

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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)

NOTICE OF THE 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 annual general meeting (the “**AGM**”) of Shanghai Junshi Biosciences Co., Ltd.* (the “**Company**”) will be held at 15th Floor, Building 7, No. 6, Lane 100, Pingjiaqiao Road, Pudong New Area, Shanghai, the People’s Republic of China on Friday, 30 June 2023 at 2:00 p.m., for the following purposes:

ORDINARY RESOLUTIONS⁽⁹⁾

1. The proposal in relation to the 2022 Report of the Board of Directors
2. The proposal in relation to the 2022 Report of the Board of Supervisors
3. The proposal in relation to the 2022 Annual Report and its summary
4. The proposal in relation to the 2022 Financial Accounts Report
5. The proposal in relation to the 2022 Profit Distribution Plan
6. The proposal in relation to the application to bank(s) for credit lines for 2023
7. The proposal in relation to the remuneration of Directors for 2023
8. The proposal in relation to the remuneration of Supervisors for 2023
9. The proposal in relation to the appointment of the PRC and overseas auditors for 2023
10. The proposal in relation to the appointment of Dr. Meng Anming as Independent Non-executive Director
11. The proposal in relation to the utilization of part of the over subscription proceeds from the STAR Market Listing for permanent replenishment of liquidity

SPECIAL RESOLUTIONS⁽⁹⁾

12. The proposal in relation to the addition of estimated external guarantee quota for 2023
13. The proposal in relation to the grant of the general mandate to issue domestic and/or overseas debt financing instruments

In order to meet the needs of the Company's business development, reduce financing costs and seize market opportunities in a timely manner, in accordance with the PRC Company Law, the Hong Kong Listing Rules, and other relevant laws and regulation, as well as the Articles of Association and other relevant requirements, the Board of Directors intends to propose to the Shareholders at the general meeting to generally and unconditionally authorize the Board of Directors (and for the Board of Directors to sub-delegate the Chairman and his authorized person(s)) to determine and implement specific matters regarding the issuance of debt financing instruments within the quota as approved by the Shareholders at the general meeting:

I. Principal terms for issuance of the debt financing instruments

1. Categories of the debt financing instruments: The relevant debt financing instruments include, but are not limited to, short-term debentures, super short-term debentures, medium term notes, private placement debt financing instruments, enterprise bonds, corporate bonds, H Share convertible bonds, offshore RMB bonds and foreign currency bonds, perpetual bonds and other domestic and overseas debt financing instruments denominated in RMB or foreign currency permitted by the competent regulatory authority.
2. Size of issuance: The size of issuance of domestic and overseas debt financing instruments totaling not more than RMB2,500 million (or an equivalent amount in foreign currency) (calculated based on the aggregate balance outstanding upon the issuance and, in the case of an instrument denominated in a foreign currency, based on the median rate of the exchange rates published by the People's Bank of China on the date of the issuance) is authorized to be issued either one-off or in tranches within the validity period of such authorization.
3. Currency of issuance: The currency of issuance of debt financing instruments may be RMB or foreign currency based on the review and approval results of the issuance of debt financing instruments and the domestic and overseas market conditions of debt financing instruments at the time of such issuance.

4. Term and interest rate: The maximum term shall be no more than 10 years, with a single term or hybrid type of multiple terms. Domestic debt financing instruments with an indefinite term will not be subject to the above time limit. The specific term, the size of issuance of each term and type of debt financing instruments and their interest rates shall be determined by the Board of Directors or the Chairman and his authorized person(s) in accordance with the relevant regulations and the prevailing market conditions.
5. Issuer: The Company or its domestic or overseas wholly-owned subsidiary, or special-purpose vehicle established by the Company. If a domestic or overseas wholly-owned subsidiary or special-purpose vehicle is the issuer of debt financing instruments, the Company shall provide guarantees (including those provided by the issuer of debt financing instruments itself and/or by the Company) within the quota for issuance of its debt financing instruments, enter into a keep-well agreement or adopt a third-party credit enhancement method for such issuance.
6. Issuance price: The specific issuance price shall be determined by the Board of Directors or the Chairman and his authorized person(s) in accordance with relevant regulations and market conditions.
7. Use of proceeds: It is expected that, after deducting the issuance expenses, the proceeds raised from the issuance of debt financing instruments are to be used for purposes including meeting the needs of daily operations, repaying loans, replenishing working capital and/or investment, acquisition. The specific use of proceeds shall be determined by the Board of Directors or the Chairman and his authorized person(s) in accordance with the capital needs of the Company from time to time.
8. Method of issuance: It shall be determined based on the approval process of debt financing instruments, and the domestic and overseas market conditions of debt financing instruments at the time of such issuance.
9. The debt financing instruments to be issued are proposed to be listed on the Inter-bank Bond Market, the Shanghai Stock Exchange, the Hong Kong Stock Exchange, or other domestic or foreign exchanges.

II. Authorization for issuance of debt financing instruments

1. It is proposed that the Shareholders at the general meeting to generally and unconditionally authorize the Board of Directors (and for the Board of Directors to sub-delegate the Chairman and his authorized person(s)) to determine in their absolute discretion, and deal with all matters in respect of the issuance of debt financing instruments in accordance with the Company's needs from time to time as well as the market conditions, including but not limited to:
 - (1) to determine and implement the specific proposal of the issuance of debt financing instruments, including but not limited to the establishment and determination of the appropriate issuer, the type of the debt financing instruments to be issued, the method of issuance, currency, the nominal value of debt financing instruments, issue price, size of issuance, interest rate or its determination mechanism, issuance targets, markets for issuance, timing of issuance, term of issuance, issuance in instalments and number of tranches (if applicable), sale-back clause and redemption clause (if applicable), option for raising the coupon rate (if applicable), rating arrangement, guarantees (if applicable), principal and interest repayment period, conversion price, use of proceeds, specific placing arrangement, underwriting arrangement, debt repayment guarantee and all matters in relation to the proposed issuance of debt financing instruments.
 - (2) to carry out all necessary and ancillary actions and procedures in relation to the issuance of debt financing instruments, including but not limited to, engaging intermediary institutions, applying for and handling all approval, registration and filing procedures with the relevant government departments and/or regulatory authorities in connection with the issuance of debt financing instruments on behalf of the Company, executing, revising and implementing all necessary legal documents relating to the issuance of debt financing instruments, selecting trustee(s) for the issuance of debt financing instruments, formulating the rules for meetings of the holders of bonds, handling any information disclosure matters related to debt financing instruments in accordance with the applicable laws, regulations and requirements from regulatory authorities, and handling other matters in connection with the issuance and trading of debt financing instruments.

- (3) in the event of changes in regulatory policies or market conditions, except for the matters which must be voted on at the general meeting of the Company in accordance with relevant laws, regulations and the Articles of Association, subject to the scope of the authorization by the Shareholders at the general meeting, to adjust relevant matters such as the specific plan for issuing debt financing instruments in accordance with the opinion of the regulatory authorities or in response to changes in market conditions, or to determine whether or not to continue the work for such issuance in accordance with actual conditions.
 - (4) to determine and handle all relevant matters in connection with the listing of debt financing instruments to be issued on the Inter-bank Bond Market, the Shanghai Stock Exchange, the Hong Kong Stock Exchange or other domestic or foreign exchanges based on market conditions.
 - (5) to handle any other specific matters related to the issuance of debt financing instruments and execute all relevant or necessary documents.
2. To agree that at the time of the approval and authorization of the above matters by the Shareholders at the general meeting, the Board of Directors be further authorized to delegate the Chairman and his authorized person(s) to implement the issuance of debt financing instruments in accordance with the Company's needs and other market conditions.
3. To authorize the Chairman and his authorized person(s) to approve, execute and publish relevant documents, announcements and circulars and make relevant information disclosure in accordance with the applicable rules and regulations in the place where the Shares are listed.

III. The validity period of authorization for issuance of debt financing instruments

The validity period of authorization for issuance of debt financing instruments shall be effective from the date of approval at the 2022 AGM until the earliest of: (1) the conclusion of the 2023 annual general meeting of the Company; and (2) the revocation or variation of the general mandate by the Shareholders in general meeting.

If the Board of Directors or the Chairman and his authorized person(s) have resolved to issue the debt financing instruments within the validity period of the authorization and the Company has also obtained the approval, permission or registration (if applicable) for such issuance from the regulatory authorities within the validity period of the authorization, the Board of Directors or the Chairman and his authorized person(s) of the Company may complete the issuance of debt financing instruments within the validity period as confirmed by such approval, permission or registration.

If this resolution is approved at the general meeting, the matters relating to the issue of overseas bonds that the Board of Directors decides and conducts shall be carried out in accordance with the authorization of the resolution within the validity period of the aforementioned authorization to issue debt financing instruments.

The Board of Directors will only exercise the powers under the abovementioned mandate pursuant to the PRC Company Law, the Hong Kong Listing Rules and the Articles of Association, and if all necessary approvals (if needed) from relevant governmental authorities are obtained.

14. The proposal in relation to the grant of the general mandate to issue additional A Shares and/or H Shares

In order to seize market opportunities and ensure flexibility to issue new Shares, it is proposed at the AGM to approve the grant to the Board of Directors of an unconditional general mandate to authorize the Board of Directors to, subject to market conditions and the needs of the Company, separately or concurrently issue, allot and deal with A Shares and/or H Shares or securities convertible into such shares, options, warrants or similar rights to subscribe for any A Shares and/or H Shares in the Company (“**Similar Rights**”) not exceeding each of 20% of the issued A Shares or overseas-listed foreign shares (H Shares) in issue as at the date of passing the resolutions at the AGM, and to approve and execute all necessary documents, submit all necessary application procedures to the relevant authorities and take other necessary actions for the completion of the above matters:

I. Authorization matters of additional issuance of A Shares and/or H Shares or Similar Rights

1. It is proposed at the AGM to approve the grant of an unconditional general mandate to the Board of Directors (and the Board to authorize the Chairman and his authorized person(s)) (unless the delegation of authority is stipulated otherwise by relevant laws and regulations) to, with full discretion, separately or concurrently allot, issue and deal with A Shares and/or H Shares or Similar Rights in accordance with the needs

of the Company from time to time and market conditions, and determine the terms and conditions for allotting, issuing and dealing with the new Shares or Similar Rights, including but not limited to:

- (1) subject to market conditions and the needs of the Company, to issue, allot and deal with additional Shares of A Shares and/or H Shares, and to make or grant offer proposals, agreements or options in respect of such Shares.
- (2) the number of A Shares and/or H Shares (excluding the shares issued by way of capitalization of capital reserve fund) to be allotted or agreed conditionally or unconditionally to be allotted, issued and dealt with (whether pursuant to an option or otherwise) as approved by the Board of Directors shall not exceed each of 20% of the A Shares and/or H Shares in issue as at the date of passing this resolution at the AGM.
- (3) to formulate and implement the specific issue plan, including but not limited to the type, pricing method and/or issue price (including price range), issue size, allottees of the new Shares to be issued and the use of proceeds, the timing and the period of issue and determine whether to place to existing Shareholders.
- (4) to engage intermediaries for matters related to the issuance under the general mandate; to approve and execute all relevant acts, deeds, documents and other related matters necessary, appropriate, desirable and relevant for the issuance; to review, approve and execute on behalf of the Company the agreements related to the issuance, including but not limited to placing and underwriting agreements and intermediaries engagement agreements.
- (5) to review, approve and execute on behalf of the Company legal documents related to the issuance submitted to relevant regulatory authorities. To perform relevant approval procedures pursuant to the requirements of regulatory authorities and the place where the Company is listed, and complete all necessary filing, registration and record procedures in relevant government departments in Hong Kong and/or any other regions and jurisdictions (if applicable).
- (6) to make amendments to the relevant agreements and legal documents in respect of items (4) and (5) above in accordance with requirements of the regulatory authorities where the Company is listed.

- (7) to approve the Company to increase its registered capital upon the issuance of new Shares and make amendments to the Articles of Association in respect of the total amount of registered capital, shareholding structure and other relevant contents and to authorize the operation management of the Company to carry out relevant procedures in accordance with domestic and overseas requirements.
2. To agree that upon obtaining the approval and authorization granted by the Shareholders at the AGM for the above matters, the Chairman and his authorized person(s) be further authorized by the Board of Directors to implement matters for the issuance of additional A Shares and/or H Shares or Similar Rights according to the Company's needs and other market conditions.
3. To authorize the Chairman and his authorized person(s) to approve, sign and publish relevant documents, announcements and circulars and make relevant information disclosures in accordance with applicable regulatory rules at places where the Company are listed.

II. Authorization period of issuance of additional A Shares and/or H Shares or Similar Rights of the Company

Authorization matters of issuance of additional A Shares and/or H Shares or Similar Rights of the Company commence from the date of approval at the 2022 AGM to the earliest date among the following three: (1) the expiry of 12 months after the date of approval at the 2022 AGM; (2) the date of conclusion of the 2023 annual general meeting; or (3) the date of the general mandate being revoked or modified by Shareholders through resolution at any general meeting.

If the Company commences the allotment and issuance of new Shares or Similar Rights based on the limit under the general mandate of the previous year, but fails to complete the issuance before the expiration of such general mandate, it may continue to implement the allotment and issuance based on the limit under the general mandate of the current year without exceeding such limit.

Subject to all necessary approvals (if any) of relevant government authorities, the power under the abovementioned general mandate shall only be exercised by the Board of Directors in accordance with the PRC Company Law, the Hong Kong Listing Rules and the Articles of Association.

15. the proposal in relation to the Company's Issuance and Admission of GDRs on the SIX Swiss Exchange
16. the proposal in relation to the plan of the Company's Issuance and Admission of GDRs on the SIX Swiss Exchange (each and every item as a separate resolution):

- 16.1 Type and nominal value of securities to issue
- 16.2 Place of listing
- 16.3 Timing of issuance
- 16.4 Method of issuance
- 16.5 Size of issuance
- 16.6 Size of GDRs during the term
- 16.7 Conversion rate between GDRs and A Shares as underlying securities
- 16.8 Pricing method
- 16.9 Target subscribers
- 16.10 Size and use of raised proceeds
- 16.11 Conversion restriction period between GDRs and A Shares as underlying securities
- 16.12 Underwriting method
- 17. the proposal in relation to the proposal for the issuance of domestic new underlying shares as a result of the issuance of GDRs by the Company outside of the PRC
- 18. the proposal in relation to the demonstration and analysis report regarding the plan of the issuance of domestic new underlying shares as a result of the issuance of GDRs by the Company outside of PRC
- 19. the proposal in relation to the feasibility report on the use of proceeds from the issuance of domestic new underlying shares as a result of the issuance of GDRs by the Company outside of PRC
- 20. the proposal in relation to the report on the use of proceeds previously raised by the Company
- 21. the proposal in relation to the accumulated profit distribution plan prior to the Issuance and Admission of GDRs by the Company on the SIX Swiss Exchange
- 22. the proposal in relation to the validity period of the proposal in respect of the Issuance and Admission of GDRs by the Company on the SIX Swiss Exchange

23. the proposal in relation to the granting of authorization to the Board and Authorized Persons of the Board to consider in their sole discretion matters in connection with the Issuance and Admission of GDRs on the SIX Swiss Exchange
24. the proposal in relation to determining the Authorized Persons of the Board to consider relevant matters in connection with the Issuance and Admission of GDRs on the SIX Swiss Exchange
25. the proposal in relation to the dilution of immediate return resulting from the issuance of domestic new underlying shares as a result of the issuance of GDRs by the Company outside of the PRC and remedial measures adopted by the Company and undertakings by relevant subjects
26. the proposal in relation to the dividend distribution plan for the shareholders for the next three years (2023 to 2025)
27. the proposal in relation to proposed amendments to the Articles of Association applicable after the admission of the GDRs
28. the proposal in relation to proposed amendments to the Rules of Procedures of General Meeting applicable after the admission of the GDRs
29. the proposal in relation to proposed amendments to the Rules of Procedures of the Board of Directors applicable after the admission of GDRs
30. the proposal in relation to proposed amendments to Rules of Procedures of the Board of Supervisors applicable after the admission of GDRs

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

Shanghai, PRC, 7 June 2023

Notes:

1. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), any vote of shareholders at a general meeting will be taken by poll. As such, each of the resolutions set out in the notice of AGM will be voted by poll. Results of the poll will be published on the Company’s website at www.junshipharma.com and the Stock Exchange’s website at www.hkexnews.hk after the AGM in accordance with the Listing Rules.
2. The register of members of H shares of the Company will be closed from Thursday, 22 June 2023 to Friday, 30 June 2023, both days inclusive, during which period no transfer of H shares of the Company will be registered, in order to determine the entitlements of the shareholders of the Company to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfers of H shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company’s H share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares) before 4:30 p.m. on Wednesday, 21 June 2023, being the last share registration date.
3. A shareholder entitled to attend and vote at the meeting may appoint one or more persons as his/her proxy(ies) to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent the member.
4. The instrument appointing a proxy must be in writing and signed by the appointing shareholder or his duly authorized attorney in writing. Where the appointing shareholder is a legal entity, such instrument must be either under its common seal or duly signed by its legal representative, director(s) or duly authorized attorney(s).
5. Shareholders who intend to attend the meeting by proxy should complete the proxy form. For holders of H shares, the proxy form should be returned to the Company’s H Share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in person or by post as soon as possible not less than 24 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the meeting and any adjournment thereof and voting in person. In such event, the form of proxy shall be deemed to be revoked.
6. The AGM is expected to last for less than half a day. Shareholders (in person or by proxy) who attend the AGM should bear their own transportation and accommodation expenses. Shareholders or their proxies attending the AGM shall present their identification documents.
7. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. Unless otherwise stated, capitalized terms used herein shall have the same meanings as that defined in the circular of the Company dated 7 June 2023 (“**Circular**”). References to times and dates in this notice are to Hong Kong local times and dates.
9. Further details of the resolutions have been included in the Circular to be despatched to shareholders by the Company.
10. This notice of AGM is despatched to the holders of H shares only. The notice of AGM to the holders of A Shares is separately published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>).

As at the date of this notice, the Board of Directors of the Company comprises Mr. Xiong Jun, Dr. Li Ning, Dr. Feng Hui, Mr. Zhang Zhuobing, Dr. Yao Sheng, Mr. Li Cong and Dr. Zou Jianjun as executive Directors; Dr. Wu Hai and Mr. Tang Yi as non-executive Directors; and Dr. Chen Lieping, Dr. Roy Steven Herbst, Mr. Qian Zhi, Mr. Zhang Chun and Dr. Feng Xiaoyuan as independent non-executive Directors.

* *For identification purpose only.*