君实生物
TopAlliance

SHANGHAI JUNSHI BIOSCIENCES CO., LTD.*
上海君實生物醫藥科技股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 1877)

RE-DESIGNATION OF DIRECTOR
RETIREMENT UPON EXPIRY OF TERM AND PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR
CHANGE IN COMPOSITION OF BOARD COMMITTEES

This announcement is made by Shanghai Junshi Biosciences Co., Ltd.* (the "**Company**") pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). Reference is also made to the overseas regulatory announcements dated 5 June 2026.

1. RE-DESIGNATION OF DIRECTOR

On 5 June 2026, Dr. Yao Sheng ("**Dr. Yao**") has tendered his resignation from his position as deputy general manager of the Company and director of Suzhou Junao Precision Medicine Co., Ltd.* (蘇州君奧精準醫學有限公司), a subsidiary of the Company, due to other work arrangements. Following the aforesaid resignation, Dr. Yao will be re-designated from an executive director of the Company ("**Director**") to a non-executive Director with effect from 5 June 2026 (the "**Re-designation**").

The biography of Dr. Yao is as follows:

Dr. Yao had served as an executive Director from March 2015 to May 2015, and served as an executive Director and deputy general manager from December 2016 to June 2026. Since June 2014, Dr. Yao is the Senior Vice President and Chief Executive Officer of TopAlliance Biosciences Inc. and a director of its subsidiaries. From January 2018 to June 2026, Dr. Yao served as a director in Suzhou Junao Precision Medicine Co., Ltd.

The term of Dr. Yao in relation to his appointment as a non-executive Director commences from 5 June 2026 and expires on the conclusion of the term of the fourth session of the Board. The term of office is determinable by either party serving on the other not less than three months' written notice, and subject to retirement by rotation and re-appointment in accordance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). He has not entered into nor proposed to enter into any service contracts, which fall within the meaning of Rule 13.68 of the Listing Rules requiring the prior approval of shareholders of the Company (the "**Shareholders**") at general meetings, with the Company. The remuneration of Dr. Yao will be determined with reference to his duties and responsibilities in the Company and prevailing market conditions, and will be subject to review by the Board and the remuneration and appraisal committee of the Company ("**Remuneration and Appraisal Committee**") from time to time.

As at the date of this announcement, pursuant to the 2025 H Share Option Incentive Scheme adopted by the Company on 29 September 2025, 1,200,000 H share options were granted to Dr. Yao. By virtue of the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) ("**SFO**"), he is deemed to be interested in 1,200,000 H shares of the Company, representing approximately 0.46% of the total issued H shares of the Company. Ms. Wang Lifang, mother of Dr. Yao, is a party acting in concert with Mr. Xiong Jun, the substantial shareholder of the Company.

As at the date of this announcement, save as disclosed above, Dr. Yao has confirmed that he: (i) does not hold any position in the Company or any other subsidiaries of the Company, nor did he hold any directorship or positions of supervisor in any other listed companies in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have any interests in the shares or underlying shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning the Re-designation that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The Re-designation is not expected to have any substantive impact on the Company's research and development, operation, core technology and competitiveness. Dr. Zou Jianjun and Mr. Zhang Zhuobing, both being executive Directors, have taken on Dr. Yao's existing responsibilities prior to the Re-designation. Dr. Yao has confirmed that he has no disagreement with the Board and there are no other matters that should be brought to the attention of the Shareholders in relation to his resignation from the above-mentioned positions.

The Board would like to take this opportunity to express its sincere gratitude to Dr. Yao for his contributions to the Company during his term of office as an executive Director and the deputy general manager, and extend its warmest welcome to Dr. Yao in serving his new position in the Company.

2. EXPIRY OF TERM OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The term of Mr. Zhang Chun ("**Mr. Zhang**") as independent non-executive Director will expire on 18 June 2026, upon which he will have served as a director of the Company for six consecutive years and be subject to retirement upon expiry of term. Mr. Zhang shall retire from the position of independent non-executive Director and member of the audit committee ("**Audit Committee**"), Remuneration and Appraisal Committee, strategic and ESG committee ("**Strategic and ESG Committee**") and compliance committee ("**Compliance Committee**") of the Company. Mr. Zhang will continue to carry out his duties until, and his retirement will become effective upon, the election of the new independent non-executive Director. Mr. Zhang has confirmed that he has no disagreement with the Board, and there are no other matters that should be brought to the attention of the Shareholders in relation to his expiry of term.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Zhang for his contributions to the Company during his term of office.

3. PROPOSED ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of Directors (the "**Board**") has considered and approved to nominate Mr. Chen Liang ("**Mr. Chen**") as a candidate for independent non-executive Director. The election of Mr. Chen as independent non-executive Director will be proposed for consideration and approval by the Shareholders at the general meeting of the Company.

The biography of Mr. Chen is as follows:

Mr. Chen, male, aged 61, obtained his bachelor's degree in Economics from Nanjing University of Finance and Economics and his master's degree in Economics from Zhongnan University of Economics and Law between 1981 and 1990. Since 1990, he has successively served as the head of the department of financial management of the school of accounting, the vice dean of the school of accounting, a professor of accounting and a postgraduate supervisor at Nanjing University of Finance and Economics. From August 2017 to August 2023, he served as an independent director of Jiangsu Changshu Automotive Trim Group Co., Ltd.* (江蘇常熟汽飾集團股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603035.SH). From December 2019 to September 2025, he served as an independent director of Jiangsu Tongxingbao Intelligent Transportation Technology Co., Ltd.* (江蘇通行寶智慧交通科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 301339.SZ). From January 2020 to October 2025, he served as an independent director of COFCO Technology & Industry Co., Ltd.* (中糧科工股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 301058.SZ). He has served as an independent director of Jiangsu Broadcasting Cable Information Network Co., Ltd.* (江蘇省廣電有綫信息網絡股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600959.SH) since June 2021.

As at the date of this announcement, save as disclosed above, Mr. Chen has confirmed that he: (i) does not hold any position in the Company or any other subsidiaries of the Company, nor did he hold any directorship or positions of supervisor in any other listed companies in Hong Kong or overseas in the last three years; (ii) does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have any interests in the shares or underlying shares of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

If Mr. Chen is elected as an independent non-executive Director at the general meeting of the Company, the Company will enter into a service contract with Mr. Chen in relation to his election as an independent non-executive Director for a term commencing from the date of approval of his election at the general meeting of the Company and expiring on the conclusion of the fourth session of the Board. This term of office is determinable by either party serving on the other not less than three months' written notice, and subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Listing Rules. The remuneration of Mr. Chen will be determined with reference to his duties and responsibilities in the Company and prevailing market conditions, and will be subject to review by the Board and the Remuneration and Appraisal Committee from time to time. Mr. Chen has not entered into nor proposed to enter into any service contracts, which fall within the meaning of Rule 13.68 of the Listing Rules requiring the prior approval of Shareholders at general meetings, with the Company.

Mr. Chen has confirmed that (i) he has satisfied all the standards for independence as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Group or connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence when he is nominated as an independent non-executive Director.

Save as disclosed above, there are no other matters concerning Mr. Chen's election as an independent non-executive Director that need to be brought to the attention of the Shareholders nor any information required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

4. CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board has resolved to approve that, subject to the approval of the resolution regarding the election of Mr. Chen as an independent non-executive Director at the general meeting, Mr. Li Zhongxian shall be elected as the chairman of the Audit Committee and the Remuneration and Appraisal Committee, and a member of the Strategic and ESG Committee, and Mr. Chen shall be elected as a member of the Audit Committee and the Compliance Committee. Both terms shall commence from the approval date of the general meeting until the end of term of the fourth session of the Board.

Following the above changes, the composition of the Audit Committee, the Remuneration and Appraisal Committee, the Strategic and ESG Committee and the Compliance Committee will be as follows:

(i) the Audit Committee comprises two independent non-executive Directors, namely Mr. Li Zhongxian (chairman of the Audit Committee) and Mr. Chen Liang, and one non-executive Director, namely Mr. Tang Yi;

(ii) the Remuneration and Appraisal Committee comprises three independent non-executive Directors, namely Mr. Li Zhongxian (chairman of the Remuneration and Appraisal Committee), Dr. Yang Jin and Dr. Feng Xiaoyuan, and two executive Directors, namely Mr. Xiong Jun and Dr. Zou Jianjun;

(iii) the Strategic and ESG Committee comprises three executive Directors, namely Mr. Xiong Jun (chairman of the Strategic and ESG Committee), Dr. Zou Jianjun and Dr. Wang Gang, and two independent non-executive Directors, namely Dr. Feng Xiaoyuan and Mr. Li Zhongxian;

(iv) the Compliance Committee comprises three independent non-executive Directors, namely Ms. Lu Kun (chairman of the Compliance Committee), Mr. Li Zhongxian and Mr. Chen Liang.

By order of the Board of
Shanghai Junshi Biosciences Co., Ltd.*
Mr. Xiong Jun
Chairman

Shanghai, the PRC, 5 June 2026

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Xiong Jun, Dr. Li Ning, Dr. Zou Jianjun, Mr. Li Cong, Mr. Zhang Zhuobing, Dr. Wang Gang and Dr. Li Xin as executive Directors; Dr. Yao Sheng and Mr. Tang Yi as non-executive Directors; and Mr. Zhang Chun, Dr. Feng Xiaoyuan, Mr. Li Zhongxian, Ms. Lu Kun and Dr. Yang Jin as independent non-executive Directors.

* *For identification purpose only*