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 Remuneration Management for Directors and Senior Management Personnel

（Passed by the annual general meeting on 28 May 2026）

Chapter I General Provisions

Article 1 With a view to further improving the remuneration management system for directors and senior management of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the "Company"), establishing a scientific and effective incentive and restraint mechanism, fully mobilizing the enthusiasm and creativity of the Company's directors and senior management, improving the efficiency of the Company's operation and management, and promoting the stable and sustainable development of the Company, the Rules of Procedure (the "Rules") are formulated in accordance with the relevant provisions of the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Guidelines for Corporate Governance of Listed Companies and other laws, administrative regulations, normative documents, as well as the Articles of Association of Shanghai Fudan-Zhangjiang Bio-Pharmaceutical Co., Ltd. (the "Articles"), in light of the actual situation of the Company.

Article 2 The Rules shall apply to all directors (including executive directors, non-executive directors, independent non-executive directors and employee directors) and senior management personnel (including the general manager, deputy general managers, chief financial officer, board secretary and other senior management personnel appointed by the board of directors) of the Company.

Article 3 The formulation of remuneration for the Company's directors and senior management shall comply with the following principles:

1) Principle of Fairness: The remuneration level shall match the Company's scale and business performance, and be basically consistent with the remuneration level of the same industry;
2) Principle of Unity of Responsibility, Power and Interest: The remuneration level shall be consistent with the value of the position and the extent of the responsibilities and obligations performed;
3) Principle of Long-term Development: The remuneration level shall reflect the long-term interests of the Company and be consistent with the goal of the sustainable and healthy development of the Company;
4) Principle of Equal Emphasis on Incentives and Restraints: The remuneration level shall reflect equal emphasis on incentives and restraints and corresponding rewards and penalties, and the payment of remuneration shall be linked to assessment and rewards and penalties.

Chapter II Remuneration Management Institutions

Article 4 The specific remuneration plan for the Company's directors and senior management shall be studied and formulated by the Remuneration Committee of the board of directors of the Company to clarify the basis for determining their remuneration and the specific composition thereof.

Article 5 The remuneration plan for directors shall be submitted by the board of directors to the shareholders' meeting for deliberation and approval before implementation and disclosure; the remuneration plan for senior management shall be submitted to the board of directors for deliberation and approval, explained to the shareholders' meeting and fully disclosed.

When the board of directors or the Remuneration Committee of the board of directors conducts an evaluation on an individual director or discusses his/her remuneration, such director shall abstain from the relevant deliberation and discussion.

Chapter III Composition and Standards of Remuneration

Article 6 The independent non-executive directors of the Company shall receive a fixed allowance. Save for the aforesaid allowance, the independent non-executive directors shall not obtain any other benefits from the Company, its major shareholders or any interested entities or individuals. The independent non-executive directors shall not participate in the performance assessment linked to remuneration within the Company.

Article 7 The remuneration of non-independent directors who hold other positions in the Company shall be the corresponding remuneration received in accordance with the specific positions they hold or the specific duties they perform in the Company, and no separate director's remuneration shall be paid; non-independent directors who do not hold any other positions in the Company shall not receive any remuneration from the Company. The Company may adopt medium and long-term incentive measures such as equity incentive plans or employee stock ownership plans for non-independent directors in accordance with the relevant laws and regulations.

Article 8 The remuneration of the Company's senior management shall consist of three parts: basic remuneration, performance remuneration and medium and long-term incentives:

1) Basic remuneration refers to the basic salary standard determined based on factors such as job position, job content, position value, responsibilities, capabilities and market remuneration, which shall be paid monthly or deferred in a certain proportion according to the actual situation;
2) Performance remuneration shall be based on the assessment of the Company's annual business objectives and the completion of individual annual performance assessment indicators. The proportion of performance remuneration shall be not less than 50% of the total amount of basic remuneration and performance remuneration in principle;
3) The Company may adopt medium and long-term incentive measures such as equity incentive plans and employee stock ownership plans for senior management, as well as other special incentives, bonuses or rewards issued according to the actual situation of the Company. The specific plans shall be separately formulated in accordance with the relevant national laws and regulations.

The determination and payment of the aforesaid performance remuneration and medium and long-term incentive income shall take performance evaluation as an important basis.

Article 9 The reasonable expenses incurred by the Company's directors and senior management in performing their duties in accordance with the relevant provisions of the Company Law, the Articles and other relevant rules shall be borne by the Company.

Chapter IV Remuneration Payment and Management

Article 10 The basic remuneration of the Company's senior management shall be paid in accordance with the provisions of Article 8 of the Rules, and the performance remuneration shall be paid in combination with the assessment results after the end of the fiscal year. A certain proportion of the Company's performance remuneration shall be paid after the disclosure of the annual report and the completion of performance evaluation, which shall be conducted based on the audited financial data of the Company.

Article 11 In the event that the Company's directors and senior management leave their posts due to re-election, replacement, resignation during their term of office and other reasons, their remuneration and allowances shall be paid in accordance with their actual term of office and the contracts signed with the Company.

Article 12 All remuneration and allowances of the Company's directors and senior management shall be pre-tax amounts, and the Company shall withhold and pay individual income tax on their behalf in accordance with the relevant provisions. The Company shall pay social insurance premiums and housing provident fund for the relevant directors and senior management who have established labor relations with the Company in accordance with the relevant provisions; the portion to be borne by the individuals shall be withheld and paid by the Company from their remuneration.

Article 13 In case of overpayment of remuneration due to calculation errors or operational negligence of the Company, the overpaid portion may be directly deducted from the subsequent remuneration payment; in case of underpayment or omission of remuneration, the underpaid or omitted portion shall be made up in the subsequent remuneration payment.

Article 14 The remuneration system shall serve the business strategy of the Company and be adjusted accordingly with the continuous changes in the Company's business conditions to ensure the sustainable development of the Company.

Article 15 The adjustment of remuneration for the Company's directors and senior management shall be based on the following factors:

1) The level of remuneration increase in the same industry;
2) The inflation level;
3) The profit situation of the Company;
4) The adjustment of Organizational Structure;
5) Individual adjustment due to job changes.

Article 16 In the event that the Company restates its financial reports retrospectively due to financial fraud and other misstatements, the Company shall promptly re-assess the performance remuneration and medium and long-term incentive income of directors and senior management and recover the overpaid portion accordingly.

Article 17 If a director or senior management of a listed company breaches his/her obligations and causes losses to the listed company, or is at fault for illegal and irregular acts such as financial fraud, fund occupation and irregular guarantee, the listed company shall reduce or stop the payment of unpaid performance remuneration and medium and long-term incentive income according to the seriousness of the circumstances, and recover all or part of the performance remuneration and medium and long-term incentive income paid during the period when the relevant acts occurred.

Chapter V Supplementary Provisions

Article 18 Matters not covered by these Rules shall be executed in accordance with relevant national laws, administrative regulations, regulatory documents, the Articles and the listing rules of the stock exchanges where the Company's shares are listed; in the event that any provision of these Rules conflicts with the national laws, administrative regulations, regulatory documents promulgated by the state, the Articles amended through legal procedures or the listing rules of the stock exchanges where the Company's shares are listed, they shall be executed in accordance with the aforesaid rules, and these Rules shall be revised and submitted to the board of directors and the shareholders' meeting for review and approval as soon as possible.

Article 19 The Rules shall be interpreted and revised by the board of directors of the Company.

Article 20 The Rules shall come into effect after consideration and approval by the shareholders' meeting of the Company.