal document to regulate convening, holding discussion and voting procedures of the board of directors.

Article 3 The board of directors is the decision-making body for the management and operation of the Company, and is responsible for deciding on the development targets and major operating activities of the Company based on the rights of management and operation of the Company within the authorization scope of the Articles and the shareholders' meeting.

Article 4 The board of directors represents the Company externally. The Chairman of the board of directors is the director who represents the Company to execute corporate affairs and is the legal representative of the Company.

Article 5 The Board Secretary is responsible for the organisation and coordination of the meetings of the board of directors, including arrangement of meeting agenda, preparation of meeting documents and draft of minutes of meetings.

Chapter II Composition of the Board of Directors and Its Subordinate Bodies

Article 6 The board of directors comprises five to eleven directors, of which one shall be appointed as the Chairman of the board of directors and one to two shall be appointed as Vice Chairman of the board of directors.

The Company's directors shall include executive directors, non-executive directors, independent (non-executive) directors, and employee representative directors. An executive director refers to a director who holds an internal position competent in operations and management in the Company and is not independent as defined by law. A non-executive director refers to a director who does not hold an internal position competent in operations and management and is not independent as defined by law. An independent (non-executive) director refers to a director who does not hold any other position in the Company other than the directorship, satisfies the independence requirements for independent (non-executive) directors stipulated by the stock exchanges where the Company's shares are listed, and does not have any direct or indirect interest or other relationship with the Company, its major shareholder(s) and its actual controller or other factors that may influence them from making objective and independent judgment.

External directors (who are not employees of the Company) shall constitute more than half of the members of board of directors, and at least three representing at least one third of the members of the board of directors shall be independent (non-executive) directors, with at least one independent (non-executive) director possessing appropriate professional qualifications or suitable expertise in terms of accounting or related financial management as required by applicable laws and regulations.

The position of a director may also be acted by the senior management personnel, but the number of directors who also serve as senior management and directors who are employee representatives shall not exceed half of total number of directors of the Company.

Article 7 The qualification of the members of the board of directors shall comply with the requirements of the Company Law, the Securities Law, the Articles and other relevant laws and regulations.

Article 8 The non-employee representative directors of the Company are elected or replaced by the shareholders' meeting for a term of three years.

Upon expiration of the term of office, a director shall be eligible to offer himself/ herself for re-election and reappointment. An independent (non-executive) director may not serve for more than six consecutive years. Prior to the expiration of his/her term, a director shall be removed from his/her office by a shareholders' meeting. The removal takes effect on the date the resolution of the shareholders' meeting is passed.

The Company shall have at least one employee representative director. The employee representative director on the board of directors shall be democratically elected by the Company's employees through the employee representative congress, employee assembly, or other forms, and does not need to be submitted to the shareholders' meeting for deliberation.

The Chairman and the Vice Chairman of the board of directors shall be elected or removed by a simple majority of all the directors. The term of office of the Chairman and the Vice Chairman shall be three years, renewable upon re-election and reappointment.

Article 9 The term of office for directors shall commence from the date of appointment up to the expiration of the term of office of the board of directors. In the event that the terms of directors fall upon expiration whereas the members of the Board are not re-elected in time, the existing Directors shall continue to perform their duties in accordance with the laws, administrative regulations, departmental regulations and the Articles until the newly-appointed Directors take their office.

Article 10 The board of directors, or shareholders who individually or jointly hold more than 1% of the total voting shares of the Company's issued shares, have the right to nominate candidates for the position of directors.

Article 11 The board of directors establishes special committees such as the Strategy Committee, Audit Committee, Remuneration Committee and Nomination Committee under the Articles. All members of Board committees shall be directors. Among them, independent (non-executive) directors shall constitute a majority in the Remuneration Committee and the Nomination Committee and shall serve as the conveners. The Audit Committee should be composed entirely of non-executive directors who do not hold senior management positions in the Company, and the Convener of the Audit Committee should be an independent non-executive director and a member of the accounting profession.

Article 12 The Company shall formulate rules of procedures for special committees under the board of directors, which shall be approved by the board of directors. Each special committee under the board of directors shall exercise its powers in accordance with the Articles and its rules of procedure. The special committees are accountable to the board of directors, perform their duties in accordance with the Articles and the authorization of the board of directors, and their proposals shall be submitted to the board of directors for deliberation and decision.

Chapter III Powers and Duties of the Board of Directors

Article 13 The board of directors shall exercise the following powers:

(I) to convene shareholders' meeting and report to shareholders' meeting;

(II) to implement resolutions approved at shareholders' meeting;

(III) to determine business plans and investment plans of the Company;

(IV) to prepare the profit distribution plan and loss makeup plan of the Company;

(V) to formulate proposals for the increase or reduction of the registered capital, issue of corporate bonds or other securities and listing proposals of the Company;

(VI) to formulate plans for material acquisitions or disposals, purchase of shares of the Company, plans of merger, division, dissolution or transformation of the Company;

(VII) to decide on external investment, acquisition and disposal of assets, asset mortgage, external guarantees, consigned financial management, related (connected) transactions, external donations etc. of the Company within the authority granted by the shareholders' meeting;

(VIII) to decide on the establishment of internal management organisations of the Company;

(IX) to appoint or dismiss the general manager and the Board Secretary, and to decide on matters of remuneration, rewards, and punishments; appoint or dismiss the deputy general manager(s), the financial principal and other senior management personnel of the Company according to the nomination of the general manager, and to decide on matters of remuneration, rewards and punishments thereof;

(X) to set up the basic management system of the Company;

(XI) to formulate the proposals for any amendment to the Articles;

(XII) to manage the disclosure of the Company's information;

(XIII) to propose the appointment or replacement of an accounting firm that performs audits for the Company at the shareholders' meeting;

(XIV) to listen to the work report of the general manager of the Company and examine on his/her work;

(XV) to decide on other material matters and executive matters and except those requiring resolutions of shareholders' meeting as specified by the Company Law and the Articles;

(XVI) to exercise other functions and powers as stipulated by laws, administrative regulations, departmental rules and the Articles or other functions and powers as granted by the shareholders' meeting.

Chapter IV Rules for Board Meetings

Article 14 At least four regular meetings of the Board shall be held in each year, which shall be convened and presided over by the Chairman of the board of directors. Notice of the meeting shall be served in writing to on all directors at least 14 days before the date of the meeting. Under any of the following circumstances, the Chairman of the board of directors shall convene and chair extraordinary meeting of the board of directors within ten (10) days after the occurrence of such circumstance:

(I) as proposed by shareholder(s) representing 1/10 or more of the voting rights;

(II) as proposed by over one-third of the directors;

(III) as proposed by more than half of the independent (non-executive) directors;

(IV) as proposed by the Audit Committee;

(V) as requested by relevant regulatory departments.

Chapter V Proposals and Notices of Board Meetings

Article 15 Before giving the notice on convening a regular meeting, the Board Secretary should fully consult all directors to form the initial proposal and then submit it to the Chairman for approval.

The Chairman, if necessary, shall consult the senior management members before finalising the proposal.

Article 16 When an extraordinary meeting is proposed by the board of directors, a written proposal signed (affixed with the seal) of the proposer shall be presented to the Chairman by the proposer through the Board Secretary. The written proposal shall contain the following items:

(I) name(s) of the proposer(s);

(II) reason for the proposal or objective facts on which the proposal is based;

(III) time or length, place and form of meeting;

(IV) clear and specific proposal;

(V) contact of the proposer(s), date of the proposal, etc.

The contents of the proposal shall be closely related to the Company's operating activities, be within the power of the board of directors specified in the Articles, and have definite topics and specific issues, and the documents relating to the proposal shall be submitted together with the proposal itself.

If a proposal is submitted through the Board Secretary, the Board Secretary shall, upon receiving the aforementioned written proposal and related materials, transfer them to the Chairman of the board of directors as soon as possible. Where the Chairman of the board of directors deems the proposal not well-defined or specific or the relevant documents inadequate, the Chairman of the board of directors may require the proposer to amend or supplement the proposal.

Article 17 The following persons or units have the right to make their proposals to the board of directors:

(I) any director;

(II) the special committee of the board of directors.

For any matters in respect of their duties, the following persons have the right to make a proposal:

(I) the general manager;

(II) the chief financial officer;

(III) the Board Secretary.

Article 18 The notices of the regular meetings and extraordinary meetings of the board of directors shall be given in written. The notices of such meetings shall be given in the following time and methods:

(I) In case of convening a regular meeting of the board of directors, the Chairman shall through the Board Secretary, notify all directors in writing at least 14 days in advance by way of telephone, email, fax, express courier, registered mail, or personal delivery;

(II) In case of convening an extraordinary meeting of the board of directors, the Board Secretary shall notify all directors in writing at least 4 days before the meeting by way of telephone, email, fax, express courier, registered mail, or personal delivery;

(III) The notices for the meetings shall be written in Chinese, if necessary, the English version can be attached, including the meeting agenda. Any Director may waive the right to require the notice for the meetings of the board of directors.

Where an extraordinary board meeting needs to be convened in emergency, the notice of such meeting may be sent by telephone or by other verbal means, but the convener shall make explanations at the meeting and this shall be acknowledged in the resolution of the Board.

If a director has attended a meeting and has not raised an objection before or at the meeting about not having received the meeting notice, it shall be deemed that the meeting notice has been served to them.

Article 19 The notice for the meeting of the board of directors shall include the following content:

(I) session of the meeting of the board of directors and the time, place, and duration of the meeting;

(II) the form of the meeting;

(III) the reasons for the meeting and the topics to be deliberated;

(IV) convener and the presider of the meeting;

(V) the requirement that a director shall attend the meeting in person or by proxy;

(VI) the contact person for the meeting and their contact method;

(VII) date of giving the notice.

The notice for such meeting to be sent by verbal means or by telephone shall at least include the above item (I) and (II), as well as the description for convening the extraordinary meeting of the board of directors in case of the urgent situation.

Article 20 The Board Secretary shall provide adequate information before the meeting, including background information relating to the topics for discussion and information and data helping the directors learn about the business development of the Company.

Where two or more independent (non-executive) directors are of the opinion that the meeting materials are incomplete, insufficiently argued or not provided in a timely manner, they may make a joint proposal in writing to the Board to postpone the holding of the Board meeting or postpone consideration of the issues, and the Board shall adopt such a proposal.

Article 21 If, after the notice of a regular Board meeting is sent, it is necessary to change the date, location, etc. of the meeting or add, change or cancel proposals to the meeting, a written notice of change shall be sent three days before the original designated date for convening the meeting, to explain why and provide contents and documents relating to the new proposals. Where the notice of change is sent in less than three days in advance, the date of meeting shall be postponed accordingly unless approved by all Directors.

Article 22 If, after the notice of an extraordinary Board meeting is sent, it is necessary to change the date, location, etc. of the meeting or add, change or cancel proposal for the meeting, then it shall be necessary to seek the consent of all directors and make relevant records.

Chapter VI Convening and Holding of Meetings of the Board of Directors

Article 23 A meeting of the board of directors of the Company shall be held only if more than half of all the directors are present. The general manager and the Board Secretary who do not hold the concurrent post of the director shall attend the meetings of the board of directors as non-voting participants. When the Chairman of the board of directors deems necessary, other relevant persons may be notified to attend the meetings of the board of directors as non-voting participants.

Article 24 Any Board meeting shall be attended in person by its directors. If a director cannot attend the meeting due to some reasons, the director can appoint another director to attend the meeting on his/her behalf in written. The power of attorney shall set out the name of the proxy, the subject and scope of authorization and the period of the validity of the power of attorney, which shall be signed or sealed by the appointer. A director appointed as the representative of another director to attend the meeting shall exercise the rights of a director within the scope of authority.

Article 25 One director shall not accept appointment by more than two directors to attend one Board meeting on his/her behalf. Directors shall not appoint a director who has been appointed by other two directors to attend the meeting.

In considering matters relating to related (connected) transactions, non-related directors shall not appoint related directors to attend one Board meeting on his/her behalf, while independent (non-executive) directors shall not appoint non-independent directors to attend one Board meeting on his/her behalf.

Article 26 Any director failing to attend a board meeting and failing to appoint a proxy to attend in his/her stead shall be deemed as having abstained from voting in the meeting.

Article 27 Where Directors attend regular and extraordinary Board meeting through teleconference or telecommunication equipment, as long as all Directors participating in the meeting can hear and communicate with each other clearly, all such directors shall be deemed to be present in person at the meeting.

Article 28 Unless otherwise stipulated by applicable laws and regulations, the rules of the securities regulatory authorities and stock exchanges where the Company's shares are listed, and the Articles, for matters requiring approval by an extraordinary Board resolution, a valid resolution can be formed if the resolution in question is sent to all directors by the Board (including by hand, by mail or by fax) and is affirmatively signed and accepted by the number of Directors necessary to make such a decision as stipulated in the Articles.

Chapter VII Rules of Procedures and Resolutions of the Board of Directors

Article 29 The Board meeting shall be convened and presided over by the Chairman of the board of directors. In the event that the Chairman of the board of directors is incapable of performing or fails to perform his/her duties, the Vice Chairman of the board of directors (in case of more than two Vice Chairmen, the Vice Chairman of the board of directors jointly recommended by half or above of the directors) shall be appointed to convene and preside over the meeting. In the event that the Vice Chairman of the board of directors is incapable of performing or fails to perform his/her duties, a director jointly recommended by half or above of the Directors shall be appointed to convene and preside over the meeting.

Article 30 The meeting shall review all resolutions one by one according to the agenda, the process for discussion and explanation of resolutions shall be arranged and adjusted by the presider of meeting based on specific circumstances, but it shall be required to ensure that each director has the opportunity to express fully his/her views.

No person shall be allowed to speak in personal attacks or uncivilized words. In such cases, the presider of meeting shall prompt and prohibit timely.

Article 31 The voting for the resolutions of the board of directors shall be conducted by a show of hands or by a registered poll.

Article 32 Voting on resolutions at a Board meeting shall be executed with each person having one vote. Unless otherwise stipulated by laws, regulations, normative documents, and the Articles, resolutions of the board of directors must be approved by vote of more than half of all the Directors.

Article 33 The opinions expressed by independent (non-executive) directors shall be clearly recorded in the Board's resolutions. Matters such as proposed related (connected) transactions that require disclosure under laws and regulations, proposed changes or waivers of commitments by the Company and related parties, decisions and measures to be taken by the board of directors in response to a takeover of the Company, and other matters stipulated by laws, regulations, and the Articles, shall be submitted to the board of directors for deliberation after being approved by more than half of all independent (non-executive) directors of the Company.

Article 34 For the related directors, they shall avoid automatically when the board of directors reviews the connected transactions, which means the related directors:

(I) shall not participate in voting, the voting represented by them shall not be counted in the total number of shares validly voted;

(II) shall not exercise the voting rights for other directors;

(III) shall not impose any influence on the results of voting;

(IV) if the related director is the presider of meeting, shall not impose any influence on the results of voting by making use of favourable condition as the presider of meeting.

Article 35 When the board of directors is considering and voting on the connected transactions, the avoidance and voting procedures of the related directors are as follows:

(I) A matter considered by the board of directors relates to a director, the related director shall promptly report his/her relationship to the board of directors in writing before convening of the meeting of the board of directors;

(II) When the board of directors is considering the related matters, the presider of meeting announces expressly the relationship between the related director and the related transaction, and requires the related director to abstain, and the related transaction shall be considered and voted by the non-related directors;

(III) A meeting of the board of directors may be held with the attendance of more than half of the non-related directors and any resolution of such a meeting shall be subject to approval by more than half of the non-related directors. Where fewer than three non-related directors attend such a meeting, the transaction shall be submitted to the shareholders in shareholders' meeting for their review.

Article 36 Related directors include the following directors or directors who fall within any one of the following categories:

(I) being the counterparty;

(II) holding office in the counterparty, or holding office in a legal entity or other organisations which is in a position to directly or indirectly control the counterparty or which is under the direct or indirect control of the counterparty;

(III) having direct or indirect control of the counterparty;

(IV) being a close family member of the counterparty or a direct or indirect controller of the counterparty (including spouse, parents and spouse's parents, brothers and sisters and their spouses, children aged 18 or above and their spouses, spouses' brothers and sisters and parents of their children's spouses);

(V) being a close family member of a director, supervisor or senior management of the counterparty or a direct or indirect controller of the counterparty (including spouse, parents and spouse's parents, brothers and sisters and their spouses, children aged 18 or above and their spouses, spouses' brothers and sisters and parents of their children's spouses);

(VI) being a director whose independent commercial judgment may be influenced as determined by the China Securities Regulatory Commission, the stock exchange of the listing places of the Company or for other reasons determined by the Company.

Article 37 Review of the related party transactions involving in the related directors and the information disclosure procedures shall perform in accordance with the specific requirements of the China Securities Regulatory Commission, the stock exchanges of the listing places and the Company. For the related party transactions involving in the related directors, which are not reviewed in accordance with the prescribed procedures, the Company is entitled to cancel such contract, transaction or arrangement (except that the counterparty is a bona fide third party).

Article 38 The board of directors may invite intermediary institutions and experts in industry, operation, law, financial and other aspects to attend the meeting of the board of directors, and provide their professional advices.

Article 39 The meeting of the board of directors, in principal, shall not invite journalists or other unrelated persons to attend the meeting, where such persons are required to attend the meeting in special circumstances, the presider of meeting shall seek advices from other directors, they can be invited only upon consent from more than half of all the directors.

Article 40 If the attendees without voting rights need to speak at the meeting, they are required to obtain consent from the presider of meeting and obey the arrangement made by the presider of meeting.

Article 41 Where the presider of meeting considers the matters to be considered at the meeting are involved in secrets of the Company, he/she is entitled to request such attendees without voting rights to avoid.

Article 42 When voting at the meeting, the attendees without voting rights shall exit from the meeting.

Chapter VIII The Minutes of the Board Meetings

Article 43 Minutes shall be taken for the meeting of the board of directors, and the minutes shall be in Chinese.

Article 44 The minutes of each Board meeting shall be delivered to all directors for their comments as soon as possible. Directors who wish to amend or supplement the minutes shall, within one week upon receipt of the minutes, deliver their proposed amendments to the Chairman of the board of directors.

Article 45 After the minutes have been finalized, directors who were present at the relevant meeting and the person who recorded the proceedings of the relevant meeting shall sign the minutes. The minutes of the Board meetings shall be kept at the address of the Company in the PRC. A full copy of the minutes of shall be delivered to each director as soon as possible.

Article 46 The minutes of the meeting of the board of directors shall be kept as the files of the Company for a period of not less than ten years.

Article 47 The minutes of meetings of the board of directors shall contain the following information:

(I) session of the meeting, and its date, venue and convening method;

(II) information on the giving of the notice of the meeting;

(III) convener and the presider of the meeting;

(IV) the names of the directors in attendance and the names of the directors (proxies) attending the Board meeting on behalf of others;

(V) agenda of the meeting;

(VI) proposals considered by the meeting, key points in speech of each director and main opinions of each director on relevant issues;

(VII) voting method and result of each issue for resolution (voting result shall indicate the number of affirmative votes, dissenting votes or abstention votes respectively);

(VIII) other issues to which directors present at the meeting deem it necessary to record.

Article 48 Directors shall be responsible for resolutions of the board of directors. If resolutions of the board of directors violate the laws, administrative regulations, the Articles or resolutions of the shareholders' meeting, thus causing losses to the Company, the directors participating in the resolutions shall be liable to compensate the Company for the losses. However, on verification that a director had stated his/her objection when voting and the same was recorded in the minutes, such director may be exempted from such liability.

Chapter IX Implementation of the Resolutions of the Board of Directors and Information Disclosure

Article 49 General manager of the Company shall be responsible to the board of directors, organise to execute the resolutions of the board of directors and report the implementation and issues identified in the course of implementation to the board of directors.

Article 50 When the Company holds a board of directors meeting, it shall disclose information in accordance with applicable laws and regulations, the rules of the securities regulatory authorities and stock exchanges where the Company's shares are listed, and the Articles. The content of such information disclosure shall be implemented in accordance with relevant requirements by the Board Secretary.

Chapter X X Supplementary Provisions

Article 51 Matters not covered by these Rules shall be executed in accordance with relevant national laws, administrative regulations, regulatory documents, the Articles, and the rules of the securities regulatory authorities and stock exchanges where the Company's shares are listed. In the event that any provision of these Rules conflicts with the then-effective laws, administrative regulations, regulatory documents, the legally amended Articles, or the rules of the securities regulatory authorities and stock exchanges where the Company's shares are listed, they shall be executed in accordance with the foresaid rules, and these Rules shall be revised and submitted to the shareholders' meeting for review and approval as soon as possible.

Article 52 The terms "or more" and "within" shall include the given figure; while the terms "over" shall not include the given figure.

Article 53 The Rules, as an annex to the Articles, shall be approved by the shareholders' meeting and shall be interpreted by the board of directors.

Article 54 The amendments of the Rules shall be drafted by the board of directors and come into effect after consideration and approval by the shareholders' meeting.