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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shanghai Junshi Biosciences Co., Ltd.*, you should at once hand this circular, the accompanying form of proxy to the purchaser or transferee or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**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)

**2023 ANNUAL REPORTS AND ACCOUNTS
2023 PROFIT DISTRIBUTION PLAN
CREDIT LINES FROM FINANCIAL INSTITUTION(S) FOR 2024
DIRECTORS' AND SUPERVISORS' REMUNERATION
APPOINTMENT OF AUDITORS
ADJUSTMENT TO THE USE OF PROCEEDS
FROM THE 2022 ISSUANCE OF A SHARES
PROPOSED AMENDMENTS TO
CERTAIN INTERNAL MANAGEMENT POLICIES
RE-ELECTION OF DIRECTORS AND NON-EMPLOYEE
REPRESENTATIVE SUPERVISORS
ESTIMATED EXTERNAL GUARANTEE QUOTA FOR 2024
GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS
GENERAL MANDATE TO ISSUE A SHARES AND/OR H SHARES
GENERAL MANDATE TO REPURCHASE H SHARES
PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION AND RELEVANT RULES OF PROCEDURES**

A letter from the Board is set out on pages 7 to 33 of this circular. The notices convening the AGM, the Class Meeting of A Shareholders and the Class Meeting of H Shareholders to be held at 15th Floor, Building 7, No. 6, Lane 100, Pingjiaqiao Road, Pudong New Area, Shanghai, the PRC on Friday, 21 June 2024 at 2:00 p.m. are set out on pages 293 to 305 of this circular.

The corresponding forms of proxy for the AGM and the Class Meeting of H Shareholders have been published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and of the Company (www.junshipharma.com). Whether or not you are able to attend the AGM and/or the Class Meeting of H Shareholders, you are reminded to complete, sign and return the corresponding form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form(s) of proxy for the AGM and the Class Meeting of H Shareholders shall be lodged at the Company's Hong Kong H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 24 hours before the time fixed for holding the AGM and/or the Class Meeting of H Shareholders or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude you from attending the AGM and/or the Class Meeting of H Shareholders and any adjournment thereof and voting in person.

Reference to times and dates in this circular are to Hong Kong local times and dates.

* For identification purposes only

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DEFINITIONS

Unless the context otherwise requires, the following expressions in this circular have the following meanings:

“2022 Issuance of A Shares”	the issuance of 70,000,000 A Shares to 17 target subscribers on 2 December 2022 at the issue price of RMB53.95 per A Share
“A Shares”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are traded in RMB and are listed on the Shanghai Stock Exchange
“AGM” or “2023 AGM”	the annual general meeting of the Company to be held on Friday, 21 June 2024 (and any adjournment thereof)
“Articles of Association” or “Articles”	the articles of association of the Company
“associate(s)”	has the meaning ascribed to it under the Hong Kong Listing Rules
“Audit Committee”	the audit committee of the Company
“Board of Directors” or “Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“Certain Internal Management Policies”	working rules of Independent Non-executive Directors, the management policies for external guarantees, the management policies for external investment, the management policies for related party transactions, the management policies for distribution of profits, and management policies for raised funds
“Chairman”	chairman of the Board of Directors
“Class Meeting of A Shareholders”	the class meeting of A Shareholders to be held on Friday, 21 June 2024 immediately after the conclusion of the AGM (or any adjournment thereof)
“Class Meeting of H Shareholders”	the class meeting of H Shareholders to be held on Friday, 21 June 2024 immediately after the conclusion of the Class Meeting of A Shareholders (or any adjournment thereof)

DEFINITIONS

“Class Meetings”	the Class Meeting of A Shareholders and the Class Meeting of H Shareholders
“Company”	Shanghai Junshi Biosciences Co., Ltd.* 上海君實生物醫藥科技股份有限公司, a joint stock limited company established in the PRC with limited liability, the H Shares and A Shares of which are listed and traded on the main board of the Hong Kong Stock Exchange and the Shanghai Stock Exchange, respectively
“Director(s)”	the director(s) of the Company
“FDA”	U.S. Food and Drug Administration
“Group”	the Company and its subsidiaries
“Guidelines for Articles of Listed Companies”	Guidelines for Articles of Association of Listed Companies (2023 Revision)* (《上市公司章程指引(2023年修訂)》)
“Hainan JunTop”	JunTop Biosciences (Hainan) Co., Ltd.* (君拓生物醫藥科技(海南)有限公司), a limited liability company established in the PRC, and a non-wholly owned subsidiary of the Company
“H Share(s)”	overseas-listed share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are traded in Hong Kong dollars and are listed on the main board of the Hong Kong Stock Exchange
“H Shareholder(s)”	holder(s) of H Shares
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules” or “Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“IFRS”	International Financial Reporting Standards

DEFINITIONS

“Independent Non-executive Director(s)”	the independent non-executive Director(s)
“IPR”	intellectual property rights
“Junshi Biotechnology”	Shanghai Junshi Biotechnology Co., Ltd.* (上海君實生物工程有限公司), a limited liability company established in the PRC and a wholly-owned subsidiary of the Company
“JunTop Biosciences”	Shanghai JunTop Biosciences Co., Ltd.* (上海君拓生物醫藥科技有限公司), a limited liability company established in the PRC and a non-wholly owned subsidiary of the Company
“Latest Practicable Date”	24 May 2024, being the latest practicable date prior to the publication of this circular of ascertaining certain information herein
“Measures for the Administration of Independent Directors of Listed Companies”	Measures for the Administration of Independent Directors of Listed Companies* (《上市公司獨立董事管理辦法》)
“NMPA”	National Medical Products Administration
“Nomination Committee”	the nomination committee of the Company
“Notice of AGM”	the notice of the AGM dated 30 May 2024, a copy of which is set out on pages 293 to 303 of this circular
“Notice of Class Meeting of H Shareholders”	the notice of the Class Meeting of H Shareholders dated 30 May 2024, a copy of which is set out on pages 304 to 305 of this circular
“PRC” or “China”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
“PRC GAAP”	the PRC Generally Accepted Accounting Principles

DEFINITIONS

“PRC Securities Law”	the Securities Law of the PRC (《中華人民共和國證券法》), as amended, supplemented or otherwise modified from time to time
“Relevant Rules of Procedures”	Rules of Procedures of General Meeting, the Rules of Procedures of the Board of Directors, and the Rules of Procedures of the Board of Supervisors
“Remuneration and Appraisal Committee”	the remuneration and appraisal committee of the Company
“Reporting Period”	the year ended 31 December 2023
“Repurchase Mandate”	the general mandate to exercise the power of the Company to repurchase, according to the repurchase plan to be determined by the Board of Directors, not exceeding 10% of the number of H Shares in issue (excluding treasury shares) as at the date of passing the proposed relevant resolutions at the AGM and the Class Meetings, details of which are set out in the notices of the AGM and the Class Meetings
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedures of the Board of Directors”	the rules of procedures of the meetings of the Board of Directors as effective at the time
“Rules of Procedures of the Board of Supervisors”	the rules of procedures of the meetings of the Board of Supervisors as effective at the time
“Rules of Procedures of General Meeting”	the rules of procedures of the general meetings of the Company as effective at the time
“R&D”	research and development
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai Stock Exchange”	the Shanghai Stock Exchange (上海證券交易所)
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising H Shares and A Shares

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s)
“STAR Market”	the STAR Market of the Shanghai Stock Exchange (上海證券交易所科創板)
“STAR Market Listing Rules”	the Rules Governing the Listing of Stocks on the STAR Market of the Shanghai Stock Exchange (《上海證券交易所科創板股票上市規則》)
“Supervisor(s)”	the supervisor(s) of the Company
“Suzhou Junao”	Suzhou Junao Medicine Co., Ltd.* (蘇州君奧精準醫學有限公司), a limited liability company established in the PRC, and a wholly-owned subsidiary of the Company
“Suzhou Junmeng”	Suzhou Junmeng Biosciences Co., Ltd.* (蘇州君盟生物醫藥科技有限公司), a limited liability company established in the PRC and a wholly-owned subsidiary of the Company
“Suzhou Junshi Biotechnology”	Suzhou Junshi Biotechnology Co., Ltd.* (蘇州君實生物工程公司), a limited liability company established in the PRC and a wholly-owned subsidiary of the Company
“Suzhou TopAlliance”	Suzhou TopAlliance Biosciences Co., Ltd.* (蘇州君實生物醫藥科技有限公司), a limited liability company established in the PRC and a wholly-owned subsidiary of the Company
“Suzhou Union”	Suzhou Union Biopharm Co., Ltd.* (蘇州眾合生物醫藥科技有限公司), a limited liability company established in the PRC and a wholly-owned subsidiary of the Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“TopAlliance”	TopAlliance Biosciences Inc., a corporation established in the United States and a wholly-owned subsidiary of the Company
“treasury share(s)”	has the meaning ascribed to it under the Listing Rules which will come into effect on 11 June 2024, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies” Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies* (《境內企業境外發行證券和上市管理試行辦法》)

“U.S.” the United States

“Vinnerna Biosciences” Shanghai Vinnerna Biosciences Co., Ltd.* (上海旺實生物醫藥科技有限公司), a limited liability company established in the PRC and a subsidiary of the Company

“%” per cent

* *For identification purposes only*

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Xiong Jun (*Chairman and
Legal Representative*)
Dr. Li Ning (*Vice Chairman*)
Dr. Zou Jianjun (*Chief Executive Officer and
General Manager*)
Mr. Li Cong (*Co-Chief Executive Officer*)
Mr. Zhang Zhuobing
Dr. Yao Sheng
Dr. Wang Gang
Dr. Li Xin

*Registered address, headquarters and
principal place of business in the PRC:*
Room 1003, Level 10, Building 2
Nos. 36 and 58, Hai Qu Road
China (Shanghai) Pilot Free Trade Zone
The PRC

Principal place of business in Hong Kong:
5/F, Manulife Place
348 Kwun Tong Road
Kowloon
Hong Kong

Non-executive Directors:

Dr. Feng Hui
Mr. Tang Yi

Independent Non-executive Directors:

Dr. Roy Steven Herbst
Mr. Qian Zhi
Mr. Zhang Chun
Dr. Feng Xiaoyuan
Dr. Meng Anming

To the Shareholders

Dear Sir or Madam,

I. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM and the Class Meeting of H Shareholders to enable you to make informed decisions on whether to vote for or against the proposed resolutions at the AGM and the Class Meeting of H Shareholders.

* *For identification purposes only*

LETTER FROM THE BOARD

At the AGM, the following resolutions will be proposed to consider and, if thought fit, approve:

Ordinary Resolutions

- (1) the 2023 Report of the Board of Directors;
- (2) the 2023 Report of the Board of Supervisors;
- (3) the 2023 Annual Report and its summary;
- (4) the 2023 Financial Accounts Report;
- (5) the 2023 Profit Distribution Plan;
- (6) the application for financing and credit lines from financial institution(s) for 2024;
- (7) the remuneration of Directors for 2024;
- (8) the remuneration of Supervisors for 2024;
- (9) the appointment of the PRC and overseas auditors for 2024;
- (10) the changes in and adjustment of amounts of certain investment sub-projects of the 2022 Issuance of A Shares;
- (11) the proposed amendments to Certain Internal Management Policies;
- (12) the re-election and election of executive Directors and a Non-executive Director of the fourth session of the Board of Directors;
- (13) the re-election and election of Independent Non-executive Directors of the fourth session of the Board of Directors;
- (14) the re-election and election of non-employee representative Supervisors of the fourth session of the Board of Supervisors;

Special Resolutions

- (15) the estimated external guarantee quota for 2024;
- (16) the grant of the general mandate to issue domestic and/or overseas debt financing instruments;
- (17) the grant of the general mandate to issue additional A Shares and/or H Shares;

LETTER FROM THE BOARD

- (18) the grant of the general mandate to repurchase H Shares; and
- (19) the proposed amendments to the Articles of Association and the Relevant Rules of Procedures.

At the Class Meeting of H Shareholders, the following resolutions will be proposed to consider and approve:

Special Resolutions

- (1) the grant of the general mandate to repurchase H Shares; and
- (2) the proposed amendments to the Articles of Association and the Relevant Rules of Procedures

II. DETAILS OF THE RESOLUTIONS

(1) 2023 Report of the Board of Directors

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Report of the Board of Directors. Full text of the report is set out in Appendix I to this circular.

(2) 2023 Report of the Board of Supervisors

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Report of the Board of Supervisors. Full text of the report is set out in Appendix II to this circular.

(3) 2023 Annual Report and its summary

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Annual Report and its summary.

The 2023 annual report of the Group (for A Shares and prepared in accordance with PRC GAAP) and its summary are set out and published on the websites of the Shanghai Stock Exchange (<http://www.sse.com.cn>), the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and the Company (www.junshipharma.com) on 28 March 2024.

The 2023 annual report of the Group (for H Shares and prepared in accordance with IFRS) is set out and published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>), the Shanghai Stock Exchange (<http://www.sse.com.cn>) and the Company (www.junshipharma.com) on 29 April 2024.

LETTER FROM THE BOARD

(4) 2023 Financial Accounts Report

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Financial Accounts Report. Full text of the report is set out in Appendix III to this circular.

(5) 2023 Profit Distribution Plan

An ordinary resolution will be proposed at the AGM to consider and approve the 2023 Profit Distribution Plan of the Company.

Based on the Company's actual financial, operational and development status, as at the end of the Reporting Period, the Company did not record profit available for distribution. The Company has decided not to make any profit distribution, and not to convert any capital reserve to increase its registered capital, for the year 2023.

(6) Application for financing and credit lines from financial institution(s) for 2024

An ordinary resolution will be proposed at the AGM to consider and approve the Company's application to bank(s) for credit lines for 2024.

To support the production and operations of the Company as well as the rapid development of project construction, the Company and/or its subsidiaries intend to apply for financing and credit lines from financial institution(s) of no more than RMB7.5 billion in aggregate from bank(s) and non-bank financial institution(s) with a validity period commencing from the date of approval of this resolution at the 2023 AGM and ending on the date of convening the 2024 annual general meeting. During the financing credit period, the financing credit lines can be utilized on a revolving basis. The actual amount of financing credit lines shall be subject to the approval of relevant bank(s) and other financial institution(s), and the actual loan amount shall be determined based on the actual capital needs of the Company in its operation. The specific financing credit modes include but are not limited to non-current capital loan, current capital loan, bank's acceptance bill, middle and long-term loan, letter of credit, letter of guarantee, offshore financing against domestic guarantee, domestic financing against offshore guarantee, financial leasing, factoring, trust loans, etc. The proposed application for financing credit lines will support the capital demands for the Company's business development.

It is also proposed at the general meeting that the Board or its designated person(s) be authorized to handle relevant matters for obtaining the financing credit lines within the above limit. In addition, the Board has proposed at the general meeting that subject to the grant of the above authorization, unless otherwise stipulated by relevant laws and regulations, the Board intends to delegate the above authorization to the Chairman and person(s) authorized by the Chairman in accordance with the scope of authorization granted at the general meeting.

LETTER FROM THE BOARD

(7) Remuneration of Directors for 2024

Ordinary resolutions will be proposed at the AGM to consider and approve the remuneration of Directors for 2024.

To further optimize the governance structure of the Company, improve the management standard of the Company, establish and refine the managerial incentive and restraint mechanism, fully mobilize the initiative and creativity of the Directors, ensure the healthy, sustainable and stable development of the Company, as well as enhance and standardize the management on the remuneration of Directors, the Company proposes to formulate the remuneration plan for Directors for 2024 in accordance with the PRC Company Law, the STAR Market Listing Rules, the Hong Kong Listing Rules and other relevant laws and regulations, as well as the Articles of Association, the terms of reference of the Remuneration and Appraisal Committee and other relevant requirements, and with reference to the outstanding contribution of the Directors as well as the market rate for remuneration of listed companies.

The remuneration of the Directors is mainly determined based on the corporate economic benefits, their duties and actual performance with reference to various factors such as the remuneration level of the industry.

(8) Remuneration of Supervisors for 2024

Ordinary resolutions will be proposed at the AGM to consider and approve the remuneration of Supervisors for 2024.

In accordance with the PRC Company Law, the STAR Market Listing Rules, the Hong Kong Listing Rules and other relevant laws and requirements, as well as the Articles of Association and other relevant requirements, as well as the remuneration level of the industry and geographical location in which the Company is situated, annual operational conditions and duties of the role, the proposal for the remuneration of Supervisors for 2024 are as follows: Supervisors serving in the Company will be remunerated according to their specific positions in the Company, while Supervisors not serving in the Company will not be remunerated.

(9) Appointment of the PRC and overseas auditors for 2024

An ordinary resolution will be proposed at the AGM to consider and approve the appointment of RSM China (Special General Partnership) (容誠會計師事務所(特殊普通合夥)) as the PRC financial report auditors and internal control auditors of the Company for the year 2024 and the appointment of Deloitte Touche Tohmatsu as the Hong Kong financial report auditors of the Company for the year 2024 to hold office from the date of such appointment until the conclusion of the next annual general meeting of the Company, and to authorize the Board of Directors to implement matters relating to their engagement.

LETTER FROM THE BOARD

The above proposal on the appointment of the PRC financial report auditors, internal control auditors and Hong Kong financial report auditors for 2024 was considered and approved at the meeting of the Board held on 28 March 2024.

(10) Changes in and adjustment of amounts of certain investment sub-projects of the 2022 Issuance of A Shares

An ordinary resolution will be proposed at the AGM to consider and approve the changes in and adjustment of amounts of certain investment sub-projects of the 2022 Issuance of A Shares.

I. Adjustments to the use of proceeds

In order to improve the efficiency and effectiveness of the use of proceeds of 2022 Issuance of A Shares, taking into account the R&D progress of the product candidates of the Company, the Company proposes to make adjustments (the “**Adjustments**”) to certain uses of proceeds under the “R&D projects of innovative drugs” from the 2022 Issuance of A Shares as follows:

- (i) investment in new sub-projects “JS005 domestic R&D”, “JS207 domestic and overseas R&D”, and increased investment in original sub-projects “JS001 subsequent domestic and overseas R&D” and “JS004 domestic and overseas R&D”; and
- (ii) suspension of investment in the sub-projects “JS006 domestic and overseas R&D” and “JS009 domestic and overseas R&D”.

LETTER FROM THE BOARD

Details of the Adjustments are set forth below:

Unit: RMB'0,000

Project name	Sub-project name	Target	Indication	Clinical phase	Proposed investment amount from the net proceeds before the Adjustment	Invested amount from the net proceeds as at 31 December 2023	Amount to be adjusted	Proposed investment amount from the net proceeds after the Adjustment	
R&D projects of innovative drugs	JS001 subsequent domestic and overseas R&D	PD-1	Non-small cell lung cancer (subcutaneous injection)	III	-	-	11,232.67	11,232.67	
			Advanced nasopharyngeal carcinoma (subcutaneous injection)	I	-	-	2,778.82	2,778.82	
	JS004 domestic and overseas R&D	BTLA	Restricted stage small cell lung cancer	III	-	-	55,381.00	55,381.00	
	JS005 domestic R&D	IL-17A	Moderate to severe chronic plaque psoriasis	ankylosing spondylitis	III	-	-	5,918.34	5,918.34
				Auto injector pen (AI) bridged to Pre-filled syringe (PFS)	II I	-	-	3,442.11 2,720.00	3,442.11 2,720.00
	JS207 domestic and overseas R&D	PD-1/VEGF	Advanced solid tumor	I and II	-	-	12,157.06	12,157.06	
	JS006 domestic and overseas R&D	TIGIT	First-line treatment of advanced non-small cell lung cancer		III	22,500.00	-	-22,500.00	-
				First-line treatment of extensive stage small cell lung cancer	III	15,000.00	-	-15,000.00	-
	JS009 domestic and overseas R&D	CD112R	Advanced tumor		I	13,000.00	91.65	-12,570.00	430.00
				First-line treatment of advanced non-small cell lung cancer in a PD-L1-selected population	III	33,000.00	-	-33,000.00	-
		Solid tumor		I/II	11,000.00	408.04	-10,560.00	440.00	
		Total			94,500.00	499.69	-	94,500.00	

LETTER FROM THE BOARD

II. *Reasons for the Adjustments*

1. Additional investment in the sub-project “JS001 domestic and overseas R&D”

JS001sc injection is a subcutaneous injection formulation developed by the Company on the basis of toripalimab injection, a product approved for marketing in China and the United States. JS001sc targets PD-1, binds to PD-1 with high affinity, and selectively blocks the binding of PD-1 to the ligands PD-L1 and PD-L2, thereby activating T lymphocytes and improving lymphocyte proliferation and cytokine secretion. The pre-clinical in vivo pharmacodynamics shows that JS001sc exhibits significant anti-tumor effect in animal models by subcutaneous injection. At the dose level of 0.3mg/kg, the anti-tumor effect of JS001sc administered by subcutaneous injection is comparable to that of toripalimab administered by intravenous injection, with no significant difference. In addition, animals have a good tolerance to JS001sc.

With the gradual popularization of the concept of “chronic care management” in tumor immunotherapy, compared to frequent visits to the hospital for intravenous injection, subcutaneous injection with less time administration may improve patient compliance and has become more attractive. At the same time, subcutaneous injection can avoid infusion-related adverse reactions caused by intravenous injection, so as to benefit the patients and reduce medical costs.

In view of the promising market prospects, the Company decided to invest additional proceeds in two studies, namely the “phase III clinical study of JS001 (subcutaneous injection) in the treatment of non-small cell lung cancer” and the “phase I clinical study of JS001 (subcutaneous injection) in patients with advanced nasopharyngeal carcinoma”. According to calculations, the proposed investment amount of proceeds is RMB112.3267 million and RMB27.7882 million, respectively. These two studies have high feasibility. The clinical study on patients with advanced nasopharyngeal carcinoma is underway. For the phase III clinical study on non-small cell lung cancer, its plan has been communicated with the drug regulatory authorities in December 2023, and it is under preparation.

2. Additional investment in the sub-project “JS004 domestic and overseas R&D”

Tifcemalimab (project code: TAB004/JS004) is the world’s first-in-human recombinant humanized anti-tumor anti-BTLA monoclonal antibody specific to B- and T-lymphocyte attenuator (BTLA) independently developed by the Company that has commenced clinical trial, and entered phase III clinical stage with several phase Ib/II clinical studies in combination with toripalimab against multiple types of tumors underway in China and the United States. As the world’s first anti-BTLA anti-tumor monoclonal antibody, JS004 is a first-in-class drug developed by the Company with differentiated competitive advantages and has the potential of commercialization in the global market. According to the current preliminary clinical data, JS004 in combination with JS001 is a promising anti-tumor treatment strategy, which is expected to increase patients’ response to immunotherapy and expand the range of potential beneficiaries, and may even rewrite the international treatment standards for some tumor types.

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In June and August 2023, each of the FDA and the NMPA agreed that a randomized, double-blind, placebo-controlled, international multi-center phase III clinical study (NCT06095583, code: JUSTAR-001) of tificemalimab in combination with toripalimab as consolidation therapy in patients with limited-stage small cell lung cancer (“LS-SCLC”) without disease progression following chemo-radiotherapy may proceed. As the first confirmatory study of a monoclonal antibody targeting BTLA, this study is aimed to evaluate the efficacy and safety of tificemalimab in combination with toripalimab compared to toripalimab alone and compared to placebo as consolidation therapy used in LS-SCLC patients without disease progression following chemoradiotherapy, and is led by academician Yu Jinming (於金明) from the Cancer Hospital affiliated to Shandong First Medical University* (山東第一醫科大學附屬腫瘤醫院), as the global principal investigator. With the plan to be carried out in more than 170 research centers in 15 countries and regions around the world, including China, the United States, and Europe, this study will recruit about 756 subjects. At present, this study has completed the world’s first patient enrollment (FPI) and the first drug administration, and is at the enrollment stage.

Based on the current clinical data, communication with the FDA, the NMPA and other drug regulatory authorities, and the progress of clinical trials, and with reference to the R&D strategy of JS004, the Company proposes to invest proceeds of RMB553.81 million in the “phase III clinical study of JS004 in combination with JS001 for the treatment of patients with LS-SCLC”.

3. Addition of a new sub-project “JS005 domestic R&D”

JS005 is a specific anti-IL-17A monoclonal antibody developed independently by the Company, and is currently getting close to the commercialization stage. Accelerating the clinical development progress of such drug to obtain approval for marketing and expanding the commercialization pipeline of the Company may improve the income-generating capacity of the Company in the short term.

In preclinical studies, JS005 has shown efficacy and safety comparable to those of anti-IL-17 monoclonal antibodies that have been marketed. Data from preclinical study fully shows that JS005 has a clear target, definite efficacy, good safety, stable production process, and controllable product quality.

IL-17A is a key cytokine in the pathogenesis of psoriasis. JS005 can combine with IL-17A with high selectivity to exert its effect. At the 2023 annual meeting of the American College of Rheumatology (ACR), the Company announced the results of the Phase Ib/II clinical study of JS005 for the treatment of patients with moderate to severe psoriasis for the first time. The study results showed that JS005 has a good safety profile in the treatment of patients with moderate to severe plaque psoriasis. Compared with placebo, JS005 significantly improved the Psoriasis Area and Severity Index (the “PASI”) of patients ($p < 0.0001$). According to relevant data, there are approximately 6.5 million to 7 million psoriasis patients in China. The extensive patient base indicates sound market

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prospects. As at the Latest Practicable Date, the phase III registrational clinical study of JS005 for moderate to severe plaque psoriasis has commenced. According to calculations, the Company proposes to invest proceeds of RMB59.1834 million in the “multi-center, randomized, double-blind phase III clinical study of JS005 for the treatment of moderate to severe chronic plaque psoriasis”.

The mechanism of IL-17A in the pathogenesis of ankylosing spondylitis (“AS”) is clear, and IL-17A inhibitors have been proven to delay the imaging progression of AS. Currently, the phase II clinical study of JS005 in the treatment of AS is underway. Its results will support the development of phase III clinical study, and the phase III clinical study plan has been communicated with the drug regulatory authorities. According to relevant data, there are approximately 3.9 million AS patients in China. The extensive patient base indicates sound market prospects. The Company proposes to invest proceeds of RMB34.2211 million in the “phase II clinical study of JS005 for the treatment of active AS in adults”.

The “study comparing the pharmacokinetics of subcutaneous injection of JS005 with prefilled syringes and prefilled autoinjectors in healthy subjects” is to bridge Auto injector pen (AI) to Pre-filled syringe (PFS), and its clinical study results are the data necessary for the registration and marketing of JS005. In order to promote the early completion of registration and marketing of JS005, the Company proposes to invest proceeds of RMB27.20 million in the study.

4. Addition of a new sub-project “JS207 domestic and overseas R&D”

JS207 is a recombinant humanized anti-PD-1/VEGF bispecific antibody self-developed by the Company, mainly used for the treatment of advanced malignant tumors. In view of the co-expression of VEGF and PD-1 in the tumor microenvironment, JS207 can simultaneously bind to PD-1 and VEGFA with high affinity, block the binding of PD-1 to PD-L1 and PD-L2 while blocking the binding of VEGF to the VEGF receptor. JS207 has the efficacy properties of both immunotherapeutic drugs and anti-angiogenic drugs, and can utilize the synergistic effects of immunotherapy and anti-angiogenesis to achieve better anti-tumor activity. The combination therapy with PD-1 antibody and VEGF blocking agent has shown strong efficacy in a variety of tumor types such as renal cell carcinoma, non-small cell lung cancer and hepatocellular carcinoma. Compared with combination therapy, JS207 as a single agent blocking both targets, may be more effective in blocking both pathways and thus enhancing anti-tumor activity. Preclinical in vivo efficacy trials have demonstrated that JS207 has a significant anti-tumor effect, presenting a dose effect as well. In addition, JS207 is well tolerated by animals. In June 2023, the IND application for JS207 was approved by the NMPA. In September 2023, the dosing of the first subject was completed. According to publicly available data, as at the Latest Practicable Date, there is no bispecific antibody drug with similar targets approved for marketing domestically and overseas.

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As at the Latest Practicable Date, the phase I clinical study on JS207 of the Company is underway with an advanced progress among similar target drugs domestically and overseas, enjoying promising prospects. Accordingly, the Company proposes to invest proceeds of RMB121.5706 million in the “phase I and phase II clinical studies of JS207 for the treatment of advanced solid tumors”.

5. Suspension of investment in the sub-project “JS006 domestic and overseas R&D”

As originally planned, proceeds of RMB505 million would be invested in the “JS006 domestic and overseas R&D” project. As at the end of December 2023, the Company had invested proceeds of RMB0.9165 million.

JS006 is a specific anti-TIGIT monoclonal antibody injection developed independently by the Company. In January and February 2021, JS006 received IND approvals from the NMPA and the FDA respectively. Currently, the Company has completed the phase I clinical trial of JS006 in China.

Globally, there are a number of large biopharmaceutical companies developing products focusing such target. According to the published data, the data of various phase III registrational clinical studies of products on such target did not meet expectations. At present, many companies working around such target tend to be cautious in their R&D strategies for products targeting TIGIT, pending for more clinical data for determination. Based on the current development prospects of products with such target and evaluation of future market conditions, upon careful consideration, the Company decided to adjust the R&D strategy of JS006, and suspend its relevant validation studies and pivotal clinical studies in small cell lung cancer and non-small cell lung cancer. Accordingly, the proceeds will cease to be invested in the clinical studies for domestic and overseas R&D of JS006.

6. Suspension of investment in the sub-project “JS009 domestic and overseas R&D”

As originally planned, proceeds of RMB440 million would be invested in the “JS009 domestic and overseas R&D” project. As at the end of December 2023, the Company had invested proceeds of RMB4.0804 million.

JS009 is a recombinant humanized monoclonal antibody against CD112R developed independently by the Company for the treatment of advanced malignant tumors. CD112R, also known as PVRIG (poliovirus receptor-related immunoglobulin domain-containing protein), is a new immune checkpoint pathway discovered by the Company. CD112R is a single-pass transmembrane protein of the PVR family, mainly expressed on T cells and NK cells, and is significantly upregulated upon activation. CD112R and TIGIT share a common ligand, CD112, which is expressed on the surface of antigen-presenting cells and certain tumor cells. CD112R can inhibit the anti-tumor effect of T cells and NK cells after ligand engagement. JS009 binds specifically to CD112R with high affinity and effectively blocks the interaction between CD112R and its ligand CD112, thereby facilitating the

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activation and proliferation of T cells and NK cells and enhancing the immune system's ability to kill tumor cells. TIGIT is another immunosuppressive target of the PVR family. Its ligands include PVR and CD112, and its binding site for CD112 is different from that of CD112R.

Since CD112R and TIGIT share a common ligand, CD112, the combination of JS001 with JS009 and JS006 may enhance the synergistic anti-tumor effect. Therefore, the study on JS009 of the Company mainly explores the combination mechanism. Considering that the development strategy for JS009 of the Company and the current overseas clinical data of drugs for TIGIT targets developed by other pharmaceutical companies do not meet expectations, the Company needs to explore more data on JS009-related pathway mechanisms and other aspects in its preclinical study to improve its R&D outcomes in the clinical stage. Accordingly, the Company decided to suspend the clinical study of JS009 and cease to invest proceeds in the two clinical studies for domestic and overseas R&D of JS009.

III. Feasibility analysis of the Adjustments

1. Rich innovative drug R&D technology reserves

The Company is an innovation-driven biopharmaceutical company with all-round capabilities from innovative drug discovery, clinical R&D on a global scale, large-scale production capacity to commercialization on the full industry chain. The Company's mission is to provide patients with better efficacy and more cost-effective treatment options. The Company has established a complete technical system covering the entire process of protein drugs from the early stage of R&D to the stage of industrialization, including several major technology platforms: (1) automated high-efficiency screening platform for antibody selection and functional assays, (2) human transmembrane receptor protein array and high-throughput screening platform, (3) antibody humanization and construction platform, (4) high-yielding stable expression cell lines screening and establishment platform, (5) CHO cell fermentation process development platform, (6) antibody purification process development and formulation optimization platform, (7) antibody quality research, control and assurance platform, (8) antibody conjugated drug R&D platform, (9) siRNA drug R&D platform, and (10) TwoGATE™.

Overall, the Company has established a complete technical system covering multiple technical innovation platforms, which has formed a rich technical reserve. The Company also possesses R&D capability and experience in the whole industry chain of innovative biopharmaceuticals, and can convert technological achievements into commercial products.

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2. Innovative drug R&D talent pool with rich experience and excellent skills

The Company established a R&D team with profound professional knowledge, rich experience in the industry and strong R&D capabilities. A professional R&D department has been specifically established by the Company for R&D of new drugs, so as to manage drug discovery, process development, pre-clinical research, as well as R&D across the entire industry chain of clinical trials.

Overall, the Company's core management enjoys rich experience in the field of biotechnology and innovative drugs, has served major Chinese and foreign research institutions, drug regulatory authorities and multinational pharmaceutical companies, and has led or participated in the early-stage R&D, clinical trials, process development and appraisal and approval of various innovative drugs.

3. Sophisticated production process and experience

The Company currently has two production bases, namely, Wujiang, Suzhou and Lingang, Shanghai. Among which, with a fermentation capacity of 4,500L, the Wujiang Production Base in Suzhou has been awarded GMP certification and completed the Pre-License Inspection (PLI) conducted by the FDA in May 2023. It is responsible for the production of the commercial batches of toripalimab in the United States at this stage. The Lingang Production Base in Shanghai was constructed in accordance with the CGMP standard, with a production capacity of 42,000L in the first phase of the project. Through the production and operation of the Wujiang Production Base in Suzhou and the first-phase project of the Lingang Production Base in Shanghai, the Company has established sophisticated production process and experience of monoclonal antibodies, fulfilled the system of drug quality management, and fostered an experienced technical and management talent group.

4. Strict management of IPR

The Company and its employees handle IPR affairs in strict accordance with international IPR rules and regard IPR as the strategic resources of its development and the core element of international competitiveness. The Company has a patent department responsible for the application for and maintenance of domestic and foreign patents. The patents of the Company cover the protein structure, preparation process, use and formulation of new drugs, which not only provides sufficient and long-term patent protection for products of the Company, as well as sufficient technical support for the implementation of the projects funded by the proceeds.

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IV. Impact on the Company and risk warning

The change in, and adjustment of investment amounts of, certain sub-projects are prudent decisions made based on the Company's development strategy, product R&D progress and other actual conditions, which is conducive to improving the efficiency of the use of proceeds, optimizing the allocation of resources and providing financial support for the Company's product R&D, and is beneficial to the long-term development of the Company. The change in the investment amounts of certain sub-projects will not adversely affect the normal operation of the Company and is in line with the long-term development plan of the Company and the interests of all shareholders. The Company will strengthen the supervision of the progress of the investment projects so as to enhance the efficiency of the use of proceeds.

At the same time, the Company will also face the following risks in the R&D of new drugs:

1. Risks related to R&D of new drugs

R&D of drugs is characterized by high investment, high risk, and long cycle. Domestic and foreign competent pharmaceutical authorities have imposed strict regulations on preclinical study, pharmaceutical research, clinical trials, registration and other aspects of new drug approval. Although the Company has been actively pushing ahead the clinical progress of innovative projects under development and improving the drug success rate of products candidates, R&D of drugs is still subject to risks that the clinical efficacy does not meet expectations, the R&D cycle is extended, the competent authorities do not grant relevant approvals, the drug is marketed later than the planned time, or the sales volume is not as expected upon marketing.

2. Risks related to the implementation of investment projects

The biopharmaceutical industry is characterized by long R&D cycles, significant investment, high risks and low success rate. From laboratory research to obtaining approval, new drugs go through a lengthy process with complicated stages, including preclinical study, clinical trial, and registration and marketing of new drugs. Any of the above stages is subject to the risk of failure. The implementation of innovative drug R&D projects is subject to various factors such as uncertainty in technology development, clinical trials, policy environment, and regulatory approvals, which may affect whether the projects can be advanced on time and whether the drugs candidates can be successfully approved for marketing, and whether the implementation of projects can achieve the expected results. Once the investment of proceeds fails to achieve expected returns, it will adversely affect the production, operations and future development of the Company.

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(11) Proposed amendments to Certain Internal Management Policies

In accordance with the Articles of Association, relevant laws, regulations and regulatory documents, the Company proposes to amend the working rules of Independent Non-executive Directors, the management policies for external guarantees, the management policies for external investment, the management policies for related party transactions, the management policies for distribution of profits, and management policies for raised funds, details of which are set out in Appendices IV to IX.

The proposed amendments to Certain Internal Management Policies are prepared in the Chinese language, and in the event of any inconsistency between the English and Chinese versions, the Chinese version shall prevail.

(12) and (13) Re-election of the fourth session of the Board of Directors

Ordinary resolutions will be proposed at the AGM to consider and approve the re-election and election of 14 Directors, including eight executive Directors, a non-executive Director and five independent non-executive Directors, to the fourth session of the Board of Directors.

Whereas the term of office of the third session of the Board of Directors will expire on the conclusion of the forthcoming AGM, the fourth session of the Board of Directors will consist of 14 Directors, comprising eight executive Directors, a non-executive Director and five independent non-executive Directors.

Pursuant to the PRC Company Law, the Articles of Association and relevant laws and regulations, and having considered the background, skills, knowledge and experience of the candidates, the recommendations of the Nomination Committee and the board diversity policy of the Company, the Board proposed the re-election of (i) Mr. Xiong Jun, Dr. Li Ning, Dr. Zou Jianjun, Mr. Li Cong, Mr. Zhang Zhuobing, Dr. Yao Sheng, Dr. Wang Gang and Dr. Li Xin as executive Directors, and Mr. Tang Yi as a non-executive Director; and (ii) Mr. Zhang Chun, Dr. Feng Xiaoyuan, Dr. Meng Anming, Dr. Shen Jinggang and Dr. Yang Yue as independent non-executive Directors of the fourth session of the Board of Directors.

After the election, the 14 Directors, if elected, will constitute the fourth session of the Board of Directors. Mr. Zhang Chun, an independent non-executive Director candidate, will serve from the date of approval at the AGM to the date when he has served as an independent non-executive Director of the Company for six consecutive years (i.e. 18 June 2026), and the remaining Directors will have a term of office of three years. The re-election of the fourth session of the Board of Directors will become effective from the date of approval by the Shareholders at the AGM, while the third session of the Board of Directors will continue their duties until the fourth session of the Board of Directors has been established.

The biographical details of the above 14 candidates for Directors nominated for re-election to the fourth session of the Board of Directors are set out in the Appendix X to this circular.

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(14) Re-election of the fourth session of the Board of Supervisors

An ordinary resolution will be proposed at the AGM to consider and approve the re-election and election of two non-employee representative Supervisors to the fourth session of the Board of Supervisors.

Whereas the term of office of the third session of the Board of Supervisors will expire on the conclusion of the forthcoming AGM, the fourth session of the Board of Supervisors will consist of three Supervisors, comprising two non-employee representative Supervisors and one employee representative Supervisor.

Pursuant to the PRC Company Law, the Articles of Association and relevant laws and regulations, and having considered the background, skills, knowledge and experience of the candidates, Ms. Kuang Hongyan and Ms. Wang Pingping have been nominated as candidates for the non-employee representative Supervisors of the fourth session of the Board of Supervisors.

Re-election of the employee representative Supervisor to the fourth session of the Board of Supervisors will take place at the employee representatives meeting to be held on the same day before the convening of the AGM.

After the election, the two non-employee representative Supervisors, if elected, together with the employee representative Supervisor elected at the employee representatives meeting, will constitute the fourth session of the Board of Supervisors with a term of office for three years. The election of the two non-employee representative Supervisors will become effective from the date of approval by the Shareholders at the AGM and the election of the employee representative Supervisor will become effective from the date of approval at the employee representatives meeting. The third session of the Board of Supervisors will continue their duties until the fourth session of the Board of Supervisors has been established.

The biographical details of the above two candidates for non-employee representative Supervisors nominated for re-election to the fourth session of the Board of Supervisors are set out in the Appendix XI to this circular.

(15) Estimated external guarantee quota for 2024

A special resolution will be proposed at the AGM to consider and approve the estimated external guarantee quota of the Company for 2024. Further details of the estimated external guarantee quota of the Company are set out in Appendix XII to this circular.

(16) Grant of the general mandate of issue of domestic and/or overseas debt financing instruments

A special resolution will be proposed at the AGM to consider and approve the grant of the general mandate to issue domestic and/or overseas debt financing instruments.

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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 regulations and 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

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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

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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.

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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 2023 AGM until the earliest of: (1) the expiry of 12 months after the date of approval at the 2023 AGM; (2) the conclusion of the 2024 annual general meeting of the Company; and (3) 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.

In the event that the Company proceeds with any issuance of H Shares or securities convertible into H Shares, the Company will comply with the applicable requirements under the Hong Kong Listing Rules and PRC laws and regulations.

(17) Grant of the general mandate to issue additional A Shares and/or H Shares

A special resolution will be proposed at the AGM to consider and approve the grant of the general mandate to issue A Shares and/or H Shares of the Company.

In order to seize market opportunities and ensure flexibility to issue new Shares (including any sale or transfer of treasury 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**”) (including any sale or transfer of treasury Shares) not exceeding 20% of the total number of Shares in issue (excluding any treasury Shares) 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:

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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 (including any sale or transfer of treasury Shares) 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 (including any sale or transfer of treasury 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 20% of the total number of Shares in issue (excluding any treasury Shares) 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).

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- (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 2023 AGM to the earliest date among the following three: (1) the expiry of 12 months after the date of approval at the 2023 AGM; (2) the date of conclusion of the 2024 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.

The proposed grant of general mandate to issue Shares is subject to the approval of the Shareholders by special resolution in general meeting.

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(18) Grant of the general mandate to repurchase H Shares

In order to maintain investors' investment expectations, safeguard the interests of its Shareholders, and enhance investors' confidence to invest in the Company, the Company plans to repurchase a portion of its H Shares based on its financial position and operating circumstances to demonstrate confidence in the growth of the Company, preserve the value of its Shares and improve the investment return of its Shareholders. It is proposed at the AGM to approve the grant to the Board of Directors of a general mandate to authorize the Board of Directors and any of its authorized persons to deal with all matters in connection with the repurchase of H Shares. Particulars of the Repurchase Mandate are as follows:

1. Subject to the restrictions under paragraphs 2 and 3 below, the Board shall be approved to exercise all rights of repurchasing the H Shares in issue and listed on the Hong Kong Stock Exchange of nominal value of RMB1.00 each within the Relevant Period in accordance with all applicable laws, regulations, rules and/or requirements (as amended from time to time) of relevant governmental or regulatory authorities of the PRC, the Hong Kong Stock Exchange or any other governmental or regulatory authorities.
2. The Board shall be authorized to repurchase H Shares in an amount not exceeding 10% of the total number of H Shares in issue (excluding any treasury shares) at the date of passing of such resolution at the AGM and Class Meetings within the Relevant Period, and the repurchase price on any date of repurchase shall not be equal to or higher than 105% of the average closing price of H Shares for the five preceding trading days on which H Shares were traded on the Hong Kong Stock Exchange.
3. The General Mandate shall include, without limitation, authority to:
 - (i) formulate and implement the specific repurchase plan, including but not limited to determining the timing of the repurchase, the duration of the repurchase, the number of H Shares to be repurchased and the price of the repurchase;
 - (ii) open an offshore stock account and deal with the relevant registration of changes in foreign exchange;
 - (iii) deal with such relevant approval and reporting formalities as may be required by the relevant regulatory authorities and the Hong Kong Stock Exchange (if necessary);
 - (iv) handle matters related to the cancellation of the repurchased H Shares, reduction of the registered share capital, amendment of the Articles of Association and relevant statutory registration and filing formalities both within and outside the PRC; and

LETTER FROM THE BOARD

- (v) execute and sign all such documents, do all such acts and matters and take all such steps relevant to the proposed repurchase of H Shares, as the Board of Directors considers expedient, necessary or desirable to give effect to such repurchase, in accordance with the relevant laws, regulations and rules;

For the purpose of this special resolution, “**Relevant Period**” means the period from the passing of the special resolution at the AGM and the Class Meetings until the earliest of:

- (i) the conclusion of the first annual general meeting of the Company following the approval of this special resolution; or
- (ii) the date on which the Repurchase Mandate given under the special resolution is revoked or varied by a special resolution of the Shareholders in general meeting.

Subject to the approval and authorization of the Repurchase Mandate being granted to the Board of Directors at the AGM and Class Meetings, the Board of Directors proposes to authorize the Chairman and any of his authorized persons to exercise the authority granted to it at the AGM and Class Meetings to deal with the Repurchase Mandate and all other matters which may be authorized by the Board in connection with the repurchase of H Shares.

An explanatory statement required under the Listing Rules to be issued to the Shareholders is set out in Appendix XIII to this circular. The explanatory statement contains information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote in favor of or against the resolution.

(19) Proposed amendments to the Articles of Association and Relevant Rules of Procedure

References are made to the announcements of the Company dated 29 April 2024 in relation to the proposed amendments to the Articles of Association and Relevant Rules of Procedures.

In accordance with the Company Law, the Guidelines for Articles of Association of Listed Companies, Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, Measures for the Administration of Independent Directors of Listed Companies, STAR Market Listing Rules, the Hong Kong Listing Rules and other relevant laws, administrative regulations and regulatory documents, and taking into account the circumstances of the Company, the Company proposes to amend the Articles of Association, the Rules of Procedures of General Meeting, the Rules of Procedures of the Board of Directors, and the Rules of Procedures of the Board of Supervisors. Details of the proposed amendments to the Articles of Association and Relevant Rules of Procedures are set out in Appendices XIV to XVII to this circular.

LETTER FROM THE BOARD

Save for the proposed amendments to the Articles of Association and Relevant Rules of Procedures set out in Appendices XIV to XVII to this circular, other provisions of the Articles of Association and Relevant Rules of Procedures remain unchanged. In the event of any discrepancy between the English translation and the Chinese version of the proposed amendments to Articles of Association and Relevant Rules of Procedures, the Chinese version shall prevail.

The proposed amendments to the Articles of Association and Relevant Rules of Procedures are subject to Shareholders' approval by way of special resolutions at the AGM and the Class Meetings, and will take effect upon the resolutions being passed by the Shareholders at the AGM and the Class Meetings.

III. AGM AND CLASS MEETINGS

The AGM, the Class Meeting of A Shareholders and the Class Meeting of H Shareholders will be held at 15th Floor, Building 7, No. 6, Lane 100, Pingjiaqiao Road, Pudong New Area, Shanghai, the PRC at 2:00 p.m., respectively, on Friday, 21 June 2024. The Notice of AGM and the Notice of the Class Meeting of H Shareholders are set out on pages 293 to 305 of this circular and published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and of the Company (www.junshipharma.com).

The corresponding forms of proxy for use at the AGM and the Class Meeting of H Shareholders are published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and of the Company (www.junshipharma.com).

The Notice of the AGM and the Notices of the Class Meetings have also been separately published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn/>).

IV. CLOSURE OF REGISTER OF MEMBERS OF H SHARES

The register of members of H Shares will be closed from Monday, 17 June 2024 to Friday, 21 June 2024, both days inclusive, during which period no transfer of H Shares will be registered, in order to determine the entitlements of the Shareholders to attend and vote at the AGM and/or the Class Meeting of H Shareholders. In order to be eligible to attend and vote at the AGM and/or the Class Meeting of H Shareholders, holders of H Shares whose transfer documents have not been registered are required to deposit all properly completed share transfer forms together with the relevant share certificates to 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) for registration before 4:30 p.m. on Friday, 14 June 2024.

LETTER FROM THE BOARD

V. PROXY FORMS

A Shareholder entitled to attend and vote at the meeting may appoint one or more persons as his/her/its proxy(ies) to attend and vote on his/her/its behalf. A proxy need not be a shareholder of the Company but must attend the meeting in person to represent the member. Shareholders who intend to attend the meeting by proxy should complete the proxy form.

For holders of H Shares, the proxy form for the AGM and the Class Meeting of H Shareholders should be returned to the Company's H Share registrar, Tricor Investor Services Limited at 17/F, Far East Centre, 16 Harcourt Road, Hong Kong, in person or by post as soon as possible and no later than 24 hours before the time fixed for holding the meeting (i.e. not later than Thursday, 20 June 2024 at 2:00 p.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the proxy form(s) 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.

VI. VOTING BY POLL

According to Rule 13.39(4) of the Hong Kong Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the AGM and the Class Meetings will demand a poll for all resolutions to be proposed at the AGM and the Class Meetings in accordance with Article 87 of the Articles of Association. Poll results will be announced by the Company in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules after the AGM and the Class Meetings.

To the best of the Directors' knowledge, information and belief, save as disclosed in this circular, none of the Shareholders are required to abstain from voting at the AGM and the Class Meetings.

VII. RECOMMENDATIONS

The Board also considers that all resolutions set out in the Notice of AGM are fair and reasonable and in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends that the Shareholders to vote in favor of the resolutions set out in the Notice of AGM and the Notice of the Class Meeting of H Shareholders.

VIII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

IX. FURTHER INFORMATION

Your attention is drawn to the appendices to this circular.

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

30 May 2024

* *For identification purposes only*

In 2023, the Board of Directors of the Company duly performed the obligations granted under the Company Law of the PRC (《中華人民共和國公司法》), the Rules Governing the Listing of Stocks on the STAR Market of the Shanghai Stock Exchange (《上海證券交易所科創板股票上市規則》) (the “**STAR Market Listing Rules**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules of the Stock Exchange**”) and other relevant laws and regulations, as well as the articles of association of Shanghai Junshi Biosciences Co., Ltd.* (the “**Articles of Association**”) and other relevant requirements, strictly executed the resolutions of the general meeting, actively promoted the implementation of the resolutions of Board of Directors, and constantly standardized the corporate governance. The report of the work of the Board of Directors for 2023 is as follows:

I. OVERALL OPERATIONS OF THE COMPANY IN 2023

In 2023, the Company achieved operating revenue of RMB1,503 million, representing a year-on-year increase of 3.38%, which was mainly attributable to the increase in the revenue from sales of pharmaceutical products. During the Reporting Period, the Company had a new drug being commercialized, namely Deuremidevir Hydrobromide Tablets (trade name: MINDEWEI (民得維[®])), which was included in the NDRL. Its core product, namely toripalimab (trade name: TUOYI[®] (拓益[®])/LOQTORZI[™]), was approved by the FDA for marketing in the United States. With the expanding scope of approved indications in China, 3 new indications were included in the NDRL. During the Reporting Period, the Company further reduced losses by strengthening control on various expenses, optimizing resource allocation and focusing on R&D pipelines with greater potential.

In terms of R&D, the Company efficiently pushed forward R&D pipelines and made various achievements. The sNDA for toripalimab for the perioperative treatment of patients with resectable non-small cell lung cancer was approved by the NMPA; the sNDAs for toripalimab for the treatment of advanced triple-negative breast cancer, the first-line treatment of advanced renal cell carcinoma and the first-line treatment of extensive-stage small cell lung cancer were accepted by the NMPA; the phase III clinical study of toripalimab for the first-line treatment of melanoma met the primary endpoint. Tifcemalimab (project code: TAB004/JS004) is the world’s first-in-human anti-tumor anti-BTLA monoclonal antibody independently developed by the Company that has commenced clinical trials. A randomized, double-blind, placebo-controlled, international multi-center phase III clinical study of tifcemalimab in combination with toripalimab as consolidation therapy in patients with limited-stage small cell lung cancer without disease progression following chemo-radiotherapy has completed the world’s first patient enrollment (FPI) and the first drug administration. A randomized, open-label, active controlled, multi-center phase III clinical study of tifcemalimab for the treatment of classical Hodgkin lymphoma (cHL) was officially initiated. The NDA for ongericimab (a recombinant humanized anti-PCSK9 monoclonal antibody injection, project code: JS002) was accepted by the NMPA. The recombinant humanized anti-IL-17A monoclonal antibody (project code: JS005) entered phase III registrational clinical study. Studies on a number of products in the early stage of R&D have made orderly progress. In addition, the Company made various major achievements in the business operations, development of drug candidates, external collaborations, industrial chain expansion, as well as talent reserve.

II. THE WORK OF THE BOARD OF DIRECTORS IN 2023

(I) Basic information of the Board of Directors

The Board of Directors of the Company currently comprises 15 Directors, including five Independent Non-executive Directors. The number and composition of the Board of Directors meet the requirements of relevant laws and regulations, and members of the Board of Directors possess the necessary knowledge, skills and qualifications to perform their duties. During the Reporting Period, all Directors exercised their functions and powers in strict accordance with the Articles of Association and the Rules of Procedure of the Board of Directors and performed their duties diligently, ensuring that the decision-making of the Board of Directors is scientific and efficient, and the procedures are in compliance with the law.

(II) Convening of Board meetings

In 2023, the Board of Directors conscientiously performed its duties and held 8 Board meetings to consider and approve all proposals. The procedures for convening, holding and voting of the meetings were in compliance with the requirements of relevant laws and regulations, and the resolutions made at the meetings were legal and valid. The details of the meetings are as follows:

No.	Session of meeting	Convening date	Resolution(s) of the meeting
1	The eighteenth meeting of the third session of the Board of Directors	30 March 2023	A total of 19 resolutions were considered and approved, and no resolution was vetoed.
2	The nineteenth meeting of the third session of the Board of Directors	28 April 2023	A resolution was considered and approved, and no resolution was vetoed.
3	The twentieth meeting of the third session of the Board of Directors	5 June 2023	A total of 16 resolutions were considered and approved, and no resolution was vetoed.
4	The twenty-first meeting of the third session of the Board of Directors	30 August 2023	A total of 3 resolutions were considered and approved, and no resolution was vetoed.
5	The twenty-second meeting of the third session of the Board of Directors	8 September 2023	A total of 2 resolutions were considered and approved, and no resolution was vetoed.
6	The twenty-third meeting of the third session of the Board of Directors	22 September 2023	A total of 2 resolutions were considered and approved, and no resolution was vetoed.

No.	Session of meeting	Convening date	Resolution(s) of the meeting
7	The twenty-fourth meeting of the third session of the Board of Directors	27 October 2023	A resolution was considered and approved, and no resolution was vetoed.
8	The twenty-fifth meeting of the third session of the Board of Directors	6 December 2023	A total of 2 resolutions were considered and approved, and no resolution was vetoed.

(III) Performance of the special committees under the Board of Directors

The Board of Directors of the Company has set up four special committees, including the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee and the Strategic Committee. In 2023, the Audit Committee held four meetings; the Nomination Committee held two meetings; the Remuneration and Appraisal Committee held three meetings; and the Strategic Committee held a meeting to review the Company's financial situation, personnel, remuneration, strategic development and other matters. The establishment and operations of the special committees have effectively improved the operation efficiency, the scientificity of decision-making and the effectiveness of supervision of the Board of Directors, and promoted the improvement of the corporate governance structure of the Company.

(IV) Implementation of the resolutions of the general meetings by the Board of Directors

In 2023, the Company held a total of two general meetings, including an annual general meeting and an extraordinary general meeting, all of which were convened by the Board of Directors. The procedures for convening, holding and voting of the meetings were in compliance with the requirements of relevant laws and regulations, and the resolutions made at the meetings were legal and valid. During the Reporting Period, the Board of Directors of the Company strictly followed the resolutions and authorizations of the general meetings, conscientiously implemented the resolutions passed by Shareholders at the general meetings, safeguarded the interests of all Shareholders, and ensured that Shareholders could exercise their powers in accordance with the laws, thus advancing the long-term, stable and sustainable development of the Company.

(V) Performance of the Independent Non-executive Directors

In 2023, the Independent Non-executive Directors earnestly performed their duties, actively attended relevant meetings, carefully reviewed various resolutions at the Board meetings and expressed independent opinions on major matters in accordance with the requirements of the Company Law, the Securities Law, the STAR Market Listing Rules, the Listing Rules of the Stock Exchange, the Articles of Association, the Work System for Independent Non-Executive Directors of the Shanghai Junshi Biosciences Co., Ltd.* (《上海君實生物醫藥科技股份有限公司獨立非執行董事工作制度》) and other laws, regulations, regulatory documents and corporate policies, safeguarding the overall interests of the Company and the legitimate rights and interests of all Shareholders. For details, please refer to the Work Report of the Independent Non-executive Directors for 2023.

(VI) Information disclosure and investor relations management

The Company attaches great importance to information disclosure, strictly abides by the requirements of the STAR Market Listing Rules, the Listing Rules of the Stock Exchange, the Administrative Measures for Information Disclosure of Listed Companies* (《上市公司信息披露管理辦法》), the Articles of Association and other laws, regulations, regulatory documents and corporate policies, performs information disclosure obligations in accordance with the laws, follows the principles of fairness, impartiality and openness, and ensures information disclosure in a true, timely, accurate and complete manner, protecting the legitimate rights and interests of all investors.

In 2023, the Company actively engaged with the investors. The Company maintained smooth communication with different types of investors through different communication channels such as the results briefing sessions, the E-interactive platform of the Shanghai Stock Exchange, the Company's investor hotline, analyst meetings, research on specific topics, road shows, etc., which ensured timely and effective communication between the Company and investors, which facilitated investors and the public to have an accurate understanding of the operations and business progress of the Company.

III. THE WORK PLAN OF THE BOARD OF DIRECTORS IN 2024

In 2023, with the joint efforts of the Board of Directors, management and all employees, the Company has made certain achievements in enhancing its operating performance and improving its governance structure. In 2024, the Board of Directors of the Company will continue to strengthen its own construction, give full play to the important role of the Board of Directors in corporate governance and strategy implementation, push forward the effective implementation of the Company's strategic planning, maintain a long-term, stable and sound interactive relationship between the Company and investors, further improve the standardization of governance, optimize the corporate governance structure, strengthen the construction of the internal control system, and continuously promote the sustainable and healthy development of the Company.

Shanghai Junshi Biosciences Co., Ltd.*

Board of Directors

28 March 2024

In 2023, the Board of Supervisors of the Company strictly complied with the Company Law, the Securities Law, the Rules Governing the Listing of Stocks on the STAR Market of the Shanghai Stock Exchange (《上海證券交易所科創板股票上市規則》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and other relevant laws and regulations, as well as the Articles of Association, the Rules of Procedures of the Board of Supervisors and other relevant requirements. Taking the protection of the legal rights and interests of the Shareholders as a starting point, the Board of Supervisors diligently fulfilled its supervisory power and responsibilities based on the Company's current business model, further optimized corporate governance, and protected the legal rights and interests of the Company and its Shareholders, guaranteeing the healthy and sustainable development of the Company. The report of the Board of Supervisors for 2023 is as follows:

I. MEETINGS OF THE BOARD OF SUPERVISORS

In 2023, the Board of Supervisors convened a total of six meetings, and all Supervisors attended such meetings in person. The details are as follows:

1. The fifteenth meeting of the third session of the Board of Supervisors convened on 30 March 2023 considered and approved the “Resolution on the 2022 Report of the Board of Supervisors”, the “Resolution on the 2022 Annual Report and Its Summary”, the “Resolution on the 2022 Financial Accounts Report”, the “Resolution on the 2022 Profit Distribution Plan”, the “Resolution on the 2022 Evaluation Report on Internal Control”, the “Resolution on the Remuneration of Supervisors for 2022”, the “Resolution on the Remuneration Plan of Supervisors for 2023”, the “Resolution on the Special Report on the Deposit and Actual Use of Proceeds in 2022”, the “Resolution on the Temporary Replenishment of Liquidity by Using Part of the Idle Proceeds” and the “Resolution on the 2022 Social Responsibility Report”.
2. The sixteenth meeting of the third session of the Board of Supervisors convened on 29 April 2023 considered and approved the “Resolution on the 2023 First Quarterly Report of the Company”.
3. The seventeenth meeting of the third session of the Board of Supervisors convened on 5 June 2023 considered and approved the “Resolution on the Company's Issuance and Admission of GDRs on the SIX Swiss Exchange”, the “Resolution on the Plan of the Company's Issuance and Admission of GDRs on the SIX Swiss Exchange”, the “Resolution on the Issuance of Domestic New Underlying Shares as a Result of the Issuance of GDRs Outside of the PRC by the Company”, the “Resolution on the Demonstration and Analysis Report Regarding the Plan of the Issuance of Domestic New Underlying Shares as a Result of the Issuance of GDRs Outside of the PRC by the Company”, the “Resolution on the Feasibility Report on the Use of Proceeds from the Issuance of Domestic New Underlying Shares as a Result of the Issuance of GDRs Outside of the PRC by the Company”, the “Resolution on the Report on the Use of Proceeds Previously Raised by the Company”, the “Resolution on the

Accumulated Profit Distribution Plan Prior to the Issuance and Admission of GDRs by the Company on the SIX Swiss Exchange”, the “Resolution on the Validity Period of the Resolution in Respect of the Issuance and Admission of GDRs by the Company on the SIX Swiss Exchange”, the “Resolution on the Amendments to the Rules of Procedures of the Board of Supervisors of Shanghai Junshi Biosciences Co., Ltd.* (Draft) Applicable After the Admission of GDRs”, the “Resolution on 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” and the “Resolution on the Dividend Distribution Plan for the Shareholders for the Next Three Years (2023 to 2025) of the Company”.

4. The eighteenth meeting of the third session of the Board of Supervisors convened on 30 August 2023 considered and approved the “Resolution on the 2023 Interim Report of the Company and Its Summary” and the “Resolution on the Special Report on the Deposit and Actual Use of the Proceeds in the first half of 2023”.
5. The nineteenth meeting of the third session of the Board of Supervisors convened on 27 October 2023 considered and approved the “Resolution on the 2023 Third Quarterly Report of the Company”.
6. The twentieth meeting of the third session of the Board of Supervisors convened on 6 December 2023 considered and approved the “Resolution on Terminating the Implementation of the 2022 Restricted Share Incentive Scheme” and the “Resolution on Temporarily Idle Proceeds To Be Deposited as Call Deposits and in Other Forms”.

II. OPINION OF THE BOARD OF SUPERVISORS ON RELATED MATTERS OF THE COMPANY

During the Reporting Period, the Board of Supervisors of the Company continued to perform its duties with diligence and in strict compliance with relevant laws and regulations. It regularly inspected the Company’s production and operation and the implementation of internal control policies, reviewed the financial reports of the Company, supervised the performance of duties by the Board and all senior management of the Company, and put forward opinions on improvement based on objectivity and practicality, fully exercising the supervisory and regulatory role of the Board of Supervisors. Upon review, the Board of Supervisors formed the following opinions on related matters of the Company:

(I) Compliant Operation of the Company

During the Reporting Period, the Board of Supervisors supervised and inspected the procedures for convening meetings of the Board and the Shareholders of the Company and resolutions at such meetings during the year, the Board's execution of resolutions made at general meetings, the performance of duties by senior management of the Company, the implementation of various management policies of the Company, and the Company's production and operational conditions during the year. The Board of Supervisors is of the opinion that the relevant convening procedures of the Company's general meetings and Board meetings were legal and valid, and the resolutions complied with laws, regulations and the requirements of the Articles of Association. The Board operated in a standardized manner and the decision-making procedures were scientific and reasonable. The Company's internal governance was well-structured and a sound internal control mechanism was established. Directors and senior management of the Company performed their duties with integrity and diligence according to national laws, regulations and the requirements of the Articles of Association, and strictly executed the various resolutions and authorizations made at the general meetings. The Board of Supervisors did not find any act that was illegal or non-compliant with laws, regulations or the Articles of Association or harmed the interests of the Company or its Shareholders.

The Board of Supervisors attended the general meetings according to the relevant requirements, reviewed and supervised the resolutions of the general meetings, and considers that the Board has effectively executed the resolutions of the general meetings.

(II) Financial Position of the Company

The Board of Supervisors carefully reviewed resolutions regarding the Company's regular financial reports and financial policies for the year 2023, and issued written review opinions. It is of the view that the preparation and review procedures of regular reports of the Company complied with the Company Law, the Securities Law, the Articles of Association, other relevant laws and regulations, and the requirements of the rules and internal control policies of the Company, and that the contents of the reports truthfully, accurately and completely reflected the Company's financial position and operational results. In 2023, the Company's financial position was sound with year-on-year increase in operating income and standardized financial management.

The conclusion of the audit report, "Standard Unqualified Audit Opinion", issued by RSM China (Special General Partnership) (容誠會計師事務所(特殊普通合夥)) and Deloitte Touche Tohmatsu was true, fair and in line with the actual condition of the Company.

(III) Related Party Transactions of the Company

During the Reporting Period, the Board of Supervisors reviewed the related party transactions of the Company for the year. It is of the view that the related party transactions of the Company were conducted on arm's length basis, the pricing principles were in accordance with common business practices and requirements of relevant policies, the transactions were fair and reasonable, the decision-making procedures were standardized, and there was no harm to the interests of the Company or its Shareholders, especially interests of minority Shareholders.

During the Reporting Period, the Company's controlling Shareholder and related parties did not appropriate the funds of the Company for non-production and operation purposes. The external guarantees of the Company for the year were all guarantees provided to its wholly-owned subsidiaries, and the approval procedures thereof were performed in accordance with relevant regulations. There was no provision of guarantee in violation of regulations, or situation that resulted in the loss of the Company's assets.

(IV) Opinions on Internal Control System and Annual Self-evaluation on Internal Control

During the Reporting Period, the Board of Supervisors is of the opinion that the Company established an internal control system for all stages of production and operation according to relevant laws and the requirements of regulatory documents, such as Guideline No. 1 for the Application of Self-regulatory Rules for Companies Listed on the STAR Market of the Shanghai Stock Exchange – Standardized Operation* (《上海證券交易所科創板上市公司自律監管指引第1號-規範運作》), and the actual business needs of the Company. The internal control system continued to be optimized and each system was implemented strictly, thereby effectively ensuring the normal and orderly production and operation of the Company.

(V) Share Incentives of the Company

During the Reporting Period, the Board of Supervisors reviewed and issued opinions on the termination of the 2022 restricted share incentive scheme of the Company. The Board of Supervisors is of the opinion that the relevant matters are in compliance with relevant laws, regulations and the requirements of regulatory documents, such as the Management Measures for Share Incentive Scheme Adopted by Listed Companies* (《上市公司股權激勵管理辦法》) and the Articles of Association. There are no such circumstances that are detrimental to the interests of the Company and Shareholders as a whole.

III. WORK ARRANGEMENT OF THE BOARD OF SUPERVISORS FOR 2024

The work plan of the Board of Supervisors for 2024 mainly includes the following aspects: supervising the Company's operation in compliance with laws and regulations and pushing forward the construction and effective operation of the internal control system; inspecting the Company's financial position, supervising the Company's financial operation, supervising the performance of duties of Directors and senior management personnel, and preventing acts that may harm the Company's interests; strengthening the supervision of the Company's related party transactions and other major matters and paying attention to information disclosure.

The Board of Supervisors will continue to strictly abide by laws, regulations and the requirements of the Articles of Association, faithfully and diligently perform its supervisory duties and continue to improve the Company's risk prevention and control, with an aim to provide solid protection for the Company's healthy and sustainable development and effectively safeguard the interests of the Company and its Shareholders.

Shanghai Junshi Biosciences Co., Ltd.*
Board of Supervisors
28 March 2024

Based on the Group's operation and financial position for the year 2023, the Group prepared the 2023 Financial Accounts Report and the 2023 financial statements of the Group have been audited by RSM China (Special General Partnership) (容誠會計師事務所(特殊普通合夥)), which issued an audit report with a standard unqualified opinion (Rong Cheng Shen Zi [2024]230Z0326). The major financial data reflected in the consolidated accounting statements is as follows:

I. FINANCIAL POSITION

1. Asset structure

Unit: RMB'0,000

Item	Balance at the		Balance at the	
	end of 2023	Percentage	end of 2022	Percentage
Total assets	1,134,287	100.0%	1,255,850	100.0%
Current assets	557,108	49.1%	721,648	57.5%
Non-current assets	577,179	50.9%	534,201	42.5%

(1) Current assets decreased by RMB1,645.40 million, representing a decrease of 22.8% as compared with the same period of the previous year. In particular:

- 1) Cash and bank balances amounted to RMB3,788.19 million, which decreased by RM2,242.55 million as compared with the same period of the previous year. The change was mainly due to a net cash outflow from operating activities of RMB2,004.98 million, a net cash outflow from investment activities of RMB933.19 million and a net cash inflow from financing activities of RMB711.83 million;
- 2) Accounts receivable increased by RMB245.04 million as compared with the same period of the previous year, mainly due to the increase of RMB120.48 million in receivables from out-licensing and the increase of RMB125.41 million in receivables from sale of pharmaceutical products as at the end of the year;
- 3) Other receivables increased by RMB347.83 million as compared with the same period of the previous year, mainly due to the corresponding increase of RMB334.08 million in the equity transfer receivables as at the end of the period from the transfer of the equity interest in an associate Shanghai Junpai Yingshi Bio Pharmaceutical Co., Ltd.* (上海君派英實藥業有限公司) (“**Junpai Yingshi**”) and the transfer of the equity interest in a joint venture Shanghai Lijing Biosciences Technology Limited* (上海禮境生物醫藥科技有限公司) (“**Shanghai Lijing**”) during the year;

- 4) Inventories decreased by RMB60.97 million as compared with the same period of the previous year, mainly due to the increase of RMB33.34 million in net goods on hand, the increase of RMB34.24 million in net materials for consigned processing, the decrease of RMB91.59 million in net raw materials, and the decrease of RMB37.15 million in net goods in process;
 - 5) Other current assets increased by RMB52.35 million as compared with the same period of the previous year, mainly due to the increase in input value-added tax to be deducted.
- (2) Non-current assets increased by RMB429.78 million, representing an increase of 8.0% as compared with the same period of the previous year. In particular:
- 1) Long-term equity investment decreased by RMB250.06 million as compared with the same period of the previous year, due to the increased investment of RMB50 million in Shanghai Ruotuo Biotechnology Co., Ltd.* (上海偌妥生物科技有限公司) and the increased investment of RMB10 million in Chengdu Qingsheng Biomedical Technology Co., Ltd.* (成都輕勝生物醫藥科技有限公司) during the period, the reduced long-term equity investment of RMB60.48 million due to the investment loss recognized under the equity method, the transfer of the equity interest of RMB1.15 million in Beijing Tianshi Pharmaceutical Technology Co., Ltd.* (北京天實醫藥科技有限公司), the transfer of the equity interest of RMB78.67 million in Shanghai Lijing and the transfer of the equity interest of RMB169.76 million in Junpai Yingshi during the period;
 - 2) Investment in other equity instruments decreased by RMB53.27 million as compared with the same period of the previous year, which was due to the increased investment of RMB30.6 million in Shanghai Anlingke Biopharmaceutical Co., Ltd.* (上海安領科生物醫藥有限公司) during the year and an investment loss of RMB83.87 million attributable to the change in fair value through other comprehensive income;
 - 3) Fixed assets increased by RMB537.22 million as compared with the same period of the previous year, which was due to the transfer of RMB284.6 million to fixed assets from the innovative therapeutic monoclonal antibody industrialization project and the transfer of RMB269.12 million to fixed assets from the Lingang industrialization project;
 - 4) Construction in progress increased by RMB281.69 million as compared with the same period of the previous year, mainly due to the increased investment of RMB326.79 million in the Suzhou Junao Oncology Hospital* (蘇州君奧腫瘤醫院) project, the increased investment of RMB271.48 million in the Shanghai headquarters and R&D base projects, and the increased investment of RMB166.48 million in the Suzhou headquarters building project, and the

increased investment of RMB43.71 million in the innovative therapeutic monoclonal antibody industrialization project with the transfer of RMB284.6 million to fixed assets and the increased investment of RMB39.61 million in the Lingang industrialization project with the transfer of RMB269.12 million to fixed assets;

- 5) Intangible assets increased by RMB230.87 million as compared with the same period of the previous year, mainly due to the land acquisition by JunTop Biosciences and Wuxi Runmin Pharmaceutical Technology Co., Ltd.* (無錫潤民醫藥科技有限公司) with an increase in land use rights of RMB204.29 million;
- 6) Deferred tax assets decreased by RMB125.03 million as compared with the same period of the previous year, mainly due to the reversal of deferred taxes totaling RMB115.98 million of certain subsidiaries in respect of deductible losses during the year and the decrease of RMB115.98 million of deferred tax assets;
- 7) Other non-current assets decreased by RMB184.03 million as compared with the same period of the previous year, mainly due to the decrease in prepaid housing payments.

2. Debt structure

Item	Balance at the end of 2023		Balance at the end of 2022	
	Balance	Percentage	Balance	Percentage
Total liabilities	402,226	100.0%	278,204	100.0%
Current liabilities	243,840	60.6%	176,631	63.5%
Non-current liabilities	158,386	39.4%	101,573	36.5%

Unit: RMB'0,000

In 2023, total liabilities amounted to RMB4,022.26 million. Gearing ratio was 35.5%, representing an increase of 13.3 percentage points as compared with 22.2% in the same period of the previous year.

- (1) Current liabilities increased by RMB672.09 million as compared with the same period of the previous year. In particular:
 - 1) Short-term borrowings increased by RMB101.07 million as compared with the same period of the previous year, mainly due to the new borrowings of RMB71.72 million of the Company and the increase in domestic letters of credit of RMB29.35 million during the year;

- 2) Accounts payable increased by RMB323.69 million as compared with the same period of the previous year, mainly due to the increase of RMB295.87 million in the balance of equipment and construction payment payables as a result of the continuous advancement of construction projects;
 - 3) Contract liabilities increased by RMB142.18 million as compared with the same period of the previous year, mainly due to the receipt of the upfront payment for out-licensing of RMB141.51 million during the year;
 - 4) Payroll payables increased by RMB42.3 million as compared with the same period of the previous year, mainly due to the increase in the year-end bonus payable for the year as compared with the same period of the previous year;
 - 5) Non-current liabilities due within one year increased by RMB38.83 million as compared with the same period of the previous year, mainly due to the increase of RMB46.57 million in long-term borrowings due within one year and the decrease of RMB7.73 million in lease liabilities due within one year.
- (2) Non-current liabilities increased by RMB568.13 million as compared with the same period of the previous year. In particular:
- 1) Long-term borrowings increased by RMB356.21 million as compared with the same period of the previous year, mainly due to the increase in borrowings of RMB202.49 million for Suzhou Junao Precision Medicine Co., Ltd.* (蘇州君奧精準醫學有限公司), the increase in borrowings of RMB130.11 million for Suzhou Junshi Biotechnology Co., Ltd.* (蘇州君實生物工程有限公司), the increase in borrowings of RMB79.47 million for Shanghai Junshi and the new borrowings of RMB26.77 million for Suzhou Junmeng Biosciences Co., Ltd.* (蘇州君盟生物醫藥科技有限公司) during the year;
 - 2) Deferred income increased by RMB61.41 million as compared with the same period of the previous year, mainly due to the additional government grants of RMB86.57 million received during the year. At the same time, the amortization of grants caused the decrease of RMB25.16 million in deferred income;
 - 3) Other non-current liabilities increased by RMB152.54 million as compared with the same period of the previous year, mainly due to the capital contribution of RMB150 million in Wuxi Runyuan Biopharmaceutical Venture Capital Partnership (Limited Partnership)* (無錫潤元生物醫藥創業投資合夥企業(有限合夥)) received from other partners during the year.

3. Shareholders' equity (excluding minority interests)

Unit: RMB'0,000

Item	Balance at the end of 2023	Balance at the end of 2022	Year-on- year change
Equity attributable to owners of the Company	715,122	948,363	-24.6%
Share capital	98,569	98,287	0.3%
Treasury shares	2,689	–	100.0%
Capital reserve	1,539,456	1,534,580	0.3%
Other comprehensive income	-14,207	-6,841	107.7%
Retained earning	-906,007	-677,663	33.7%

At the end of 2023, total equity attributable to owners of the Company amounted to RMB7,151.22 million, representing a decrease of 24.6% as compared with the same period of the previous year. In particular:

- 1) Share capital was RMB985.69 million, representing an increase of RMB2.82 million as compared with the same period of the previous year. The increase was due to: in January 2023, the Company issued 2.82 million RMB ordinary shares (A shares) to 668 participants who satisfied the vesting conditions;
- 2) Treasury shares was RMB26.89 million. During the year, the Company repurchased a total of 680,000 shares through centralized price bidding via the trading system of the Shanghai Stock Exchange, and paid a total of RMB26.89 million (including handling fees);
- 3) Capital reserve was RMB15,394.56 million, representing an increase of RMB48.76 million as compared with the same period of the previous year. The increase was due to the following reasons: in January 2023, the Company issued 2.82 million RMB ordinary shares (A shares) to 668 participants who satisfied the vesting conditions, resulting in the increase in capital reserve by RMB153.59 million; Shanghai JunTop, a subsidiary, recovered 50% equity interest in Shanghai Wangshi Biomedical Technology Co., Ltd* (上海旺實生物醫藥科技有限公司) held by other shareholders, resulting in the decrease in capital reserve by RMB128.48 million, and recognized equity-settled share-based payments during the year, resulting in the increase in capital reserve by RMB23.65 million.

II. OPERATING RESULTS

1. Operating income and cost

Item	2023	2022	<i>Unit: RMB'0,000</i>
			Year-on-year change
Operating income	150,255	145,349	3.4%
Operating cost	54,098	50,431	7.3%
Business tax and surcharges	1,970	1,041	89.2%

- 1) Operating income in 2023 increased by 3.4% as compared with the same period of the previous year, mainly due to the increase in the sales revenue from the commercialized drugs as compared with the same period of the previous year;
- 2) Operating costs for the period increased by 7.3% as compared with the previous period, mainly due to the increase in cost corresponding to the sales revenue from the commercialized drugs;
- 3) Consolidated gross profit margin for the period was 64.0%, representing a decrease of 1.3 percentage points as compared with the same period of the previous year, mainly due to the launch of sales of MINDEWEI approved during the year and the lower gross profit margin of the newly launched product.

2. Expenses for the period

Item	2023	2022	<i>Unit: RMB'0,000</i>
			Year-on-year change
Selling expenses	84,436	71,570	18.0%
Administrative expenses	53,644	56,909	-5.7%
R&D expenses	193,747	238,437	-18.7%
Finance cost	-6,709	-8,095	-17.1%

In 2023, the total expenses for the period was RMB3,251.18 million, representing a decrease of RMB337.03 million or 9.4% as compared with the same period of the previous year. In particular:

- 1) Selling expenses amounted to RMB844.36 million, representing an increase of RMB128.66 million as compared with the same period of the previous year, mainly due to the increase of RMB92 million in marketing expenses by the Group to promote sales revenue growth during the year;
- 2) Administrative expenses amounted to RMB536.44 million, representing a decrease of RMB32.65 million as compared with the same period of the previous year, mainly due to the strengthened cost control by the Group and the reduction of share-based compensation;
- 3) R&D expenses amounted to RMB1,937.47 million, representing a decrease of RMB446.9 million as compared with the same period of the previous year, mainly due to the optimized resource allocation and focus on R&D pipelines with greater potential by the Group;
- 4) Finance income amounted to RMB67.09 million, representing a decrease of RMB13.86 million as compared with the same period of the previous year, mainly due to a decrease in foreign exchange gains during the year.

3. Profitability

Item	2023	Unit: RMB'0,000	
		2022	Year-on-year change
Operating profit	-245,744	-266,591	20,847
Total profit	-249,169	-267,718	18,549
Net profit attributable to owners of the Company	-228,343	-238,805	10,462

During the Reporting Period, the losses from operating profit, total profit and net profit attributable to owners of the Company decreased by RMB208.47 million, RMB185.49 million and RMB104.62 million year on year, respectively, mainly due to the increase in the sales revenue from commercialized products in 2023 as compared with the same period of the previous year. At the same time, the Group strengthened control on various expenses, optimized resource allocation, and focused on R&D pipelines with greater potential.

III. CASH FLOW**1. Cash flow from operating activities**

Net cash outflow from operating activities of the Group in 2023 amounted to RMB2,004.98 million, representing an increase of RMB228.78 million or 12.9% as compared to net outflow of the previous year, mainly due to the fact that the cash inflow from commercial sales was insufficient to cover the commercialization expenses and R&D investment.

2. Cash flow from investing activities

Net cash outflow from investing activities in 2023 amounted to RMB933.19 million, mainly due to the cash outflow from investments in long-term equity and other non-current financial assets, as well as investment expenses for the Suzhou Junao Oncology Hospital project, Shanghai Headquarters and R&D base projects and Suzhou Headquarters building project.

3. Cash flow from financing activities

Net cash flow from financing activities in 2023 amounted to RMB711.83 million, mainly due to the increase in external borrowings during the period.

Shanghai Junshi Biosciences Co., Ltd.*
Board of Directors
28 March 2024

SHANGHAI JUNSHI BIOSCIENCES CO., LTD.*
WORKING RULES OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

Chapter I General Provisions

Article 1 In order to further improve the governance structure of Shanghai Junshi Biosciences Co., Ltd.* (上海君實生物醫藥科技股份有限公司) (the “**Company**”) and facilitate the standardized operations of the Company and facilitate the performance of duties for independent non-executive directors, these rules have been formulated pursuant to the relevant laws, regulations and normative documents such as the Company Law of the People’s Republic of China (the “**Company Law**”), the Measures for the Administration of Independent Directors of Listed Companies, the Rules Governing the Listing of Stocks on the STAR Market of the Shanghai Stock Exchange (the “**STAR Market Listing Rules**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”) as well as the relevant regulations of the Articles of Association of Shanghai Junshi Biosciences Co., Ltd.* (the “**Articles of Association**”) while taking into account the actual circumstances of the Company.

Article 2 An independent non-executive director shall be a director who does not hold any positions in the Company other than the position of director, and shall have no direct or indirect interest with the Company and its substantial shareholders (i.e. shareholders who individually or jointly hold more than 5% of shares with voting rights of the Company or hold less than 5% of the shares but have a significant impact on the Company) and actual controller or other relationship that may affect his/her independent and objective judgment, and who satisfies the independence requirements under the STAR Market Listing Rules and the Hong Kong Listing Rules of the places where the Company’s shares are listed.

Chapter II Qualifications of Independent Non-Executive Directors

Article 3 A person holding the position of independent non-executive director shall satisfy the basic qualifications set forth below:

- (I) to satisfy the requirements for independent non-executive directors in respect of character, integrity, independence and experience under the laws and administrative regulations of the places where the Company’s shares are listed, the STAR Market Listing Rules, the Hong Kong Listing Rules and other relevant provisions, to possess the qualifications to hold office as a director of a listed company;
- (II) to possess the independence as required by laws, administrative regulations and departmental rules, the STAR Market Listing Rules, the Hong Kong Listing Rules, and the Articles of Association and Article 6 herein;

- (III) to have the basic knowledge of the operations of a listed company, to be familiar with relevant laws, administrative regulations, competent departmental rules and regulations;
- (IV) to have at least five years of legal, accounting, or economic work experience necessary to fulfill the duties of an independent director;
- (V) to have good personal characters, with no negative records such as severe dishonesty;
- (VI) other conditions as required by the STAR Market Listing Rules, the Hong Kong Listing Rules, and the Articles of Association.

Article 4 The members of the Board of Directors of the Company (the “**Board**”) shall comprise of no less than one third of and no less than three independent non-executive directors, of which at least one is an accounting professional. Candidates nominated as accounting professionals for independent non-executive directors shall have extensive accounting knowledge and experience, and meet at least one of the following conditions: (I) having the qualification of a registered accountant; (II) having a senior professional title, associate professor or above title, or doctoral degree in accounting, auditing, or financial management; (III) having a senior professional title in economic management and more than five years of full-time work experience in professional positions such as accounting, auditing, or financial management.

At least one independent non-executive director of the Company shall usually reside in Hong Kong.

Article 5 Independent non-executive directors shall have good personal characters, without any inappropriateness for being nominated as directors of a listed company, and shall not have the following negative records:

- (I) subject to administrative penalties by the China Securities Regulatory Commission or criminal penalties by judicial authorities for securities and futures violations within the past 36 months;
- (II) subject to investigation by the China Securities Regulatory Commission or judicial authorities for suspected securities and futures violations, pending a clear conclusion;
- (III) subject to public condemnation by a stock exchange or criticism by a stock exchange three or more times in the past 36 months;
- (IV) having negative records such as severe dishonesty;

- (V) having been requested by the Board of Directors to be dismissed from his/her position at the general meeting for less than 12 months, as he/she failed to attend the Board meetings in person or delegate other independent non-executive directors to attend on his/her behalf for two consecutive times during his/her previous tenure as an independent non-executive director;
- (VI) other circumstances recognized by laws, administrative regulations, provisions of the China Securities Regulatory Commission, and stock exchanges.

Chapter III Independence of Independent Non-Executive Directors

Article 6 An independent non-executive director shall be independent, and shall satisfy the independence requirements in respect of independent non-executive directors under the STAR Market Listing Rules, the Hong Kong Listing Rules, and requirements of The Stock Exchange of Hong Kong Limited (the “**Hong Kong Stock Exchange**”). Unless otherwise required herein, none of the following persons shall be nominated as an independent non-executive director of the Company:

- (I) persons working at the Company or its affiliates and their immediate relatives and major social relations (immediate relatives refer to spouses, parents, and children; major social relations refer to brothers and sisters, spouses of brothers and sisters, parents of spouses, brothers and sisters of spouses, spouses of children, and parents of children’s spouses, etc.);
- (II) persons directly or indirectly holding more than 1% of the issued shares of the Company or natural person shareholders and their immediate family members among the top ten shareholders of the Company;
- (III) persons directly or indirectly holding more than 5% of the issued shares of the Company or natural person shareholders and their immediate family members among the top five shareholders of the Company;
- (IV) persons and their immediate family members who work at affiliates of the controlling shareholders and actual controllers of the Company;
- (V) persons who have significant business dealings with the Company, its controlling shareholders, actual controllers, or their respective affiliates, or who hold positions in organizations with significant business dealings and their controlling shareholders or actual controllers;

- (VI) persons who provide financial, legal, consulting, sponsorship, and other services to the Company, its controlling shareholders, actual controllers, or their respective affiliates, including but not limited to all members of the project team of intermediary institutions providing such services, review personnel at all levels, personnel who sign reports, partners, directors, senior management members, and persons in charge;
- (VII) persons who have experiences mentioned in the above six items within the past twelve months;
- (VIII) such person having received an interest in any security of the Company as a gift, or by means of other financial assistance, from connected parties of the Company (including the Company's core connected persons) or the Company itself. However, subject to section (II), such person will still be considered independent if such person receives shares or interests in securities from the Company or its subsidiary (but not from connected parties (including the Company's core connected persons)), as part of his/her director's fee, or pursuant to share option schemes established in accordance with the Hong Kong Listing Rules;
- (IX) such person is or was a director, partner or principal of a professional adviser which currently provides or has within one year immediately prior to the date of the proposed appointment provided services, or is or was an employee of such professional adviser who is or has been involved in providing such services during the same period, to:
- (1) the Company, its controlling shareholders, or any of their respective subsidiaries or connected parties (including the Company's core connected persons); or
 - (2) any person who was a controlling shareholder or, where there was no controlling shareholder, the chief executive or a director (other than an independent non-executive director), of the Company within two years immediately prior to the date of his/her proposed appointment as independent non-executive director or any of his/her close associates.
- (X) currently, or within one year immediately prior to the date of the person's proposed appointment, such person has or had a material interest in any principal business activity of or is involved in any material business dealings with the Company, its controlling shareholders or their respective subsidiaries or with any connected parties (including the Company's core connected persons) of the Company;
- (XI) such person is on the Board specifically to protect an entity whose interests are not the same as those of the shareholders as a whole;

- (XII) such person is or was connected with a director, chief executive or a substantial shareholder of the Company within two years immediately prior to the date of his/her proposed appointment as independent non-executive director, including:
- (1) any person cohabiting as a spouse with, and any child, step-child, parent, step-parent, brother, sister, step-brother and step-sister of, a director, the chief executive or a substantial shareholder of the Company;
 - (2) the following relatives of such director, chief executive or substantial shareholder: a father-in-law, mother-in-law, son-in-law, daughter-in-law, grandparent, grandchild, uncle, aunt, cousin, brother-in-law, sister-in-law, nephew and niece. In the above circumstances, the Company shall provide the Hong Kong Stock Exchange with all relevant information to enable the Hong Kong Stock Exchange to make a determination on the independence of the director.
- (XIII) such person is, or has at any time during the two years immediately prior to the date of his proposed appointment been, an executive or director (other than an independent non-executive director) of the Company, its controlling shareholders or any of their respective subsidiaries or any of their core connected persons;
- (XIV) such person is financially dependent on the Company, its controlling shareholders or any of their respective subsidiaries or core connected persons of the Company;
- (XV) other persons who do not possess the independence as stipulated by laws, administrative regulations, provisions of the China Securities Regulatory Commission, rules of the stock exchanges where the Company's shares are listed, and the Articles of Association.

For the purposes of this Article, a "substantial shareholder" refers to a person who is entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company or any subsidiaries.

Article 7 Independent non-executive directors shall inform the Company and the Hong Kong Stock Exchange as soon as practicable if there is any subsequent change of circumstances which may affect their independence and must provide an annual confirmation of their independence to the Company. The Company must confirm in its annual reports whether it has received such confirmation and whether it still considers the independent non-executive directors to be independent.

Independent non-executive directors shall carry out an annual self-inspection of their independence and submit the results of such self-inspection to the Board of Directors. The Board of Directors shall evaluate the independence of independent non-executive directors and issue special opinions on an annual basis, which shall be disclosed together with the annual report.

**Chapter IV Nomination, Election and Change of Independent
Non-Executive Directors**

Article 8 The Company's Board, board of supervisors or shareholders individually or in aggregate holding 1% or more of the issued shares with voting powers of the Company may nominate candidates for the office of independent non-executive directors to be elected at a general meeting.

An investor protection institution established in accordance with the law may publicly request shareholders to entrust it to exercise the right to nominate independent non-executive directors on their behalf.

The nominator specified in the first paragraph of this Article shall not nominate any persons who have an interest with the nominator or other closely related persons who may affect the independent performance as independent non-executive director candidates.

Article 9 The following procedures shall be observed before electing independent non-executive directors:

- (I) The nominator of candidates for an independent non-executive director shall obtain consent from the nominee prior to his/her nomination. The nominator shall have full knowledge of the nominee's occupation, educational background, professional title, detailed working experience, all other posts he/she concurrently holds, and existence of negative records such as severe dishonesty, and shall be responsible for providing the Company with written materials of such information. A candidate shall undertake to the Company in writing that he/she accepts the nomination, and undertake that his/her publicly disclosed information is true and complete and guarantee to fulfill his/her duties as a director after being elected.
- (II) The nominator of an independent non-executive director shall give opinion on the nominee's qualifications and independence fit for an independent non-executive director. The nominee shall make a public statement that he/she meets the independence and other conditions for serving as an independent non-executive director.

Article 10 The Company shall submit relevant materials of all nominees to the Shanghai Stock Exchange before the general meeting for electing independent non-executive directors is held. If the Board of Directors of the Company has objections to the information of the nominees, such objections shall be submitted in writing as well.

The Shanghai Stock Exchange shall review the relevant materials of the candidates for independent non-executive directors in accordance with regulations, carefully decide whether the candidates for independent non-executive directors meet the qualifications for appointment, and have the right to raise objections. The Company shall not propose those objected by the Shanghai Stock Exchange to the general meeting for election.

Article 11 The term of office of an independent non-executive director shall be 3 years, which is the same as the term of office of other directors of the Company, and shall be eligible for re-election upon expiry of the term, provided that the term of office shall not be longer than 6 years. Those who have served as independent non-executive directors at the Company for at least 6 consecutive years shall not be nominated as a candidate for independent non-executive directors for the Company within 36 months upon the completion of such six years. Independent non-executive directors who have served before the IPO shall have their tenure counted continuously.

Article 12 An independent non-executive director shall attend meetings of the Board. If an independent non-executive director fails to attend in person or delegate other independent non-executive directors to attend on his/her behalf a Board meeting for two consecutive times, the Board shall propose to convene a general meeting to dismiss the independent non-executive director within 30 days from such failure.

Article 13 The Company may dismiss an independent non-executive director in accordance with legal procedures before the expiry of his/her term. If an independent non-executive director is dismissed early, the Company shall promptly disclose the specific reasons and basis for such early dismissal. The Company shall promptly disclose any objections raised by any independent non-executive director.

If an independent non-executive director fails to meet the requirements for independence or qualifications after taking office, he/she shall immediately cease to perform his/her duties and resign. If he/she fails to submit his/her resignation, the Board of Directors shall immediately remove him/her from his/her position in accordance with regulations upon becoming aware of or should have become aware of this fact.

Article 14 An independent non-executive director may tender his/her resignation before the expiry of his/her term. When an independent non-executive director resigns, he/she shall submit a written resignation report to the Board in which he/she shall provide information on any circumstances related to his/her resignation or any circumstances to which he/she believes the attention of the Company's shareholders and creditors must be drawn. The Company shall disclose the reasons and concerns for the resignation of independent non-executive directors.

If the resignation or dismissal of an independent non-executive director causes the proportion of independent non-executive directors on the Board of the Company or its dedicated committees to fail to meet the requirements of laws, regulations or the Articles of Association, or there is a lack of accounting professionals among the independent non-executive directors, the independent non-executive director who intends to resign shall continue to perform his/her duties until the date of the appointment of a new independent non-executive director (except for resignation under Article 13 herein). The Company shall complete the by-election within 60 days upon the occurrence of the aforementioned facts.

Article 15 If an independent non-executive director does not satisfy the requirements for independence or if other circumstances renders him/her unsuitable for performing the duties of an independent non-executive director or any other reasons arise, causing the number of independent non-executive directors of the Company to fail to reach the required number of persons required by the Hong Kong Listing Rules, the Company shall immediately inform the Hong Kong Stock Exchange, and publish an announcement in accordance with the Hong Kong Listing Rules to announce relevant details and reasons.

Chapter V Duties and Powers and Performance of Duties of Independent Non-Executive Directors

Article 16 Independent non-executive directors shall perform the following duties:

- (I) participate in the decision-making of the Board and express clear opinions on the matters discussed;
- (II) supervise potential major conflicts of interest between the Company and its controlling shareholders, actual controllers, directors, and senior management members in accordance with Articles 23, 26, 27, and 28 of the Measures for the Administration of Independent Directors of Listed Companies, promote the decision-making of the Board of Directors to align with the overall interests of the Company, and protect the legitimate rights and interests of minority shareholders;
- (III) provide professional and objective suggestions for the Company's operation and development, and promote the improvement of the decision-making of the Board of Directors;
- (IV) other responsibilities stipulated by laws, administrative regulations, provisions of the China Securities Regulatory Commission, rules of the stock exchanges where the Company's shares are listed, and the Articles of Association.

Article 17 In order to maximize the function of independent non-executive directors, the independent non-executive directors shall perform the following special duties and powers in addition to those granted by laws and administrative regulations including the Company Law, the STAR Market Listing Rules and the Hong Kong Listing Rules, and the Articles of Association:

- (I) independently engage intermediary agencies to audit, consult, or verify specific matters of the Company;
- (II) propose to the Board for convening an extraordinary general meeting of the shareholders;
- (III) propose for convening a meeting of the Board;
- (IV) express independent opinions on matters that may harm the rights and interests of the Company or minority shareholders;
- (V) subject to applicable laws, regulations and/or requirements of the rules of the stock exchanges where the shares of the Company are listed, publicly solicit voting powers from shareholders before the general meeting.
- (VI) other duties and powers stipulated by laws, regulations, and/or the rules of the stock exchanges where the Company's shares are listed, the provisions of the China Securities Regulatory Commission, and the Articles of Association.

Independent non-executive directors shall obtain the consent of more than half of all independent non-executive directors prior to exercising the duties and powers mentioned in the preceding sections (I) to (III).

The Company shall promptly disclose the exercising by independent non-executive directors of the duties and powers listed in the first paragraph. If the above-mentioned duties and powers cannot be exercised in a normal manner, the Company shall disclose the facts and reasons.

Article 18 The following matters shall be approved by more than half of the independent non-executive directors of the Company before being submitted to the Board of Directors for review:

- (I) related party transactions that are required to be disclosed;
- (II) plans for the Company and its related parties to change or waive commitments;
- (III) decisions and measures taken by the board of directors of the company to be acquired regarding the acquisition;
- (IV) other matters stipulated by laws, administrative regulations, provisions of the China Securities Regulatory Commission, and the Articles of Association.

Article 19 If an independent non-executive director votes against or abstains from voting on a proposal of the Board, he/she shall specify the reasons and basis, the legality and compliance of the matters involved in the proposal, potential risks, and the impact on the rights and interests of the Company and minority shareholders. When disclosing Board resolutions, the Company shall also disclose the dissents of independent non-executive directors, and record the same in the Board resolutions and minutes.

In accordance with the relevant regulations of the Hong Kong Listing Rules, the independent non-executive directors shall review the continuing connected transactions annually, and confirm in annual reports whether such transactions:

- (I) were entered into in the ordinary and usual course of business of the Company and its subsidiaries;
- (II) were conducted on normal commercial terms or better; and
- (III) were conducted according to the agreements governing them on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

Article 20 The Company shall convene regular or extraordinary meetings attended by all independent non-executive directors (the “**Extraordinary Meetings of Independent Non-Executive Directors**”). The matters mentioned in sections (I) to (III) under the first paragraph of Article 17 and Article 18 herein shall be reviewed by the Extraordinary Meetings of Independent Non-Executive Directors.

The Extraordinary Meetings of Independent Non-Executive Directors may discuss other matters of the Company as necessary.

The Extraordinary Meetings of Independent Non-Executive Directors shall be convened and presided over by an independent non-executive director jointly elected by more than half of the independent non-executive directors. When the convener fails or is unable to perform his/her duties, two or more independent non-executive directors may convene such meeting on their own and elect a representative to preside.

The Company shall facilitate and support the Extraordinary Meetings of Independent Non-Executive Directors.

Minutes for the Extraordinary Meetings of Independent Non-Executive Directors shall be made in accordance with regulations, and the opinions of independent non-executive directors shall be recorded in such minutes. Independent non-executive directors shall sign and confirm such minutes.

Article 21 Independent non-executive directors shall make work records, detailing the performance of their duties. The information obtained by independent non-executive directors during the performance of their duties, relevant minutes, and communication records with the Company and intermediary personnel constitute an integral part of the work records. Independent non-executive directors may request the Board secretary and other relevant personnel to sign and confirm the work records with important information, and the Company and relevant personnel shall cooperate.

The work records of independent non-executive directors and the information provided by the Company to independent non-executive directors shall be kept for at least ten years.

Independent non-executive directors shall submit their work reports to the annual general meeting of the Company and disclose the same.

Chapter VI Obligations of Independent Non-Executive Directors

Article 22 An independent non-executive director owes duties of loyalty and due diligence to the Company and all shareholders. An independent non-executive director shall perform his/her duty earnestly, safeguard the overall interests of the Company, and protect the lawful interests of minority shareholders in accordance with relevant laws, regulations, the STAR Market Listing Rules, the Hong Kong Listing Rules, the Articles of Association and these rules.

Article 23 An independent non-executive director shall carry out his/her duties independently, without being subject to influence from the substantial shareholders and actual controllers of the Company, or other units or individuals that are interested in the Company.

Article 24 An independent non-executive director shall be allowed to serve concurrently as independent non-executive director for a maximum of three domestic listed companies, and shall ensure that he/she has sufficient time and energy to effectively fulfill his/her duties as an independent non-executive director. Independent non-executive directors shall work on-site at the Company for no less than 15 days per year. In addition to attending general meetings, meetings of the Board of Directors and its dedicated committees, and the Extraordinary Meetings of Independent Non-Executive Directors as required, independent non-executive directors may fulfill their duties through various means such as regularly obtaining information on the Company's operations, listening to management reports, communicating with the head of internal audit department and intermediary organizations such as accounting firms that handle the Company's audit, conducting on-site inspections, and communicating with minority shareholders.

Article 25 Independent non-executive directors shall attend meetings of the Board in person, understand the condition of the production and operational activities of the Company in a timely manner and take initiative to investigate in and obtain information and materials necessary for making decisions. If an independent non-executive director is unable to attend a meeting in person for any reason, he/she shall review the meeting materials and conclude opinions in advance, and delegate other independent non-executive directors in writing to attend on his/her behalf.

If an independent non-executive director fails to attend in person or delegate other independent non-executive directors to attend on his/her behalf a Board meeting for two consecutive times, the Board of Directors shall propose to convene a general meeting to remove the independent non-executive director from his/her office within 30 days upon such failure.

Article 26 Independent non-executive directors shall submit an annual debriefing report at the annual general meeting of the Company and make a disclosure, describing the following details of the performance of their duties:

- (I) manners and frequency of attending, and voting at the meetings of the Board, and frequency of attendance at general meetings;
- (II) works with the dedicated committees of the Board and the Extraordinary Meetings of Independent Non-Executive Directors;
- (III) deliberations on the matters mentioned in Article 18 herein and Articles 26, 27, and 28 of the Measures for the Administration of Independent Directors of Listed Companies and exercise of the special duties and powers of independent non-executive directors set forth in the first paragraph of Article 17 herein;
- (IV) major matters, manners, and results of communication with internal audit department and accounting firms responsible for the audit of the Company regarding the Company's financial and business status;
- (V) communication with minority shareholders;
- (VI) time and content of on-site works at the Company;
- (VII) other performance of duties.

Article 27 Independent non-executive directors shall perform their duties effectively in the process of preparation and disclosure of the Company's annual report.

Article 28 Each independent non-executive director shall confirm any securities of the Company that he/she owns after the end of the Company's financial year.

Article 29 Upon the resignation or expiry of the term of any independent non-executive director, his/her obligations towards the Company and its shareholders may not be released prior to the effective date of his/her resignation report or within a reasonable period after the effective date of his/her resignation report, and within a reasonable period after the expiry of his/her term of office. His/her confidentiality obligation regarding the protection of the trade secrets of the Company continues to be applicable until such information becomes public. The continuity of other obligations of the independent non-executive directors shall be negotiated on an arms-length basis.

Article 30 Independent non-executive directors shall abide by the Model Code for Securities Transactions by Directors of Listed Issuers in Appendix C3 to the Hong Kong Listing Rules.

Chapter VII Ensuring Independent Non-Executive Directors’ Performance of Duties

Article 31 The Company shall provide independent non-executive directors with necessary working conditions and personnel support, and designate specialized departments and personnel such as the Board office and the Board secretary to assist independent non-executive directors in fulfilling their duties.

The Board secretary shall ensure the smooth communication between independent non-executive directors and other directors, senior management members, and other relevant personnel, and ensure that independent non-executive directors can have access to sufficient resources and necessary professional opinions in performing their duties.

Article 32 The Company shall ensure that each independent non-executive director shall have the same right to information as other directors. To ensure the effective exercise of duties and powers by independent non-executive directors, the Company shall inform independent non-executive directors of the Company’s operations on a regular basis, provide information, and organize or cooperate with independent non-executive directors to conduct on-site inspections. The Company may organize independent non-executive directors to participate in research and argumentation before the Board of Directors reviews major and complex matters, listen carefully to the opinions of independent non-executive directors, and provide feedback on the adoption of opinions to independent non-executive directors in a timely manner.

Article 33 The Company shall issue notices of Board meetings to independent non-executive directors in a timely manner, provide relevant meeting materials no later than the notice period for Board meetings stipulated by laws, administrative regulations or the Articles of Association, and make effective communication channels available to independent non-executive directors. If a meeting of any dedicated committee of the Board is convened, the Company shall, in principle, provide relevant materials and information no later than 3 days before such meeting. The Company shall keep the above-mentioned meeting materials for at least 10 years. If two or more independent non-executive directors believe that the meeting

materials are incomplete, the arguments are insufficient, or the information is not provided promptly, they may submit a written request to the Board of Directors to postpone the meeting or the consideration of the matter, and the Board of Directors shall approve such request.

Article 34 When an independent non-executive director performs his/her duties and powers, relevant personnel of the Company shall actively cooperate and shall not refuse or obstruct such performance or conceal any information, nor interfere with his/her independent performance of such duties and powers. If independent non-executive directors are hindered in performing their duties and powers in accordance with the law, they may state the fact to the Board of Directors, requesting the cooperation of directors, senior management members, and other relevant personnel, and recording the details and solutions of such hindrance in their work records. Such hindrance that cannot be eliminated may be reported to the China Securities Regulatory Commission and the Shanghai Stock Exchange.

If the performance of duties of independent non-executive directors involves any information that shall be disclosed, the Company shall make the disclosure in a timely manner. If the Company fails to disclose, independent non-executive directors may directly apply for disclosure or report to the China Securities Regulatory Commission and the Shanghai Stock Exchange.

Article 35 If independent non-executive directors need to engage intermediaries for professional opinions in considering matters of major related party transactions and specific issues, the Company may provide independent non-executive directors with a list of intermediaries to choose from.

Article 36 The Company shall give independent non-executive directors allowances appropriate to their duties. Standards for such allowances shall be formulated by the Board, approved at a general meeting, and disclosed in accordance with relevant regulations. Aside from the above allowances, independent non-executive directors shall not obtain other benefits from the Company, its substantial shareholders, actual controllers or any organization or individual that has an interest in the Company.

Chapter VIII Supplementary Provisions

Article 37 The term “more than” herein shall include the given figure.

Article 38 Relevant terms and definitions herein shall have the same meanings with those in the Articles of Association or the STAR Market Listing Rules and the Hong Kong Listing Rules. Unless otherwise expressly specified in relevant national laws, administrative regulations and regulatory rules of the place where the Company’s shares are listed, the term “Independent Non-Executive Director” herein shall have the same meaning as the term “Independent Director”.

Article 39 Matters not covered by these rules shall be executed in accordance with the provisions under relevant laws and regulations, relevant regulatory rules of the places where the Company's shares are listed, and the Articles of Association. In the event that these rules are inconsistent with the provisions under relevant laws and regulations, relevant regulatory rules of the places where the Company's shares are listed such as the STAR Market Listing Rules, the Measures for the Administration of Independent Directors of Listed Companies, and the Hong Kong Listing Rules or the Articles of Association, the laws and regulations, relevant regulatory rules of the places where the Company's shares are listed such as the STAR Market Listing Rules, the Hong Kong Listing Rules and the Measures for the Administration of Independent Directors of Listed Companies, and the Articles of Association shall prevail, and these rules shall be submitted to a general meeting for consideration and approval after amendment.

Article 40 These rules shall be amended and construed by the Board.

Article 41 These rules shall come into effect subject to consideration and approval at a general meeting of the Company.

SHANGHAI JUNSHI BIOSCIENCES CO., LTD.*
MANAGEMENT POLICIES FOR EXTERNAL GUARANTEES

Chapter I General Provisions

Article 1 In order to protect the lawful rights and interests of investors, standardize the provision of external guarantees by Shanghai Junshi Biosciences Co., Ltd.* (上海君實生物醫藥科技股份有限公司) (the “**Company**”), avoid risks of external guarantees effectively, and ensure safety of the Company’s assets, these policies have been formulated in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”) and other laws, regulations and normative documents, and the Articles of Association of Shanghai Junshi Biosciences Co., Ltd.* (the “**Articles of Association**”) while taking into account the actual circumstances of the Company.

Article 2 External guarantees referred to herein refer to the guarantees provided by the Company to others, including guarantees provided by the Company to its subsidiaries.

Article 3 The Company shall exercise centralized management over external guarantees. Unless otherwise approved by the board of directors (the “**Board**”) or a general meeting of the Company, no person shall have the right to enter into any contract, agreement or other similar legal document on external guarantee on behalf of the Company.

Article 4 The directors and senior management members of the Company shall exercise caution and strict control over debt risks arising from guarantees, and shall bear joint and several liabilities for losses arising from illegal or inappropriate external guarantees.

Article 5 External guarantees made by substantially owned subsidiaries or subsidiaries in actual control of the Company shall be deemed as an act of the Company, and these policies shall be applicable to such external guarantees made by those companies. Substantially owned subsidiaries shall inform the Company in a timely manner upon its board of directors or general meeting making a decision for the Company to perform relevant information disclosure obligations, including relevant requirements of laws and regulations of the places where shares of the Company are listed.

Article 6 The Company shall observe the principles of legal compliance, prudence, mutual benefit and safety when providing external guarantees and strictly control the guarantee risk.

Article 7 The Company shall take necessary measures such as counter-guarantee for risk prevention upon provision of guarantee to others; counter-guarantees shall be enforceable, and the provider of the counter-guarantee shall have actual guarantee capability.

Chapter II Examination on External Guarantee Objects

Article 8 The Company may provide guarantees to an entity with independent legal person status which meets one of the following criteria:

- (I) a mutually guaranteed entity due to business needs of the Company;
- (II) an entity with established important business relationship with the Company;
- (III) an entity with potential important business relationship with the Company;
- (IV) a substantially owned subsidiary of the Company or other entities in a control relationship with the Company.

The entities above shall also have relatively strong debt repayment capabilities and shall meet other relevant provisions hereof.

Article 9 Although it may not meet the conditions stated in Article 8 herein, the Company may provide guarantees to a guarantee applicant that the Company believes to be necessary for developing business cooperation with and has lower risks, upon approval by the Board or review and approval of a general meeting of the Company.

Article 10 Before making the decision to provide a guarantee to others or submitting such proposal to a general meeting for voting, the Board of the Company shall obtain the information on the debtor's credit status and shall make adequate analysis of the benefits and risks associated with such guarantee.

Article 11 Information on the credit status of a guarantee applicant shall at least include the following:

- (I) basic information of enterprise including business license, copy of articles of association, identity certification of legal representative, relevant information revealing connected relationship or other relationship with the Company, etc.;
- (II) application for guarantee, including but not limited to the form, term and amount of such proposed guarantee;
- (III) audited financial reports for the last three years and loan repayment ability analysis;
- (IV) copy of the main contract in respect of the loan;
- (V) conditions and relevant information in relation to the guarantee applicant's provision of counter-guarantee;

- (VI) statement of non-existence of potential or pending major lawsuits, arbitration or administrative penalties;
- (VII) other important information.

Article 12 The handling responsible person shall conduct investigation and verification on the operation and financial position, project status, credit status and industry prospect of the guarantee applicant based on the information provided by the guarantee applicant and report to the relevant departments for review according to the contract approval procedures. Upon approval by a competent leader or general manager, the relevant information shall be submitted to the Board or a general meeting of the Company for approval.

Article 13 The Board or a general meeting of the Company shall review and vote on the submitted information, and shall record the relevant voting results. No guarantee shall be provided by the Company in case of any of the following circumstances or if the information provided is insufficient:

- (I) having a flow of capital investment that does not comply with national laws and regulations or national industrial policies;
- (II) having false records in or providing false information with the financial and accounting documentation of the guarantee applicant for the last three years;
- (III) having overdue loan repayments or default of interest payments on bank loans for which the Company has provided guarantee(s) to the guarantee applicant, and they remain outstanding or there are no effective remedial measures implemented when the application for this guarantee application is made;
- (IV) deterioration in operation or reputation of the guarantee applicant with no signs of improvement;
- (V) failure to provide any valid property against which counter-guarantee is to be provided;
- (VI) such other circumstances as the Board or a general meeting considers that a guarantee shall not be provided.

Article 14 The counter-guarantee provided by the guarantee applicant or other effective risk prevention measures shall match with the guaranteed amount. No guarantee shall be provided to the guarantee applicant if the property against which the counter-guarantee is to be provided is prohibited by laws and regulations from being freely transferred or otherwise non-transferable.

Chapter III Approval Procedure for External Guarantees

Article 15 The general meeting of the Company is the highest decision-making body in respect of external guarantees provided by the Company. The Board shall exercise its decision-making authority over external guarantees pursuant to its authority for approval of external guarantee as stipulated in the provisions of the Articles of Association. For any external guarantee with an amount exceeding the approval authority of the Board as stipulated in the provisions of the Articles of Association, the Board shall submit a resolution for consideration and approval and report to a general meeting for approval. The Board shall organize, manage and execute the external guarantees approved at a general meeting.

Article 16 External guarantees subject to consideration and approval at a general meeting shall be submitted to a general meeting for consideration and approval only after the same have been considered and approved by the Board. External guarantees subject to consideration and approval at a general meeting shall include but are not limited to the following:

- (I) any guarantee provided subsequent to the total amount of external guarantees provided by the Company and its substantially owned subsidiaries exceeding 50% of the latest audited net assets of the Company;
- (II) any guarantee provided subsequent to the total amount of external guarantees provided by the Company exceeding 30% of the latest audited total assets;
- (III) total amount of external guarantees within 12 consecutive months cumulatively exceeding 30% of the latest audited total assets of the Company;
- (IV) guarantee provided for a guarantee applicant with a gearing ratio of more than 70%;
- (V) a single guarantee with an amount exceeding 10% of the latest audited net assets of the Company;
- (VI) guarantee provided to shareholders, de facto controller and its related parties;
- (VII) other guarantees as stipulated under the provisions of the laws and regulations of the PRC or the places where shares of the Company are listed or the Articles of Association.

Any matters of external guarantee within the scope of authority of the Board shall be approved by more than half of all directors and shall be approved by two-thirds or more of the directors present at the meeting of the Board; Guarantees stated in item (III) above shall be subject to approval by shareholders representing two-thirds or more of the voting rights present at a general meeting.

Where shareholders consider a resolution at a general meeting on the provision of guarantees in favor of shareholders, de facto controllers and their related parties, such shareholders, shareholders under the control of such de facto controllers, or shareholders required to abstain from voting according to the laws and regulations of the places where shares of the Company are listed shall abstain from voting.

Guarantees provided by the Company to its wholly-owned subsidiaries or guarantees provided to its substantially owned subsidiaries where other shareholders of such substantially owned subsidiaries provide guarantees proportionately according to their beneficial interests and the interests of the listed company are not impaired may be exempted from the provisions of above items (I), (IV) and (V), unless otherwise provided in the Articles of Association. The Company shall disclose the above guarantees in its annual reports and interim reports.

Article 17 Guarantees provided by the Company to related parties shall be based on reasonable business logic, and are subject to timely disclosure upon consideration and approval of the Board and shall be submitted to a general meeting for consideration and approval. If the Company provides guarantees to controlling shareholders, de facto controllers and related parties, such controlling shareholders, de facto controllers and its related parties shall provide counter-guarantees.

Article 18 The Company may, if necessary, engage external professional institutions to evaluate the risks of the external guarantees as the basis of decision-making by the Board or the general meeting.

Article 19 The Company shall enter into writing contracts in respect of external guarantees. The guarantee contracts and the counter-guarantee contracts shall include contents stipulated by the Civil Code of the People's Republic of China and other laws and regulations.

Article 20 The guarantee contracts shall at least include the following particulars: (I) category and sum of the guaranteed principal creditor's rights; (II) term for the debtor to repay its debt; (III) form of guarantee; (IV) scope of guarantee; (V) term of guarantee; (VI) such other matters as considered necessary to be agreed upon by both parties.

Article 21 Prior to entering into a guarantee contract, the responsible person shall comprehensively and diligently review the signatory and relevant particulars of the principal contract, the guarantee contract and counter-guarantee contract. The Company shall request the relevant party to amend any clause which may contravene laws, regulations, the Articles of Association and relevant resolutions of the Board or a general meeting of the Company and impose unreasonable obligations or unpredictable risks on the Company. If such party refuses to amend such clauses, the responsible person shall decline to provide guarantee for such party and report to the Board or a general meeting of the Company.

Article 22 The Chairman of the Company or other legally authorized persons shall sign the guarantee contracts on behalf of the Company pursuant to the resolutions of the Board or a general meeting of the Company. No person shall be entitled to sign such guarantee contracts on behalf of the Company without approval and authorization by a general meeting or the Board of the Company. The responsible person shall not sign guarantee contract beyond his/her authority or sign or affix the Company's seal on the principal contract in the capacity of a guarantor.

Article 23 The Company may enter into a mutual guarantee agreement with business corporations in compliance with these policies. The responsible person shall timely require the other party to provide relevant financial and accounting statements and other information revealing its debt repayment ability truthfully.

Article 24 Upon acceptance of a counter-guarantee mortgage or a counter-guarantee pledge, the financial department and legal department of the Company shall complete the relevant legal procedures together, in particular the timely registration of such mortgage or pledge and other procedures.

Article 25 If the guaranteed debt is due and extension is required, and the Company is required to further provide guarantee, guarantee examination and approval procedures and information disclosure obligations shall be performed again as if it is a new external guarantee.

Chapter IV Management of External Guarantees

Article 26 External guarantees shall be handled by the financial department and assisted by legal personnel.

Article 27 During the process of providing external guarantees, the main duties of the financial department of the Company are as follows:

- (I) to conduct credit investigations and evaluations on the guaranteed entities;
- (II) to handle the specific guarantee procedures;
- (III) to track, inspect and supervise the guaranteed entities subsequent to the provision of the external guarantees;
- (IV) to file and manage documents related to the guaranteed entities with care;
- (V) to honestly provide all information related to the external guarantees of the Company to the Company's auditors in accordance with the regulations in a timely manner;
- (VI) to handle other matters related to the guarantees.

Article 28 During the process of providing external guarantees, the main duties of legal personnel are as follows:

- (I) to cooperate with the financial department to conduct credit investigations and evaluations on the guaranteed entities;
- (II) to draft or review all documents related to the guarantees from a legal perspective;
- (III) to handle legal disputes related to the external guarantees;
- (IV) to handle debt recovery from the guaranteed entities subsequent to the Company's assumption of the guarantee responsibility;
- (V) to handle other matters related to the guarantees.

Article 29 The Company shall properly manage the guarantee contracts and relevant historical data, conduct timely inspections, and regularly check with relevant institutions such as banks to ensure that the archived documents are complete, accurate and valid, and pay attention to the time limit of the guarantees.

In the process of contract management, once an abnormal contract has been found that has not been approved by the Board or a general meeting, it shall be reported to the Board and the board of supervisors in a timely manner.

Article 30 The Company shall assign special personnel to continue to pay attention to the situation of the guaranteed party, collect the latest financial information and audit reports of the guaranteed party, analyze its financial position and repayment ability regularly, pay attention to the changes in its production and operations, assets and liabilities, external guarantees and division and merger and change of legal representative, establish relevant financial files, and report to the Board on a regular basis.

If the relevant responsible person finds serious deterioration in the state of operation of the guaranteed party or occurrence of major events such as company dissolution or division, he/she shall promptly report to the Board. The Board is responsible for adopting effective measures to minimize losses.

Article 31 If a debt under an external guarantee is due, the Company shall urge the guaranteed party to discharge its repayment obligation as scheduled. When the Company provides guarantees to others, once the guaranteed party is unable to fulfill its debt repayment obligation when the debt is due, or the guaranteed party goes bankrupt and enters into liquidation, or creditors advocate for the performance of guarantee obligations by the Company, the handling department shall timely learn about the debt repayment status of guaranteed party and initiate procedure of debt recovery by counter-guarantee, and concurrently report to the secretary to the Board who will then report to the Board immediately.

Article 32 Upon fulfillment of the guarantee obligations for the debtor, the Company shall take effective measures to recover its debts from the debtor. The Company's handling department shall report the debt recovery status to the secretary to the Board, who shall promptly inform the Board of the same.

Article 33 If the Company finds evidence that the guaranteed party loses or may lose the ability to fulfill its debt repayment obligation, it shall promptly take necessary measures to effectively control the risk; if the Company finds that the creditor and the debtor are on a malicious conspiracy and prejudice the interests of the Company, it shall immediately take measures such as requesting confirmation that the guarantee contract is invalid; if the guaranteed party defaults and causes economic losses, the Company shall promptly demand repayment from the guaranteed party.

Article 34 The financial department and legal personnel shall propose corresponding measures to a competent leader for review based on other potential risks that may occur, and such competent leader shall submit the same to the general manager's office meeting, the Board and the board of supervisors depending on the circumstances.

Article 35 If the Company acts as one of the guarantors for a debt that has been secured by two or more guarantors and it is agreed that the guarantors shall take their respective guarantee obligations in proportion, the Company shall refuse to undertake any guarantee obligation beyond and additional to the agreed proportion.

Article 36 Subsequent to the acceptance of the debtor's bankruptcy application by the People's Court but no creditor has declared its claims, the relevant responsible person, financial department and legal department shall propose to the Company to participate in the distribution of insolvent assets and exercise its right of recourse in advance.

Chapter V Disclosure of Information on External Guarantees

Article 37 The Company shall fulfill the information disclosure obligations of external guarantees strictly in accordance with laws, regulations, rules, normative documents, regulatory rules and the Articles of Association.

Article 38 Any department or personnel engaged in external guarantees matters of the Company shall have the responsibility to timely report information about such external guarantees to the secretary to the Board and provide the documents and information required for information disclosure.

Article 39 If the Company provides guarantees and the guaranteed party fails to perform its debt repayment obligation within 15 trading days after the debt is due, or the guaranteed party goes bankrupt and enters into liquidation or other situations that seriously affect its repayment ability, the Company shall disclose the details thereof on a timely basis.

Article 40 The Company shall take necessary measures to minimize the number of personnel to whom such information is available before the information of the guarantees is disclosed in accordance with laws. Any person who is aware of the Company's guarantee information legally or illegally shall be subject to the inherent obligations for confidentiality until the date on which such information is disclosed in accordance with laws, failing which he/she shall assume any legal liability arising therefrom.

Chapter VI Responsibilities of the Responsible Person.

Article 41 The Company shall strictly comply with these policies in respect of the provision of guarantees. The Board of the Company shall impose corresponding penalties on the responsible person at fault in respect of the loss, scale of the risk, and the seriousness of the case.

Article 42 Any director, general manager or other senior management member of the Company who entered into a guarantee contract beyond their authority without prior consent and without abiding by the provisions hereof shall be held accountable.

Article 43 Any handling department officers or other responsible persons who breach the provisions of laws or these policies, neglect the risks and provide guarantees without authorization causing losses to the Company, shall assume liability for compensation.

Article 44 If the Company's handling department officers or other responsible persons fail to fulfill their duties and cause losses to the Company, they shall be subject to economic punishment or sanctions depending on the seriousness of the case.

Article 45 Where a guarantor is free from guarantee liability according to the provisions of laws, but the Company's handling department officers or other responsible persons act without prior authorization which results in the Company's assumption of liability and subsequent losses, they shall assume liability for compensation and shall be subject to sanctions by the Company.

Chapter VII Supplementary Provisions

Article 46 In these policies, the terms "more than" shall include the given figure, and the terms "over" shall not include the given figure.

Article 47 Unless otherwise specified, the terms used in these policies shall have the same meanings as those defined in the Articles of Association.

Article 48 Matters not covered by these policies shall be executed in accordance with relevant provisions of laws, regulations and normative documents of the PRC and the place(s) where shares of the Company are listed, and the Articles of Association. In the event that these policies are inconsistent with relevant laws, regulations, normative documents and the Articles of Association, the provisions of such laws, regulations, normative documents and the Articles of Association shall prevail, and these policies shall be submitted to a general meeting of the Company for review and approval after amendment.

Article 49 These policies shall be construed by the Board of the Company.

Article 50 These policies shall come into effect upon consideration and approval at a general meeting of the Company.

SHANGHAI JUNSHI BIOSCIENCES CO., LTD.*
MANAGEMENT POLICIES FOR EXTERNAL INVESTMENT

Chapter I General Provisions

Article 1 In order to strengthen the internal control of the external investment activities of Shanghai Junshi Biosciences Co., Ltd.* (上海君實生物醫藥科技股份有限公司) (the “**Company**”), standardize external investment activities, take precaution against external investment risks, ensure the security of external investment and increase the returns on external investment, these policies have been formulated in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Rules Governing the Listing of Stocks on the STAR Market of the Shanghai Stock Exchange, and the Articles of Association of Shanghai Junshi Biosciences Co., Ltd.* (the “**Articles of Association**”).

Article 2 The external investment referred to herein refer to the act of investing disposable resources including cash, tangible assets and intangible assets into other organizations or individuals with the aim of achieving the strategy of expanding production scale and attaining long-term profits. Such activities include the establishment of new wholly-owned subsidiaries, additional investments in subsidiaries, or, among others, setting up associates or joint ventures, merger, acquisition and transfer of equities, entrusted loan, entrusted financial management or purchase of shares or bonds with other organizations.

Article 3 All external investment activities of the Company shall comply with relevant national laws and regulations and industrial policies, be in line with the long-term development plans and development strategies of the Company, benefit the expansion of the principal business and the expansion of reproduction, advance the sustainable development of the Company, have expected returns on investment and be conducive to improving the Company’s overall economic benefits.

Article 4 These policies shall be applicable to all external investment activities of the Company and its wholly-owned subsidiaries and substantially owned subsidiaries.

Chapter II Investment Decision-making

Article 5 The main decision-making bodies of the Company in terms of external investments shall be the general meeting and the board of directors (the “**Board**”).

Article 6 External investment activities of the Company reaching one of the following standards shall be submitted to the Board for consideration and disclosed in a timely manner:

- (I) total amount of assets (book value or assessed value, whichever is higher) involved in the transactions exceeds 10% of the latest audited total assets of the Company;
- (II) the consideration exceeds 10% of the market capitalization of the Company;

- (III) the net asset of the transaction target (such as equity interest) in the most recent accounting year exceeds 10% of the market capitalization of the Company;
- (IV) the operating revenue of the most recent accounting year generated by the transaction target (such as equity interest) of the transaction exceeds 10% of the audited operating revenue of the Company in the most recent accounting year, and exceeds RMB10 million;
- (V) profits arising from the transaction exceeds 10% of the audited net profit of the Company in the most recent accounting year, and exceeds RMB1 million;
- (VI) the net profit in the most recent accounting year generated by the transaction target (such as equity interest) of the transaction exceeds 10% of the audited net profit of the Company in the most recent accounting year, and exceeds RMB1 million.

The net profit index in the above criteria can be exempted from application before the Company realizes profits.

Article 7 For external investment activities of the Company reaching one of the following standards, the Board shall arrange for the same to be evaluated by relevant experts and professionals and submit the same to a general meeting for approval:

- (I) total amount of assets (book value or assessed value, whichever is higher) involved in the transaction exceeds 50% of the latest audited total assets of the Company;
- (II) the consideration exceeds 50% of the market capitalization of the Company;
- (III) the net asset of the transaction target (such as equity interest) in the most recent accounting year exceeds 50% of the market capitalization of the Company;
- (IV) the operating revenue in the most recent accounting year generated by the transaction target (such as equity interest) of the transaction exceeds 50% of the audited operating revenue of the Company in the most recent accounting year, and exceeds RMB50 million;
- (V) profits arising from the transaction exceeds 50% of the audited net profit of the Company in the most recent accounting year, and exceeds RMB5 million;
- (VI) the net profit in the most recent accounting year generated by the transaction target (such as equity interest) of the transaction exceeds 50% of the audited net profit of the Company in the most recent accounting year, and exceeds RMB5 million.

The net profit index in the above criteria can be exempted from application before the Company realizes profits.

Consideration referred to above refers to the transaction amount to be paid and liabilities and expenses to be borne. The consideration shall be the highest amount expected for a transaction arrangement involving possible future payment or receipt of consideration, not involving specific amount or where the amount is to be determined under set conditions.

Market capitalization referred to above refers to the average the closing market values in the 10 trading days prior to the transaction.

For transactions conducted in installments, the above policies shall be applied on an aggregate basis. The Company shall disclose the actual situation of the installment transaction on a timely basis.

Article 8 Except for the matters otherwise provided by the stock exchange such as providing guarantees and wealth management entrustment, Articles 6 and 7 shall apply to transactions of the same type related to a transaction target of external investment of the Company within 12 consecutive months on an accumulative basis.

Transactions where relevant obligations have been fulfilled under Articles 6 and 7 shall no longer be included in the calculation on an accumulative basis.

Article 9 Where the transaction target is equity and reaches the standard prescribed in Article 7, the Company shall provide the audit reports for the financial reports of the latest year and the latest period of the transaction target; where the transaction target is non-cash assets other than equity, the Company shall provide an evaluation report. The period between the closing date and the date of use of the audited financial report shall be no longer than six months, and the period between the evaluation base date and the date of use of the evaluation report shall be no longer than one year.

The abovementioned audit report and evaluation report shall be issued by securities service institutions with qualifications for practicing securities and futures-related businesses.

Article 10 Prior to a general meeting or the Board making a decision regarding an external investment activity, relevant departments of the Company shall submit the matter to the strategic committee with recommendations, and subsequently provide a feasibility research report and relevant information of the proposed investment project to each level ranging from the Board to the shareholders for the purpose of decision-making.

Article 11 External investments not reaching the standards under Article 6 herein shall be subject to approval by the chairman of the Board.

Article 12 External investments that are related party transactions shall be conducted by the decision-making authority on related party transactions of the Company.

Chapter III Division of Work

Article 13 The department of the Company responsible for external investment management shall conduct feasibility research and evaluation for the Company's external investment projects.

- (I) Prior to establishing a project, the department shall first consider the scale and scope of the current business development of the Company and the project, industry, time and expected returns of the external investment; then it shall conduct research on and collect information of the investment project; finally, it shall analyze and discuss the collected information and propose investment opinion and submit the same to the Board for filing.
- (II) Subsequent to the establishment of a project, the department is responsible for establishing an investment project evaluation team to conduct feasibility analysis and evaluation of the established investment projects, and may concurrently engage qualified intermediaries to participate in the evaluation. The evaluation shall take into full consideration various national regulations on external investments and ensure that it is in compliance with the Company's internal rules and policies, such that all external investment activities may proceed legally.

Article 14 The finance department of the Company shall be responsible for financial management of external investments. Subsequent to the confirmation of an external investment project, the Company's finance department shall raise funds, assist in the handling of, among others, contribution of capital, industrial and commercial registration, tax registration and opening of bank accounts, and implement stringent borrowing, approval and payment policies.

Article 15 The department of the Company responsible for external investment management shall conduct daily management of the Company's long-term equity investment, and shall supervise external investment projects. Resolutions, contracts, agreements and external investment equity certificates shall be safekept by designated personnel with detailed archival records. Unauthorized personnel shall have no access to the equity certificates.

Article 16 Legal personnel shall be responsible for conducting compliance review for external investment projects of the Company.

Chapter IV Implementation and Control

Article 17 In determining external investment projects, the Company shall listen to a variety of opinion and suggestions from the experts in the evaluation team and relevant departments and personnel, and focus on the key indicators of decision-making on external investments, such as cash flow, the time value of currency and investment risks. Upon fully taking into consideration of the project investment risks and expected returns on investment, and balancing the advantages and disadvantages in all aspects, the most optimal investment plan shall be selected.

Article 18 Upon passing a resolution on the implementation plan of an external investment project, the Company's general meeting and the Board shall determine, among others, the timing, amount, method and responsible personnel of capital contribution. Changes to the implementation plan of an external investment project shall be subject to the consideration and approval by the general meeting and the Board of the Company.

Article 19 Upon obtaining the approval for external investment, the authorized department or personnel shall be responsible for the specific implementation of the external investment plans, enter into contracts and agreements with the investee and conduct the transfer of property. Prior to entering into the investment contract or agreement, the Company shall not make investment payments or conduct the transfer of investment assets; upon the completion of an investment, the Company shall obtain the investment certificates or other valid credentials issued by the investee.

Article 20 For external investment conducted by the Company with tangible assets or intangible assets, such assets shall be valued by an asset valuation institution with relevant qualifications.

Article 21 Upon the implementation of its external investment project, the Company shall send representatives to the investee company such as shareholders' representative, director, supervisor, financial administrator or other senior management members, in order to perform follow-up management to the implementation progress, capital input, operation and income of the investment projects, and keep a firm grasp on the financial condition and business circumstances of the investee company. Upon identifying an abnormal condition, the representative shall report to the chairman of the Board or the general manager on a timely basis and take measures accordingly.

Article 22 The finance department of the Company shall be responsible for enhancing control over external investment income. Interests, dividends and other gains from external investments shall all be included in the Company's financial accounting system. Concealed accounts are strictly prohibited.

Article 23 In addition to preparing the general statements for external investments, the Company's finance department shall also prepare respective external financial breakdown statements depending on the type and in chronological order of the external investment business, regularly and irregularly reconcile relevant investment accounts with investees and ensure the accuracy of the investment business records and the security and integrity of external investments.

Article 24 The Company's department responsible for external investment management shall enhance the management of external investment archives and ensure the security and integrity of various documents such as resolutions, contracts, agreements and external investment equity certificates.

Chapter V Disposal of Investment

Article 25 The Company shall strengthen control over disposal of assets of external investment projects; the procedures and extent of authority for approving the disposal procedures such as withdrawal, transfer and write off upon approval shall be the same as those for approving an external investment.

Article 26 Upon the termination of an external investment project of the Company, the assets, liabilities and debts of the investee shall undergo full inventory inspection according to relevant national regulations on enterprise liquidation, during which attention shall be paid to behaviors such as illegal withdrawing and transfer of funds, unauthorized share of assets or unauthorized share of assets in disguised form and indiscriminate issuance of bonuses and allowances. Subsequent to the end of inspection, attention shall be paid to whether all assets and liabilities have been recovered in time and undergone accounting procedures.

Article 27 When writing off external investment after verification, the Company shall obtain legal instruments and documentary evidence unrecoverable due to the investee going bankrupt or other reasons.

Article 28 The Company's finance department shall carefully review the approval documents, minutes of the meetings and lists of asset recovery relevant to the disposal of external investment assets, and conduct accounting treatments for disposal of external investment assets according to regulations on a timely basis to ensure the truthfulness and legality of disposal of assets.

Chapter VI Follow-up and Supervision

Article 29 Subsequent to the implementation of an external investment project of the Company, the department of the Company responsible for external investment management shall track and evaluate the investment results. Within three years from the implementation of the project, the Company's department responsible for external investment management shall provide annual written reports to the Board on the progress of the project, including but not limited to whether: the investment direction is correct, the investment amount is in place, it matches the budget, there are any changes in the shareholding, there are any changes in the investment environment policies and there are any major differences from the statement in the feasibility report; and provide opinion on disposal to the Board of the Company based on identified issues or operational anomalies.

Chapter VII Supplementary Provisions

Article 30 Matters not covered by these policies shall be executed in accordance with the relevant provisions of laws and regulations of the PRC and the places where shares of the Company are listed, the Articles of Association and other normative documents. In the event that these policies are inconsistent with laws and regulations subsequently promulgated in the PRC or the places where shares of the Company are listed and the Articles of Association as modified through legal procedures, these laws and regulations of the PRC or the places where shares of the Company are listed as well as the Articles of Association shall prevail, and these policies shall be submitted to a general meeting of the Company for consideration and approval after amendment.

Article 31 Unless otherwise specified, the terms used in these policies shall have the same meanings as those defined in the Articles of Association.

Article 32 These policies shall be construed by the Board of the Company.

Article 33 These policies shall come into effect upon consideration and approval at a general meeting of the Company.

SHANGHAI JUNSHI BIOSCIENCES CO., LTD.*
MANAGEMENT POLICES FOR RELATED PARTY TRANSACTIONS

Chapter I General Provisions

Article 1 In order to strengthen the management of related party/connected transactions (collectively referred to as “**related party transactions**”) of Shanghai Junshi Biosciences Co., Ltd.* (上海君實生物醫藥科技股份有限公司) (the “**Company**”), protect the lawful interests of all shareholders of the Company and guarantee the compliance with the principles of fairness, impartiality and openness of the related party transactions between the Company and the related parties, these policies have been formulated in accordance with the relevant provisions of laws, regulations and regulatory documents including the Company Law of the People’s Republic of China (the “**Company Law**”), the Rules Governing the Listing of Stocks on the STAR Market of the Shanghai Stock Exchange (the “**STAR Market Listing Rules**”) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), and the Articles of Association of Shanghai Junshi Biosciences Co., Ltd.* (the “**Articles of Association**”).

Article 2 Related party transactions of the Company shall comply with the following basic principles:

- (I) principle of good faith;
- (II) principle of not prejudicing the lawful interests of the Company and the unrelated shareholders;
- (III) principle of related shareholders and directors abstaining from voting;
- (IV) related party transactions shall comply with the principles of fairness, impartiality and openness. In principle, the price or charge of related party transactions shall not deviate from the standards of independent third parties on the market. For related party transactions with a market price which is difficult to compare or a restricted pricing, the standards of costs and profits shall be specified in contracts.

Chapter II Related Party Transactions, Related Parties and
Related Party Relationships

Article 3 Related party transactions of the Company refer to any transaction between the Company or other entities including its subsidiaries within the scope of consolidation of statements (including the “subsidiaries” as defined under the Hong Kong Listing Rules, together with the Company, hereinafter the “**Group**”) and the related parties of the Company (including the connected persons as defined under the Hong Kong Listing Rules, same hereinafter), and the transactions of specified categories with third parties that may confer benefits on connected persons through their interests in the entities involved in the transaction.

Such transaction may be a one-off transaction or a continuing transaction. “Transaction” includes transactions of capital and revenue nature, whether or not conducted in the ordinary and usual course of business of the Group, and includes the following types of transactions:

- (1) any acquisition or disposal of assets by the Group, including a deemed disposal;
- (2) (i) the Group granting, accepting, exercising, transferring or terminating an option to acquire or dispose of assets or to subscribe for securities; or (ii) the Group deciding not to exercise an option to acquire or dispose of assets or to subscribe for securities;
- (3) external investment;
- (4) giving an indemnity or providing or receiving financial assistance. “Financial assistance” includes granting credit, lending money, or providing an indemnity against obligations under a loan, guaranteeing or providing security for a loan;
- (5) providing guarantees;
- (6) renting or leasing out assets;
- (7) entering into or terminating finance leases or operating leases, or sub-leases;
- (8) entrusting or entrusted management of assets and business;
- (9) entering into an agreement or arrangement to set up a joint venture in any form (such as those established in the form of a partnership or a company) or any other form of joint arrangement;
- (10) gifting or receiving gifted assets;
- (11) restructuring debts or creditor’s rights;
- (12) transferring and assignment of research and development projects;
- (13) entering into licensing agreements;
- (14) acquiring or providing raw materials, semi-finished products and/or finished goods, fuels or power;
- (15) selling products or commodities;

- (16) other matters possibly causing transfers of resources or obligations arising from agreements;
- (17) related party/connected transactions referred to in the STAR Market Listing Rules and the Hong Kong Listing Rules as amended from time to time, or other transactions recognized by the stock exchange of the places where the Company's shares are listed.

Article 4 According to the STAR Market Listing Rules, related parties of the Company include related legal persons and related natural persons.

- (I) A legal person or other organization that meets any of the following conditions is a related legal person of the Company:
 - 1. any legal person or other organizations that directly or indirectly controls the Company;
 - 2. any legal person or other organizations that directly holds more than 5% of the shares of the Company;
 - 3. any legal person or other organizations, other than the Company and its holding subsidiaries, that is directly or indirectly controlled by the legal person mentioned in item (I) and (II) of this paragraph;
 - 4. any legal person or other organizations, other than the Company and its holding subsidiaries, that is directly or indirectly controlled by a related natural person of the Company stated herein, or any legal person or other organizations, other than the Company and its holding subsidiaries, in which the related natural person (excluding independent director) assumes the position of director or senior management;
 - 5. any legal person or other organizations that indirectly holds more than 5% of the shares of the Company.
- (II) A natural person that meets any of the following conditions is a related natural person of the Company:
 - 1. any natural person that directly or indirectly controls the Company;
 - 2. any natural person that directly or indirectly holds more than 5% of the shares of the Company;
 - 3. the Company's directors, supervisors, or senior management;

4. close family members of the persons mentioned in item (I), (II) and (III) of this paragraph, including spouses, children over 18 years of age and their spouses, parents and parents of spouses, brothers and sisters and their spouses, brothers and sisters of spouses, and parents of children's spouses;
5. directors, supervisors, senior management, or other principals of any legal person or other organizations that directly or indirectly control the Company;

The China Securities Regulatory Commission, stock exchanges, or the Company may, based on the principle of “substance over form”, recognize other legal persons (or other organizations) or natural persons who have a special relationship with the Company and may cause or have caused the Company to make skewed distribution in their favor as related persons of the Company.

Where the Company is controlled by the same state-owned asset supervision and management agency with a legal person or other organization directly or indirectly controlled by a legal person or other organization stated in item (1) of the second paragraph of this Article, they shall not be regarded as related parties, except where the legal representative, general manager, person in charge, or more than half of the directors of the legal person or other organization who also serve as directors, supervisors, or senior management of the Company.

Article 5 According to the Hong Kong Listing Rules, except for the exceptions specified, the Company's related parties shall refer to:

- (I) any substantial shareholder (i.e. persons who have the right to exercise or control the exercise of 10% or more of the voting rights at the Company's general meetings), director, supervisor or chief executive of the Company or any of its subsidiaries, and any person who served as a director of the Company or any of its subsidiaries in the last 12 months (collectively, the “**Basic Related Persons**”);
- (II) associates of any of the above Basic Related Persons, including:
 1. Where the Basic Related Person is an individual
 - (1) his/her spouse; his/her (or his/her spouse's) (biological or adopted) children or stepchildren (each an “**Immediate Family Member**”) under the age of 18;
 - (2) a trustee of any trust in which he/she or his/her Immediate Family Member is a beneficiary (or, in the case of a discretionary trust, to the best of his/her knowledge, the subject of discretionary custody) (excluding employee share schemes or occupational retirement plans established for a wide range of participants, and whose total equity in such plan is less than 30%) (hereinafter referred to as the “**Trustee**”); or

- (3) a 30%-controlled company directly or indirectly held by him/her, his/her Immediate Family Members and/or Trustees (individually or jointly), or any subsidiary of the company; or
 - (4) a person who cohabits with him/her as a spouse, or his/her children, step children, parents, step parents, brothers, step brothers, sisters or step sisters (each a “**Family Member**”); or
 - (5) a company that is directly or indirectly held by Family Members (individually or jointly), or controlled by a majority by him/her together with his/her Family Members, his/her Immediate Family Members, and/or Trustees, or any subsidiary of the company; or
 - (6) Where he/she, his/her Immediate Family Members, and/or Trustees together directly or indirectly hold 30% (or other percentage that would trigger a mandatory general offer or an amount required to establish legal or management control over a business enterprise under the PRC laws) or more of the capital or assets contributions of a cooperative or contractual joint venture company (regardless of whether the joint venture company is an independent legal entity), or the contractual share of its profits or other income of the joint venture company, any joint venture partner of the joint venture company.
2. Where the Basic Related Person is a company
- (1) its subsidiary or holding company, or a fellow subsidiary of the holding company;
 - (2) the trustees, acting in their capacity as trustees of any trust of which the Company is a beneficiary or, in the case of a discretionary trust, is (to its knowledge) a discretionary object (the “**Trustees**”);
 - (3) a 30%-controlled company directly or indirectly held, by the company, the companies referred to in paragraph (1) above and/or the Trustees (individually or collectively), or any of the subsidiaries of such 30%-controlled company;
 - (4) where the company, any of its subsidiaries, controlling companies or their fellow subsidiaries, and/or Trustees together directly or indirectly hold 30% (or other percentage that would trigger a mandatory general offer or an amount required to establish legal or management control over a business enterprise under the PRC laws) or more of the capital or assets contributions of a cooperative or contractual joint venture company

(regardless of whether the joint venture company is an independent legal entity), or the contractual share of its profits or other income of the joint venture company, any joint venture partner of the joint venture company.

(III) a connected subsidiary, which is:

- (1) a non wholly-owned subsidiary of the Company where any connected person(s) at the Company level, individually or collectively, can exercise 10% or more of the voting power at the subsidiary's general meeting. This 10% excludes any indirect interest in the subsidiary which is held by the connected person(s) through the Company; or
- (2) any subsidiary of a non wholly-owned subsidiary referred to in paragraph (1) above; or

(IV) a legal person or other organizations as recognized by the relevant laws, regulations, the Hong Kong Listing Rules or the Company based on the principle of "substance over form" that they have other special or connected relationships with the Company and may lead or have led the Company to make skewed distribution in their favor.

Article 6 A legal person or natural person that meets any of the following conditions shall be regarded as a related party of the Company:

- (I) meeting one of the conditions as described in Article 4 herein, subsequent to, or in the next twelve months of, the coming into effect of an agreement or arrangement with the Company or the related party of the Company;
- (II) having met one of the conditions as described in Article 4 herein in the last twelve months.

Chapter III Decision-making Powers on Related Party Transactions

Article 7 Decision-making powers on related party transactions:

- (I) Any related party transaction (other than the provision of guarantee) between the Company and a related natural person involving a transaction amount of less than RMB300,000, and any related party transaction (other than the provision of guarantee) between the Company and a related legal person involving a transaction amount of less than RMB3,000,000 or less than 0.1% of the latest audited total assets or market capitalization of the Company shall be subject to the approval of the general manager of the Company;

- (II) Any related party transaction (other than the provision of guarantee) between the Company and a related natural person involving a transaction amount of more than RMB300,000, and any related party transaction (other than the provision of guarantee) between the Company and a related legal person involving a transaction amount of more than 0.1% of the latest audited total assets or market capitalization of the Company and more than RMB3,000,000 shall be subject to the review and approval of the Board and timely disclosure;
- (III) For a transaction (other than the provision of guarantee) between the Company and a related natural person or legal person accounting for more than 1% of the total assets or market capitalization of the Company and amounting to more than RMB30,000,000, a valuation report or audit report shall be provided according to the provisions of the Listing Rules, and such transaction shall be submitted to a general meeting for consideration and approval upon review of the Board;
- (IV) Notwithstanding the foregoing, a transaction that shall be approved by the Board or general meeting according to the Hong Kong Listing Rules before implementation must be approved by the Board or general meeting before implementation.

Article 8 Any guarantee, regardless of its amount, provided by the Company for its related parties shall be disclosed in a timely manner upon review and approval by the Board, and submitted to the general meeting for consideration.

Where a resolution regarding the provision of guarantees in favor of shareholders, de facto controllers and their related parties is considered at a general meeting, such shareholders, or shareholders under the control of such de facto controllers shall abstain from voting. Such resolution is subject to the approval of more than half of the voting rights held by other shareholders present at the general meeting.

Where the Company provides guarantees in favor of a controlling shareholder, de facto controllers and their related parties, such controlling shareholder, de facto controllers and their related parties shall provide counter-guarantees.

Article 9 If the subject matter of the related party transaction subject to consideration and approval at a general meeting according to these policies is the equity interest of the Company, the Company shall engage an accounting firm qualified to deal with securities and futures to audit the financial reports of the current financial year and of the last quarter of the subject matter of the transaction. The cut-off date for the audited financial report shall not be more than six months from the date of use of the audit report. If the subject matter of the transaction is assets other than equity interest, the Company shall engage a property appraisal firm qualified to deal with securities and futures to carry out valuation. The base evaluation date of the valuation evaluation report shall not be more than one year from the date of use of the evaluation report. In case of the subject matter of the related party transaction in the ordinary and usual course of business of the Company, audit or valuation may be exempted, including acquiring raw materials, fuels or power and selling products or commodities.

The Company shall also engage an independent financial adviser according to the STAR Market Listing Rules and the Hong Kong Listing Rules, if necessary.

Article 10 For related party transactions that are required to be disclosed, prior consent should be obtained by the Company from independent directors before such transaction is submitted to the Board for consideration.

Prior consent from independent directors shall be approved by more than half of all independent directors and disclosed in an announcement of the relevant related party transaction.

Article 11 The Company shall provide financial assistance or entrusted wealth management to related parties in a prudent manner. If such assistance or service is necessary, calculation shall be based on the actual amount and shall be calculated in aggregate within twelve consecutive months according to the type of transaction. Where the aggregate amount reaches the standards set out in Article 7 herein, the provisions of Article 7 shall apply. If the relevant decision-making procedures under Article 7 have been performed, the transaction shall not be included in the relevant scope of aggregated calculation.

Article 12 The Company shall comply with the provisions regarding aggregated calculation of transactions stated in the STAR Market Listing Rules and the Hong Kong Listing Rules.

Chapter IV Review and Approval Procedures on Related Party Transactions

Article 13 Related directors include the following directors or directors who meet any of the following conditions:

- (I) being the counterparty of a transaction;
- (II) holding office in the counterparty, or holding office in a legal entity or other organizations 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 its direct or indirect controller (including spouses, parents, parents of spouses, brothers and sisters and their spouses, children over 18 years of age and their spouses, brothers and sisters of spouses, parents of children's spouses);
- (V) being a close family member of a director, supervisor or senior management of the counterparty or its direct or indirect controller (including spouses, parents, parents of spouses, brothers and sisters and their spouses, children over 18 years of age and their spouses, brothers and sisters of spouses, parents of children's spouses);

- (VI) being a person whose independent commercial judgment may be influenced as determined by the relevant laws, regulations, the STAR Market Listing Rules, the Hong Kong Listing Rules or the Company based on the principle of “substance over form” for other reasons.

Article 14 Statement of related directors

Where a director personally or other enterprises where such director assumes offices is/are, directly or indirectly, related to an existing or proposed contract, transaction or arrangement of the Company (other than a service contract), whether or not relevant matters shall be subject to the Board’s approval under normal circumstances. Such director shall disclose the nature and extent of such related relationship to the Board within ten days from the date of having knowledge or presumed to have knowledge of such related relationship, and make relevant disclosure of interest in accordance with the requirements of the laws and regulations of the places where the Company’s shares are listed and the Articles of Association. If such director has notified the Board in writing before the Company’s first consideration of entering into the relevant contract, transaction or arrangement, declaring that in view of the content of the notice, he/she has an interest in the contract, transaction or arrangement to be entered into by the Company, then within the scope stated in the notice, the related director shall be deemed as having made the disclosure as required in this Article.

Article 15 The description on the resolution of the Board regarding a related party transaction shall at least include the following contents:

- (I) the main information of such transaction, including the names of the parties involved, the subject of the transaction, and pricing principles, methods, and basis.
- (II) the impact of such transaction on the financial conditions and operating results of the Company.
- (III) whether such transaction prejudices the interests of the Company and minority shareholders.

Article 16 Subject to the laws and regulations of the places where the Company’s shares are listed and the STAR Market Listing Rules and the Hong Kong Listing Rules, when the Board of the Company considers a related party transaction, the related directors shall abstain from voting and shall not exercise voting rights on behalf of other directors. A meeting of the Board may be held with the attendance of more than half of the non-related directors and any resolution passed at such meeting shall be subject to approval by more than half of the non-related directors. Where fewer than three non-related directors attend such meeting, the transaction shall be submitted to a general meeting for consideration. If a connected transaction is not exempted under the Hong Kong Listing Rules, the Company shall also comply with the relevant announcement, circular and independent shareholders’ approval requirements.

Article 17 Subject to the laws and regulations of the places where the Company's shares are listed and the STAR Market Listing Rules and the Hong Kong Listing Rules, the following shareholders shall abstain from voting when a related party transaction is considered at the general meeting:

- (I) being the counterparty;
- (II) having direct or indirect control of the counterparty;
- (III) being under direct or indirect control of the counterparty;
- (IV) being directly or indirectly controlled by the same legal person, other organizations or natural person as the counterparty;
- (V) being restricted or influenced in terms of voting right due to an equity transfer agreement or other agreements that has not been fulfilled with the counterparty or its related party;
- (VI) having a material interest in the transaction;
- (VII) being a legal person or natural person as determined by the relevant laws, regulations, the STAR Market Listing Rules, the Hong Kong Listing Rules or the Company based on the principle of "substance over form" that may lead or has led the Company to make skewed distribution in his/her or its favor.

Article 18 When a general meeting votes on a related party transaction, the related shareholders shall abstain from voting and shall not exercise the voting rights on behalf of other shareholders; and the number of voting shares represented by them shall not be counted in the total number of shares validly voted.

Article 19 The Group must enter into a written agreement for a connected transaction. The written agreement for a continuing connected transaction must contain the basis for calculating the payments to be made. The term of the agreement must be fixed and reflect normal commercial terms or better. The term of the agreement shall not exceed three years except under special circumstances where the nature of the transaction requires a longer term. In this case, the Company must appoint an independent financial adviser to explain why the agreement requires a longer term and to confirm that the term of the agreement is consistent with the normal business practice for such type of agreement. If the term of such ordinary related party transaction agreement between the Company and the related party exceeds three years, the review procedure should be performed triennially according to the requirements herein, subject to the requirements of the STAR Market Listing Rules and the Hong Kong Listing Rules in relation to continuing connected transactions.

Chapter V Disclosure of Related Party Transactions

Article 20 The Company shall disclose related parties, related party transactions and other relevant information in accordance with the provisions of relevant laws, regulations and regulatory documents.

Article 21 Where a transaction (other than the provision of guarantee) between the Company and the related party meets any of the following criteria, it shall be disclosed in a timely manner:

- (I) a transaction entered into with a related natural person with a transaction amount of more than RMB300,000;
- (II) a transaction entered into with a related legal person with a transaction amount accounting for more than 0.1% of the latest audited total assets or market capitalization of the Company and more than RMB3,000,000.

Article 22 Relevant obligations stipulated herein may be exempted for the following related party transactions entered into between the Company and the related parties:

- (I) either party subscribes for the shares, company bonds or corporate bonds, convertible company bonds or other types of derivatives of another party in cash;
- (II) either party, as a member of the underwriting syndicate, underwrites the publicly offered shares, company bonds or corporate bonds, convertible company bonds or other types of derivatives issued by another party;
- (III) either party receives dividend, bonus or reward in accordance with the resolutions passed at a general meeting of another party;
- (IV) either party participates in a public tender or auction of another party, unless it is unlikely for the public tender or auction to be conducted at a fair price;
- (V) the Company unilaterally benefits from the transaction, including receiving cash assets as a gift, being granted debt relief, accepting guarantee and financial assistance, etc.;
- (VI) the price of the related party transaction is determined in accordance with national requirements;
- (VII) the related party provides funds to the Company at an interest rate no higher than the prevailing benchmark lending rate stipulated by the People's Bank of China, for which the Company provided no security;

(VIII) the Company provides goods or services to directors, supervisors or senior management on the same terms and conditions as those in the transactions between the Company and non-related parties;

(IX) other transactions determined by stock exchanges and other regulatory authorities.

The above provisions are subject to the relevant requirements of the Hong Kong Listing Rules and the STAR Market Listing Rules in relation to related party transactions.

Chapter VI Supplementary Provisions

Article 23 A related party transaction of a subsidiary controlled or held as to over 50% by the Company shall be deemed as an act of the Company, and the decision-making and disclosure standards shall be subject to the above requirements.

Article 24 Decision-making records, resolutions and other documents in relation to related party transactions shall be kept by the secretary to the Board for no less than ten years.

Article 25 In these policies, the terms “more than”, and “within” shall include the given figure, and the terms “over”, “less than” and “lower than” shall not include the given figure.

Article 26 Matters not covered by these policies shall be executed in accordance with the relevant provisions of the laws and regulations of the PRC and the places where the Company’s shares are listed, the Articles of Association and other regulatory documents. In the event that these policies are inconsistent with the laws and regulations thereafter issued in the PRC or the places where the Company’s shares are listed and the Articles of Association as modified through legal procedures, provisions of such laws and regulations issued in the PRC or the places where the Company’s shares are listed as well as the Articles of Association shall prevail. These policies shall be submitted to a general meeting of the Company for consideration and approval after amendment.

Article 27 These policies shall be construed by the Board of the Company

Article 28 These policies shall come into effect upon consideration and approval at a general meeting of the Company.

SHANGHAI JUNSHI BIOSCIENCES CO., LTD.*
MANAGEMENT POLICES FOR DISTRIBUTION OF PROFITS

Chapter I General Provisions

Article 1 With an aim to regulate the profit distribution of Shanghai Junshi Biosciences Co., Ltd.* (上海君實生物醫藥科技股份有限公司) (the “**Company**”), to establish a scientific, consistent and stable distribution mechanism, enhance the transparency in profit distribution, and to effectively protect the legitimate rights and interests of minority investors, these policies have been formulated according to relevant laws and regulations including the Company Law of the People’s Republic of China (the “**Company Law**”), the Securities Law of the People’s Republic of China, and the Rules Governing the Listing of Stocks on the STAR Market of the Shanghai Stock Exchange, and the Articles of Association of Shanghai Junshi Biosciences Co., Ltd.* (the “**Articles of Association**”), while taking into account the actual circumstances of the Company.

Article 2 The Company shall further enhance its awareness in generating shareholders’ returns and make independent decisions regarding the distribution of profits, while strictly complying with the Company Law, the Articles of Association and the requirements of laws and regulations in the place where the Company’s shares are listed. The Company shall give sufficient protection to the legitimate rights of the shareholders, including their rights in assets and revenue, and continuously enhance the decision-making procedures and mechanism of board of directors (the “**Board**”) and general meetings regarding the profit distribution of the Company.

Article 3 The Company shall perform requisite decision-making procedures in the formulation of the profit distribution policy (especially the cash dividend policy). The Board of the Company shall conduct specific research and demonstration in respect of shareholders’ returns, and elaborate the rationale of proposals and arrangements in details. The Company shall listen to the views of minority shareholders through various channels (including but not limited to telephone, fax, mailbox and interactive platforms, etc.) and duly disclose information in relation to cash dividends.

Chapter II Sequence of Profit Distribution

Article 4 The Company shall value reasonable returns of investors, in particular, the minority investors, and formulate a consistent and stable profit distribution policy.

In accordance with relevant laws and regulations of the PRC and the place where the Company’s shares are listed, and the Articles of Association, after-tax profits of the Company shall be distributed in the following order:

- (I) When allocating the after-tax profits of the current year, the Company shall allocate 10% of its profit to the statutory reserve. In the event that the accumulated statutory reserve of the Company has reached at least 50% of the registered capital of the Company, no further allocation is required;

- (II) In the event that the statutory reserve of the Company is insufficient to make up the losses of the Company for the previous years, before allocating the statutory reserve in accordance with the provision of the preceding paragraph, the Company shall first make up the losses by using the profits of the current year;
- (III) After allocating the statutory reserve from the after-tax profits of the Company, the Company may allocate the discretionary reserve as resolved at its general meeting;
- (IV) After making up for the losses and making contributions to the reserve, any remaining after-tax profits shall be distributed to shareholders in proportion to their respective shareholdings, except for circumstances stated in the Articles of Association, which provide for any disproportionate distribution;
- (V) Where the general meeting of the Company violates the aforementioned requirements and where profits are distributed to shareholders prior to making up losses and allocating to the statutory reserve of the Company, shareholders must return the profit so distributed to the Company;
- (VI) The shares of the Company held by the Company shall not be entitled to any profit distribution.

Article 5 The reserve of the Company shall be used to make up the losses of the Company, expand its production and operations, or increase its capital.

Any losses of the Company shall be offset with the discretionary reserve and the statutory reserve in the first place. If such losses cannot be covered by these reserves, the capital reserve may be used in accordance with regulations.

In transferring the statutory reserve to capital, the remaining balance of such reserve shall not be less than 25% of the registered capital of the Company prior to such transfer.

Chapter III Profit Distribution Principle and Policy

Article 6 Profit distribution principle

The Company is committed to implementing a consistent and stable profit distribution policy. The profit distribution of the Company shall value reasonable investment return to the investors while balancing the sustainable development of the Company. The profit distribution of the Company shall not exceed the accumulated profit available for distribution, and shall not jeopardize the Company's ability to operate as a going concern.

Article 7 Forms of profit distribution

Subject to its profit distribution principle, the Company may distribute dividends in the form of (or in a combination of) cash or shares, in which, cash dividends shall be preferred to share dividends. In particular, the Company's current dividend policy is a cash dividend policy targeting remaining dividends. Where the Company is in a position to distribute profits in the form of cash dividends, distribution should be made in cash.

Article 8 Decision-making mechanism and procedures in relation to profit distribution

The profit distribution plans of the Company shall be formulated by the Board taking into account, among other things, the Company's actual operating condition, future profitability, operation and development plan, cash flow, shareholders' return, public capital costs and external financing environment. In formulating the annual or interim profit distribution plans, the Board shall carefully consider and demonstrate timing, conditions and minimum percentage, adjustment conditions and decision-making requirements for the distribution of cash dividends, which shall be passed by a majority vote of all the directors of the Board. If independent non-executive directors believe that the specific cash dividend plan may harm the rights and interests of the Company or minority shareholders, they have the right to express independent opinions. If the Board fails to adopt or fully adopts the opinions of independent non-executive directors, the opinions of independent non-executive directors and the specific reasons for not adopting such opinions shall be recorded in the resolution of the Board and be disclosed accordingly.

Under special circumstances where the profit distribution plan of the year cannot be determined in accordance with the established cash dividend policy or the minimum cash distribution percentage, the specific reasons thereof shall be disclosed in the annual report. Under such circumstances, the Company's profit distribution plan for the year shall be passed by more than two-thirds of the voting rights held by shareholders present at the general meeting.

The Board shall submit a profit distribution plan considered and approved by it to the general meeting for consideration and approval, and the general meeting shall vote on the profit distribution plan proposed by the Board in accordance with laws and regulations. The Company shall foster communication and exchange of opinions between itself and shareholders through various channels, in particular the minority shareholders, and take into full account the views and demands of minority shareholders, answering their concerns in a timely manner, before the consideration of a specific cash dividend plan at a general meeting.

Profit distribution in the form of share dividends shall be supported by concrete and reasonable factors such as the Company's growth and the dilution of net assets per share. Distribution of dividends in the form of share dividends or in a combination of cash and shares shall be considered and passed at the general meeting of the Company by way of a special resolution.

Article 9 Conditions, percentage and intervals of cash dividends distribution

The following conditions shall be satisfied simultaneously before the distribution of cash dividends by the Company:

- (I) the profits available for distribution by the Company for the year or interim period (namely the remaining after-tax profits after making up for the losses and making contributions to the reserve) shall be positive;
- (II) the distribution shall not exceed the Company's accumulated profits available for distribution;
- (III) an audit report with unqualified opinion is issued by the auditors with respect to the Company's financial report for the year;
- (IV) the Company does not have significant external investment or significant cash outflow or any plan thereof (except for fund-raising and investment projects).

Significant investment plan or significant cash outflow refers to the situation in which accumulated expenses proposed for external investment, asset acquisition or equipment purchases for the next 12 months reaches or exceeds 30% of the Company's latest audited total assets, and exceeds RMB50 million.

Article 10 Subject to the aforementioned conditions of cash dividend distribution have been fulfilled, the Board of the Company shall take into account, among other things, characteristics of the industries where the Company operates, its development stage, its own business model, profitability and whether it has any significant capital expenditure plans to determine the Company's condition in accordance with the followings, and propose differentiated cash dividend policy in accordance with the procedures set out in the Articles of Association:

- (I) If the Company is at the mature stage of development and has no significant capital expenditure plan, the proportion of cash dividends shall be at least 80% in the profit distribution;
- (II) If the Company is at the mature stage of development and has a significant capital expenditure plan, the proportion of cash dividends shall be at least 40% in the profit distribution;
- (III) If the Company is at the growing stage and has a significant capital expenditure plan, the proportion of cash dividends shall be at least 20% in the profit distribution;

(IV) If it is difficult to determine the Company's stage of development while it has a significant capital expenditure plan, the profit distribution may be dealt with pursuant to the requirements in the preceding paragraph.

The profit distribution in cash made by the Company each year shall not be less than 20% of the Company's profit available for distribution during the year, and the accumulated profit distribution in cash made by the Company for the past three years shall not be less than 30% of the Company's annual average profit available for distribution for the past three years.

Subject to conditions having been fulfilled and to the extent permitted by relevant regulations, the Board of the Company may propose an interim cash dividend distribution based on the Company's profitability.

Under circumstances where the audit report of the Company for the most recent year sets out a modified opinion or an unqualified opinion with a paragraph on material uncertainties related to going concern, or the gearing ratio is higher than a certain specific percentage, or the operating cash flow is lower than a certain specific level, or under other circumstances where profits may not be distributed as stipulated by laws, regulations and the Articles of Association, profit distribution may not be proceeded.

Article 11 Adjustment mechanism for the profit distribution policy

If the Company intends to make adjustments to the profit distribution policy in accordance with its development plan and significant investment needs, the Board shall draft the amendments after thorough demonstration with an aim to protect shareholders' interests. The Company shall take into full account the views of the minority shareholders through various channels, and the adjusted profit distribution policy shall not violate the relevant requirements of the China Securities Regulatory Commission and the stock exchange. The resolution in relation to the adjustment of profit distribution policy shall be considered by the Board of the Company, and submitted by the same to the general meeting of the Company for consideration and approval as a special resolution. Furthermore, the said general meeting shall adopt a combination of on-site and online voting, making it more convenient for investors to participate in the formulation or amendment of the profit distribution policy.

Article 12 Supervisory and binding mechanism in profit distribution

The implementation of the profit distribution policy and the decision-making procedures followed by the Board and management of the Company are subject to the supervision of the board of supervisors of the Company.

Chapter IV Implementation and Disclosure of Profit Distribution

Article 13 The distribution of dividends (or shares) shall be completed within two months upon passing the resolution on the profit distribution plan at the general meeting of the Company, or the formulation by the Board of the Company of specific plans based on the interim dividend conditions and upper limits approved at the annual general meeting for the following year.

Article 14 When the Company convenes an annual general meeting to consider the annual profit distribution plan, the conditions, upper limit of proportion, and upper limit amount for the interim cash dividends of the following year may be considered and approved. The upper limit of the interim dividend for the following year considered at the annual general meeting shall not exceed the net profit attributable to the Company's shareholders during the corresponding period. The Board shall formulate a specific interim dividend plan based on the resolution of the general meeting. The Company shall strictly enforce the cash dividend policy determined in the Articles of Association as well as the specific cash dividend plan considered and approved at the general meeting of the Company. Where it is necessary to make adjustment or changes to the cash dividend policy as determined in the Articles of Association, such amendment or changes shall comply with the conditions set out in the Articles of Association, and relevant decision-making procedures shall be performed after thorough deliberation.

Article 15 Detailed disclosure of the profit distribution plan shall be made by the Company in periodic reports, announcements and circulars (if applicable), in strict accordance with the relevant rules and the laws and regulations of the place where the shares of the Company are listed.

Chapter V Supplementary Provisions

Article 16 Matters not covered by these policies shall be executed in accordance with relevant provisions of laws and regulations of the PRC and the place where the Company's shares are listed, the Articles of Association and other regulative documents. In the event that these policies are inconsistent with laws and regulations later issued in the PRC or the place where the Company's shares are listed and the Articles of Association as modified through legal procedures, such laws and regulations issued in the PRC or the place where the Company's shares are listed as well as the Articles of Association shall prevail. These policies shall be submitted to a general meeting of the Company for consideration and approval after amendment.

Article 17 These policies shall be construed by the Board of the Company.

Article 18 These policies shall come into effect upon consideration approval at a general meeting of the Company.

SHANGHAI JUNSHI BIOSCIENCES CO., LTD.*
MANAGEMENT POLICES FOR RAISED FUNDS

Chapter I General Provisions

Article 1 In order to regulate the fund-raising behavior of Shanghai Junshi Biosciences Co., Ltd.* (上海君實生物醫藥科技股份有限公司) (the “**Company**”), strengthen the fund raising management of the Company, prevent the risk of fund raising, guarantee the safety of fund raising, and maintain the image of the Company and the interests of its shareholders, the Company establishes these policies in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Rules Governing the Listing of Securities on the STAR Market of the Shanghai Stock Exchange, Guidelines for Self-Regulation of Listed Companies on the STAR Market of the Shanghai Stock Exchange No. 1 – Standardized Operation and other laws, regulations and regulatory documents, and the provisions of Articles of Association of Shanghai Junshi Biosciences Co., Ltd.* (the “**Articles of Association**”) while taking into account the actual circumstances of the Company.

Article 2 The raised funds as mentioned in these policies refers to the funds raised by the Company through public issuance of securities (including initial public offering of shares, share offering, additional issuance, issuance of convertible corporate bonds, issuance of convertible corporate bonds for separate transactions, issuance of warrants, etc.) and the issuance of securities to specific parties, excluding funds raised through the implementation of equity incentive plans.

Article 3 After the raised funds are in place, the Company shall promptly go through the procedures for capital verification, and the accounting firm with securities qualification shall examine and issue the capital verification report.

Article 4 The Company shall improve its scientific decision-making level and management ability, make decisions in a scientific, democratic and prudent manner in strict accordance with the provisions of laws and regulations and the Articles of Association, strengthen the feasibility analysis of the use of raised funds and investment projects, and earnestly improve its operating efficiency and profitability.

Article 5 The board of directors (the “**Board**”) of the Company shall be responsible for establishing and improving the management policy of the Company’s raised funds, specifying such contents as the special account deposit, use, change, supervision and accountability of the raised funds, and ensuring the effective implementation of these policies.

Where an investment project of the raised funds is carried out through a subsidiary of the Company or other enterprise under the control of the Company, the Company shall ensure that such subsidiary or other enterprise under its control complies with the provisions of these policies.

Chapter II Deposit in the Special Account for Raised Funds

Article 6 The Company shall carefully select a commercial bank and open a special account for raised funds (a “**special account**”). The raised funds shall be centrally managed in a special account determined by the Board of the Company, and this special account shall not be used to deposit funds that are not raised or for other purposes.

Article 7 Where the Company has raised funds more than twice, a special account for raised funds shall be established independently. The actual net amount of raised funds exceeding the planned amount of raised funds (the “**excessive raised funds**”) shall also be deposited in the special account for raised funds for management.

Article 8 The Company shall, within 1 month after the raised funds are in place, enter into a tripartite supervision agreement (the “**agreement**”) with the sponsor institution or the independent financial advisor and the commercial bank where the raised funds are deposited (the “**commercial bank**”). The agreement shall include at least the following:

- (I) The Company shall centralize the raised funds in a special account;
- (II) The commercial bank shall issue monthly statements of account to the Company and copy the sponsor institution or the independent financial advisor;
- (III) The sponsor institution or the independent financial advisor may, at any time, inquire the special account information in the commercial bank;
- (IV) Liabilities for breach of contract of the Company, the commercial bank, the sponsor institution, or the independent financial advisor.

Where the Company implements an investment project of the raised funds through a holding subsidiary or other entities, the Company, the company that implements the investment project of the raised funds, the commercial bank and the sponsor institution or the independent financial advisor shall jointly sign a tripartite supervision agreement, and the Company and the company that implements the investment project of the raised funds shall be treated as one party.

If the above-mentioned agreement terminates before the expiration of the term of validity, the Company shall sign a new agreement with the relevant parties within 1 month from the date of termination of the agreement.

Article 9 The Company shall actively urge the commercial bank to fulfill the agreement. Where the commercial bank fails three consecutive times to timely issue a statement of account to the sponsor institution or notify the sponsor institution of a large amount of withdrawals from the special account, and there are circumstances in which it fails to cooperate with the sponsor institution to inquire and investigate the information of the special account, the Company may terminate the agreement and cancel the special account for raised funds.

Chapter III Use of Raised Funds

Article 10 The Company shall use the raised funds in accordance with the investment plan for the raised funds undertaken in the issuance application documents. In the event of serious impact on the normal implementation of the investment plan for the raised funds, the Company shall make a timely announcement.

Article 11 The raised funds shall be mainly invested in the field of scientific and technological innovation. The Company's investment project of the raised funds shall not be used for engaging in entrusted wealth management (excluding cash management), entrusted loans and other financial investments, as well as high-risk investments such as securities and derivative investment, and may not be invested directly or indirectly in a company whose main business is to buy or sell securities.

The Company may not change the use of raised funds in disguised form through pledge, entrustment loan or other means.

The Company shall, in accordance with the provisions of the Shanghai Stock Exchange, continuously disclose the use of the raised funds.

Article 12 The Company shall ensure the authenticity and fairness of the use of the raised funds, prevent the raised funds from being occupied or misappropriated by the controlling shareholders, actual controllers and other related parties, and shall take effective measures to prevent the related parties from making use of the investment project of the raised funds to obtain improper benefits.

Article 13 If any of the following circumstances occurs in respect of the investment project of the raised funds, the Company shall re-demonstrate the feasibility, the expected income, etc. of the project, and decide whether to continue to implement the project:

- (I) A major change in the market environment in which an investment project of the raised funds is involved;
- (II) Where the investment project of the raised funds has been laid aside for more than one year;
- (III) The deadline for completion of the previous investment plan of the raised funds has been passed and the amount of raised funds has not reached 50% of the relevant planned amount;
- (IV) Abnormal circumstances have occurred in other investment projects of the raised funds.

The Company shall disclose in the latest periodic report the progress of the project, the reasons for the abnormal occurrence, and the adjusted investment plan of the raised funds, if any.

Article 14 Where the Company decides to terminate the original investment project of the raised funds, it shall select a new investment project as soon as possible and scientifically.

Article 15 Where the Company replaces the self-raised funds that have been put into the investment project of the raised funds in advance with the raised funds, the Company may not implement the project until the Board of the Company has considered and approved, the certified public accountant has issued an authentication report, and the board of supervisors and the sponsor institution or the independent financial advisor have given express consent and the Company has performed the information disclosure obligation.

The Company shall release an announcement within 2 trading days after the Board meeting and make an announcement if it has disclosed in the issuance application documents that it intends to replace the pre-invested self-raised funds with the raised funds and the amount of the pre-invested funds has been determined. The replacement time shall not exceed six months from the time of raised funds to the account.

Article 16 Where the Company's idle raised funds are temporarily used to replenish its working capital, they shall be considered and approved by the Board, and the board of supervisors and the sponsor institution shall give express consent and make disclosure, and following conditions shall be met:

- (I) The purpose of raised funds shall not be changed in disguised form;
- (II) The normal implementation of investment plan of the raised funds shall not be affected;
- (III) The time for a single replenishment of working capital shall not exceed 12 months;
- (IV) The raised funds previously used for temporary replenishment of working capital have been repaid (if applicable).
- (V) They shall be limited to the production and operation related to the main business, and shall not be used through direct or indirect arrangement for the placement of new shares, purchase of new shares, or for transactions of shares and their derived varieties, convertible corporate bonds, etc.

Article 17 Where the Company uses the idle raised funds to replenish its working capital, the matters shall be considered and approved by the Board of the Company and the following contents shall be reported to the Shanghai Stock Exchange and announced within two trading days:

- (I) Basic situations of the raised funds, including the fund raising time, amount, net amount and investment plan;
- (II) Use of the raised funds;
- (III) Amount and time limit for the idle raised funds to replenish the working capital;
- (IV) Amount of expected financial cost savings through using idle raised funds to replenish working capital, causes of insufficient working capital, whether there is a disguised change in the investment behavior of raised funds, measures to ensure that the normal operation of the raised funds project is not affected;
- (V) Opinions issued by the board of supervisors, the sponsor institution or the independent financial advisor;
- (VI) Other contents required by the stock exchange.

The Company shall, prior to the maturity date of the replenishment of the working capital, return such part of the funds to the special account for raised funds and report to the Shanghai Stock Exchange and announce it within 2 trading days after the full return of the funds.

Article 18 Where the Company uses the excessive raised funds for ongoing and new projects (including asset acquisitions), such funds shall be invested in the Company's main business with scientific and prudent feasibility analysis of the investment project, and submitted to the Board for consideration and approval. The board of supervisors and the sponsor institution or the independent financial advisor shall express a clear agreement and promptly fulfill the obligation of information disclosure. The single use of the excessive raised funds of reaching RMB50 million and more than 10% of the total amount of the excessive raised funds by the Company shall be submitted to the general meeting for consideration.

Article 19 The excessive raised funds can be used permanently to replenish working capital and repay bank loans, and the cumulative amount used within every 12 months shall not exceed 30% of the total amount of the excessive raised funds, and the Company shall warrant that it will not make high-risk investments and provide financial assistance to any parties other than the holding subsidiaries within 12 months after replenishing working capital.

The provisions of the preceding paragraph shall not apply to investment funds related to the main business jointly invested by the Company and professional investment institutions, or investment funds such as market-oriented industrial investment funds and poverty alleviation public welfare funds in poverty-stricken areas.

Article 20 Where the Company plans to use the excessive raised funds to repay the bank loans or replenish the working capital, the proposal shall be considered and approved by the Company's Board of Directors and the general meeting of the Company with available online voting methods. The board of supervisors, the sponsor institution, or the independent financial advisor shall express a clear agreement. The Company shall report to the Shanghai Stock Exchange within 2 trading days after the Board meeting and disclose the following contents in the announcement:

- (I) The basic information of this fundraising, including fundraising time, amount, net amount, excessive raised amount, and investment plans, etc.;
- (II) The Company's warrant that it will not make high-risk investments or provide financial assistance to others within 12 months after replenishing working capital;
- (III) Opinions issued by the board of supervisors, the sponsor institution, or the independent financial advisor.

Article 21 The Company may conduct cash management on the temporarily idle raised funds (including the excessive raised funds), and the invested products must meet the following conditions:

- (I) Their security is high;
- (II) Their liquidity is good and the normal implementation of investment plan of the raised funds shall not be affected;
- (III) Where investment products cannot be used as pledges, the special settlement account for products (if applicable) cannot be used for depositing non-raised funds or other purposes, or a special settlement account for the products is opened or canceled, the Company shall report to the Shanghai Stock Exchange for the record and make corresponding announcement within two trading days.

Article 22 Where the Company uses idle raised funds to invest in products, it shall be approved by the Board, and the board of supervisors and the sponsor institution or the independent financial advisor shall give express consent.

The Company shall announce the following contents within two trading days after the meeting of the Board:

- (I) Basic situations of the raised funds, including the fund raising time, amount, net amount, investment plan, etc.;
- (II) Use of the raised funds;
- (III) Amount and time limit for investment products of the idle raised funds;
- (IV) Whether there is a disguised change in the use of raised funds, measures to ensure that the normal operation of the raised funds project is not affected;
- (V) Income distribution method of investment products, scope of investment, and security analysis;
- (VI) Opinions issued by the board of supervisors and the sponsor institution or the independent financial advisor.

Chapter IV Changes in the Use of Raised Funds

Article 23 Where the Company is under any of the following circumstances, it shall be deemed to have changed the use of raised funds:

- (I) Cancel or terminate the original raised funds project and implement a new project or replenish working capital;
- (II) Change the implementation entity of the investment project of the raised funds (except changes between the Company and its wholly-owned or controlling subsidiaries);
- (III) Change the implementation mode of the investment project of the raised funds;
- (IV) Other circumstances identified by the stock exchange as changes in the use of raised funds.

Article 24 The Company shall, after consideration by the Board, approval by a resolution of the general meeting and express consent by the sponsor institution or the independent financial advisor and the board of supervisors, alter the raised funds project.

If the Company only changes the implementation location of the fundraising project, it may be exempted from the procedures mentioned in the preceding paragraph, but it shall be considered and approved by the Board of the Company, and the reasons for such change and the opinions of the sponsor institution or the independent financial advisor shall be announced within 2 trading days.

Article 25 The raised funds after the change of the Company shall be invested in the main business.

Article 26 The Board of the Company shall carefully carry out the feasibility analysis of the newly raised funds investment project after the proposed change, and be sure that the investment project has a better market prospect and profitability, effectively prevents the investment risk and improves the utilization efficiency of the raised funds.

Article 27 If the Company intends to change the use of raised funds, it shall make a public announcement with the following contents within 2 trading days after it is submitted to the Board for consideration:

- (I) Basic situation of the original project and the specific reasons for the change;
- (II) Basic situation and risk indication of the new project;
- (III) Investment plan for the new project;
- (IV) Explanation that approval of the new project has been obtained or has yet to be obtained from relevant departments (if applicable);
- (V) Opinions of the board of supervisors and the sponsor institution or the independent financial advisor on changes in the investment of raised funds;
- (VI) Explanation on the change of the investment project of the raised funds still needs to be submitted to the general meeting for consideration;
- (VII) Other contents required by the stock exchange.

New project involving related party transactions, asset purchases and external investment shall also be disclosed in accordance with the relevant rules.

Article 28 If the Company intends to transfer to or exchange its fundraising projects with external parties (except for those that have already been fully transferred or exchanged during the Company's major asset restructuring), the following contents shall be announced within 2 trading days after submission to the Board for consideration:

- (I) Specific reasons for external transfer or exchange of fundraising projects;
- (II) The amount of funds raised invested in the project;
- (III) The progress and realized benefits of the project;
- (IV) Basic information and risk warnings for the project received, if applicable;
- (V) Basis of pricing for and related benefits from transfer or exchange;
- (VI) Opinions of the board of supervisors, the sponsor institution or the independent financial advisor on the transfer or exchange of fundraising projects;
- (VII) Statement that the transfer or exchange of fundraising projects is to be submitted to the general meeting for consideration;
- (VIII) Other contents required by the stock exchange.

The Company shall pay close attention to the collection and use of the transfer price, the change of ownership of the assets received, and the continuous operation of the assets received, and fulfill necessary information disclosure obligations.

Article 29 Upon completion of a single or all investment projects of the raised funds, the use of a small amount of the Company's remaining funds (including interest income) for other purposes shall be subject to the consideration and approval of the Board, the board of supervisors the sponsor institution or the independent financial advisor.

Where the amount of remaining raised funds (including interest income) is less than RMB10 million, it may be exempted from performing the procedure mentioned in the preceding paragraph, and the use thereof shall be disclosed in the annual report.

Chapter V Management and Supervision of Raised Funds

Article 30 The Board of the Company shall monitor the actual management and use of the raised funds on an ongoing basis, comprehensively verify the progress of the fundraising projects every half year, and issue the Special Report on the Deposit and the Actual Use of the Raised Funds of the Company (the “Special Report on Raised Funds”) on the deposit and use of the raised funds.

Where there are differences between the actual investment schedule and the investment plan of the investment project of the raised funds, the Company shall explain the specific reasons in the Special Report on Raised Funds. Where idle raised funds are used for product investment during the current period, the Company shall disclose the income of the current reporting period and the investment portion, contracting party, product name, term and other information at the end of the period in the Special Report on Raised Funds.

The Special Report on Raised Funds shall be considered and approved by the Board and the board of supervisors, and announced within 2 trading days upon submission to the Board for consideration. During the annual audit, the Company shall engage an accounting firm to issue an assurance report on the deposit and use of the raised funds, and disclose it when issuing the annual report.

Where there are differences between the actual investment schedule and the investment plan of the investment project of the raised funds, the Company shall explain the specific reasons. Where idle raised funds are used for product investment during the current period, the Company shall disclose the income of the current reporting period and the investment portion, contracting party, product name, term and other information at the end of the period.

The accounting firm shall make reasonable assurance conclusion on whether the special report prepared by the Board has been prepared in accordance with these guidelines and the relevant form guidelines, and whether it has truthfully reflected the actual deposit and use of the raised funds for the year, and present the assurance conclusion.

Article 31 The sponsor institution or the independent financial advisor shall, at least every six months, conduct an on-site review of the deposit and use of the Company’s raised funds. After the end of each accounting year, the sponsor institution or the independent financial advisor shall issue and disclose a special verification report on the deposit and use of the Company’s raised funds.

Article 32 After the end of each accounting year, the Board of the Company shall disclose the conclusive opinions of the special verification report of the sponsor institution and the assurance report of the accounting firm in the Special Report on Raised Funds.

Chapter VI Supplementary Provisions

Article 33 These policies shall come into effect upon approval by way of resolution at the general meeting.

Article 34 Unless otherwise specified, the terms used in these policies shall have the same meaning as those in the Articles of Association.

Article 35 In these policies, “above” and “below” include the given number, while “over”, “insufficient” and “less than” do not include the given number.

Article 36 Matters not covered by these policies shall be executed in accordance with the relevant state laws, regulations, regulatory documents and the provisions of the Articles of Association; where these policies are inconsistent with the relevant laws, regulations, regulatory documents and relevant provisions of the Articles of Association, the relevant laws, regulations, regulatory documents and relevant provisions of the Articles of Association shall prevail; if these policies are in conflict with the laws, regulations, regulatory documents issued by the state in the future or the Articles of Association modified by legal procedures, such relevant state laws, regulations, regulatory documents and Articles of Association shall prevail. These policies shall be submitted to a general meeting for consideration and approval after amendment.

Article 37 These policies shall not apply to the management of the use of proceeds raised from the issue of H shares by the Company. The management of the use of proceeds raised from the issue of H shares shall be subject to the relevant provisions of the Hong Kong Securities and Futures Commission and the Stock Exchange of Hong Kong Limited.

Article 38 The amendments to these policies shall be proposed by the Board and submitted to a general meeting for consideration and approval.

Article 39 These policies shall be construed by the Board of the Company.

Biographical details of the candidates for Directors nominated for re-election to the fourth session of the Board of Directors as at the Latest Practicable Date are set out as follows:

EXECUTIVE DIRECTORS

Xiong Jun 熊俊

Mr. Xiong Jun (熊俊), aged 50, is currently an executive Director, the Chairman of the Board of Directors, the legal representative of the Company, the Chairman of the Strategic Committee and a member of each of the Remuneration and Appraisal Committee and the Nomination Committee. Mr. Xiong joined the Group in April 2013 and was appointed to the Board in March 2015. Mr. Xiong is also the chairman of board of directors of certain of the Group's subsidiaries, namely Suzhou TopAlliance, Suzhou Junao and Suzhou Junshi Biotechnology. He is also the general manager of Suzhou TopAlliance, Suzhou Junao and Hainan JunTop, and an executive director of JunTop Biosciences, Hainan JunTop, Vinnerna Biosciences, Shanghai Junkang Litai Biomedical Technology Co., Ltd.* (上海君康立泰生物醫藥科技有限公司) and Junshi Hong Kong Limited. Mr. Xiong is also the chairman of the board of directors of Shanghai Junshi Xihai Biotechnology Co., Ltd.* (上海君實西海生物科技有限公司), an associate of the Group.

From March 2013 to November 2015, Mr. Xiong was the chairman of the board of directors of Shanghai Union Biopharm Biosciences Co., Ltd.* (上海眾合醫藥科技股份有限公司) (“**Shanghai Union Biopharm**”) (a company previously listed on the NEEQ (previous stock code: 430598.NEEQ) and merged with the Company in June 2016), and he also served as its general manager from September 2013 to November 2015. Since February 2007, he has been an executive director of Shanghai Baoying Asset Management Co., Ltd.* (上海寶盈資產管理有限公司).

Mr. Xiong obtained his bachelor's degree from Zhongnan University of Finance and Economics (now known as Zhongnan University of Economics and Law) in July 1996 and his MBA from the Chinese University of Hong Kong in December 2007.

As at the Latest Practicable Date, Mr. Xiong is deemed to be interested in 218,324,586 A Shares and 2,600 H Shares under the SFO.

If Mr. Xiong is re-elected and appointed as an executive Director at the AGM, the Company will enter into a service contract with Mr. Xiong in relation to his appointment as an executive Director for a term of three years commencing from the date of approval of his appointment at the AGM, 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-appointment in accordance with the Articles of Association and the Hong Kong Listing Rules. Mr. Xiong's director's remuneration will be determined based on the remuneration plan to be approved by the Shareholders at the AGM and 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. Xiong has

not entered into nor proposed to enter into any service contracts, which fall within the meanings of Rule 13.68 of the Hong Kong Listing Rules requiring the prior approval of shareholders of the Company at general meetings, with the Company. For the year ended 31 December 2023, Mr. Xiong received an annual remuneration (including performance bonus and other benefits) of approximately RMB8,504,000 for his services provided to the Group.

Li Ning 李寧

Dr. Li Ning (李寧), aged 62, is currently an executive Director, vice Chairman of the Board of Directors and a member of each of the Remuneration and Appraisal Committee and the Strategic Committee. Dr. Li joined the Group in January 2018 and was appointed to the Board in June 2018. Dr. Li has been the chairman of the board of directors of TopAlliance since January 2024.

Dr. Li's main experience prior to joining the Group includes: from May 1994 to January 1997, he served as a senior researcher of WESTAT, the research cooperation center of NIH AIDS in the U.S.; from February 1997 to September 2009, he held various positions, including reviewer, senior reviewer, team leader of review team and branch director at the FDA; from September 2009 to January 2018, he held various positions in Sanofi, including senior director of the registration and medical policy department of the group, assistant to vice president and vice president; from January 2007 to December 2010, he was a part-time professor at Johns Hopkins University in the United States; from November 2010 to November 2012, he was a guest professor at the Clinical Research Institute of Peking University; and from January 2012 to December 2014, he was a part-time professor at the Medical Informatics Center of Peking University.

Dr. Li obtained his bachelor's degree in medicine from Shanghai First Medical College in July 1984, his master's degree in medicine from Shanghai Medical University in October 1987 and Ph.D. degree in preventive medicine/biostatistics from University of Iowa in the United States in August 1994.

As at the Latest Practicable Date, Dr. Li is interested in 956,000 A Shares under the SFO.

If Dr. Li is re-elected and appointed as an executive Director at the AGM, the Company will enter into a service contract with Dr. Li in relation to his appointment as an executive Director for a term of three years commencing from the date of approval of his appointment at the AGM, 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-appointment in accordance with the Articles of Association and the Hong Kong Listing Rules. Dr. Li's director's remuneration will be determined based on the remuneration plan to be approved by the Shareholders at the AGM and 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. Dr. Li has not entered into nor proposed to enter into any service contracts, which fall within the meanings of Rule 13.68 of the Hong Kong Listing Rules requiring the prior approval of shareholders of the Company at

general meetings, with the Company. For the year ended 31 December 2023, Dr. Li received an annual remuneration (including performance bonus and other benefits) of approximately RMB9,930,000 for his services provided to the Group.

Zou Jianjun 鄒建軍

Dr. Zou Jianjun (鄒建軍), aged 52, is currently an executive Director, chief executive officer and general manager of the Company. Dr. Zou joined the Group in April 2022 and was appointed to the Board in June 2022.

Dr. Zou has over 20 years of experience in the healthcare sector. From August 1995 to September 2005, she served as the resident and attending physician at the department of oncology under the department of clinical medicine at the 301 Hospital of the People's Liberation Army* (解放軍301醫院) and at the department of oncology at the Shanghai Changzheng Hospital* (上海長征醫院) respectively. From October 2005 to October 2012, she served as the medical manager of the research and development department and the head of the oncology therapeutic team of Bayer China, and the head of global medical affairs at the United States headquarters of Bayer Pharmaceuticals in New Jersey. From October 2012 to September 2015, she served as the head of China Medical Affairs at Celgene Pharmaceuticals in the United States. From September 2015 to April 2022, she served as the chief medical officer and deputy general manager at Jiangsu Hengrui Pharmaceutical Co., Ltd.* (江蘇恒瑞醫藥股份有限公司).

Dr. Zou graduated with a bachelor's degree in clinical medicine from the Fourth Military Medical University* (第四軍醫大學) in July 1995. She graduated with a doctorate degree in clinical oncology from the Second Military Medical University* (第二軍醫大學) in August 2005.

If Dr. Zou is re-elected and appointed as an executive Director at the AGM, the Company will enter into a service contract with Dr. Zou in relation to her appointment as an executive Director for a term of three years commencing from the date of approval of her appointment at the AGM, 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-appointment in accordance with the Articles of Association and the Hong Kong Listing Rules. Dr. Zou's director's remuneration will be determined based on the remuneration plan to be approved by the Shareholders at the AGM and with reference to her 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. Dr. Zou has not entered into nor proposed to enter into any service contracts, which fall within the meanings of Rule 13.68 of the Hong Kong Listing Rules requiring the prior approval of shareholders of the Company at general meetings, with the Company. For the year ended 31 December 2023, Dr. Zou received an annual remuneration (including performance bonus and other benefits) of approximately RMB5,861,000 for her services provided to the Group.

Li Cong 李聰

Mr. Li Cong (李聰), aged 60, is currently an executive Director and co-chief executive officer of the Company. Mr. Li joined the Group and was appointed to the Board in December 2016.

Mr. Li has over 20 years of experience in the pharmaceutical industry. Mr. Li's main experience includes: from July 1986 to December 1997, he was a lecturer on pathological anatomy of Shanghai Tiedao University School of Medicine; from December 1997 to January 2004, he served as the sales director of the Shanghai branch of NOVO Nordisk (China) Pharmaceuticals Co., Ltd.; from January 2004 to March 2019, he held the positions of manager of East China Region, sales director, assistant to general manager and general manager at Tonghua Dongbao Pharmaceutical Co., Ltd.* (通化東寶藥業股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 600867.SH)). Since June 2019, he has been serving as director and general manager of Suzhou Landing Biopharmaceutical Co., Ltd.* (蘇州蘭鼎生物製藥有限公司).

Mr. Li obtained his bachelor's degree in medicine from Shanghai Tiedao University School of Medicine (now known as Tongji University School of Medicine) in July 1986.

As at the Latest Practicable Date, Mr. Li is deemed to be interested in 127,020 A Shares under the SFO.

If Mr. Li is re-elected and appointed as an executive Director at the AGM, the Company will enter into a service contract with Mr. Li in relation to his appointment as an executive Director for a term of three years commencing from the date of approval of his appointment at the AGM, 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-appointment in accordance with the Articles of Association and the Hong Kong Listing Rules. Mr. Li's director's remuneration will be determined based on the remuneration plan to be approved by the Shareholders at the AGM and 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. Li has not entered into nor proposed to enter into any service contracts, which fall within the meanings of Rule 13.68 of the Hong Kong Listing Rules requiring the prior approval of shareholders of the Company at general meetings, with the Company. For the year ended 31 December 2023, Mr. Li received an annual remuneration (including performance bonus and other benefits) of approximately RMB4,224,000 for his services provided to the Group.

Zhang Zhuobing 張卓兵

Mr. Zhang Zhuobing (張卓兵), aged 56, is currently an executive Director and deputy general manager of the Company. Mr. Zhang joined the Group in December 2012 and was appointed to the Board in December 2016.

Mr. Zhang has over 20 years of experience in the pharmaceutical industry. Mr. Zhang has been a deputy general manager of Shanghai Union Biopharm from November 2011 to November 2015, the legal representative, executive director and general manager of Suzhou Union since October 2013, the legal representative, executive director and general manager of Wuxi Junshi Biomedical Technology Co., Ltd.* (無錫君實生物醫藥科技有限公司) since December 2022, the legal representative and executive director of Wuxi Runmin Pharmaceutical Technology Co., Ltd.* (無錫潤民醫藥科技有限公司) since December 2022, the legal representative and executive director of Junshi Biotechnology since August 2023, the legal representative, executive director and general manager of Suzhou Junmeng since August 2023, the legal representative of Shanghai Runmin Changjian Biomedical Technology Co., Ltd.* (上海潤民長健生物醫藥技術有限公司) since December 2023, a director of Beijing Tianshi Pharmaceutical Technology Co., Ltd.* (北京天實醫藥科技有限公司) from April 2016 to November 2023, a director of Shanghai Junshi Xihai Biotechnology Co., Ltd.* (上海君實西海生物科技有限公司) since September 2021, and a director of Shanghai Junshi Kong Biotechnology Co., Ltd.* (上海君實康生物科技有限公司) since December 2021.

Mr. Zhang was one of the founders of the Company when it was established in December 2012 and was a supervisor of the Company from December 2012 to March 2013.

Mr. Zhang's main experience prior to joining the Group includes: from January 1997 to May 2004, he served as a department manager of Yantai Medgenn Biopharmaceutical Co., Ltd.* (煙台麥得津生物醫藥有限公司); from May 2005 to October 2008, he served as a scientific researcher of Viron Therapeutics Inc., Canada; from November 2008 to September 2011, he served as a deputy director in Institute of Biopharmaceuticals of Nanjing Simcere Pharmaceutical Research Institute; since February 2011, he has been the chairman of the board of directors of Yongzhuo Boji (Shanghai) Biosciences Technology Co., Ltd.* (永卓博濟(上海)生物醫藥技術有限公司).

Mr. Zhang obtained his bachelor's degree in biology from Xinjiang University in July 1988 and his master's degree in biochemistry from Tsinghua University in the PRC in July 1995. Mr. Zhang was awarded the first prize of the Shandong district award for invention in 2005.

As at the Latest Practicable Date, Mr. Zhang is deemed to be interested in 9,120,000 A Shares.

If Mr. Zhang is re-elected and appointed as an executive Director at the AGM, the Company will enter into a service contract with Mr. Zhang in relation to his appointment as an executive Director for a term of three years commencing from the date of approval of his appointment at the AGM, 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-appointment in accordance with the Articles of Association and the Hong Kong Listing Rules. Mr. Zhang's director's remuneration will be determined based on the remuneration plan to be approved by the Shareholders at the AGM and 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. Zhang has not entered into nor proposed to enter into any service contracts, which fall within the meanings of Rule 13.68 of the Hong Kong Listing Rules requiring the prior approval of shareholders of the Company at general meetings, with the Company. For the year ended 31 December 2023, Mr. Zhang received an annual remuneration (including performance bonus and other benefits) of approximately RMB8,126,000 for his services provided to the Group.

Yao Sheng 姚盛

Dr. Yao Sheng (姚盛), aged 48, is currently an executive Director and deputy general manager of the Company. Dr. Yao joined the Group in June 2014 and was appointed to the Board in December 2016.

Dr. Yao's main experience prior to joining the Group includes: from January 2003 to April 2004, he was a postdoctoral researcher at Mayo Medical School; from May 2004 to December 2010, he was a lecturer and research fellow at the Johns Hopkins University School of Medicine; from January 2011 to October 2011, he was a research scientist at Yale University School of Medicine; from October 2011 to June 2014, he was a senior scientist at Amplimmune Inc., a subsidiary of AstraZeneca, responsible for the tumor immunology and anti-autoimmune diseases antibody project. Dr. Yao is also the chief executive officer of TopAlliance.

Dr. Yao obtained his bachelor's degree in biotechnology from School of Life Sciences of Peking University in June 1998 and his Ph.D. degree in molecular genetics from Albert Einstein College of Medicine in the United States in January 2003. Dr. Yao has a number of articles published in journals including Nature Communications, Science Advances, Immunity, Jem, Blood and JI.

As at the Latest Practicable Date, Dr. Yao is deemed to be interested in 1,200,000 A Shares under the SFO.

If Dr. Yao is re-elected and appointed as an executive Director at the AGM, the Company will enter into a service contract with Dr. Yao in relation to his appointment as an executive Director for a term of three years commencing from the date of approval of his appointment at the AGM, 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-appointment in accordance with the Articles of Association and the Hong Kong Listing Rules. Dr. Yao's

director's remuneration will be determined based on the remuneration plan to be approved by the Shareholders at the AGM and 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. Dr. Yao has not entered into nor proposed to enter into any service contracts, which fall within the meanings of Rule 13.68 of the Hong Kong Listing Rules requiring the prior approval of shareholders of the Company at general meetings, with the Company. For the year ended 31 December 2023, Dr. Yao received an annual remuneration (including performance bonus and other benefits) of approximately RMB8,014,000 for his services provided to the Group.

Wang Gang 王剛

Dr. Wang Gang (王剛), aged 66, is currently an executive Director and deputy general manager of the Company. Dr. Wang joined the Group in August 2019 and was appointed to the Board in October 2023.

Dr. Wang obtained a Ph.D degree in Pharmacology and Toxicology from the School of Medicine of Dartmouth College in the United States in September 1995. He has been serving as the deputy general manager and chief quality officer of the Company since 29 August 2019. He has been serving as an independent director of Obio Technology (Shanghai) Corp., Ltd.* (和元生物技術(上海)股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 688238. SH)) since January 2021, an independent director of Hrain Biotechnology Co., Ltd.* (上海恒潤達生生物科技股份有限公司) since June 2021, and an independent director of Hangzhou Sciwind Biosciences Co., Ltd.* (杭州先為達生物科技股份有限公司) since September 2023. Prior to joining the Company, he served as a postdoctoral researcher at the National Institutes of Health from October 1995 to June 1998. From June 1998 to July 1999, he served as a research scientist at Osiris Therapeutics in the United States. From August 1999 to August 2003, he served as a biologist at the National Institutes of Health. From August 2003 to June 2005, he served as an assistant professor at the University of Texas. From June 2005 to April 2017, he served in various positions, including the senior policy advisor, assistant director of the China office, senior reviewer and presiding officer, at the United States Food And Drug Administration. From April 2017 to April 2018, he served as the chief scientist in charge of compliance and inspection at the Drug Evaluation Center of the China Food and Drug Administration (CFDA). From May 2018 to August 2019, he served as the vice president for quality (Shanghai) at WuXi Biologics Co., Ltd.* (無錫藥明生物技術股份有限公司).

As at 31 December 2023, Dr. Wang is deemed to be interested in 172,000 A Shares under the SFO.

If Dr. Wang is re-elected and appointed as an executive Director at the AGM, the Company will enter into a service contract with Dr. Wang in relation to his appointment as an executive Director for a term of three years commencing from the date of approval of his appointment at the AGM, 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-appointment in accordance with the Articles of Association and the Hong Kong Listing

Rules. Dr. Wang's director's remuneration will be determined based on the remuneration plan to be approved by the Shareholders at the AGM and 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. Dr. Wang has not entered into nor proposed to enter into any service contracts, which fall within the meanings of Rule 13.68 of the Hong Kong Listing Rules requiring the prior approval of shareholders of the Company at general meetings, with the Company. For the year ended 31 December 2023, Dr. Wang received an annual remuneration (including performance bonus and other benefits) of approximately RMB1,324,000 for his position as an executive Director.

Li Xin 李鑫

Dr. Li Xin (李鑫), aged 45, is currently an executive Director and the Senior Vice President of Government Affairs of the Company. Dr. Li joined the Group and was appointed to the Board in October 2023.

Dr. Li obtained a Ph.D degree in Enterprise Development and Strategic Management from Fudan University in 2005 and obtained an Executive Master of Business Administration (EMBA) degree from the Tsinghua University PBC School of Finance. She has been serving as an executive Director and the Senior Vice President of Government Affairs of the Company since February 2024, and served as a non-executive Director of the Company from October 2023 to February 2024. From September 2014 to December 2020, she served as the vice president of Greenland Financial Holdings Group Co., Ltd.* (綠地金融投資控股集團有限公司). She has been serving as the vice president of Greenland Jinchuang Technology Group Co., Ltd.* (綠地金創科技集團有限公司) since January 2021; a director of Greenland Digital Technology Co., Ltd.* (綠地數字科技有限公司) since August 2022; and an executive director of Shanghai Jiakai Investment Management Co., Ltd.* since April 2015.

As at the Latest Practicable Date, Dr. Li is interested in 12,060 A Shares and 82,854 H Shares under the SFO.

If Dr. Li is re-elected and appointed as an executive Director at the AGM, the Company will enter into a service contract with Dr. Li in relation to her appointment as an executive Director for a term of three years commencing from the date of approval of her appointment at the AGM, 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-appointment in accordance with the Articles of Association and the Hong Kong Listing Rules. Dr. Li's director's remuneration will be determined based on the remuneration plan to be approved by the Shareholders at the AGM and with reference to her 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. Dr. Li has not entered into nor proposed to enter into any service contracts, which fall within the meanings of Rule 13.68 of the Hong Kong Listing Rules requiring the prior approval of shareholders of the Company at general meetings, with the Company. For the year ended 31 December 2023, Dr. Li did not receive any remuneration for her position as a non-executive Director.

NON-EXECUTIVE DIRECTOR**Tang Yi 湯毅**

Mr. Tang Yi (湯毅), aged 55, is currently a non-executive Director and member of the Audit Committee. Dr. Li joined the Group and was appointed to the Board in May 2015.

Mr. Tang has over 20 years of experience in the equity investment industry. Mr. Tang's main experience includes: from 1991 to 1993, he served as a department manager of Shenzhen Shekou Foreign Economic Development Company* (深圳蛇口對外經濟發展公司); from 1993 to 1996, he served as the general manager of Shenzhen Yuesi Industrial Co., Ltd* (深圳市粵絲實業公司); since June 1996, he has been the chairman of the board of directors at Shenzhen Finevalue Technology Co., Ltd.* (深圳泛友創業投資有限公司); since December 2010, he has been the chairman of the board of directors at Shenzhen Dingyuan Growth Investment Management Co., Ltd.* (深圳市鼎源成長投資管理有限公司); from October 2010 to October 2013, he was a director at Jiajia Food Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange with stock code 002650.SZ); from June 2011 to November 2018, he was a director of SMMC Marine Drive Systems (Suzhou) Co., Ltd. (a company previously listed on NEEQ (previous stock code: 832549.NEEQ) and delisted in August 2017); since April 2013, he has been a director of Shenzhen Qianhai Yuanben Equity Investment Fund Management Co., Ltd.* (深圳前海源本股權投資基金管理有限公司); since July 2013, he has been the representative appointed by the executive partner at Suzhou Ruiyuan Shengben Biological Medicine Management Partnership (LP)* (蘇州瑞源盛本生物醫藥管理合夥企業(有限合夥)), a Shareholder of the Company since July 2017, he has been the chairman of the board of directors of Jiangsu Xinyun Capital Management Co., Ltd.* (江蘇芯雲資本管理有限公司). He is also a director of Suzhou TopAlliance, Suzhou Junao and Suzhou Junshi Biotechnology.

Mr. Tang obtained his bachelor's double degree in mechanical engineering and business management from Huaqiao University in July 1989 and January 1990, respectively.

As at the Latest Practicable Date, Mr. Tang is deemed to be interested in 204,418,286 A Shares and 2,600 H Shares under the SFO.

If Mr. Tang is re-elected and appointed as a non-executive Director at the AGM, the Company will enter into a service contract with Mr. Tang in relation to his appointment as a non-executive Director for a term of three years commencing from the date of approval of his appointment at the AGM, 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-appointment in accordance with the Articles of Association and the Hong Kong Listing Rules. Mr. Tang's director's remuneration will be determined based on the remuneration plan to be approved by the Shareholders at the AGM and 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. Tang has not entered into nor proposed to enter into any service contracts, which fall within the

meanings of Rule 13.68 of the Hong Kong Listing Rules requiring the prior approval of shareholders of the Company at general meetings, with the Company. For the year ended 31 December 2023, Mr. Tang did not receive any remuneration for his position as non-executive Director.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Zhang Chun 張淳

Mr. Zhang Chun (張淳), aged 66, is currently an independent non-executive Director, the Chairman of each of the Audit Committee and the Remuneration and Appraisal Committee, and a member of Strategic Committee. Mr. Zhang joined the Group and was appointed to the Board in June 2020.

Mr. Zhang's main experience includes: from August 1978 to July 1992, he had held various positions in the Industry and Transport Division of the Department of Finance of Jiangsu Province, including the deputy section chief, section chief and deputy division director; from August 1992 to December 1993, he served as the deputy general manager of Jiangsu High and New Technology Venture Capital Company* (江蘇省高新技術風險投資公司); from December 1993 to December 1995, he served as the president of Jiangsu Assets and Equity Exchange and the general manager of Jiangsu Asset Appraisal Company* (江蘇資產評估公司); from December 1995 to December 1999, he served as the director of Jiangsu Certified Public Accountants Company* (江蘇會計師事務所); from December 1999 to September 2010, he served as the director of the asset appraisal center under the Department of Finance of Jiangsu Province; from September 2010 to August 2017, he served as the division chief of Jiangsu Rural Comprehensive Reform Working Group Office; he has retired since August 2017. He has been serving as the independent director of Zhejiang Goldensea Hi-Tech Co., Ltd. (a company listed on the Shanghai Stock Exchange (stock code: 603311.SH)) since August 2023.

Mr. Zhang graduated in accounting from Jiangxi University of Finance and Economics in July 1985, and graduated in law from Party School of the Central Committee of C.P.C in December 2001. He has been qualified as a Chinese Certified Public Accountant since 1994 and Senior Accountant since December 1997.

If Mr. Zhang is re-elected and appointed as an independent non-executive Director at the AGM, the Company will enter into a service contract with Mr. Zhang in relation to his appointment as an independent non-executive Director for a term of three years commencing from the date of approval of his appointment at the AGM, 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-appointment in accordance with the Articles of Association and the Hong Kong Listing Rules. Under the terms of the proposed service contract, the director's fee payable to Mr. Zhang will be RMB200,000 per annum, which was 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. Zhang has not entered into nor proposed to enter into any service

contracts, which fall within the meanings of Rule 13.68 of the Hong Kong Listing Rules requiring the prior approval of shareholders of the Company at general meetings, with the Company. For the year ended 31 December 2023, Mr. Zhang received director's fees of RMB200,000 for his position as an independent non-executive Director.

Feng Xiaoyuan 馮曉源

Dr. Feng Xiaoyuan (馮曉源), aged 67, is currently an independent non-executive Director, the Chairman of the Nomination Committee and member of the Remuneration and Appraisal Committee. Dr. Feng joined the Group and was appointed to the Board in December 2021.

Dr. Feng worked as an operator of the Shanghai Fifth Pharmaceutical Factory from December 1975 to February 1978. He was a radiologist at Huashan Hospital of Fudan University from December 1982 to November 2016. He served as the deputy dean and secretary of the Party Committee at Huashan Hospital of Fudan University from April 2000 to May 2008. From May 2007 to June 2011, he served as the dean of Shanghai Medical College of Fudan University. He served as the vice president of Fudan University from May 2011 to July 2015 and since August 2016, he served as a tenured professor (honorary position, non-faculty position) at Huashan Hospital of Fudan University. He has been appointed as the chairman of the board of directors of Lunqin (Shanghai) Medical Technology Co., Ltd.* (倫琴(上海)醫療科技有限公司) since November 2016. He served as the dean of Shanghai Penta Innovation & Entrepreneurship Institute since January 2018. He has been the president and legal representative of Shanghai Society of Biomedical Engineering since September 2023.

Dr. Feng obtained his bachelor's degree in medicine from Shanghai First Medical College in December 1982 and a doctor's degree in diagnostic radiology Shanghai Medical University in December 1988.

If Dr. Feng is re-elected and appointed as an independent non-executive Director at the AGM, the Company will enter into a service contract with Dr. Feng in relation to his appointment as an independent non-executive Director for a term of three years commencing from the date of approval of his appointment at the AGM, 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-appointment in accordance with the Articles of Association and the Hong Kong Listing Rules. Under the terms of the proposed service contract, the director's fee payable to Dr. Feng will be RMB200,000 per annum, which was 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. Dr. Feng has not entered into nor proposed to enter into any service contracts, which fall within the meanings of Rule 13.68 of the Hong Kong Listing Rules requiring the prior approval of shareholders of the Company at general meetings, with the Company. For the year ended 31 December 2023, Dr. Feng received director's fees of RMB200,000 for his position as an independent non-executive Director.

Meng Anming 孟安明

Dr. Meng Anming (孟安明), aged 60, is currently an independent non-executive Director. Dr. Meng joined the Group and was appointed to the Board in June 2023.

Dr. Meng received a bachelor's degree in agronomy from Southwest Agricultural University* (西南農業大學) in July 1983, and a doctorate degree in genetics from the University of Nottingham in November 1990. He was elected as an academician of the Chinese Academy of Sciences in 2007 and an academician of The World Academy of Sciences for the advancement of science in developing countries in 2008. From December 1990 to December 1992, he worked as a postdoctoral researcher at the School of Biology, China Agricultural University. From December 1992 to August 1998, he served as an associate professor at the School of Biology, China Agricultural University, during which from March 1996 to August 1998, he was a visiting scholar at the Institute of Molecular Medicine and Genetics, Medical College of Georgia in the United States. Since August 1998, he has been a professor at the School of Life Sciences, Tsinghua University.

If Dr. Meng is re-elected and appointed as an independent non-executive Director at the AGM, the Company will enter into a service contract with Dr. Meng in relation to his appointment as an independent non-executive Director for a term of three years commencing from the date of approval of his appointment at the AGM, 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-appointment in accordance with the Articles of Association and the Hong Kong Listing Rules. Under the terms of the proposed service contract, the director's fee payable to Dr. Meng will be RMB300,000 per annum, which was 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. Dr. Meng has not entered into nor proposed to enter into any service contracts, which fall within the meanings of Rule 13.68 of the Hong Kong Listing Rules requiring the prior approval of shareholders of the Company at general meetings, with the Company. For the year ended 31 December 2023, Dr. Meng received director's fees of RMB151,000 for his position as an independent non-executive Director.

Shen Jingkang 沈競康

Dr. Shen Jingkang (沈競康), aged 73, obtained his bachelor's degree in pharmacy from Shanghai First Medical College in August 1975, obtained his master of science in pharmacy from Shanghai Medical University in July 1986, obtained his doctoral degree in pharmacy from Kyoto University in Japan in September 1993, and engaged in postdoctoral research in pharmacy at Shanghai Institute of Materia Medica, Chinese Academy of Sciences from January 1994 to September 1995. From September 1995 to May 2016, he worked as a researcher and PhD supervisor at Shanghai Institute of Materia Medica, Chinese Academy of Sciences. He has served as the chairman of the board of directors of Shanghai Ringene Biopharma Co. Ltd.* (上海凌達生物醫藥有限公司) since September 2018 and an independent director of Yantai MabPlex International Biomedical Co., Ltd. since January 2022.

If Dr. Shen is elected and appointed as an independent non-executive Director at the AGM, the Company will enter into a service contract with Dr. Shen in relation to his appointment as an independent non-executive Director for a term of three years commencing from the date of approval of his appointment at the AGM, 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-appointment in accordance with the Articles of Association and the Hong Kong Listing Rules. Under the terms of the proposed service contract, the director's fee payable to Dr. Shen will be RMB200,000 per annum, which was 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. Dr. Shen has not entered into nor proposed to enter into any service contracts, which fall within the meanings of Rule 13.68 of the Hong Kong Listing Rules requiring the prior approval of shareholders of the Company at general meetings, with the Company.

Yang Yue 楊悦

Dr. Yang Yue (楊悦), aged 51, obtained her bachelor's degree in pharmaceutical business management from Shenyang Pharmaceutical University in July 1995, obtained her master's degree in pharmacology from Shenyang Pharmaceutical University in July 1998, and obtained her doctoral degree in pharmacy from Shenyang Pharmaceutical University in July 2004. From August 1998 to November 2011, she served as a lecturer and associate professor at the School of Business Administration of Shenyang Pharmaceutical University. From December 2011 to September 2020, she was a professor and PhD supervisor. In October 2020, she joined the School of Pharmaceutical Sciences of Tsinghua University as a researcher and PhD supervisor. Currently, she is the leader of the discipline of drug regulatory science of Tsinghua University, the director of the Key Laboratory of Innovative Drug Research and Evaluation of National Medical Products Administration, and a director of China Center for International Economic Exchanges.

If Dr. Yang is elected and appointed as an independent non-executive Director at the AGM, the Company will enter into a service contract with Dr. Yang in relation to her appointment as an independent non-executive Director for a term of three years commencing from the date of approval of her appointment at the AGM, 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-appointment in accordance with the Articles of Association and the Hong Kong Listing Rules. Under the terms of the proposed service contract, the director's fee payable to Dr. Yang will be RMB200,000 per annum, which was determined with reference to her 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. Dr. Yang has not entered into nor proposed to enter into any service contracts, which fall within the meanings of Rule 13.68 of the Hong Kong Listing Rules requiring the prior approval of shareholders of the Company at general meetings, with the Company.

As at the Latest Practicable Date, save as disclosed above, each of the above nominated Directors has confirmed that he/she: (i) does not hold any position in the Company or any other subsidiaries of the Company, nor did he/she 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, supervisors, senior management or substantial shareholders (as defined in the Hong Kong 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 is no other information required to be disclosed by the Directors proposed to be re-elected at the AGM pursuant to Rule 13.51(2) of the Hong Kong Listing Rules and the Company is not aware of any other matters in relation to their standing for re-election as Directors that need to be brought to the attention of the Shareholders.

Biographical details of the candidates for non-employee representative Supervisors nominated for re-election to the fourth session of the Board of Supervisors as at the Latest Practicable Date are set out as follows:

Kuang Hongyan 匡洪燕

Ms. Kuang Hongyan (匡洪燕), aged 52, graduated from Jiangxi University of Finance and Economics with a bachelor's degree in management in 1993 and obtained a master's degree in finance from Nankai University in July 2005. She served as a lecturer at the accounting department of Jiangxi University of Finance and Economics from September 1993 to October 1996, and a staff member of the accounting and settlement department, a deputy general manager of the accounting and settlement department and a deputy general manager of the human resources department of Shenzhen branch, and the vice president, a deputy general manager of the retail business department and the general manager of the service management department of Overseas Chinese Town sub-branch of China Construction Bank from October 1996 to March 2010. From 2010 to 2019, she served as a deputy general manager of the legal and compliance department and the general manager of the human resources department of Shanghai branch, China Everbright Bank. Since 2019, she has served as the chairman of Anhui Zhongyi Zhilv Information Technology Co., Ltd.* (安徽中意之旅信息科技股份有限公司), an executive director and the general manager of Anhui Zhongyi Credit Limited* (安徽中意微信有限公司) and an executive director of Shanghai Zhongyi Zhifu Asset Management Company Limited (上海中意之富資產管理有限公司).

If Ms. Kuang is elected and appointed as non-employee representative Supervisor at the AGM, the Company will enter into a service contract with Ms. Kuang in relation to her appointment as non-employee representative Supervisor for a term of three years commencing from the date of approval of her appointment at the AGM, 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-appointment in accordance with the Articles of Association and the Hong Kong Listing Rules. Under the terms of the proposed service contract, Ms. Kuang will not receive any remuneration for serving as a non-employee representative Supervisor.

Wang Pingping 王萍萍

Ms. Wang Pingping (王萍萍), aged 42, is currently a non-employee representative Supervisor. Ms. Wang joined the Group and was appointed to the Board of Supervisors in June 2018.

Ms. Wang has been a full-time teacher at the College of Economics and Management of the Shanghai University of Electric Power since March 2006. She obtained her bachelor's degree in statistics from Shanghai University of Finance and Economics in June 2003 and her master's degree in statistics from Shanghai University of Finance and Economics, the PRC in January 2006 and was awarded the college teacher qualification by the Shanghai Municipal Education Commission in September 2006.

APPENDIX XI PARTICULARS OF THE SUPERVISORS PROPOSED TO BE RE-ELECTED

If Ms. Wang is re-elected and appointed as non-employee representative Supervisor at the AGM, the Company will enter into a service contract with Ms. Wang in relation to her appointment as non-employee representative Supervisor for a term of three years commencing from the date of approval of her appointment at the AGM, 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-appointment in accordance with the Articles of Association and the Hong Kong Listing Rules. Under the terms of the proposed service contract, Ms. Wang will not receive any remuneration for serving as a non-employee representative Supervisor.

As at the Latest Practicable Date, save as disclosed above, each of the above nominated non-employee representative Supervisors has confirmed that she: (i) does not hold any position in the Company or any other subsidiaries of the Company, nor did she 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, supervisors, senior management or substantial shareholders (as defined in the Hong Kong 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 is no other information required to be disclosed by the non-employee representative Supervisors proposed to be re-elected at the AGM pursuant to Rule 13.51(2) of the Hong Kong Listing Rules and the Company is not aware of any other matters in relation to their standing for re-election as non-employee representative Supervisors that need to be brought to the attention of the Shareholders.

APPENDIX XII ESTIMATED EXTERNAL GUARANTEE QUOTA FOR 2024

Details of the resolution in relation to the addition of the estimated external guarantee quota of the Company for 2024 are as follows:

- Name of the guaranteed parties: Shanghai Junshi Biotechnology Co., Ltd.* (上海君實生物工程有限公司) (“**Junshi Biotechnology**”), Suzhou Union Biopharm Biosciences Co. Ltd.* (蘇州眾合生物醫藥科技有限公司) (“**Suzhou Union**”), Suzhou Junmeng Biosciences Co., Ltd.* (蘇州君盟生物醫藥科技有限公司) (“**Suzhou Junmeng**”), Suzhou Junao Precision Medicine Co., Ltd.* (蘇州君奧精準醫學有限公司) (“**Suzhou Junao**”), Suzhou Junshi Biotechnology Co., Ltd.* (蘇州君實生物工程有限公司) (“**Suzhou Junshi Biotechnology**”) and other wholly-owned and controlled subsidiaries as well as wholly-owned and controlled subsidiaries newly established or acquired through acquisition during the authorization period of Shanghai Junshi Biosciences Co., Ltd.* (the “**Company**”) (the “**Guaranteed Parties**”);
- Amount of the guarantee: In 2024, the Company proposes to provide the above Guaranteed Parties with an estimated external guarantee quota to an amount not exceeding RMB5.0 billion. As of the date of this announcement, the total amount of external guarantee quota provided by the Company was RMB6.2 billion, of which the unused quota within the approved guarantee quota was RMB2,880 million;
- No counter-guarantee has been provided for this guarantee;
- This matter needs to be submitted to the Company’s 2023 annual general meeting for consideration.

I. OVERVIEW OF THE GUARANTEE

(1) Overview of the situation

In order to meet the capital needs of the Company and its subsidiaries for production, operation and business development, taking into account the Company’s 2024 development plan, in 2024, the Company intends to provide guarantee for the Guaranteed Parties when there is the need to apply for bank loan financing and for daily operation, and the total amount of guarantees is expected not to exceed RMB5.0 billion with the authorization period of 12 months from the date of approval by the general meeting. Details such as the specific amount, period and fee rate of the guarantee shall be determined by the Company and the Guaranteed Parties and financial institutions such as the lending bank within the aforementioned quota through negotiation. For matters relating to the guarantee, the officially-signed guarantee documents shall prevail. The use of banking credit under the guarantee and/or the projects involved should conform to the Company’s approved business plan, such matters should be performed, and corresponding approvals shall be obtained, in accordance with the provisions of the Articles of Association of Shanghai Junshi Biosciences Co., Ltd.* (the “**Articles of Association**”).

APPENDIX XII ESTIMATED EXTERNAL GUARANTEE QUOTA FOR 2024

As the above guarantee quota is an estimated amount based on the current business situation of the Company, to ensure the actual needs of the Company's production and operation and improve the flexibility of external guarantees with overall risk under control, such guarantee quota can be adjusted among the Guaranteed Parties during the authorization period. The board of directors of the Company (the "Board of Directors") has proposed at the general meeting to authorize the Board of Directors and its authorized persons to, within the scope of the aforementioned guarantee quota, handle the specific matters for providing the guarantee within 12 months upon the approval of the general meeting according to the needs of the Company's actual operating conditions.

(2) Review and approval procedures

At the twenty-ninth meeting of the third session of the Board of Directors held on 28 March 2024, the Company considered and approved the "Resolution on Estimated External Guarantee Quota for 2024". This resolution needs to be submitted to the Company's 2023 annual general meeting for consideration.

II. GENERAL INFORMATION OF THE GUARANTEED PARTIES

(1) Shanghai Junshi Biotechnology Co., Ltd.*

Date of incorporation: 29 June 2016

Place of registration: No. 1069 Xinyang Road, Lingang New Area, China (Shanghai) Pilot Free Trade Zone

Legal representative: Zhang Zhuobing

Scope of business: General items: Engaging in technical services, technical consulting, technology development, and technology transfer in the fields of biotechnology and biopharmaceutical technology, import and export of goods; import and export of technologies. (Except for items subject to approval in accordance with the law, business activities shall be carried out independently under the business license in accordance with the law) Licensed items: Production of medicines; entrusted production of medicines; wholesale of medicines; import and export of medicines; retail of medicines. (Items that are subject to approval in accordance with the law may only be carried out upon approval by relevant departments. The specific operation items are subject to the approvals or licenses from relevant departments)

Relationship with the Company: A wholly-owned subsidiary of the Company, the Company holds 100% of its equity

APPENDIX XII ESTIMATED EXTERNAL GUARANTEE QUOTA FOR 2024

Key financial data: At the end of 2023, Junshi Biotechnology had total assets of RMB3,123,799,900, total liabilities of RMB2,712,470,500 and net assets of RMB411,329,400. In 2023, Junshi Biotechnology recorded revenue of RMB542,091,200 and net profit of RMB-81,271,500. After deducting non-recurring gains and losses, its net profit was RMB-93,582,400. The above financial data for 2023 has been audited by RSM China (Special General Partnership).

Junshi Biotechnology is legally existing in accordance with the law, is not a defaulter and has good capacity for the performance of contracts.

(2) Suzhou Union Biopharm Biosciences Co. Ltd.*

Date of incorporation: 12 October 2013

Place of registration: No. 999, Longqiao Road, Wujiang Economic and Technological Development Zone

Legal representative: Zhang Zhuobing

Scope of business: Research and development of bulk pharmaceutical chemical and new drug and related technology development, technical consultation, technology transfer and technical services; research, development and sales of pharmaceutical intermediates (except for drugs and dangerous chemicals) and related technology development, technical consultation, technology transfer and technical services; manufacturing and sales of monoclonal antibody injection; operation and agency of various goods and technologies import and export business (except for goods and technologies that are restricted or prohibited from importing and exporting by the state). (Items that are subject to approval in accordance with the law may only be carried out upon approval by relevant departments)

Relationship with the Company: A wholly-owned subsidiary of the Company, the Company holds 100% of its equity

Key financial data: At the end of 2023, Suzhou Union had total assets of RMB761,699,000, total liabilities of RMB132,600,900 and net assets of RMB629,098,100. In 2023, Suzhou Union recorded revenue of RMB204,578,500 and net profit of RMB-79,100,500. After deducting non-recurring gains and losses, its net profit was RMB-16,336,100. The above financial data for 2023 has been audited by RSM China (Special General Partnership).

Suzhou Union is legally existing in accordance with the law, is not a defaulter and has good capacity for the performance of contracts.

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(3) Suzhou Junmeng Biosciences Co., Ltd.*

Date of incorporation: 12 October 2013

Place of registration: East side of Chang'an Road, Wujiang Economic and Technological Development Zone (located in Wujiang Science and Technology Pioneer Park)

Legal representative: Zhang Zhuobing

Scope of business: Licensed items: Production of medicines; entrusted production of medicines; wholesale of medicines; import and export of medicines; manufacturing of Class II medical devices; manufacturing of Class III medical devices; operation of Class III medical devices (Items that are subject to approval in accordance with the law may only be carried out upon approval by relevant departments. The specific operation items are subject to the approval results) General items: Technical services, technology development, technology consulting, technology exchange, technology transfer, technology promotion; medical research and experimental development; technology research and development of biochemical products; cell technology research & development and application; import and export of technologies; domestic trade agency; manufacturing of Class I medical devices; sales of Class I medical devices; sales of Class II medical devices (Except for items subject to approval in accordance with the law, business activities shall be carried out independently under the business license in accordance with the law)

Relationship with the Company: A wholly-owned subsidiary of the Company, the Company holds 100% of its equity

Key financial data: At the end of 2023, Suzhou Junmeng had total assets of RMB927,466,200, total liabilities of RMB506,931,100 and net assets of RMB420,535,100. In 2023, Suzhou Junmeng recorded revenue of RMB210,349,600 and net profit of RMB2,060,900. After deducting non-recurring gains and losses, its net profit was RMB-10,965,100. The above financial data for 2023 has been audited by RSM China (Special General Partnership).

Suzhou Junmeng is legally existing in accordance with the law, is not a defaulter and has good capacity for the performance of contracts.

(4) Suzhou Junao Precision Medicine Co., Ltd.*

Date of incorporation: 10 January 2018

Place of registration: Unit 17-B501, Creative Industry Park, No. 328 Xinghu Street, Suzhou Industrial Park, Suzhou Area, China (Jiangsu) Pilot Free Trade Zone

Legal representative: Xiong Jun

APPENDIX XII ESTIMATED EXTERNAL GUARANTEE QUOTA FOR 2024

Scope of business: Research on precision medicine technology, technology transfer and technological service; medical project investment. (Items that are subject to approval in accordance with the law may only be carried out upon approval by relevant departments)

Relationship with the Company: A wholly-owned subsidiary of the Company, the Company indirectly holds 100% of its equity

Key financial data: At the end of 2023, Suzhou Junao had total assets of RMB527,720,300, total liabilities of RMB455,649,000 and net assets of RMB72,071,300. In 2023, Suzhou Junao recorded revenue of RMB0 and net profit of RMB-2,126,200. After deducting non-recurring gains and losses, its net profit was RMB-2,188,700. The above financial data for 2023 has been audited by RSM China (Special General Partnership).

Suzhou Junao is legally existing in accordance with the law, is not a defaulter and has good capacity for the performance of contracts.

(5) Suzhou Junshi Biotechnology Co., Ltd.*

Date of incorporation: 19 June 2018

Place of registration: No. 8 Weizheng Road, Suzhou Industrial Park

Legal representative: Xiong Jun

Scope of business: Technology service, technology consultation, technology development and technology transfer in the biological technology and biopharmaceutical field. (Items that are subject to approval in accordance with the law may only be carried out upon approval by relevant departments)

Relationship with the Company: A wholly-owned subsidiary of the Company, the Company indirectly holds 100% of its equity

Key financial data: At the end of 2023, Suzhou Junshi Biotechnology had total assets of RMB323,290,200, total liabilities of RMB248,217,400 and net assets of RMB75,072,800. In 2023, Suzhou Junshi Biotechnology recorded revenue of RMB0 and net profit of RMB-1,190,500. After deducting non-recurring gains and losses, its net profit was RMB-1,190,300. The above financial data of Suzhou Junshi Biotechnology for 2023 has been audited by RSM China (Special General Partnership).

Suzhou Junshi Biotechnology is legally existing in accordance with the law, is not a defaulter and has good capacity for the performance of contracts.

III. MAIN CONTENT OF THE GUARANTEE AGREEMENT

As of the date of this announcement, except for the existing external guarantees with Junshi Biotechnology, Suzhou Junmeng, Suzhou Junao and Suzhou Junshi Biotechnology as the Guaranteed Parties, the Company has not yet signed any relevant agreements with regard to the guarantees for 2024, and the above planned total amount of guarantees is merely an estimated guarantee quota that the Company intends to provide, and it will take effect after being submitted to the Company's general meeting for review and approval. When business actually occurs, the amount, period, fee rate and other details of the guarantee shall be determined by the Company and the Guaranteed Parties with financial institutions such as the lending bank within the aforementioned quota through negotiation. For matters relating to the guarantee, the officially-signed guarantee documents shall prevail.

IV. REASONS FOR AND NECESSITY OF THE GUARANTEE

The Guaranteed Parties are all wholly-owned subsidiaries or controlled subsidiaries of the Company and have good prospects for business development. The external guarantee to be provided by the Company this time is for the purpose of ensuring normal production and operation of its subsidiaries and the needs of the rapid development of project construction, as well as for the purpose of applying for credit by its subsidiaries and for their daily operation. The Company and relevant subsidiaries are operating in good condition, and the guarantee risks are controllable. There are no such circumstances that are detrimental to the interests of the Company and other shareholders, especially minority shareholders.

V. OPINION OF THE BOARD OF DIRECTORS

At the twenty-ninth meeting of the third session of the Board of Directors on 28 March 2024, the Company considered and passed the "Resolution on Estimated External Guarantee Quota for 2024". The Board of Directors is of the view that the Company's estimated external guarantee quota for 2024 has been determined after taking into comprehensive consideration of the business development needs of the Company and its subsidiaries, and thus it is in line with the actual operating conditions and overall development strategy of the Company. The Guaranteed Parties are all wholly-owned subsidiaries or controlled subsidiaries of the Company, with good assets credit status, and the guarantee risks are controllable. The guarantee matters are in the interests of the Company and all shareholders.

VI. CUMULATIVE AMOUNT OF EXTERNAL GUARANTEES AND AMOUNT OF OVERDUE GUARANTEES

As of the date of this announcement, the Company's total external guarantee quota amounted to RMB6,200 million (representing the sum of the unused quota within the approved guarantee quota and the actual balance of guarantee, excluding the guarantee quota approved this time), accounting for 86.70% and 54.66% of the latest audited net assets and total assets of the Company, respectively, of which, the actual balance of guarantee for its wholly-owned subsidiary, Junshi Biotechnology, was RMB500 million, accounting for 6.99% and 4.41% of

APPENDIX XII ESTIMATED EXTERNAL GUARANTEE QUOTA FOR 2024

the latest audited net assets and total assets of the Company, respectively; the actual balance of guarantee for its wholly-owned subsidiary, Suzhou Junmeng, was RMB480 million, accounting for 6.71% and 4.23% of the latest audited net assets and total assets of the Company, respectively; the actual balance of guarantee for its wholly-owned subsidiary, Suzhou Junao, was RMB1,600 million, accounting for 22.37% and 14.11% of the latest audited net assets and total assets of the Company, respectively; the actual balance of guarantee for its wholly-owned subsidiary, Suzhou Junshi Biotechnology, was RMB740 million, accounting for 10.35% and 6.52% of the latest audited net assets and total assets of the Company, respectively; The unused quota within the approved guarantee quota was RMB2,880 million. As at the date of this announcement, the Company does not have overdue guarantees.

Note: Financial figures set out in the above resolution is prepared in accordance with PRC GAAP.

* *For identification purpose only*

This appendix serves as an explanatory statement, as required by the Hong Kong Listing Rules, to enable the Shareholders to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate.

I. SHARE CAPITAL

As at the Latest Practicable Date, the share capital of the Company was 985,689,871 comprising 219,295,700 A Shares and 766,394,171 H Shares. Subject to the passing of the proposed resolution for the Repurchase Mandate, on the basis that no further H Shares are issued on or prior to the AGM and the Class Meetings, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 76,639,417 H Shares, representing 10% of the number of H Shares in issue (excluding any treasury Shares) as at the date of passing of the resolution in relation to the Repurchase Mandate.

II. REASON FOR THE REPURCHASE

The Board believes that the Repurchase Mandate provides the Company with the flexibility to repurchase H Shares, which is in the interests of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The repurchase of H Shares will only be made when the Directors believe such repurchase will benefit the Company and the Shareholders.

III. EXERCISE OF THE REPURCHASE MANDATE

Subject to the passing of the special resolution in relation to the grant of the Repurchase Mandate to the Board at the AGM and the Class Meetings, respectively, the Board will be granted the Repurchase Mandate to be effective until the earlier of (1) the conclusion of the first annual general meeting of the Company following the approval of this special resolution; or (2) the date on which the Repurchase Mandate given under the special resolution is revoked or varied by a special resolution of the Shareholders in general meeting. The exercise of the Repurchase Mandate shall be subject to the approval of the relevant PRC regulatory authorities as required by the laws, rules and regulations of the PRC being obtained (if applicable).

IV. FUNDING OF THE REPURCHASE

In repurchasing its H Shares, the Company may only apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association, the Hong Kong Listing Rules and the applicable laws, rules and regulations of the PRC.

V. IMPACT ON WORKING CAPITAL

The Directors consider that there would not be a material adverse impact on the working capital or the gearing position of the Company in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period, as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 31 December 2023. However, the Directors do not propose to exercise the General Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital needs or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of H Shares to be repurchased, the H Share price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regarded to the market circumstances then prevailing, in the best interests of the Company.

VI. H SHARE PRICES

The highest and lowest trading prices for the H Shares on the Hong Kong Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Highest Price <i>HK\$ per share</i>	Lowest Price <i>HK\$ per share</i>
2023		
May	30.35	25.55
June	25.35	21.90
July	25.10	22.70
August	24.45	21.05
September	21.30	17.48
October	21.70	15.66
November	23.45	20.80
December	23.70	18.02
2024		
January	19.02	12.18
February	13.06	11.32
March	12.44	9.81
April	11.76	9.24
May (up to the Latest Practicable Date)	13.78	11.82

VII. STATUS OF REPURCHASED H SHARES

The Company may cancel the H Shares bought back under the Repurchase Mandate, and/or (subject to the amendments to the Hong Kong Listing Rules relating to treasury shares published by the Hong Kong Stock Exchange on 12 April 2024 becoming effective on 11 June 2024) hold them as treasury shares subject to certain conditions, for example, market conditions, purposes of share repurchase and capital management needs of the Group, at the relevant time of the share repurchase.

VIII. SHARE REPURCHASES MADE BY THE COMPANY

During the Reporting Period, the Company repurchased a total of 781,486 A Shares, representing 0.0793% of the total issued shares of the Company, on the Shanghai Stock Exchange, all of which have not been cancelled:

Date of repurchase	Number of A Shares repurchased	Price per share		Aggregate amount paid RMB
		Highest RMB	Lowest RMB	
27 September 2023	388,445	38.99	37.91	15,025,203.47
18 October 2023	171,266	40.49	40.14	6,903,343.98
22 December 2023	119,316	41.69	41.34	4,954,689.90
7 March 2024	102,459	29.35	29.21	2,999,988.23

Save as disclosed above, the Company had not purchased any Shares on the Hong Kong Stock Exchange or the Shanghai Stock Exchange or otherwise during the six months immediately preceding the Latest Practicable Date.

IX. DIRECTORS' UNDERTAKING

The Directors, so far as the same may be applicable, will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Hong Kong Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

X. DISCLOSURE OF INTERESTS

To the best of knowledge of the Directors having made all reasonable enquiries, none of the Directors or their respective close associates has any present intention to sell to the Company any of the H Shares in the Company if the Repurchase Mandate is approved at the AGM and the Class Meetings.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any H Shares nor has such core connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

XI. IMPLICATIONS UNDER THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 26 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the Directors are not aware of any consequence which may arise under the Takeovers Code and any similarly applicable laws as a consequence of any repurchase of Shares under the Repurchase Mandate.

The Company confirms that neither this Explanatory Statement nor the Repurchase Mandate has any unusual features.

Details of the proposed amendments to the Articles of Association are as follows:

Original provisions	After amendments
<p>Article 1 Shanghai Junshi Biosciences Co., Ltd. (the “Company”) is a joint stock company with limited liability incorporated in accordance with 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 Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Companies Listing Overseas (the “Mandatory Provisions”), the Letter of Opinions on the Amendments to Articles of Association of Companies Listed in Hong Kong of the Overseas-Listing Department of the CSRC and the Production System Department of the State Commission for Restructuring the Economic System, the Rules Governing the Listing of Securities on the STAR Market on the Shanghai Stock Exchange (“STAR Market Listing Rules”), the Reply of the State Council on Adjusting the Provisions to Matters Including the Notice Period for Convention of General Meetings Applicable to Overseas Listed Companies (No. 97 [2019] of the State Council), Guidance for the Articles of Listed Company, Code of Corporate Governance for Listed Companies in China, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant regulations.</p> <p>These Articles are formulated with a view to protect the legitimate rights and interests of the Company, its shareholders and creditors and to regulate the Company’s organizations and conducts.</p>	<p>Article 1 Shanghai Junshi Biosciences Co., Ltd. (the “Company”) is a joint stock company with limited liability incorporated in accordance with 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 Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, the Mandatory Provisions for Companies Listing Overseas (the “Mandatory Provisions”), the Letter of Opinions on the Amendments to Articles of Association of Companies Listed in Hong Kong of the Overseas-Listing Department of the CSRC and the Production System Department of the State Commission for Restructuring the Economic System, the Rules Governing the Listing of Securities on the STAR Market on the Shanghai Stock Exchange (“STAR Market Listing Rules”), the Reply of the State Council on Adjusting the Provisions to Matters Including the Notice Period for Convention of General Meetings Applicable to Overseas Listed Companies (No. 97 [2019] of the State Council), Guidance for the Articles of Listed Company, Code of Corporate Governance for Listed Companies in China, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and other relevant regulations.</p> <p>These Articles are formulated with a view to protect the legitimate rights and interests of the Company, its shareholders and creditors and to regulate the Company’s organizations and conducts.</p>

Original provisions	After amendments
<p>The Company was established by Shanghai Junshi Biosciences Co., Ltd.* (上海君實生物醫藥科技有限公司) by way of entire transformation and registered at the Shanghai Administration for Industry and Commerce on 5 May, 2015 with a business license granted. The unified social credit code is 91310000059383413A.</p>	<p>The Company was established by Shanghai Junshi Biosciences Co., Ltd.* (上海君實生物醫藥科技有限公司) by way of entire transformation and registered at the Shanghai Administration for Industry and Commerce on 5 May, 2015 with a business license granted. The unified social credit code is 91310000059383413A.</p>
<p>The promoters of the Company are: Xiong Fengxiang (熊鳳祥), Suzhou Ruiyuan Shengben Biological Medicine Management Partnership (LP)* (蘇州瑞源盛本生物醫藥管理合夥企業(有限合夥)), Du Yali (杜雅勵), Wu Yang (武洋), Feng Hui (馮輝), Liu Xiaoling (劉小玲), Wu Jun (吳軍), Wang Lifang (王莉芳), Shenzhen Benyu Tianyuan Biological Technology Partnership (LP)* (深圳本裕天源生物科技有限合夥企業(有限合夥)), Ma Jing (馬靜), Li Cong (李聰), Shen Chun (沈淳), Shanghai Baoying Asset Management Co., Ltd.* (上海寶盈資產管理有限公司), Liu Jiankun (劉建坤), Huang Fei (黃菲), Zhou Yuqing (周玉清), Xiong Jun (熊俊), Zhao Yun (趙雲), Jiangsu Yatong Asset Management Co., Ltd.* (江蘇亞通資產管理有限公司), Zhong Lu (鍾鷺), Liu Shaolan (劉少蘭), Nanjing Runjiajiuxi Investment Partnership (LP)* (南京潤嘉久熙投資合夥企業(有限合夥)), Chen Mingxi (陳銘錫), Jin Mingzhe (金明哲), Dai Longlin (戴龍林), Yang Fan (楊帆), Shanghai Yingding Investment Management Partnership (LP)* (上海盈定投資管理合夥企業(有限合夥)) and He Min (賀敏).</p>	<p>The promoters of the Company are: Xiong Fengxiang (熊鳳祥), Suzhou Ruiyuan Shengben Biological Medicine Management Partnership (LP)* (蘇州瑞源盛本生物醫藥管理合夥企業(有限合夥)), Du Yali (杜雅勵), Wu Yang (武洋), Feng Hui (馮輝), Liu Xiaoling (劉小玲), Wu Jun (吳軍), Wang Lifang (王莉芳), Shenzhen Benyu Tianyuan Biological Technology Partnership (LP)* (深圳本裕天源生物科技有限合夥企業(有限合夥)), Ma Jing (馬靜), Li Cong (李聰), Shen Chun (沈淳), Shanghai Baoying Asset Management Co., Ltd.* (上海寶盈資產管理有限公司), Liu Jiankun (劉建坤), Huang Fei (黃菲), Zhou Yuqing (周玉清), Xiong Jun (熊俊), Zhao Yun (趙雲), Jiangsu Yatong Asset Management Co., Ltd.* (江蘇亞通資產管理有限公司), Zhong Lu (鍾鷺), Liu Shaolan (劉少蘭), Nanjing Runjiajiuxi Investment Partnership (LP)* (南京潤嘉久熙投資合夥企業(有限合夥)), Chen Mingxi (陳銘錫), Jin Mingzhe (金明哲), Dai Longlin (戴龍林), Yang Fan (楊帆), Shanghai Yingding Investment Management Partnership (LP)* (上海盈定投資管理合夥企業(有限合夥)) and He Min (賀敏).</p>

Original provisions	After amendments
<p>Article 7 These Articles of Association of Shanghai Junshi Biosciences Co., Ltd.* (上海君實生物醫藥科技股份有限公司) (the “Articles of Association”) has been approved by a special resolution at a general meeting of the Company. These Articles shall take effect from the date on which they are approved by relevant state departments and regulatory authorities, and shall supersede previous articles of association and its amendments filed with the competent administration for industry and commerce.</p> <p>From the effective date of the Articles of Association, the Articles of Association shall become a legally binding document which regulates the Company’s organization and acts, the rights and obligations between the Company and shareholders, and amongst the shareholders.</p>	<p>Article 7 These Articles of Association of Shanghai Junshi Biosciences Co., Ltd.* (上海君實生物醫藥科技股份有限公司) (the “Articles of Association”) has been shall take effect from the date on which they are approved by a special resolution at a general meeting of the Company. These Articles shall take effect from the date on which they are approved by relevant state departments and regulatory authorities, and shall supersede previous articles of association and its amendments filed with the competent administration for industry and commerce.</p> <p>From the effective date of the Articles of Association, the Articles of Association shall become a legally binding document which regulates the Company’s organization and acts, the rights and obligations between the Company and shareholders, and amongst the shareholders.</p>
<p>Article 8 The Articles of Association shall be binding on the Company and its shareholders, directors, supervisors, general manager and other senior management, and the above-mentioned persons shall be entitled to make claims on matters relating to the Company in accordance with the Articles of Association.</p> <p>Subject to compliance of Article 223 of the Articles of Association, pursuant to the Articles of Association, a shareholder can sue the Company; the Company can sue its shareholder(s), directors, supervisors, general manager and other senior management; and a shareholder can sue another shareholder(s); and a shareholder can sue the directors, supervisors, general manager and other senior management.</p>	<p>Article 8 The Articles of Association shall be binding on the Company and its shareholders, directors, supervisors, general manager and other senior management, and the above-mentioned persons shall be entitled to make claims on matters relating to the Company in accordance with the Articles of Association.</p> <p>Subject to compliance of Article 223 of the Articles of Association, Pursuant to the Articles of Association, a shareholder can sue the Company; the Company can sue its shareholder(s), directors, supervisors, general manager and other senior management; and a shareholder can sue another shareholder(s); and a shareholder can sue the directors, supervisors, general manager and other senior management.</p>

Original provisions	After amendments
<p>The term “sue” as mentioned in the preceding paragraph shall include the initiation of proceedings in a court or application to an arbitration organization for arbitration.</p> <p>The term “other senior management” as mentioned in the Articles of Association shall include the vice general manager(s), the chief financial officer, the secretary to the Board and the chief executive officer and other members designated by the Board.</p>	<p>The term “sue” as mentioned in the preceding paragraph shall include the initiation of proceedings in a court or application to an arbitration organization for arbitration.</p> <p>The term “other senior management” as mentioned in the Articles of Association shall include the vice general manager(s), the chief financial officer, the secretary to the Board and the chief executive officer and other members designated by the Board.</p>
<i>Added</i>	<p><i>Article 10 Pursuant to the requirements of the Constitution of the Communist Party of China, the Company shall establish an organization of the Communist Party of China, and carry out the activities of the Party. The Company shall provide necessary support to facilitate the activities of the Party.</i></p>
<p>Article 12 The Company shall have ordinary shares at all times. It may have other classes of shares as needed, upon approval by the competent authorities authorized by the State Council.</p>	<i>Deleted</i>
<p>Article 13 The Company’s shares shall be in the form of share certificates. All the shares issued by the Company shall have a par value which shall be RMB1 for each share.</p> <p>The “RMB” as mentioned in the preceding paragraph refers to the lawful currency of the People’s Republic of China.</p> <p>The total assets of the Company are divided into equal shares. Shareholders take responsibilities for the Company according to their subscribed shares, and the Company takes responsibilities for the Company’s debt according to its total assets.</p>	<p>Article 13 The Company’s shares shall be in the form of share certificates. All the shares issued by the Company shall have a par value which shall be RMB1 for each share.</p> <p>The “RMB” as mentioned in the preceding paragraph refers to the lawful currency of the People’s Republic of China.</p> <p>The total assets of the Company are divided into equal shares. Shareholders take responsibilities for the Company according to their subscribed shares, and the Company takes responsibilities for the Company’s debt according to its total assets.</p>

Original provisions	After amendments
<p>The Company's shares shall be issued based on the principles of fairness, justice and openness. Shares of the same class shall carry equal rights. For the same class of shares of the same issuance, each share shall be issued at the same price and subject to the same conditions. Any entity or individual shall pay the same price per share for any such shares subscribed. Domestic shares and overseas-listed foreign shares issued by the Company shall enjoy equal rights in the distribution of dividends or distributions in any other forms.</p> <p>The Company and its subsidiaries (including affiliated companies) shall not subsidize any person who has purchased or proposes to purchase the Company's shares through gift, advancement, guarantee, compensation or loan, etc.</p>	<p>The Company's shares shall be issued based on the principles of fairness, justice and openness. Shares of the same class shall carry equal rights. For the same class of shares of the same issuance, each share shall be issued at the same price and subject to the same conditions. Any entity or individual shall pay the same price per share for any such shares subscribed. Domestic-A shares and overseas-listed foreign H shares issued by the Company shall enjoy equal rights in the distribution of dividends or distributions in any other forms.</p> <p>The Company and its subsidiaries (including affiliated companies) shall not subsidize any person who has purchased or proposes to purchase the Company's shares through gift, advancement, guarantee, compensation or loan, etc., <i>apart from the implementation of the employee stock ownership plan by the Company.</i></p>
<p>Article 14 The Company may issue shares to investors inside the PRC and investors outside the PRC upon approval by securities regulatory and administrative authorities under the State Council.</p> <p>The term "investors outside the PRC" as mentioned in the preceding paragraph shall refer to investors from foreign countries or Hong Kong, Macau or Taiwan that subscribe for shares issued by the Company. The term "investors inside the PRC" shall refer to investors within the People's Republic of China, excluding the above-mentioned regions, that subscribe for the shares issued by the Company.</p>	<p>Article 14 The Company may issue shares to investors inside the PRC and investors outside the PRC upon approval <i>or registration</i> by securities regulatory and administrative authorities under the State Council <i>or departments authorized by the State Council.</i></p> <p>The term "investors outside the PRC" as mentioned in the preceding paragraph shall refer to investors from foreign countries or Hong Kong, Macau or Taiwan that subscribe for shares issued by the Company. The term "investors inside the PRC" shall refer to investors within the People's Republic of China, excluding the above-mentioned regions, that subscribe for the shares issued by the Company.</p>

Original provisions	After amendments
<p>Article 17 Upon approval by the authorities authorized by the State Council, 14,700,000 ordinary shares were issued to promoters upon the establishment of the Company, which were wholly subscribed and held by promoters. The name of promoters of the Company, number of shares subscribed, as well as method and date of capital contribution are set out below:..... Shenzhen Benyu Tianyuan Biological Technology Partnership (LP)* (深圳本裕天源生物科技有限合夥企業(有限合夥))</p>	<p>Article 17 Upon approval by the authorities authorized by the State Council, 14,700,000 ordinary shares were issued to promoters upon the establishment of the Company, which were wholly subscribed and held by promoters. The name of promoters of the Company, number of shares subscribed, as well as method and date of capital contribution are set out below:..... Shenzhen-Suzhou Benyu Tianyuan Biological Technology Partnership (LP)* (深圳蘇州本裕天源生物科技有限合夥企業(有限合夥))</p>
<p>Article 18 Upon establishment of the Company, as approved by the securities regulatory authorities under the State Council, the Company issued 158,910,000 overseas-listed foreign shares (prior to the exercise of the over-allotment option), which were listed on the Hong Kong Stock Exchange on 24 December, 2018. Upon the exercise of the over-allotment option, the Company issued additional 23,836,500 overseas-listed foreign shares, which were listed on the Hong Kong Stock Exchange on 9 January, 2019.</p> <p>Upon the completion of the initial public offering of overseas-listed foreign shares of the Company, the share capital of the Company is 784,146,500 shares, including 601,400,000 domestic shares and 182,746,500 overseas-listed foreign shares.</p>	<p>Article 18 Upon establishment of the Company, as approved approval by the securities regulatory authorities under the State Council China Securities Regulatory Commission (the “CSRC”) on 20 November, 2018, the Company issued 158,910,000 overseas-listed foreign shares (prior to the exercise of the over-allotment option), which were listed on the Hong Kong Stock Exchange on 24 December, 2018. Upon the exercise of the over-allotment option, the Company issued additional 23,836,500 overseas-listed foreign shares, which were listed on the Hong Kong Stock Exchange on 9 January, 2019.</p> <p>Upon the completion of the initial public offering of overseas-listed foreign shares of the Company, the share capital of the Company is 784,146,500 shares, including 601,400,000 domestic shares and 182,746,500 overseas-listed foreign shares.</p>

Original provisions	After amendments
<p>Upon establishment of the Company, as approved by the securities regulatory authority, the Company issued 87,130,000 domestic shares, which were listed on the STAR Market on 15 July, 2020.</p> <p>Upon the completion of the initial public offering and listing of the domestic shares of the Company, the share capital of the Company is 871,276,500 shares, including 688,530,000 domestic shares and 182,746,500 overseas-listed foreign shares.</p> <p>The share capital of the Company is: 766,394,171 domestic shares and 219,295,700 overseas-listed foreign shares.</p>	<p>Upon establishment of the Company, as approved <i>approval</i> by the securities regulatory authority <i>CSRC on 20 May, 2020</i>, the Company issued <i>made an initial public offering of</i> 87,130,000 domestic <i>ordinary</i> shares <i>denominated in RMB</i>, which were listed on the STAR Market <i>of the Shanghai Stock Exchange</i> on 15 July, 2020.</p> <p>Upon the completion of the initial public offering and listing of the domestic shares of the Company, the share capital of the Company is 871,276,500 shares, including 688,530,000 domestic shares and 182,746,500 overseas-listed foreign shares.</p> <p><i>The total number of shares of the Company is 985,689,871 shares, and the share capital of the Company is: 766,394,171 domestic—A shares and 219,295,700 overseas-listed foreign—H shares.</i></p>
<p>Article 19 After the plans for issuing overseas-listed foreign shares and domestic shares have been approved by the securities regulatory authorities under the State Council, the Board of the Company may arrange for implementation of such plans by means of separate issuances.</p> <p>The Company’s plan for separate issuance of overseas-listed foreign shares and domestic shares in accordance with the preceding paragraph may be implemented separately within 15 months upon approval by the securities regulatory authorities under the State Council or within the valid period of the approval/registration document.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>Article 20 Where the Company issues overseas-listed foreign shares and domestic shares separately within the total number of shares specified in the issuance plans, such shares shall be fully subscribed in one single issuance. Where special circumstances make it impossible for every such single issuance to be fully subscribed, the shares may be issued in several tranches, subject to the approval of the securities regulatory authorities under the State Council.</p>	<p><i>Deleted</i></p>
<p>Article 21 Upon the establishment of the Company by way of entire transformation, its registered capital is RMB14,700,000. Prior to the initial public offering of H shares, the registered capital of the Company is RMB601,400,000, with total shares of 601,400,000 shares.</p> <p>Upon the completion of the initial public offering of H shares of the Company, the registered capital of the Company is RMB784,146,500 on the listing date.</p> <p>Upon the completion of the initial public offering of the domestic shares of the Company, the registered capital of the Company is RMB871,276,500 on the listing date.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>Article 22 Unless otherwise provided by the laws and administrative regulations, shares of the Company are freely transferable and are not subject to any lien.</p> <p>Shares issued by the Company but not listed on the stock exchanges within or outside the PRC are referred to as unlisted shares. Upon approval by securities regulatory authorities under the State Council, shareholders of unlisted shares of the Company can transfer their respective shares to overseas investors, and can be listed and traded in the overseas stock exchanges. The listing and trading of the transferred shares on the overseas stock exchanges shall also in all respects comply with the regulatory procedures, regulations and requirements prescribed by the relevant overseas stock exchanges. No class meeting is required to be held for the transferred shares that are listed and traded on the overseas stock exchange. Upon listing in overseas stock exchanges, the unlisted shares shall be as the same class of original overseas listed foreign shares, i.e. overseas listed shares.</p>	<p>Article 2219 Unless otherwise provided by the laws and administrative regulations, shares of the Company are freely transferable and are not subject to any lien.</p> <p>Shares issued by the Company but not listed on the stock exchanges within or outside the PRC are referred to as unlisted shares. Upon approval by securities regulatory authorities under the State Council, shareholders of unlisted shares of the Company can transfer their respective shares to overseas investors, and can be listed and traded in the overseas stock exchanges. The listing and trading of the transferred shares on the overseas stock exchanges shall also in all respects comply with the regulatory procedures, regulations and requirements prescribed by the relevant overseas stock exchanges. No class meeting is required to be held for the transferred shares that are listed and traded on the overseas stock exchange. Upon listing in overseas stock exchanges, the unlisted shares shall be as the same class of original overseas listed foreign shares, i.e. overseas listed shares.</p>
<p>Article 23 Based on the capital needs for its operation and development, the Company may, in accordance with the provisions under the laws, regulations and the Articles of Association and upon approval by way of special resolutions at the general meeting, increase its capital by the following methods:</p> <p>(1) issuing new shares to unspecified investors;</p> <p>(2) placing new shares with existing shareholders;</p> <p>(3) giving new shares to existing shareholders;</p> <p>(4) issuing new shares to specified investors;</p> <p>(5) converting capital reserve into shares;</p> <p>(6) other means as permitted by the laws and administrative regulations.</p> <p>.....</p>	<p>Article 230 Based on the capital needs for its operation and development, the Company may, in accordance with the provisions under the laws, regulations and the Articles of Association and upon approval by way of <i>individual</i> special resolutions at the general meeting, increase its capital by the following methods:</p> <p>(1) issuing new shares to unspecified investors <i>public offering of shares</i>;</p> <p>(2) placing new shares with existing shareholders <i>non-public offering of shares</i>;</p> <p>(3) giving new distributing bonus shares to existing shareholders;</p> <p>(4) issuing new shares to specified investors;</p> <p>(5-4) converting capital reserve into shares;</p> <p>(6-5) other means as permitted by the laws and administrative regulations.</p> <p>.....</p>

Original provisions	After amendments
<p>Article 26 Where the Company reduces its registered capital, it must prepare a balance sheet and an inventory of assets.</p> <p>The Company shall notify its creditors within 10 days from the date of the Company's resolution for reduction of registered capital and shall publish a public announcement in newspapers within 30 days from the date of such resolution. A creditor shall be entitled, within 30 days from the date of receipt of the notice from the Company or, in case of a creditor who has not received such notice, within 45 days from the date of the public announcement, to require the Company to repay its debts or provide a corresponding guarantee for such debts.</p> <p>The Company's registered capital after the capital reduction shall not be less than the minimum statutory amount.</p>	<p>Article 26³ Where the Company reduces its registered capital, it must prepare a balance sheet and an inventory of assets.</p> <p><i>Unless otherwise specified in the laws, administrative regulations and departmental rules,</i> tThe Company shall notify its creditors within 10 days from the date of the Company's resolution for reduction of registered capital and shall publish a public announcement in newspaper(s) <i>or on the National Enterprise Credit Information Publicity System</i> within 30 days from the date of such resolution. A creditor shall be entitled, within 30 days from the date of receipt of the notice from the Company or, in case of a creditor who has not received such notice, within 45 days from the date of the public announcement, to require the Company to repay its debts or provide a corresponding guarantee for such debts.</p> <p>The Company's registered capital after the capital reduction shall not be less than the minimum statutory amount.</p>

Original provisions	After amendments
<p>Article 27 The Company may repurchase its own shares after completing the procedures as stipulated in the Articles of Association and with the approval of the relevant State authorities under the following circumstances:</p> <ol style="list-style-type: none"> (1) to cancel shares for the purpose of reducing the registered capital of the Company; (2) to merge with other companies that hold shares in the Company; (3) to use the shares for Employee Stock Ownership Plan or as equity incentives; (4) to acquire the shares of shareholders (upon their request) who vote against to any resolution adopted at any general meetings on the merger or division of the Company; (5) to use the shares in the conversion of the convertible corporate bonds issued by the Company; (6) necessary for the Company to protect the Company value and the shareholders' equity; (7) other circumstances as permitted by the laws and administrative regulations. <p>The Company shall not acquire the Company's shares save and except for the aforesaid conditions.</p>	<p>Article 274 The Company may repurchase its own shares after completing the procedures as stipulated in the Articles of Association and with the approval of the relevant State authorities under the following circumstances—<i>The Company shall not acquire any shares of the Company, except under any one of the following circumstances:</i></p> <ol style="list-style-type: none"> (1) to cancel shares for the purpose of reducing the registered capital of the Company; (2) to merge with other companies that hold shares in the Company; (3) to use the shares for Employee Stock Ownership Plan or as equity incentives; (4) to acquire the shares of shareholders (upon their request) who vote against to any resolution adopted at any general meetings on the merger or division of the Company; (5) to use the shares in the conversion of the convertible corporate bonds issued by the Company; (6) necessary for the Company to protect the Company value and the shareholders' equity; (7) other circumstances as permitted by the laws and administrative regulations. <p>The Company shall not acquire the Company's shares save and except for the aforesaid conditions.</p>
<p>Article 28 Upon approval of the repurchase of its own shares of the Company by the relevant State authorities, it may proceed in any of the following manners:</p> <ol style="list-style-type: none"> (1) making repurchase offer in proportion to respective shareholdings of all shareholders; (2) repurchase through open transactions on a stock exchange; (3) repurchase by an agreement outside a stock exchange; (4) other means recognized by regulatory authorities. 	<p>Article 285 Upon approval of the repurchase of its own shares of the Company by the relevant State authorities, it may proceed in any of the following manners:</p> <ol style="list-style-type: none"> (1) making repurchase offer in proportion to respective shareholdings of all shareholders; (2) repurchase through open transactions on a stock exchange; (3) repurchase by an agreement outside a stock exchange; (4) other means recognized by regulatory authorities.

Original provisions	After amendments
<p>If the Company intends to repurchase its shares, the repurchase may be conducted through public and centralized trading or other means recognized by laws, regulations and the CSRC.</p> <p>If the Company intends to repurchase its shares in the situations set out under sub-paragraph (3), sub-paragraph (5) and sub-paragraph (6) of paragraph 1 of Article 27, the repurchase shall be conducted through public and centralized trading.</p>	<p>If the Company intends to repurchase its shares, the repurchase may be conducted through public and centralized trading or other means recognized by laws, regulations and the CSRC.</p> <p>If the Company intends to repurchase its shares in the situations set out under sub-paragraph (3), sub-paragraph (5) and sub-paragraph (6) of paragraph 1 of Article 27274, the repurchase shall be conducted through public and centralized trading.</p>
<p>Article 29 In the event of a repurchase of its own shares by the Company for the reasons under sub-paragraphs (1) and (2) of Article 27 hereof or by an agreement outside of a stock exchange, prior approval shall be obtained from the shareholders at a general meeting in accordance with the procedures specified in the Articles of Association. Upon obtaining further prior approval of the shareholders at the general meeting in the same manner, the Company may terminate or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts. In the event of a repurchase of its own shares by the Company for the reasons under sub-paragraphs (3), (5) and (6) of Article 27 hereof, the Company shall do so by a resolution passed by the Board by more than two third of the directors attending the meeting.</p> <p>The contracts for the repurchase of shares referred to in the above paragraph include (but not limited to) agreements whereby repurchase obligations are undertaken and repurchase rights are acquired.</p> <p>The Company may not assign contracts for the repurchase of its own shares or any of its rights thereunder.</p>	<p>Article 29296 In the event of a repurchase of its own shares by the Company for the reasons under sub-paragraphs (1) and (2) of Article 27274 hereof or by an agreement outside of a stock exchange, prior approval shall be obtained from the shareholders it shall be passed at a general meeting in accordance with the procedures specified in the Articles of Association. Upon obtaining further prior approval of the shareholders at the general meeting in the same manner, the Company may terminate or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts.In the event of a repurchase of its own shares by the Company for the reasons under sub-paragraphs (3), (5) and (6) of Article 27274 hereof, the Company shall do so by a resolution passed by the Board by more than two third of the directors attending the meeting.</p> <p>The contracts for the repurchase of shares referred to in the above paragraph include (but not limited to) agreements whereby repurchase obligations are undertaken and repurchase rights are acquired.</p> <p>The Company may not assign contracts for the repurchase of its own shares or any of its rights thereunder.</p>

Original provisions	After amendments
<p>Article 30 The price per share for repurchasing the Company’s own redeemable shares proposed to be made otherwise than by open transaction or offering shall be capped at a maximum price; where the repurchasing is proposed to be made by way of offering, such offering shall be made available to all holders of such shares on the same conditions.</p>	<p><i>Deleted</i></p>
<p>Article 31 If the Company repurchases its own shares in accordance with laws under the circumstances set forth in sub-paragraph (1) of Article 27 of the Articles of Association, the shares so repurchased shall be cancelled within 10 days from the date of repurchase. In the event of the circumstances set forth in sub-paragraphs (2) and (4) of Article 27, the shares so repurchased shall be transferred or cancelled within six (6) months. If the Company repurchases its own shares in accordance with sub-paragraph (3), sub-paragraph (5) and sub-paragraph (6) of Article 27, the total number of shares of the Company held by the Company shall not exceed 10% of the total shares issued by the Company, and the shares so repurchased shall be transferred or cancelled in 3 years.</p> <p>.....</p>	<p>Article 3127 If the Company repurchases its own shares in accordance with laws under the circumstances set forth in sub-paragraph (1) of Article 27274 of the Articles of Association, the shares so repurchased shall be cancelled within 10 days from the date of repurchase. In the event of the circumstances set forth in sub-paragraphs (2) and (4) of Article 27274, the shares so repurchased shall be transferred or cancelled within six (6) months. If the Company repurchases its own shares in accordance with sub-paragraph (3), sub-paragraph (5) and sub-paragraph (6) of Article 27274, the total number of shares of the Company held by the Company shall not exceed 10% of the total shares issued by the Company, and the shares so repurchased shall be transferred or cancelled in 3 years.</p> <p>.....</p>
<p>Article 32 Unless the Company is in the course of liquidation, it must comply with the following provisions in relation to repurchasing its issued and outstanding shares: (1) where the Company repurchases shares at par value, payment shall be made out of the book balance of distributable profits of the Company and/or out of the proceeds from new shares issued for such purpose;</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>(2) where the Company repurchases shares at a premium to the par value, payment up to the par value may be made out of the book balance of distributable profits of the Company and/or out of the proceeds from new shares issued for that purpose. Payment of the portion in excess of the par value shall be effected as follows:</p> <ol style="list-style-type: none"> 1. if the shares being repurchased were issued at par value, payment shall be made out of the book balance of distributable profits of the Company; 2. if the shares being repurchased were issued at a premium to the par value, payment shall be made out of the book balance of distributable profits of the Company and/or out of the proceeds from new shares issued for that purpose, provided that the amount paid out of such proceeds shall not exceed the aggregate of the premiums received on the issue of the shares repurchased nor shall it exceed the book value of the Company's premium account (or capital common reserve account) (including the premiums on the new issue) at the time of the repurchase; <p>(3) the Company shall make payments for the following applications out of the Company's distributable profits:</p> <ol style="list-style-type: none"> 1. acquisition of the right to repurchase its own shares; 2. modification of any contract for the repurchase of its shares; 3. release of its obligation(s) under any contract for repurchasing its shares; <p>(4) after the Company's registered capital has been reduced by the aggregate par value of the cancelled shares in accordance with relevant regulations, the amount deducted from the distributable profits for payment of the par value of the repurchased shares shall be transferred to the Company's premium account (or capital common reserve account).</p>	

Original provisions	After amendments
Chapter 5 Financial Assistance for Purchase of Shares of the Company	<i>Deleted</i>
<p data-bbox="228 355 794 429">Article 36 The share certificates of the Company shall be in registered form.</p> <p data-bbox="228 478 794 910">China Securities Depository and Clearing Co., Ltd. shall serve as the registrar of shares held by domestic shareholders of the Company. Register of members of domestic shareholders and their shareholding are subject to the records under the security record system of China Securities Depository and Clearing Co., Ltd. H shares of the Company can be deposited at custodian under Hong Kong Securities Clearing Company Limited or held under the name of individual shareholder.</p> <p data-bbox="228 959 794 1151">In addition to those provided in the Company Law, a share certificate of the Company shall also contain any other items required to be specified by the stock exchange where the Company's shares are listed.</p> <p data-bbox="228 1200 794 1470">During the period of H shares being listed on the Hong Kong Stock Exchange, the Company must ensure that all ownership documents (including share certificates of H shares) for all of its shares listed in the Hong Kong Stock Exchange always include the following statements:</p> <p data-bbox="228 1481 794 1755">(1) The acquirer of shares agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with the Company Law and other requirements related to the laws, administrative regulations and the Articles of Association.</p>	<p data-bbox="798 355 1364 429">Article 3628 The share certificates of the Company shall be in registered form.</p> <p data-bbox="798 478 1364 910">China Securities Depository and Clearing Co., Ltd. shall serve as the registrar of shares held by domestic <i>shareholders of A shares</i> of the Company. Register of members of domestic <i>A</i> shareholders and their shareholding are subject to the records under the security record system of China Securities Depository and Clearing Co., Ltd. H shares of the Company can be deposited at custodian under Hong Kong Securities Clearing Company Limited or held under the name of individual shareholder.</p> <p data-bbox="798 959 1364 1151"><i>In addition to those provided in the Company Law, a share certificate of the Company shall also contain any other items required to be specified by the stock exchange where the Company's shares are listed.</i></p> <p data-bbox="798 1200 1364 1470"><i>During the period of H shares being listed on the Hong Kong Stock Exchange, the Company must ensure that all ownership documents (including share certificates of H shares) for all of its shares listed in the Hong Kong Stock Exchange always include the following statements:</i></p> <p data-bbox="798 1481 1364 1755"><i>(1) The acquirer of shares agrees with the Company and each shareholder of the Company, and the Company agrees with each shareholder, to observe and comply with the Company Law and other requirements related to the laws, administrative regulations and the Articles of Association.</i></p>

Original provisions	After amendments
<p>(2) The acquirer of shares agrees with the Company, each shareholder, director, supervisor, general manager and other senior management members of the Company and the Company acting for itself and for each director, supervisor, general manager and other senior management member agrees with each shareholder to refer all disputes and claims arising from the Articles of Association or any right or obligation conferred or imposed by the Company Law or other relevant PRC laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive.</p>	<p>(2) The acquirer of shares agrees with the Company, each shareholder, director, supervisor, general manager and other senior management members of the Company and the Company acting for itself and for each director, supervisor, general manager and other senior management member agrees with each shareholder to refer all disputes and claims arising from the Articles of Association or any right or obligation conferred or imposed by the Company Law or other relevant PRC laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of Association, and any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct hearing in open session and to publish its award. Such arbitration shall be final and conclusive.</p>
<p>(3) The acquirer of shares agrees with the Company and each shareholder of the Company that shares in the Company are freely transferable by the holder thereof.</p>	<p>(3) The acquirer of shares agrees with the Company and each shareholder of the Company that shares in the Company are freely transferable by the holder thereof.</p>
<p>(4) The acquirer authorizes the Company to enter into a contract on his behalf with each director, general manager and other senior management member whereby such directors, general manager and other senior management members undertake to observe and comply with their obligations to shareholders stipulated in the Articles of Association.</p>	<p>(4) The acquirer authorizes the Company to enter into a contract on his behalf with each director, general manager and other senior management member whereby such directors, general manager and other senior management members undertake to observe and comply with their obligations to shareholders stipulated in the Articles of Association.</p>
<p>The Company shall instruct and cause each of its share registrars not to register the subscription, purchase or transfer of any of its shares in the name of any particular holder unless and until such holder delivers to such share registrar a signed form in respect of such shares bearing statements above.</p>	<p>The Company shall instruct and cause each of its share registrars not to register the subscription, purchase or transfer of any of its shares in the name of any particular holder unless and until such holder delivers to such share registrar a signed form in respect of such shares bearing statements above.</p>

Original provisions	After amendments
<p>Article 38 The share certificates shall be signed by the chairman of the Board. Where the stock exchange where the shares of the Company are listed requires the share certificates to be signed by other senior management, the share certificates shall also be signed by such senior management. The share certificates shall take effect after being affixed or printed with the seal of the Company. The share certificates shall only be affixed with the Company's seal or printed with the seal of the Company with the authorization of the Board. The signatures of the chairman of the Board or other relevant senior management on the share certificates may also be in printed form. Where the shares of the Company are issued and traded in a paperless form, it shall comply with regulations otherwise stipulated by the securities regulatory authority and the stock exchange of the place where the Company's shares are listed.</p> <p>Where the Company issue share warrants to bearer, that no new share warrant shall be issued to replace one that has been lost, unless the Company is satisfied beyond reasonable doubt that the original has been destroyed.</p>	<p><i>Deleted</i></p>
<p>Article 39 The Company shall keep a register of members according to the certificates provided by the securities registration institutions, which shall contain the following particulars:</p> <p>(1) the name, address (place of domicile), occupation or nature of business of each shareholder;</p> <p>(2) the class and number of shares held by each shareholder;</p> <p>(3) the amount paid-up or payable in respect of shares held by each shareholder;</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>(4) the serial numbers of the shares held by each shareholder;</p> <p>(5) the date on which each shareholder was registered as a shareholder;</p> <p>(6) the date on which any shareholder ceased to be a shareholder.</p> <p>Unless there is evidence to the contrary, the register of members shall be the sufficient evidence of the shareholders' shareholding in the Company.</p> <p>In compliance with the Articles of Association and other applicable regulations, once the Company's shares were transferred, the name of the transferee, as the holder of such shares, shall be recorded in the register of members.</p> <p>All actions or transfers in relation to overseas-listed foreign shares shall be registered in the register of members in the place where the overseas-listed foreign shares are listed pursuant to the Articles of Association.</p> <p>Where two or more persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such shares, provided that they are subject to the following constraints:</p> <p>(1) the Company shall not register more than four (4) persons as the joint holders of any share(s);</p> <p>(2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s);</p>	

Original provisions	After amendments
<p>(3) if one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Company, provided that the Board shall have the right to require the surviving persons to provide a certificate of death which the Board deem appropriate for the purpose of changing the register of shareholders; and</p> <p>(4) as far as joint shareholders of any shares are concerned, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificates of the relevant shares from the Company, to receive notices of the Company; and any notice served on such a shareholder shall be deemed as having been served on all the other joint shareholders of those shares.</p> <p>Any receipts issued to the Company by one of the joint shareholders for any dividend, bonus or return on capital payable to such joint shareholders shall be treated as a valid receipt that has been issued by all the joint shareholders to the Company.</p>	
<p>Article 41 The Company shall maintain a complete register of members. The register of members shall include the following parts:</p> <p>(1) the register of members which is maintained at the Company's place of domicile (other than those share registers which are described in paragraphs (2) and (3) of this Article);</p> <p>(2) the register of members in respect of the holders of overseas-listed foreign shares of the Company which is maintained at the place where the overseas stock exchange on which the shares are listed is located;</p> <p>(3) the register of members which is maintained in such other place as the Board may consider necessary for the purpose of listing of the Company's shares.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>Article 42 Different parts of the register of members shall not overlap one another. No transfer of the shares registered in any part of the register shall, during the existence of that registration, be registered in any other part of the register of members.</p> <p>Alteration or rectification of each part of the register of members shall be made in accordance with the laws of the place where that part of the register of members is maintained.</p>	<i>Deleted</i>
<p>Article 43 Transfers of overseas-listed foreign shares of the Company shall be effected by a written instrument of transfer in an ordinary or usual form acceptable to the stock exchange or any other form acceptable to the Board. The written instrument of transfer may be signed by hand. Where the transferor or transferee is a recognized clearing house (“recognized clearing house”) as defined by the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) or its nominee, the instrument of transfer may be signed by hand or in a machine-imprinted format.</p> <p>All instruments of transfer shall be maintained at the legal address of the Company, the address of share registrar or any places specified by the Board from time to time.</p>	<i>Deleted</i>

Original provisions	After amendments
<p>All fully paid-up overseas-listed foreign shares listed in Hong Kong are freely transferable without any restriction on transfer (unless otherwise as permitted by the Hong Kong Stock Exchange) or any lien of the Company pursuant to the Articles of Association. The Board may refuse to recognize any instrument of transfer without explanation unless such transfer is in compliance with the following conditions:</p> <p>(1) transfer documents and other documents which relates to share ownership or may affect share ownership shall be registered; in case any payment is necessary for relevant registration, such payment shall not exceed the maximum fee as stipulated under the Hong Kong Listing Rules from time to time;</p> <p>(2) the instrument of transfer involves only the overseas-listed foreign shares listed in Hong Kong;</p> <p>(3) the stamp duty payable under the laws of Hong Kong on the instrument of transfer has been paid;</p> <p>(4) the relevant share certificates and other evidence reasonably required by the Board showing that the transferor has the right to transfer such shares have been submitted;</p> <p>(5) if the shares are to be transferred to joint holders, the number of shareholders jointly registered shall not exceed four (4);</p> <p>(6) the Company has not created any lien over the relevant shares.</p> <p>If the Company refuses to register a share transfer, the Company shall send the transferor and the transferee a notice of refusal to register the said share transfer within 2 months from the date of submission of the application for transfer.</p>	

Original provisions	After amendments
<p>Article 44 Shares held by promoters shall not be transferred within one (1) year from the date of establishment of the Company. The shares already issued before initial public offering of the Company shall not be transferred within one (1) year from the date when the Company's shares are listed on the stock exchange.</p> <p>Directors, supervisors, general manager and other senior management of the Company shall report to the Company their shareholdings in the Company and changes therein and shall not transfer annually during their terms of office more than 25% of the total number of shares of the same class of the Company which they hold, the shares held of the Company shall not be transferred within one (1) year from the date when the Company's shares are listed; The aforesaid persons shall not transfer the shares of the Company held by them within six (6) months from the date of their leaving the Company.</p> <p>If directors, supervisors, senior management and those shareholders holding more than 5% of shares of the Company disposes the shares or other securities with equity nature within six (6) months after purchase, or purchase within six (6) months after disposal, the earnings therefrom shall belong to the Company, and the Board shall reclaim the earnings. However, a security company that holds more than 5% shares due to underwriting purchase of all remaining stock shall not be subject to the six (6) months restriction when disposing the shares.</p>	<p>Article 4443 Shares held by promoters shall not be transferred within one (1) year from the date of establishment of the Company. <i>Shares held by promoters shall not be transferred within one (1) year from the date of establishment of the Company.</i></p> <p>The shares already issued before initial public offering of the Company shall not be transferred within one (1) year from the date when the Company's shares are listed on the stock exchange.</p> <p>Directors, supervisors, general manager and other senior management of the Company shall report to the Company their shareholdings in the Company and changes therein and shall not transfer annually during their terms of office as <i>determined at the date of appointment</i> more than 25% of the total number of shares of the same class of the Company which they hold, the shares held of the Company shall not be transferred within one (1) year from the date when the Company's shares are listed; The aforesaid persons shall not transfer the shares of the Company held by them within six (6) months from the date of their leaving the Company.</p> <p>If directors, supervisors, senior management and those shareholders holding more than 5% of shares of the Company disposes the shares or other securities with equity nature within six (6) months after purchase, or purchase within six (6) months after disposal, the earnings therefrom shall belong to the Company, and the Board shall reclaim the earnings. However, a security company that holds more than 5% shares due to underwriting purchase of all remaining stock shall not be subject to the six (6) months restriction when disposing the shares, and the circumstances stipulated by the CSRC shall be excluded.</p>

Original provisions	After amendments
<p>The shares or other securities with equity nature held by directors, supervisors, senior management and natural person shareholders mentioned in the preceding paragraph include those held by their spouses, parents, children, and held by others' accounts.</p> <p>If the Board does not implement in accordance with the provisions in the third paragraph of this Article, shareholders have the right to request the Board to implement them within thirty (30) days. Where the Board fails to implement within the aforesaid time limit, the shareholders shall have the right to file a lawsuit in their own name to the People's Court for the interest of the Company. Where the Board fails to implement in accordance with the provisions in the third paragraph of this Article, the responsible directors shall bear joint liability in accordance with the law.</p>	<p>The shares or other securities with equity nature held by directors, supervisors, senior management and natural person shareholders mentioned in the preceding paragraph include those held by their spouses, parents, children, and held by others' accounts.</p> <p>If the Board does not implement in accordance with the provisions in the third paragraph of this Article, shareholders have the right to request the Board to implement them within thirty (30) days. Where the Board fails to implement within the aforesaid time limit, the shareholders shall have the right to file a lawsuit in their own name to the People's Court for the interest of the Company. Where the Board fails to implement in accordance with the provisions in the third paragraph of this Article, the responsible directors shall bear joint liability in accordance with the law.</p>
<p>Article 45 When the Company intends to convene a general meeting, distribute dividends, enter into liquidation and engage in other activities that involve determination of shareholdings, the Board or the convener of the general meeting shall determine a specific date for the record of rights attaching to shares (record date). Shareholders named in the register of members by the end of the record date shall be the shareholders of the Company.</p> <p>Any person who dissents from the register of members and requests to have his name included in or removed from the register of members may apply to the court of the relevant jurisdiction to correct the register of members.</p>	<p>Article 45³² When the Company intends to convene a general meeting, distribute dividends, enter into liquidation and engage in other activities that involve determination of shareholdings^{<i>identity of shareholders</i>}, the Board or the convener of the general meeting shall determine a specific date for the record of rights attaching to shares (record date). Shareholders named in the register of members by the end after trading hours of the record date shall be the shareholders of the Company^{<i>who enjoy relevant rights</i>}.</p> <p>Any person who dissents from the register of members and requests to have his name included in or removed from the register of members may apply to the court of the relevant jurisdiction to correct the register of members.</p>

Original provisions	After amendments
<p>Any laws, regulations and listing rules of the place where the shares of the Company are listed concerning the book closure period prior to the holding of a general meeting or the record date for the determination of entitlements to dividend distributions by the Company shall be observed.</p>	<p>Any laws, regulations and listing rules of the place where the shares of the Company are listed concerning the book closure period prior to the holding of a general meeting or the record date for the determination of entitlements to dividend distributions by the Company shall be observed.</p>
<p>Article 46 Any shareholder who is registered in, or any person requests to have his name (title) entered into, the register of members may, if his share certificate (the “Original Certificate”) is lost, apply to the Company for a replacement share certificate in respect of such shares (the “Relevant Shares”).</p> <p>If a holder of domestic shares loses his share certificate and applies for a replacement share certificate, it shall be dealt with in accordance with relevant provisions under the Company Law.</p> <p>If a holder of overseas-listed foreign shares loses his share certificate and applies for a replacement share certificate, it may be dealt with in accordance with the relevant laws, the rules of the stock exchange and other relevant regulations of the place where the original register of holders of overseas-listed foreign shares is maintained.</p> <p>If a holder of H shares loses his share certificate and applies for a replacement share certificate, such share certificate shall be issued in compliance with the following requirements:</p> <p>(1) The applicant shall submit an application to the Company in the standard form prescribed by the Company accompanied by a notarial certificate or statutory declaration containing the grounds upon which the application is made and the circumstances and evidence of the loss of the share certificate as well as declaring that no other person is entitled to request to be registered as the shareholder of the Relevant Shares.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>(2) Before the Company decides to issue the replacement share certificate, no statement made by a person other than the applicant requesting that he shall be registered as the shareholder in respect of the Relevant Shares has been received.</p> <p>(3) The Company shall, if it decides to issue a replacement share certificate to the applicant, make an announcement of its intention to issue the replacement share certificate in such newspapers designated by the Board; the announcement shall be made at least once every 30 days for a period of 90 days. Newspapers designated by the Board shall be the Chinese and English newspaper recognized by the Hong Kong Stock Exchange (at least one each).</p> <p>(4) The Company shall have, prior to the publication of its intention to issue a replacement share certificate, delivered to Hong Kong Stock Exchange a copy of the announcement to be published. The Company may publish the announcement upon receiving a confirmation from Hong Kong Stock Exchange that the announcement has been displayed at the premises of the stock exchange. The announcement shall be displayed at the premises of Hong Kong Stock Exchange for a period of 90 days.</p> <p>In case an application to issue a replacement share certificate has been made without the consent of the registered holder of the Relevant Shares, the Company shall deliver by mail to such registered shareholder a copy of the announcement to be published.</p>	

Original provisions	After amendments
<p>(5) If, upon expiration of the 90-day period of announcement and display referred to in paragraphs (3) and (4) of this Article, the Company has not received from any person any objection to such application, the Company may issue a replacement share certificate to the applicant accordingly.</p> <p>(6) Where the Company issues a replacement share certificate in accordance with this Article, it shall forthwith cancel the Original Certificate and record the cancellation and replacement matters in the register of members accordingly.</p> <p>(7) All expenses relating to the cancellation of an Original Certificate and the issuance of a replacement share certificate by the Company shall be borne by the applicant. The Company may refuse to take any action until a reasonable guarantee is provided by the applicant for such expenses.</p>	
<p>Article 47 After the Company issues a replacement share certificate pursuant to the Articles of Association, the name of a bona fide purchaser who obtains the aforementioned new share certificate or a shareholder who thereafter registers as the owner of such shares (in the case where he is a bona fide purchaser) shall not be deleted from the register of members.</p>	<i>Deleted</i>
<p>Article 48 The Company shall not have any obligation to indemnify any person for any damages suffered thereby arising out of the cancellation of the Original Certificate or the issuance of a replacement share certificate, unless such person concerned can prove that the Company has committed a fraudulent act.</p>	<i>Deleted</i>

Original provisions	After amendments
<p>Article 50 Holders of the ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) the right to dividends and other profit distributions in proportion to the number of shares held;</p> <p>(2) the right to propose, convene and preside over, to attend or appoint proxies to attend general meetings and to exercise the voting right based on respective shareholding in accordance with laws;</p> <p>(3) the right to supervise and manage, present proposals or raise enquiries about the Company's business operations;</p> <p>(4) the right to transfer, give as a gift or pledge the shares in their possession in accordance with the laws, administrative regulations and the Articles of Association;</p> <p>(5) the right to obtain relevant information in accordance with the Articles of Association, including:</p> <p>1. the right to obtain a copy of the Articles of Association, subject to payment of relevant costs;</p> <p>2. the right to inspect and copy, subject to a payment of a reasonable fee:</p> <p>(1) all parts of the register of members;</p> <p>(2) personal particulars of each of the Company's directors, supervisors, general manager and other senior management, including:</p> <p>(a) present and former name or alias;</p> <p>(b) principal address (place of domicile);</p> <p>(c) nationality;</p> <p>(d) primary and all other part-time occupations and duties;</p> <p>(e) identification document and its number.</p> <p>(3) reports on the status of the Company's issued share capital;</p>	<p>Article 50⁵⁰³⁴ Holders of the ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) the right to dividends and other profit distributions in proportion to the number of shares held;</p> <p>(2) the right to propose, convene and preside over, to attend or appoint proxies to attend general meetings, <i>to speak at general meetings</i>, and to exercise the voting right based on respective shareholding in accordance with laws;</p> <p>(3) the right to supervise and manage, present proposals or raise enquiries about the Company's business operations;</p> <p>(4) the right to transfer, give as a gift or pledge the shares in their possession in accordance with the laws, administrative regulations and the Articles of Association;</p> <p>(5) the right to obtain relevant information in accordance with the Articles of Association, including: inspect the Articles of Association, the register of members, the register of corporate bond holders, the minutes of general meetings, the resolutions of the Board meetings, the resolutions of meetings of the Board of Supervisors, and the financial statements;</p> <p>1. the right to obtain a copy of the Articles of Association, subject to payment of relevant costs;</p> <p>2. the right to inspect and copy, subject to a payment of a reasonable fee:</p> <p>(1) all parts of the register of members;</p> <p>(2) personal particulars of each of the Company's directors, supervisors, general manager and other senior management, including:</p> <p>(a) present and former name or alias;</p> <p>(b) principal address (place of domicile);</p>

Original provisions	After amendments
<p>(4) reports showing the aggregate par value, quantity, the maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the end of the last financial year, and the aggregate amount paid by the Company for this purpose (as classified by domestic shares and foreign shares (and H shares, if applicable));</p> <p>(5) minutes of general meetings;</p> <p>(6) special resolutions of the Company;</p> <p>(7) the latest audited financial reports of the Company, and the reports of the Board, the Board of Supervisors and auditors;</p> <p>(8) a copy of the latest annual return filed with the competent administration for industry and commerce.</p> <p>Except for documents under item (2) above, the aforementioned documents shall be made available by the Company at the Company's address in Hong Kong for the public and holders of H shares to inspect with no charge (of which documents of item (5) may be inspected by shareholders only).</p> <p>3. the right to inspect the resolutions of the Board meetings, the resolutions of meetings of the Board of Supervisors, financial reports and receipts of corporate bonds;</p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company in accordance with the number of shares held;</p> <p>(7) with respect to shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p>	<p>(e) nationality;</p> <p>(d) primary and all other part-time occupations and duties;</p> <p>(e) identification document and its number.</p> <p>(3) reports on the status of the Company's issued share capital;</p> <p>(4) reports showing the aggregate par value, quantity, the maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the end of the last financial year, and the aggregate amount paid by the Company for this purpose (as classified by domestic shares and foreign shares (and H shares, if applicable));</p> <p>(5) minutes of general meetings;</p> <p>(6) special resolutions of the Company;</p> <p>(7) the latest audited financial reports of the Company, and the reports of the Board, the Board of Supervisors and auditors;</p> <p>(8) a copy of the latest annual return filed with the competent administration for industry and commerce.</p> <p>Except for documents under item (2) above, the aforementioned documents shall be made available by the Company at the Company's address in Hong Kong for the public and holders of H shares to inspect with no charge (of which documents of item (5) may be inspected by shareholders only).</p> <p>3. the right to inspect the resolutions of the Board meetings, the resolutions of meetings of the Board of Supervisors, financial reports and receipts of corporate bonds;</p> <p>(6) in the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company in accordance with the number of shares held;</p>

Original provisions	After amendments
<p>(8) with respect to shareholders individually or jointly hold 3% or more shares of the Company, the right to propose extraordinary resolutions and submit to the Board in written ten (10) days before the date of general meeting;</p> <p>(9) such other rights conferred by the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>The Company shall not exercise its rights to freeze or harm in any other forms the rights attaching to any shares held by any person merely because the person has not disclosed the rights and interests he holds directly or indirectly.</p> <p>Shareholders shall provide written document that can prove the class and number of shares held by them if they request to inspect the aforementioned information or collect information, the Company should provide the information according to the shareholder’s request after verifying the identity of the shareholder.</p>	<p>(7) with respect to shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) with respect to shareholders individually or jointly hold 3% or more shares of the Company, the right to propose extraordinary resolutions and submit to the Board in written ten (10) days before the date of general meeting;</p> <p>(9) such other rights conferred by the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p><i>The Company shall not exercise its rights to freeze or harm in any other forms the rights attaching to any shares held by any person merely because the person has not disclosed the rights and interests he holds directly or indirectly.</i></p> <p>Shareholders shall provide written document that can prove the class and number of shares held by them if they request to inspect the aforementioned information or collect information, the Company should provide the information according to the shareholder’s request after verifying the identity of the shareholder.</p>

Original provisions	After amendments
<p>Article 51 If any resolution of the general meeting or the Board meeting violates the laws or administrative regulations, the shareholders shall have the right to submit to a People’s Court to nullify such resolution (applicable rules for dispute resolution under the Articles of Association in relation to foreign shareholders).</p> <p>If the convening procedures or voting methods for the general meeting or the Board meeting violate the laws, administrative regulations or the Articles of Association, or any content of the resolution thereof violates the Articles of Association, the shareholders shall have the right to submit to a People’s Court within 60 days after such a resolution is made to revoke it (applicable rules for dispute resolution under these Articles of Association in relation to foreign shareholders).</p>	<p>Article 5135 If any resolution of the general meeting or the Board meeting violates the laws or administrative regulations, the shareholders shall have the right to submit to a People’s Court to nullify such resolution (applicable rules for dispute resolution under the Articles of Association in relation to foreign shareholders).</p> <p>If the convening procedures or voting methods for the general meeting or the Board meeting violate the laws, administrative regulations or the Articles of Association, or any content of the resolution thereof violates the Articles of Association, the shareholders shall have the right to submit to a People’s Court within sixty (60) days after such a resolution is made to revoke it (applicable rules for dispute resolution under these Articles of Association in relation to foreign shareholders). <i>However, minor flaws in the convening procedures or voting methods of the general meeting or the Board meetings that do not have a substantial impact on the resolution shall be excluded.</i></p> <p><i>Shareholders who have not been notified to participate in the general meeting shall have the right to request the People’s Court to revoke such resolution within sixty (60) days from the date when they know or should know that the resolution was made. If they do not exercise the right to revoke within one year from the date of the resolution, the right to revoke shall be extinguished.</i></p>

Original provisions	After amendments
<p>Article 52 Shareholders individually or jointly holding 1% or more of the Company’s shares for 180 consecutive days or more shall have the right to request the Board of Supervisors in writing to bring a legal action in the People’s Court against any director or senior management officer for loss of Company resulting from their violation of any laws, administrative regulations or provisions of the Articles of Association in the course of performing their duties; shareholders may request the Board in writing to bring a legal action against the Board of Supervisors for the loss of the Company resulting from their violation of any laws, administrative regulations or provisions of the Articles of Association in the course of performing the duties.</p> <p>The shareholders described in the preceding paragraph may bring legal action in the People’s Court directly in their own names in the interest of the Company in the event that the Board of Supervisors or the Board refuses to initiate legal proceedings after receiving the aforesaid written request of shareholders, or fails to initiate such legal proceedings within 30 days on which such request is received, or in case of emergency where failure to initiate such legal proceedings immediately will result in irreparable damage to the Company’s interest.</p> <p>Shareholders as referred to in sub-paragraph (1) of this Article may also initiate legal proceedings in the People’s Court under the provisions set out in the preceding two paragraphs if any third parties infringe on the lawful interests of the Company which caused damage to the Company.</p>	<p>Article 52³⁶ Shareholders individually or jointly holding 1% or more of the Company’s shares for 180 consecutive days or more shall have the right to request the Board of Supervisors in writing to bring a legal action in the People’s Court against any director or senior management officer for loss of Company resulting from their violation of any laws, administrative regulations or provisions of the Articles of Association in the course of performing their duties; shareholders may request the Board in writing to bring a legal action against the Board of Ssupervisors for the loss of the Company resulting from their violation of any laws, administrative regulations or provisions of the Articles of Association in the course of performing the duties.</p> <p>The shareholders described in the preceding paragraph may bring legal action in the People’s Court directly in their own names in the interest of the Company in the event that the Board of Supervisors or the Board refuses to initiate legal proceedings after receiving the aforesaid written request of shareholders, or fails to initiate such legal proceedings within 30 days on which such request is received, or in case of emergency where failure to initiate such legal proceedings immediately will result in irreparable damage to the Company’s interest.</p> <p>Shareholders as referred to in sub-paragraph (1) of this Article may also initiate legal proceedings in the People’s Court under the provisions set out in the preceding two paragraphs if any third parties infringe on the lawful interests of the Company which caused damage to the Company.</p>

Original provisions	After amendments
<p>Article 54 If the shares of any shareholders holding at least 5% shareholding of the Company are pledged, frozen, or subject to juridical auction, custody or setting of trust, or with voting rights restricted in accordance with laws, such incident shall be reported to the Company in written on the date of incident.</p>	<p>Article 5438 If the shares of any Shareholders holding at least who hold more than 5% shareholding voting shares of the Company are and pledged, frozen, or subject to juridical auction, custody or setting of trust, or with voting rights restricted in accordance with laws, such incident shall be reported the said voting shares shall submit a written report to the Company in written on the date of such incident.</p>
<p>Article 55 Holders of the ordinary shares of the Company shall have the following obligations: Shareholders shall not be liable to make any further contributions to the share capital other than according to the terms agreed by the subscribers at the time of share subscription, unless otherwise specified.</p>	<p>Article 5539 Holders of the ordinary shares of the Company shall have the following obligations: Shareholders shall not be liable to make any further contributions to the share capital other than according to the terms agreed by the subscribers at the time of share subscription, unless otherwise specified.</p>
<p>Article 56 In addition to obligations imposed by the laws, administrative regulations or required by the listing rules of the stock exchange where the shares of the Company are listed, a controlling shareholder shall not exercise his voting rights in respect of the following matters in a manner prejudicial to the interests of all or part of the shareholders of the Company:</p> <ol style="list-style-type: none"> (1) to waive a director or supervisor of his responsibility to act honestly in the best interests of the Company; (2) to approve the expropriation by a director or supervisor (for his own benefits or for the benefits of another person), in any way, of the Company's properties, including (but not limited to) any opportunities beneficial to the Company; (3) to approve the expropriation by a director or supervisor (for his own benefits or for the benefits of another person) of personal rights of other shareholders, including (but not limited to) rights to distributions and voting rights save pursuant to a restructuring submitted to shareholders for approval at a general meeting in accordance with the Articles of Association. 	<p>Deleted</p>

Original provisions	After amendments
<p>Article 57 Unless otherwise specified in the Articles of Association, the term “controlling shareholder” referred to in the Articles of Association means a shareholder who satisfies any one of the following conditions:</p> <p>(1) a person who, acting alone or in concert with others, is entitled to elect more than half of the Board;</p> <p>(2) a person who, acting alone or in concert with others, is entitled to exercise or to control the exercise of more than 30% (inclusive) of the voting rights of the Company;</p> <p>(3) a person who, acting alone or in concert with others, holds more than 30% (inclusive) of the outstanding issued shares of the Company;</p> <p>(4) a person who, acting alone or in concert with others, has de facto control over the Company in any other manner(s).</p> <p>For the purposes hereof, the term “acting in concert with” means consensus between 2 or more persons by way of agreement, whether in verbal or written, to acquire voting rights in the Company by any one of them, for the purpose of controlling or consolidating the control over the Company.</p>	<p>Article 5740 Unless otherwise specified in the Articles of Association, the term “controlling shareholder” referred to in the Articles of Association means a shareholder who satisfies any one of the following conditions: <i>refers to shareholders whose shareholding exceeds 50% of the total share capital of the Company; or shareholders whose shareholding is less than 50% of the total share capital, but whose voting rights are sufficient to exercise a significant influence on resolutions of the general meeting.</i></p> <p>(1) a person who, acting alone or in concert with others, is entitled to elect more than half of the Board;</p> <p>(2) a person who, acting alone or in concert with others, is entitled to exercise or to control the exercise of more than 30% (inclusive) of the voting rights of the Company;</p> <p>(3) a person who, acting alone or in concert with others, holds more than 30% (inclusive) of the outstanding issued shares of the Company;</p> <p>(4) a person who, acting alone or in concert with others, has de facto control over the Company in any other manner(s).</p> <p><i>For the purposes hereof, the term “acting in concert with” means consensus between 2 or more persons by way of agreement, whether in verbal or written, to acquire voting rights in the Company by any one of them, for the purpose of controlling or consolidating the control over the Company.</i></p>

Original provisions	After amendments
<p>Article 58 Neither the controlling shareholder nor the de facto controller of the Company may prejudice the interests of the Company by taking advantage of his related party relationship. Anyone who causes any loss to the Company as a result of violating the provisions shall be liable for the compensation.</p> <p>The controlling shareholder and the de facto controller of the Company owe a fiduciary duty to the Company and public shareholders. The controlling shareholder shall strictly exercise the rights as a subscriber, and shall not impair the legitimate rights and interests of the Company and public shareholders in the ways of profit distribution, asset reorganization, overseas investment, capital use and loans and guarantees, and shall not impair the interests of the Company and public shareholders by using its controlling status in the Company.</p> <p>The controlling shareholder and the de facto controller of the Company shall be separated with the Company in terms of organization, personnel, asset, business and financial matter. Each of them shall operate independently with separate accounts, and assume obligations and risk exposures independently. They are restricted from requesting the Company to assume additional service and obligations for them by using their respective special status.</p>	<p>Article 5841 Neither the controlling shareholder nor the de facto controller of the Company may prejudice the interests of the Company by taking advantage of his related party relationship. Anyone who causes any loss to the Company as a result of violating the provisions shall be liable for the compensation.</p> <p>The controlling shareholder and the de facto controller of the Company owe a fiduciary duty to the Company and public shareholders. The controlling shareholder shall strictly exercise the rights as a subscriber, and shall not impair the legitimate rights and interests of the Company and public shareholders in the ways of profit distribution, asset reorganization, overseas investment, capital use and loans and guarantees, and shall not impair the interests of the Company and public shareholders by using its controlling status in the Company.</p> <p>The controlling shareholder and the de facto controller of the Company shall be separated with the Company in terms of organization, personnel, asset, business and financial matter. Each of them shall operate independently with separate accounts, and assume obligations and risk exposures independently. They are restricted from requesting the Company to assume additional service and obligations for them by using their respective special status.</p>

Original provisions	After amendments
<p>The Company shall not provide funds, goods, services or other assets to shareholders or the de facto controller and their respective related parties at nil consideration. The Company shall not provide funds, goods, services or other assets to shareholders or the de facto controller and their respective related parties under significantly unfair terms. The Company shall not provide funds, goods, services or other assets to shareholders or the de facto controller and their respective related parties who are obviously under insolvency. The Company is also prohibited from providing guarantees for shareholders or the de facto controller and their respective related parties who are obviously under insolvency, or providing guarantees for them without reasonable grounds. The Company shall not waive the liabilities of shareholders or the de facto controller and their respective related parties, or bear the liabilities of shareholders or the de facto controller without reasonable grounds. The examination and approval procedures of the general manager, at the Board meeting and general meeting in respect of transactions in relation to provision of funds, goods, services or other assets between the Company and shareholders or the de facto controller and their respective related parties shall be strictly performed in compliance with the decision-making mechanisms for related party transactions under the Articles of Association and the Management Policies for Related Transactions. Related directors and related shareholders shall abstain from voting.</p>	<p>The Company shall not provide funds, goods, services or other assets to shareholders or the de facto controller and their respective related parties at nil consideration. The Company shall not provide funds, goods, services or other assets to shareholders or the de facto controller and their respective related parties under significantly unfair terms. The Company shall not provide funds, goods, services or other assets to shareholders or the de facto controller and their respective related parties who are obviously under insolvency. The Company is also prohibited from providing guarantees for shareholders or the de facto controller and their respective related parties who are obviously under insolvency, or providing guarantees for them without reasonable grounds. The Company shall not waive the liabilities of shareholders or the de facto controller and their respective related parties, or bear the liabilities of shareholders or the de facto controller without reasonable grounds. The examination and approval procedures of the general manager, at the Board meeting and general meeting in respect of transactions in relation to provision of funds, goods, services or other assets between the Company and shareholders or the de facto controller and their respective related parties shall be strictly performed in compliance with the decision-making mechanisms for related party transactions under the Articles of Association and the Management Policies for Related Transactions. Related directors and related shareholders shall abstain from voting.</p>

Original provisions	After amendments
<p>Controlling shareholders shall nominate candidates for directors and supervisors of the Company according to the conditions and procedures stipulated by laws and regulations and the Articles of Association. Controlling shareholders shall not set up approval procedures for the results of the personnel election at the general meeting and the personnel appointment resolution of the Board.</p> <p>Where there is a change in control of the Company, relevant parties shall adopt effective measures to ensure the Company's stable operation during the transition period. If a material issue occurs, the Company shall report to the CSRC and its office and the stock exchange.</p> <p>The controlling shareholder or the de facto controller of the Company shall not expropriate the Company's assets or funds. In the event that a controlling shareholder or the de facto controller of the Company expropriates the assets of the Company through, including but not limited to, expropriation of the Company's funds, the Board of the Company shall immediately apply to a People's court for freezing the Company's assets being expropriated by the controlling shareholder or the de facto controller and the shares of the Company held by them. If the controlling shareholder or the de facto controller cannot restore the Company's assets or repay in cash the capital of the Company, the Board of the Company shall realize the shares of the Company held by the controlling shareholder or the de facto controller to repay the portion of the Company's assets expropriated by him in accordance with the relevant rules and procedures under the laws, regulations and constitutional documents.</p>	<p>Controlling shareholders shall nominate candidates for directors and supervisors of the Company according to the conditions and procedures stipulated by laws and regulations and the Articles of Association. Controlling shareholders shall not set up approval procedures for the results of the personnel election at the general meeting and the personnel appointment resolution of the Board.</p> <p>Where there is a change in control of the Company, relevant parties shall adopt effective measures to ensure the Company's stable operation during the transition period. If a material issue occurs, the Company shall report to the CSRC and its office and the stock exchange.</p> <p>The controlling shareholder or the de facto controller of the Company shall not expropriate the Company's assets or funds. In the event that a controlling shareholder or the de facto controller of the Company expropriates the assets of the Company through, including but not limited to, expropriation of the Company's funds, the Board of the Company shall immediately apply to a People's court for freezing the Company's assets being expropriated by the controlling shareholder or the de facto controller and the shares of the Company held by them. If the controlling shareholder or the de facto controller cannot restore the Company's assets or repay in cash the capital of the Company, the Board of the Company shall realize the shares of the Company held by the controlling shareholder or the de facto controller to repay the portion of the Company's assets expropriated by him in accordance with the relevant rules and procedures under the laws, regulations and constitutional documents.</p>

Original provisions	After amendments
<p>In the event of losses to the Company and other shareholders as a result of violation of the relevant laws, regulations and the Articles of Association by the controlling shareholder and the de facto controller of the Company, they shall assume the obligation for making compensation.</p>	<p>In the event of losses to the Company and other shareholders as a result of violation of the relevant laws, regulations and the Articles of Association by the controlling shareholder and the de facto controller of the Company, they shall assume the obligation for making compensation.</p>
<p>The directors, supervisors and senior management of the Company have legal obligations to safeguard the capital of the Company and cannot expropriate the Company's assets or assist or allow the controlling shareholder, the de facto controller and their respective affiliates to expropriate the Company's assets. In the event of violation of the aforementioned regulation by directors, supervisors and senior management of the Company, any gains from such violation shall be vested in the Company. If the Company incurs losses as a result of such violation, the defaulting parties shall be responsible for making compensation. Meanwhile, the Board of the Company shall penalize the personnel directly in charge based on the severity of the incident, or submit a resolution on the removal of responsible directors or supervisors at the general meeting. In case of criminal offense, such incident shall be reported to juridical departments for further actions.</p>	<p>The directors, supervisors and senior management of the Company have legal obligations to safeguard the capital of the Company and cannot expropriate the Company's assets or assist or allow the controlling shareholder, the de facto controller and their respective affiliates to expropriate the Company's assets. In the event of violation of the aforementioned regulation by directors, supervisors and senior management of the Company, any gains from such violation shall be vested in the Company. If the Company incurs losses as a result of such violation, the defaulting parties shall be responsible for making compensation. Meanwhile, the Board of the Company shall penalize the personnel directly in charge based on the severity of the incident, or submit a resolution on the removal of responsible directors or supervisors at the general meeting. In case of criminal offense, such incident shall be reported to juridical departments for further actions.</p>
<p>For the purposes hereof, the term "controlling shareholder" means shareholder holding at least 50% shares of the total share capital of the Company, or any shareholder with shareholding below 50% but the voting rights attached to his shares have significant influence on the resolutions to be proposed at the general meeting.</p>	<p>For the purposes hereof, the term "controlling shareholder" means shareholder holding at least 50% shares of the total share capital of the Company, or any shareholder with shareholding below 50% but the voting rights attached to his shares have significant influence on the resolutions to be proposed at the general meeting.</p>

Original provisions	After amendments
For the purposes hereof, the term “de facto controller” means the persons, not being shareholders of the Company, who are able to exercise actual control over the acts of the Company through an investment relationship, agreement or other arrangements.	For the purposes hereof, the term “de facto controller” means the persons, not being shareholders of the Company, who are able to exercise actual control over the acts of the Company through an investment relationship, agreement or other arrangements.
<p>Article 60 The general meeting shall exercise the following functions and powers:</p> <p>(1) decide the operational policy and investment plan of the Company;</p> <p>(2) elect and replace directors who are not staff representatives, and make decisions on matters in relation to the remuneration of the relevant directors;</p> <p>(3) elect and replace shareholder representative supervisors, and make decisions on matters in relation to the remuneration of the relevant supervisors;</p> <p>(4) examine and approve the reports of the Board;</p> <p>(5) examine and approve the reports of the Board of Supervisors;</p> <p>(6) examine and approve the annual financial budgets and final accounting of the Company;</p> <p>(7) examine and approve the profit distribution plan and loss compensation plan of the Company;</p> <p>(8) decide on increasing or reducing the registered capital of the Company;</p> <p>(9) decide on the issuance of corporate bonds or other securities and listing plans;</p> <p>(10) decide on matters such as merger, division, dissolution, liquidation and alteration of corporate form of the Company;</p> <p>(11) consider the amendments to the Articles of Association, as well as the rules of procedures of the general meeting, Board meeting and meeting of the Board of Supervisors;</p> <p>(12) decide on the appointment, dismissal or termination of re-appointment of accounting firm;</p>	<p>Article 6043 The general meeting shall exercise the following functions and powers:</p> <p>(1) decide the operational policy and investment plan of the Company;</p> <p>(21) elect and replace directors who are not staff representatives, and supervisors, and make decisions on matters in relation to the remuneration of the relevant directors and supervisors;</p> <p>(3) elect and replace shareholder representative supervisors, and make decisions on matters in relation to the remuneration of the relevant supervisors;</p> <p>(42) examine and approve the reports of the Board;</p> <p>(53) examine and approve the reports of the Board of Supervisors;</p> <p>(6) examine and approve the annual financial budgets and final accounting of the Company;</p> <p>(74) examine and approve the profit distribution plan and loss compensation plan of the Company;</p> <p>(85) decide on increasing or reducing the registered capital of the Company;</p> <p>(9) decide on the issuance of corporate bonds or other securities and listing plans;</p> <p>(10) decide on matters such as merger, division, dissolution, liquidation and alteration of corporate form of the Company;</p> <p>(11) consider the amendments to the Articles of Association, as well as the rules of procedures of the general meeting, Board meeting and meeting of the Board of Supervisors;</p>

Original provisions	After amendments
<p>(13) consider and approve the motions raised by shareholders holding more than 3% (inclusive) of voting shares of the Company;</p> <p>(14) consider matters relating to the purchases and sales of significant assets with a total assets value or transaction value within one year exceeding 30% of the latest audited total assets of the Company;</p> <p>(15) decide on the guarantee issues as prescribed in Article 61 of the Articles of Association;</p> <p>(16) review and approve the issue of altering the use of raised funds;</p> <p>(17) consider and approve share incentive plans;</p> <p>(18) other matters shall be decided by the general meeting pursuant to the laws, administrative regulations and the Articles of Association;</p> <p>(19) other matters shall be decided by the general meeting as stipulated by the listing rules of the stock exchange where the shares of the Company are listed.</p> <p>The functions and powers of the general meeting mentioned above shall not be delegated to the Board or other body or individual.</p> <p>The general meeting may authorize or delegate the Board to deal with authorized or delegated matters, provided that no violation on mandatory rules under the relevant PRC laws, regulations, regulatory documents and the listing rules of the stock exchange where the shares of the Company are listed, the delegation shall be clear and specific, and shall be made in writing. However, the functions and powers delegated to the general meeting shall not be delegated to the Board.</p>	<p>(129) decide on the appointment, dismissal or termination of re-appointment of accounting firm;</p> <p>(130) consider and approve the motions raised by shareholders holding more than 3% (inclusive) of voting shares of the Company;</p> <p>(141) consider matters relating to the purchases and sales of significant assets with a total assets value or transaction value within one year exceeding 30% of the latest audited total assets of the Company;</p> <p>(152) decide on the guarantee issues as prescribed in Article 6144 of the Articles of Association;</p> <p>(163) review and approve the issue of altering the use of raised funds;</p> <p>(174) consider and approve share incentive plans and the employee stock ownership plan;</p> <p>(185) other matters shall be decided by the general meeting pursuant to the laws, administrative regulations and the Articles of Association;</p> <p>(196) other matters shall be decided by the general meeting as stipulated by the listing rules of the stock exchange where the shares of the Company are listed.</p> <p><i>The general meeting may authorize the Board to resolve on the issuance of corporate bonds. Other than that, t</i>The functions and powers of the general meeting mentioned above shall not be delegated to the Board or other body or individual.</p> <p>The general meeting may authorize or delegate the Board to deal with authorized or delegated matters, provided that no violation on mandatory rules under the relevant PRC laws, regulations, regulatory documents and the listing rules of the stock exchange where the shares of the Company are listed, the delegation shall be clear and specific, and shall be made in writing. However, the functions and powers delegated to the general meeting shall not be delegated to the Board.</p>

Original provisions	After amendments
<p>Article 61 The following external guarantees of the Company must be reviewed and passed by the Board, and then submitted to be reviewed and passed at the general meeting:</p> <p>(1) any subsequent guarantee in addition to the aggregate of all external guarantees provided by the Company or its controlled subsidiary with a total amount equal to or more than 50% of the Company's latest audited net assets;</p> <p>(2) any subsequent guarantee in addition to the aggregate of all external guarantees provided by the Company within 12 consecutive months with a total amount equal to or more than 30% of the Company's latest audited total assets;</p> <p>(3) to provide guarantee to any person or entity with a gearing ratio in excess of 70%;</p> <p>(4) a single guarantee whose amount exceeds 10% of the latest audited net assets;</p> <p>(5) to provide guarantee for shareholders, de facto controllers and their related parties;</p> <p>(6) other situations of guarantees required by laws, regulations and other provisions or by regulatory body to be reviewed and approved by the general meeting.</p> <p>For guarantee matters within the scope of authority of the Board, in addition to being approved by more than half of all directors, they should also be approved by more than two-thirds of directors present at the Board meeting. The guarantee in Item (2) above shall be passed by more than two-thirds of the voting rights held by shareholders present at the general meeting.</p>	<p>Article 61⁴⁴ The following external guarantees of the Company must be reviewed and passed by the Board, and then submitted to be reviewed and passed at the general meeting:</p> <p>(1) any subsequent guarantee in addition to the aggregate of all external guarantees provided by the Company or its controlled subsidiary with a total amount equal to or of more than 50% of the Company's latest audited net assets;</p> <p>(2) any subsequent guarantee in addition to the aggregate of all external guarantees provided by the Company within 12 consecutive months with a total amount equal to or of more than 30% of the Company's latest audited total assets;</p> <p>(3) any guarantee exceeding 30% of the total audited assets of the latest period, calculated on the basis of the amount of guarantee for twelve (12) consecutive months;</p> <p>(34) to provide guarantee to any person or entity with a gearing ratio in excess of 70%;</p> <p>(45) a single guarantee whose amount exceeds 10% of the latest audited net assets;</p> <p>(56) to provide guarantee for shareholders, de facto controllers and their related parties;</p> <p>(67) other situations of guarantees required by laws, regulations and other provisions or by regulatory body to be reviewed and approved by the general meeting.</p>

Original provisions	After amendments
<p>Where the Company provides guarantee for a wholly-owned subsidiary, or provides guarantee for a controlling subsidiary and other shareholders of the controlling subsidiary provide the same proportion of guarantee according to the rights and interests they enjoy, without harming the interests of the Company, the provisions of Items (1), (3) and (4) above may be exempted, except as otherwise provided in the Articles of Association. The Company shall summarize and disclose the aforesaid guarantee in the annual report and interim report.</p>	<p>For guarantee matters within the scope of authority of the Board, in addition to being approved by more than half of all directors, they should also be approved by more than two-thirds of directors present at the Board meeting. The guarantee in Item (23) above shall be passed by more than two-thirds of the voting rights held by shareholders present at the general meeting.</p>
<p>Where the Company provides guarantee for related parties, such guarantee shall be provided based on reasonable business logic. The Company shall disclose it in time after the Board. The Company shall deliberates and approves it, and submit it to the general meeting for approval. If the Company provides guarantee for controlling shareholders, de facto controller and their related parties, the controlling shareholders, de factor controller and their related parties shall provide counter-guarantee.</p>	<p>Where the Company provides guarantee for a wholly-owned subsidiary, or provides guarantee for a controlling subsidiary and other shareholders of the controlling subsidiary provide the same proportion of guarantee according to the rights and interests they enjoy, without harming the interests of the Company, the provisions of Items (1), (3) and (4) and (5) above may be exempted, except as otherwise provided in the Articles of Association. The Company shall summarize and disclose the aforesaid guarantee in the annual report and interim report.</p>
	<p>Where the Company provides guarantee for related parties, such guarantee shall be provided based on reasonable business logic. The Company shall disclose it in time after the Board. The Company shall deliberates and approves it, and submit it to the general meeting for approval. If the Company provides guarantee for controlling shareholders, de facto controller and their related parties, the controlling shareholders, de factor controller and their related parties shall provide counter-guarantee.</p>

Original provisions	After amendments
<p>Article 62</p> <p>.....</p> <p>Subject to the laws and regulations of the place where the Company is listed, the STAR Market Listing Rules and Hong Kong Listing Rules, when considering a related party transaction at a general meeting, the following related party shareholders shall abstain from voting and shall not exercise voting rights on behalf of other shareholders:</p> <p>(1) a counterparty;</p> <p>(2) a person directly or indirectly controls the counterparty;</p> <p>(3) a person directly or indirectly controlled by the counterparty;</p> <p>(4) a person directly or indirectly under common control with the counterparty by the same legal person, other organizations or natural person;</p> <p>(5) a person who holds office in the counterparty or in the legal entity which can directly or indirectly controls the counterparty or is directly or indirectly controlled by the counterparty (applicable if the shareholder is a natural person);</p> <p>(6) a person whose voting rights are restricted or affected as a result of outstanding equity transfer agreement or other agreement with the counterparty or its related party;</p> <p>(7) Shareholders as identified by the CSRC or the stock exchange where the Company's shares are listed, to whom the listed company's interests may be in their favor.</p>	<p>Article 6245</p> <p>.....</p> <p>Subject to the laws and regulations of the place where the Company is listed, the STAR Market Listing Rules and Hong Kong Listing Rules, when considering a related party transaction at a general meeting, the following related party shareholders shall abstain from voting and shall not exercise voting rights on behalf of other shareholders:</p> <p>(1) a counterparty;</p> <p>(2) a person directly or indirectly controls the counterparty;</p> <p>(3) a person directly or indirectly controlled by the counterparty;</p> <p>(4) a person directly or indirectly under common control with the counterparty by the same legal person, other organizations or natural person;</p> <p>(5) a person who holds office in the counterparty or in the legal entity which can directly or indirectly controls the counterparty or is directly or indirectly controlled by the counterparty (applicable if the shareholder is a natural person);</p> <p>(65) a person whose voting rights are restricted or affected as a result of outstanding equity transfer agreement or other agreement with the counterparty or its related party;</p> <p>(6) a person with material interest in the transaction;</p> <p>(7) Shareholders as identified by the CSRC or the stock exchange where the Company's shares are listed, to whom the listed company's interests may be in their favor.</p>
<p>Article 63 The Company shall not, without prior approval by general meeting, enter into a contract to handover all or part of the management of important matters of the Company to a person other than to a director, supervisor, general manager and other senior management.</p>	<p>Deleted</p>

Original provisions	After amendments
<p>Article 64 The general meetings shall include annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year and shall be held within six (6) months from the end of the preceding financial year.</p> <p>Extraordinary general meetings shall be convened when necessary. The Board shall convene an extraordinary general meeting within two (2) months upon the occurrence of any of the following circumstances:</p> <p>(1) the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in the Articles of Association;</p> <p>(2) the losses of the Company that have not been made up reach one-third of the total paid-in share capital of the Company;</p> <p>(3) shareholders who individually or jointly hold more than 10% (inclusive) of the shares of the Company require in writing an extraordinary general meeting to be convened;</p> <p>(4) whenever the Board considers necessary or when the Board of Supervisors proposes a meeting;</p> <p>(5) when at least two independent non-executive directors proposes a meeting;</p> <p>(6) other circumstances prescribed by the laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company’s shares are listed or the Articles of Association.</p> <p>In the event of items (3), (4) and (5) above, the motions proposed by the convening requester shall be included in the agenda of the meeting.</p>	<p>Article 646 The general meetings shall include annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year and shall be held within six (6) months from the end of the preceding financial year.</p> <p>Extraordinary general meetings shall be convened when necessary. The Board shall convene an extraordinary general meeting within two (2) months upon the occurrence of any of the following circumstances:</p> <p>(1) the number of directors is less than the number provided for in the Company Law or less than two-thirds of the number prescribed in the Articles of Association;</p> <p>(2) the losses of the Company that have not been made up reach one-third of the total paid-in share capital of the Company;</p> <p>(3) shareholders who individually or jointly hold more than 10% (inclusive) of the shares of the Company require in writingrequesting an extraordinary general meeting to be convened;</p> <p>(4) whenever the Board considers necessary or when the Board of Supervisors proposes a meeting;</p> <p>(5) when at least two independent non-executive directors proposes a meeting;</p> <p>(65) other circumstances prescribed by the laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the Company’s shares are listed or the Articles of Association.</p> <p>In the event of items (3), and (4) and (5) above, the motions proposed by the convening requester shall be included in the agenda of the meeting.</p>

Original provisions	After amendments
<p>Independent directors shall have the right to propose to the Board for convening extraordinary general meetings. For independent directors’ request to convene extraordinary general meeting, the Board shall give a written feedback agreeing or disagreeing to convene the extraordinary general meeting within ten (10) days upon receiving the proposal in accordance with laws, administrative regulations and provisions hereof. The Board agreeing to convene extraordinary general meeting shall give notice of the meeting within five (5) days after making resolution; The Board disagreeing to convene extraordinary general meeting shall give reasons and make an announcement.</p> <p>.....</p>	<p>Independent directors shall have the right to propose to the Board for convening extraordinary general meetings. <i>If an independent director proposes to the Board to convene an extraordinary general meeting, it must be approved by more than half of all independent directors.</i> For independent directors’ request to convene extraordinary general meeting, the Board shall give a written feedback agreeing or disagreeing to convene the extraordinary general meeting within ten (10) days upon receiving the proposal in accordance with laws, administrative regulations and provisions hereof. The Board agreeing to convene extraordinary general meeting shall give notice of the meeting within five (5) days after making resolution; The Board disagreeing to convene extraordinary general meeting shall give reasons and make an announcement.</p> <p>.....</p>
<p>Article 68 Shareholders requesting the convening of an extraordinary general meeting or a meeting of shareholders of different classes (“class meeting”) shall proceed in accordance with the procedures set forth below:</p> <p>(1) Shareholder(s) individually or jointly holding a total of 10% or more of the shares of the Company carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting the Board to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The Board shall give a written feedback agreeing or disagreeing to convene the extraordinary general meeting or the class meeting within ten (10) days after having received the above-mentioned written request without undue delay. The shareholding referred to above shall be calculated as of the date on which the written request is made by shareholder(s).</p>	<p>Article 686850 Shareholders requesting the convening of an extraordinary general meeting or a meeting of shareholders of different classes (“class meeting”) shall proceed in accordance with the procedures set forth below:</p> <p>(1) Shareholder(s) individually or jointly holding a total of 10% or more of the shares of the Company carrying the right to vote at the meeting sought to be held may sign one or more written requests of identical form and substance requesting the Board to convene an extraordinary general meeting or a class meeting and stating the subject of the meeting. The Board shall give a written feedback agreeing or disagreeing to convene the extraordinary general meeting or the class meeting within ten (10) days after having received the above-mentioned written request without undue delay. The shareholding referred to above shall be calculated as of the date on which the written request is made by shareholder(s).</p>

Original provisions	After amendments
<p>If the Board agrees to convene an extraordinary general meeting or a class meeting, it shall issue the notice of the meeting within five (5) days after its resolutions, and modifications to the original request in the notice shall be approved by relevant shareholders.</p> <p>(2) If the Board disagrees to convening an extraordinary general meeting or a class meeting, or has not provided feedback within ten (10) days after receiving the written request, the shareholder(s) individually or jointly holding a total of 10% or more of the shares carrying the right to vote at the meeting sought shall have the right to propose the convening of an extraordinary general meeting or class meeting to the Board of Supervisors and submit such written request. If the Board of Supervisors agrees to convene an extraordinary general meeting or a class meeting, it shall issue the notice of the meeting within five (5) days after receipt of the request, and modifications to the original request in the notice shall be approved by relevant shareholders.</p> <p>(3) If the Board of Supervisors has not issued the notice of the general meeting within the prescribed time limit, it shall be deemed as the Board of Supervisors not convening and presiding over the general meeting, the shareholder(s) individually or jointly holding a total of 10% or more of the shares carrying the right to vote at the meeting sought for at least 90 consecutive days may convene and preside over the meeting on their own, while the convening procedures shall resemble as far as possible that of a general meeting convened by the Board.</p>	<p>If the Board agrees to convene an extraordinary general meeting or a class meeting, it shall issue the notice of the meeting within five (5) days after its resolutions, and modifications to the original request in the notice shall be approved by relevant shareholders.</p> <p>(2) If the Board disagrees to convening an extraordinary general meeting or a class meeting, or has not provided feedback within ten (10) days after receiving the written request, the shareholder(s) individually or jointly holding a total of 10% or more of the shares carrying the right to vote at the meeting sought shall have the right to propose the convening of an extraordinary general meeting or class meeting to the Board of Supervisors and submit such written request. If the Board of Supervisors agrees to convene an extraordinary general meeting or a class meeting, it shall issue the notice of the meeting within five (5) days after receipt of the request, and modifications to the original request in the notice shall be approved by relevant shareholders.</p> <p>(3) If the Board of Supervisors has not issued the notice of the general meeting within the prescribed time limit, it shall be deemed as the Board of Supervisors not convening and presiding over the general meeting, the shareholder(s) individually or jointly holding a total of 10% or more of the shares carrying the right to vote at the meeting sought for at least 90 consecutive days may convene and preside over the meeting on their own, while the convening procedures shall resemble as far as possible that of a general meeting convened by the Board.</p>

Original provisions	After amendments
<p>Reasonable expenses incurred from the aforesaid case where shareholders convene the meeting by themselves due to the failure of the Board or the Board of Supervisors to convene the meeting shall be borne by the Company, and the same shall be deducted from the payment to those directors who failed to perform their duties.</p>	<p>Reasonable expenses incurred from the aforesaid case where shareholders convene the meeting by themselves due to the failure of the Board or the Board of Supervisors to convene the meeting shall be borne by the Company, and the same shall be deducted from the payment to those directors who failed to perform their duties.</p>
<p>The Board of Supervisors or shareholders deciding to convene a general meeting shall inform the Board in writing and put on record to the Company’s local CSRC agency and the stock exchange. Prior to the announcement on the resolutions of general meeting, the shareholding of the convening shareholders shall not be lower than 10%. The convening shareholders shall submit relevant certificates and materials to the Company’s local CSRC agency and stock exchange at the time of issue of the notice of the general meeting and the announcement on the resolutions of general meeting.</p>	<p>The Board of Supervisors or shareholders deciding to convene a general meeting shall inform the Board in writing and put on record to the Company’s local CSRC agency and the stock exchange. Prior to the announcement on the resolutions of general meeting, the shareholding of the convening shareholders shall not be lower than 10%. The Board of Supervisors or convening shareholders shall submit relevant certificates and materials to the Company’s local CSRC agency and stock exchange at the time of issue of the notice of the general meeting and the announcement on the resolutions of general meeting.</p>
<p>With respect to a general meeting independently convened by the Board of Supervisors or the shareholders, the Board and secretary of the Board shall cooperate accordingly. The Board shall provide the register of shareholders on the date of share registration.</p>	<p>With respect to a general meeting independently convened by the Board of Supervisors or the shareholders, the Board and secretary of the Board shall cooperate accordingly. The Board shall provide the register of shareholders on the date of share registration.</p>
<p>The Company shall bear the costs of the general meeting convened by the Board of Supervisors or shareholders.</p>	<p>The Company shall bear the costs of the general meeting convened by the Board of Supervisors or shareholders.</p>

Original provisions	After amendments
<p>Article 69 At the general meeting convened by the Company, the Board, the Board of Supervisors and shareholder(s) individually or jointly holding at least 3% of the shares of the Company shall have the right to submit new proposals to the Company.</p> <p>Shareholder(s) individually or together holding at least 3% of the Company’s shares shall have the right to propose an extempore proposal ten (10) days prior to the general meeting by submitting the same to the convener in writing.</p> <p>At the annual general meeting convened by the Company, shareholder(s) individually or jointly holding 3% or more of the shares of the Company carrying the right to vote shall have the right to propose motions in writing to the Company. The Company shall place such proposed motions on the agenda of such meeting if they are matters falling within the functions and powers of general meetings.</p> <p>The convener of the general meeting shall issue a supplemental notice of general meeting within two (2) days after receiving the proposed motion to notify other shareholders, and shall place such proposed motions on the agenda of such general meeting if they are matters falling within the functions and powers of general meetings and submit to the general meeting for consideration.</p>	<p><i>Deleted</i></p>
<p>Article 70 When the Company convenes a general meeting, it shall notify each shareholder of the date and place of the meeting and the matters to be considered twenty (20) days before the date of the meeting and fifteen (15) days before the date of an extraordinary general meeting.</p>	<p>Article 7051 When the Company convenes a general meeting, it shall notify each shareholder of the date and place of the meeting and the matters to be considered twentytwenty-one (2021) days before the date of the meeting and fifteen (15) days before the date of an extraordinary general meeting.</p>

Original provisions	After amendments
<p>Notice of general meeting shall be served to any shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of members. Subject to compliance with the laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed, notice of the general meeting may also be given by way of public announcement, including through publishing on the Company's website.</p>	<p>Notice of general meeting shall be served to any shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of members. Subject to compliance with the laws, administrative regulations, the listing rules of the stock exchange where the Company's shares are listed, notice of the general meeting may also be given by way of public announcement, including through publishing on the Company's website.</p>
<p>The "public announcement" referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities supervisory and regulatory authority under the State Council or on the website of the Shanghai Stock Exchange, or on media that meet the requirements of the securities supervisory and regulatory authority under the State Council within twenty (20) days before holding of the general meeting and fifteen (15) days before holding of the extraordinary meeting. All holders of domestic shares shall be deemed as having been notified of the forthcoming general meeting once the announcement is published. The Chinese and English versions of the announcement shall be published on the websites of the Hong Kong Stock Exchange and the Company respectively on the same day, or shall be published in the manner as specified by the Hong Kong Stock Exchange from time to time.</p>	<p>The "public announcement" referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities supervisory and regulatory authority under the State Council or on the website of the Shanghai Stock Exchange, or on media that meet the requirements of the securities supervisory and regulatory authority under the State Council within twentytwenty-one (2021) days before holding of the general meeting and fifteen (15) days before holding of the extraordinary meeting. All holders of domestic shares shall be deemed as having been notified of the forthcoming general meeting once the announcement is published. The Chinese and English versions of the announcement shall be published on the websites of the Hong Kong Stock Exchange and the Company respectively on the same day, or shall be published in the manner as specified by the Hong Kong Stock Exchange from time to time.</p>
<p>Where there are any special provisions in the listing rules of the place where the Company's shares are listed, such provisions shall prevail.</p>	<p>Where there are any special provisions in the listing rules of the place where the Company's shares are listed, such provisions shall prevail.</p>

Original provisions	After amendments
<p>Article 72 Notice of the general meeting shall meet the following requirements:</p> <p>(1) be made in writing;</p> <p>(2) specify the time, venue and date of the meeting;</p> <p>(3) specify the matters to be deliberated at the meeting;</p> <p>(4) provide to the shareholders of the information and explanations as necessary for the shareholders to make sound decisions about the matters to be deliberated. This principle includes, but not limited to, the provision of the specific terms and contract(s), if any, of the proposed transaction(s) and sincere explanations about related causes and effects when the Company proposes merger, repurchase of shares, restructuring of share capital or other restructuring;</p> <p>(5) in the event that any of the directors, supervisors, general manager or other senior management has material interests in matters to be deliberated, the nature and extent of the interests shall be disclosed. If the matters to be deliberated affect any director, supervisor, general manager or other senior management as a shareholder in a manner different from how they affect other shareholders of the same class, the difference shall be explained;</p> <p>(6) contain the full text of any special resolution to be proposed for adoption at the meeting;</p> <p>(7) contain a conspicuous statement indicating that a shareholder who is entitled to attend and vote at the general meeting may appoint one or more proxies to attend and vote at the meeting on his behalf and that such proxies may not necessarily be shareholders of the Company;</p> <p>(8) the record date for the purpose of ascertaining shareholders who are entitled to attend the general meeting;</p>	<p>Article 72⁵³ Notice of the general meeting shall meet the following requirements:</p> <p>(1) be made in writing;</p> <p>(2) specify the time, venue and date of the meeting;</p> <p>(3) specify the matters to be deliberated at the meeting <i>specify matters and proposals to be considered at the meeting;</i></p> <p>(4) provide to the shareholders of the information and explanations as necessary for the shareholders to make sound decisions about the matters to be deliberated. This principle includes, but not limited to, the provision of the specific terms and contract(s), if any, of the proposed transaction(s) and sincere explanations about related causes and effects when the Company proposes merger, repurchase of shares, restructuring of share capital or other restructuring;</p> <p>(5) in the event that any of the directors, supervisors, general manager or other senior management has material interests in matters to be deliberated, the nature and extent of the interests shall be disclosed. If the matters to be deliberated affect any director, supervisor, general manager or other senior management as a shareholder in a manner different from how they affect other shareholders of the same class, the difference shall be explained;</p> <p>(6) contain the full text of any special resolution to be proposed for adoption at the meeting;</p> <p>(74) contain a conspicuous statement indicating that a shareholder who is entitled to attend and vote at the general meeting may appoint one or more proxies to attend and vote at the meeting on his behalf and that such proxies may not necessarily be shareholders of the Company;</p>

Original provisions	After amendments
<p>(9) name and telephone number of the regular contact person;</p> <p>(10) specify delivery time and place of the power of attorney for proxy voting at the meeting.</p> <p>.....</p>	<p>(85) the record date for the purpose of ascertaining shareholders who are entitled to attend the general meeting;</p> <p>(96) name and telephone number of the regular contact person;</p> <p>(107) specify <i>delivery time and place of the power of attorney for proxy voting at the meeting</i> voting time and procedures for votes on-line or through other means.</p> <p>.....</p>
<p>Article 75 All shareholders (or their proxies) whose names appeared in the register of shareholders the Company at the record date are entitled to attend the general meeting and exercise their voting rights in accordance with the laws, regulations and the Articles of Association. The Company and the convener shall not reject for any reason.</p> <p>Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one (1) or more persons (who may not be a shareholder) as his proxy(ies) to attend and vote on his behalf. Such proxy(ies) may exercise the following rights as authorized by the shareholder:</p> <p>(1) the shareholder’s right to speak at the general meeting;</p> <p>(2) the right to demand by himself or jointly with others, to make a resolution by voting;</p> <p>(3) the right to vote may be exercised by poll.</p>	<p>Article 7556 All shareholders (or their proxies) whose names appeared in the register of shareholders the Company at the record date are entitled to attend the general meeting and exercise their voting rights in accordance with the laws, regulations and the Articles of Association. The Company and the convener shall not reject for any reason.</p> <p>Any shareholder entitled to attend and vote at a general meeting shall have the right to appoint one (1) or more persons (who may not be a shareholder) as his proxy(ies) to attend and vote on his behalf. Such proxy(ies) may exercise the following rights as authorized by the shareholder:</p> <p>(1) the shareholder’s right to speak at the general meeting;</p> <p>(2) the right to demand by himself or jointly with others, to make a resolution by voting;</p> <p>(3) the right to vote may be exercised by poll.</p>

Original provisions	After amendments
<p>Article 77 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of the meeting 24 hours before the convening of the relevant meeting at which the proxy is authorized to vote or 24 hours before the time designated for voting. If the instrument is signed by another person authorized by the entrusting party, the power of attorney or other documents authorizing the signatory shall be notarized. The power of attorney or other authorization documents notarized shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or such other place as specified in the notice of the meeting.</p> <p>If the entrusting party is a legal entity, its legal representative or any representative authorized by its board of directors as resolved or by other decision-making body shall attend the general meeting of the Company on its behalf.</p> <p>If a shareholder is a recognized clearing house or its agent, it may authorize one or more proxy(ies) as it thinks fit to act as its proxy(ies) at any general meeting or any class meeting. However, if more than one (1) proxy is appointed, the power of attorney shall specify the number and class of shares represented by each of such persons under the authorization, and signed by authorized persons of recognized clearing house. Such authorized persons may attend meeting on behalf of the recognized clearing house or its agent (without presentation of evidence of its shareholding, notarized authorization and/or any further proof demonstrating the duly granting of the same) and exercise the right of the recognized clearing house or its agent, as if they were individual shareholders of the Company.</p>	<p>Article 7758 The instrument appointing a voting proxy shall be placed at the domicile of the Company or at such other places as specified in the notice of the meeting 24 hours before the convening of the relevant meeting at which the proxy is authorized to vote or 24 hours before the time designated for voting. If the instrument is signed by another person authorized by the entrusting party, the power of attorney or other documents authorizing the signatory shall be notarized. The power of attorney or other authorization documents notarized shall be placed together with the instrument appointing the voting proxy at the domicile of the Company or such other place as specified in the notice of the meeting.</p> <p>If the entrusting party is a legal entity, its legal representative or any representative authorized by its board of directors as resolved or by other decision-making body shall attend the general meeting of the Company on its behalf.</p> <p>If a shareholder is a recognized clearing house or its agent, it may authorize one or more proxy(ies) as it thinks fit to act as its proxy(ies) any representative or Company representative at any general meeting or any class meeting. However, if more than one (1) proxy is appointed, the power of attorney shall specify the number and class of shares represented by each of such persons under the authorization, and signed by authorized persons of recognized clearing house. Such authorized persons may attend meeting on behalf of the recognized clearing house or its agent (without presentation of evidence of its shareholding, notarized authorization and/or any further proof demonstrating the duly granting of the same) and exercise the right of the recognized clearing house or its agent, as if they were individual shareholders of the Company.</p>

Original provisions	After amendments
<p>Article 85 Resolutions of the general meetings include ordinary resolutions and special resolutions.</p> <p>An ordinary resolution at a general meeting shall be passed by exceeding half of the voting rights held by shareholders (including their proxies) present at the general meeting.</p> <p>A special resolution at a general meeting shall be passed by more than two-thirds of the voting rights held by shareholders (including their proxies) present at the general meeting.</p>	<p>Article 8566 Resolutions of the general meetings include ordinary resolutions and special resolutions.</p> <p>An ordinary resolution at a general meeting shall be passed by exceeding half of the voting rights held by shareholders (including their proxies) present at the general meeting.</p> <p>A special resolution at a general meeting shall be passed by more than two-thirds of the voting rights held by shareholders (including their proxies) present at the general meeting.</p>
<p>Article 86</p> <p>When soliciting rights of shareholders in accordance with requirements set out in the paragraph above, the soliciting party shall disclose relevant documents, and the Company shall cooperate in this regard. It is prohibited to publicly solicit shareholders’ rights by means of compensation or compensation in disguised form. The Company shall not impose minimum shareholding restrictions on soliciting the voting right. Where any acts on publicly soliciting rights of shareholders in violation of laws, administrative regulations or relevant requirements specified by CSRC, resulting in losses of the Company or other shareholders, relevant party shall be liable for compensation in accordance with laws.</p> <p>.....</p>	<p>Article 8667</p> <p>When soliciting rights of shareholders in accordance with requirements set out in the paragraph above, the soliciting party shall disclose relevant documents, and the Company shall cooperate in this regard. It is prohibited to publicly solicit shareholders’ rights by means of compensation or compensation in disguised form. <i>Except for statutory conditions,</i> tThe Company shall not impose minimum shareholding restrictions on soliciting the voting right. Where any acts on publicly soliciting rights of shareholders in violation of laws, administrative regulations or relevant requirements specified by CSRC, resulting in losses of the Company or other shareholders, relevant party shall be liable for compensation in accordance with laws.</p> <p>.....</p>
<p>Article 88 A poll demanded on the election of the chairman of the meeting or on the adjournment of the meeting shall be taken forthwith. A poll demanded on any other issues shall be taken at such time as the chairman of the meeting may decide, and any matter other than that upon which a poll has been demanded may be proceeded with. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
Article 89 When a poll is taken at a meeting, a shareholder (including his proxy) entitled to two (2) or more votes need not cast all his votes in the same way.	<i>Deleted</i>
Article 90 When the number of votes for and against a resolution is equal, the chairman of the meeting shall have a casting vote.	<i>Deleted</i>
<p>Article 91 The following matters shall be resolved by way of ordinary resolutions at a general meeting:</p> <p>(1) work reports of the Board and the Board of Supervisors;</p> <p>(2) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(3) appointment or dismissal of the members of the Board and the members of the Board of Supervisors (other than employee representative supervisors), their remuneration and payment methods thereof;</p> <p>(4) annual reports, annual budgets and final accounts, balance sheets, income statements and other financial statements of the Company;</p> <p>(5) engagement or dismissal of accounting firm;</p> <p>(6) matters other than those required by the laws and administrative regulations or by the Articles of Association to be passed by way of special resolutions.</p>	<p>Article 9169 The following matters shall be resolved by way of ordinary resolutions at a general meeting:</p> <p>(1) work reports of the Board and the Board of Supervisors;</p> <p>(2) profit distribution plans and loss recovery plans formulated by the Board;</p> <p>(3) appointment or dismissal of the members of the Board and the members of the Board of Supervisors—(other than employee representative supervisors), their remuneration and payment methods thereof;</p> <p>(4) annual reports,annual budgets and final accounts, balance sheets, income statements and other financial statements—of the Company;</p> <p>(5) engagement or dismissal of accounting firm;</p> <p>(6) matters other than those required by the laws and administrative regulations or by the Articles of Association to be passed by way of special resolutions.</p>
<p>Article 92 The following matters shall be resolved by way of special resolutions at a general meeting:</p> <p>(1) increase or reduction in the share capital and the issue of shares of any class, stock warrants or other similar securities of the Company;</p> <p>(2) issuance of corporate bonds of the Company;</p> <p>(3) division, merger, dissolution and liquidation of the Company;</p> <p>(4) change in the form of the Company;</p>	<p>Article 9270 The following matters shall be resolved by way of special resolutions at a general meeting:</p> <p>(1) increase or reduction in the share capital and the issue of shares of any class, stock warrants or other similar securities of the Company;</p> <p>(2) issuance of corporate bonds of the Company;</p> <p>(3) division, <i>spin-off</i>, merger, dissolution and liquidation of the Company;</p> <p>(4) change in the form of the Company;</p>

Original provisions	After amendments
<p>(5) any purchase or disposal of substantial assets made or guarantee provided by the Company within one (1) year, with an amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(6) amendments to the Articles of Association;</p> <p>(7) approval to the guarantees as stipulated in Article 61 of the Articles of Association;</p> <p>(8) approval to and implementation of share incentive schemes;</p> <p>(9) adjustment to the profit distribution plan and loss recovery plan of the Company;</p> <p>(10) any other matters as required by the laws, administrative regulations or the Articles of Association, and those considered by shareholders and resolved by way of an ordinary resolution at general meetings, to be of a nature which may have a material impact on the Company and shall be adopted by special resolutions;</p> <p>(11) other matters required by the listing rules of the stock exchange where the Company's shares are listed to be passed by way of special resolutions.</p> <p>All directors, supervisors, and the secretary to the Board of the Company shall attend the general meeting, whereas the general manager and other senior management shall be present at the meeting. Except for relating to trade secrets of the Company that shall not be disclosed, the directors, supervisors, general manager and other members of senior management shall make replies or explanations to the inquiries of shareholders at the general meeting.</p>	<p>(5) any purchase or disposal of substantial assets made or guarantee provided by the Company within one (1) year, with an amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(6) amendments to the Articles of Association;</p> <p>(7) approval to the guarantees as stipulated in Article 61 of the Articles of Association <i>that requires a special resolution</i>;</p> <p>(8) approval to and implementation of share incentive schemes;</p> <p>(9) adjustment to the profit distribution plan and loss recovery plan of the Company;</p> <p>(10) any other matters as required by the laws, administrative regulations or the Articles of Association, and those considered by shareholders and resolved by way of an ordinary resolution at general meetings, to be of a nature which may have a material impact on the Company and shall be adopted by special resolutions;</p> <p>(11) other matters required by the listing rules of the stock exchange where the Company's shares are listed to be passed by way of special resolutions.</p> <p>All directors, supervisors, and the secretary to the Board of the Company shall attend the general meeting, whereas the general manager and other senior management shall be present at the meeting. Except for relating to trade secrets of the Company that shall not be disclosed, the directors, supervisors, general manager and other members of senior management shall make replies or explanations to the inquiries of shareholders at the general meeting.</p>

Original provisions	After amendments
<p>Article 93 When a related party transaction is considered at a general meeting, the related shareholders shall abstain from voting. The voting shares represented by such shareholders shall not be counted in the total number of voting shares. Poll results announcement of a general meeting shall fully disclose the voting of unrelated shareholders. When voting on the matters related to related party transactions, the unrelated shareholders present at the general meeting shall vote in a manner as required by Article 85 of the Articles of Association after deducting the number of shares with voting rights of the related shareholders.</p>	<p>Article 9371 When a related party transaction is considered at a general meeting, the related shareholders shall abstain from voting. The voting shares represented by such shareholders shall not be counted in the total number of voting shares. Poll results announcement of a general meeting shall fully disclose the voting of unrelated shareholders. When voting on the matters related to related party transactions, the unrelated shareholders present at the general meeting shall vote in a manner as required by Article 8566 of the Articles of Association after deducting the number of shares with voting rights of the related shareholders.</p>
<p>Article 94 Where the legality and validity of the general meeting is ensured, the Company shall make the attendance convenient for the shareholders through various methods and means, including a priority to on-line voting platform or other modern information technology means.</p> <p>End time of on-site voting at the general meeting shall not be earlier than on-line or other voting methods; the chairman of the meeting shall announce the voting result of each proposal, and announce whether the proposal is adopted based on the voting results.</p> <p>Prior to the formal announcement of the voting results, parties, including the Company, vote counter, scrutineer, major shareholders and Internet service supplier, involved in the general meeting in on-site, online and other forms shall bear confidential obligations to the voting.</p>	<p>Article 9472 Where the legality and validity of the general meeting is ensured, the Company shall make the attendance convenient for the shareholders through various methods and means, including a priority to on-line voting platform or other modern information technology means.</p> <p>End time of on-site voting at the general meeting shall not be earlier than on-line or other voting methods; the chairman of the meeting shall announce the voting result of each proposal, and announce whether the proposal is adopted based on the voting results.</p> <p>Prior to the formal announcement of the voting results, parties, including the Company, vote counter, scrutineer, major shareholders and Internet service supplier, involved in the general meeting in on-site, online and other forms shall bear confidential obligations to the voting.</p>

Original provisions	After amendments
<p>Article 96</p> <p>Prior to the voting on the proposal at the general meeting, two shareholders shall be elected to participate in vote calculation and scrutineer. If the shareholders are interested in the matters to be considered, the relevant shareholders and their proxies shall not participate in the counting of votes and scrutineering.</p> <p>.....</p>	<p>Article 96 9674</p> <p>Prior to the voting on the proposal at the general meeting, two shareholders shall be elected to participate in vote calculation and scrutineer. If the shareholders are <i>interested in related parties to</i> the matters to be considered, the relevant shareholders and their proxies shall not participate in the counting of votes and scrutineering.</p> <p>.....</p>
<p>Article 97 The chairman of the meeting shall be responsible for determining whether a resolution has been passed based on the poll result at the general meeting. Such determination shall be final and conclusive, and the poll results shall be announced at the meeting and recorded in the minutes.</p>	<p><i>Deleted</i></p>
<p>Article 103 Shareholders may examine the photocopies of the minutes of meetings during the Company’s office hours free of charge. If any shareholder demands from the Company photocopies of relevant minutes of meetings, the Company shall send such photocopies within seven (7) days after verifying his capacity as a shareholder and receiving payment of reasonable charges.</p>	<p><i>Deleted</i></p>
<p>Chapter 9 Special Voting Procedures for Class Shareholders</p>	<p><i>Deleted</i></p>
<p>Article 117 The Company shall consist of independent non-executive directors. Save as stipulated otherwise in this section, the requirement of a director’s qualification and duties under Chapter 14 of the Articles of Association is applicable to independent non-executive directors. The independent directors shall not concurrently hold other positions in the Company other than committee members of the Board.</p>	<p>Article H785 H785 The Company shall consist of independent non-executive directors. Save as stipulated otherwise in this section, the requirement of a director’s qualification and duties under Chapter 14 142 of the Articles of Association is applicable to independent non-executive directors. The independent directors shall not concurrently hold other positions in the Company other than committee members of the Board.</p>

Original provisions	After amendments
<p>Article 119 The Company shall set up a board of directors which shall be responsible to the general meeting. The Board shall consist of 9-15 directors and independent non-executive directors shall represent at least one-third of the total number of directors.</p> <p>The Board shall consist of one (1) chairman. The chairman shall be elected or dismissed by exceeding half of all directors. Every term of the chairman is three (3) years. Upon the expiration of the term, the chairman shall be eligible for re-election and re-appointment.</p> <p>A director is not required to hold any shares in the Company.</p> <p>The number of chairman or executive directors of the controlling shareholder concurrently holding the office of the chairman or executive directors of the Company shall not exceed two (2).</p>	<p>Article 1197 The Company shall set up a board of directors which shall be responsible to the general meeting. The Board shall consist of 9-15 directors <i>at least 3 persons</i> and independent non-executive directors shall represent at least one-third of the total number of directors.</p> <p>The Board shall consist of one (1) chairman. The chairman shall be elected or dismissed by exceeding half of all directors. Every term of the chairman is three (3) years. Upon the expiration of the term, the chairman shall be eligible for re-election and re-appointment.</p> <p>A director is not required to hold any shares in the Company.</p> <p>The number of chairman or executive directors of the controlling shareholder concurrently holding the office of the chairman or executive directors of the Company shall not exceed two (2).</p>
<p>Article 120 The Board shall exercise the following functions and powers:</p> <p>(1) to be responsible for convening general meetings, propose at general meetings to pass the relevant matters and report its work at the general meetings;</p> <p>(2) to implement resolutions of the general meetings;</p> <p>(3) to decide on the Company’s business plans and investment programs;</p> <p>(4) to formulate the annual financial budgets and final accounts of the Company;</p> <p>(5) to formulate the Company’s profit distribution plans and plans on making up losses;</p>	<p>Article 12088 The Board shall exercise the following functions and powers:</p> <p>(1) to be responsible for convening general meetings, propose at general meetings to pass the relevant matters and report its work at the general meetings;</p> <p>(2) to implement resolutions of the general meetings;</p> <p>(3) to decide on the Company’s business plans and investment programs;</p> <p>(4) to formulate the annual financial budgets and final accounts of the Company;</p> <p>(5) to formulate the Company’s profit distribution plans and plans on making up losses;</p>

Original provisions	After amendments
<p>(6) to formulate proposals for the Company to increase or decrease its registered capital, issue corporate bonds or other securities and pursue any listing thereof, or issue a certain number of domestic shares to specific investors according to the authorization of the general meeting;</p> <p>(7) to formulate plans for the Company's substantial acquisitions or disposals and repurchase of shares of the Company, or merger, division, dissolution and alteration of corporate form of the Company;</p> <p>(8) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, charge of assets, external guarantees, wealth management entrustment and related party transactions;</p> <p>(9) to decide on establishment of internal management organizations of the Company;</p> <p>(10) to appoint or dismiss general manager and secretary to the Board, and to decide on their remunerations, to appoint or dismiss vice general manager(s), the chief financial officer and other senior management in accordance with the nominations by general manager, and to decide on their remunerations and others;</p> <p>(11) to decide on the plans such as alteration of corporate form, division, restructuring or dissolution of the Company's wholly-owned subsidiaries and associated companies;</p> <p>(12) to formulate the basic management system of the Company, to determine the salary, benefits, rewards and punishments policies and programs of the Company's employees;</p> <p>(13) to formulate proposals to amend the Articles of Association;</p> <p>(14) to formulate proposals of the equity incentive scheme of the Company;</p>	<p>(6) to formulate proposals for the Company to increase or decrease its registered capital, issue corporate bonds or other securities and pursue any listing thereof, or issue a certain number of domestic shares to specific investors according to the authorization of the general meeting;</p> <p>(7) to formulate plans for the Company's substantial acquisitions or disposals and repurchase of shares of the Company, or merger, division, dissolution and alteration of corporate form of the Company;</p> <p>(8) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, charge of assets, external guarantees, wealth management entrustment, and related party transactions and donations;</p> <p>(9) to decide on establishment of internal management organizations of the Company;</p> <p>(10) to appoint or dismiss general manager and secretary to the Board, and to decide on their remunerations, to appoint or dismiss vice general manager(s), the chief financial officer and other senior management in accordance with the nominations by general manager, and to decide on their remunerations and others;</p> <p>(11) to decide on the plans such as alteration of corporate form, division, restructuring or dissolution of the Company's wholly-owned subsidiaries and associated companies;</p> <p>(12) to formulate the basic management system of the Company, to determine the salary, benefits, rewards and punishments policies and programs of the Company's employees;</p> <p>(13) to formulate proposals to amend the Articles of Association;</p> <p>(14) to formulate proposals of the equity incentive scheme of the Company;</p>

Original provisions	After amendments
<p>(15) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;</p> <p>(16) to propose at the general meeting the appointment, re-appointment or dismissal of the accounting firms which provide audit services to the Company;</p> <p>(17) to listen to work reports submitted by the general manager and review his work;</p> <p>(18) to decide on other major affairs and administrative matters of the Company, to sign other material agreements, save and except for matters to be approved at the general meetings as required by the Company Law and the Articles of Association;</p> <p>(19) to manage information disclosure of the Company;</p> <p>(20) other powers and duties authorized by the Articles of Association or general meetings;</p> <p>(21) other matters as required by the PRC laws and regulations.</p> <p>Except for the Board resolutions in respect of the matters specified in paragraphs (6) and (13) which shall be passed by more than two-thirds of the directors, the Board resolutions in respect of all other matters set out in the preceding paragraph may be passed by more than half of the directors.</p>	<p>(15) to decide on the establishment of special committees under the Board and to appoint or remove its person-in-charge;</p> <p>(16) to propose at the general meeting the appointment, re-appointment or dismissal of the accounting firms which provide audit services to the Company;</p> <p>(17) to listen to work reports submitted by the general manager and review his work;</p> <p>(18) to decide on other major affairs and administrative matters of the Company, to sign other material agreements, save and except for matters to be approved at the general meetings as required by the Company Law and the Articles of Association;</p> <p>(19) to manage information disclosure of the Company;</p> <p>(20) other powers and duties authorized by the Articles of Association or general meetings;</p> <p>(21) other matters as required by the PRC laws and regulations.</p> <p>Except for the Board resolutions in respect of the matters specified in paragraphs (6) and (13) which shall be passed by more than two-thirds of the directors, the Board resolutions in respect of all other matters set out in the preceding paragraph may be passed by more than half of the directors.</p>

Original provisions	After amendments
<p>The Board may establish certain special committees such as a strategic committee, an audit committee, a remuneration and assessment committee and a nomination committee as needed, to assist the Board to exercise its duties and powers or provide advice or consultation for the Board in respect of its decisions under the leadership of the Board. The composition of and the rules of procedures for such committees shall be decided by the Board separately. The special committees shall be responsible to the Board, and perform their duties according to the Articles of Association and the authorization granted by the Board. The proposals shall be submitted to the Board for consideration and approval. All members of the special committees are composed of directors, among which the number of independent directors shall be the majority of the audit committee, nomination committee and remuneration and assessment committee, and they shall act as the chairman of the committees. The chairman of the audit committee shall be an accounting professional.</p> <p>The Board shall provide explanation for non-standard audit opinions on the financial reports of the Company given by certified public accountants at the general meeting.</p>	<p>The Board may establish certain special committees such as a strategic committee, an audit committee, a remuneration and assessment committee and a nomination committee as needed, to assist the Board to exercise its duties and powers or provide advice or consultation for the Board in respect of its decisions under the leadership of the Board. The composition of and the rules of procedures for such committees shall be decided by the Board separately. The special committees shall be responsible to the Board, and perform their duties according to the Articles of Association and the authorization granted by the Board. The proposals shall be submitted to the Board for consideration and approval. All members of the special committees are composed of directors, among which the number of independent directors shall be the majority of the audit committee, nomination committee and remuneration and assessment committee, and they shall act as the chairman of the committees. The chairman <i>members</i> of the audit committee shall be <i>directors who are not senior management of the company, and the chairman shall be an independent non-executive director who is</i> an accounting professional.</p> <p>The Board shall provide explanation for non-standard audit opinions on the financial reports of the Company given by certified public accountants at the general meeting.</p>

Original provisions	After amendments
<p>Article 122 In cases where the expected value of fixed assets proposed for disposal by the Board, when aggregated with value of fixed assets already disposed of within four (4) months before the proposed disposal, exceeds 33% of the fixed assets value set out in the latest balance sheet recently considered at the general meeting, the Board shall not dispose of or consent to dispose of such fixed assets without prior approval at the general meeting.</p> <p>The term “fixed assets disposal” referred to in this Article refers to transferring certain interests in assets, but excludes provision of guarantees by way of fixed assets.</p> <p>The validity of transactions regarding fixed assets disposal by the Company shall not be affected due to a breach of the first paragraph of this Article.</p> <p>When the Board makes a decision on market development, merger and acquisition, investment in new sections and other aspects, for projects involving investment or acquisition or merger amounting to more than 10% of total assets of the Company, an independent consulting agency shall be engaged to provide professional opinions, which shall be regarded as an important basis for the Board to make decision.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>Article 123 The powers of the Board in respect of external investment, acquisition and disposal of assets, charge of assets, external guarantees, wealth management entrustment and related party transactions include:</p> <p>(1) The total assets involved in the transaction (the greater one will prevail in case of both book value and assessed value are available) amounts to more than 10% of the latest audited total assets of the Company;</p> <p>(2) The transaction amount amounts to more than 10% of the Company's market value;</p> <p>(3) The net assets of the subject matter of the transaction (such as equity rights) amounts to more than 10% of the Company's market value;</p> <p>(4) The operation revenue of the subject matter of the transaction (such as equity rights) in the latest accounting year amounts to more than 10% of the audited operation revenue of the Company in the latest accounting year, and exceeds RMB10 million;</p> <p>(5) The profit from the transaction amounts to more than 10% of the audited net profit in the latest accounting year of the Company and exceeds RMB1 million;</p> <p>(6) The net profit in connection with the subject matter of the transaction (such as equity rights) in the latest accounting year amount to more than 10% of the audited net profit in the latest accounting year of the Company and exceeds RMB1 million.</p> <p>The net profit index in the above criteria can be exempted from application before the Company realizes profits.</p>	<p>Article 123⁹⁰ <i>Company transactions (other than the provision of guarantees) shall be submitted to the Board for consideration if they meet one of the following criteria:</i>The powers of the Board in respect of external investment, acquisition and disposal of assets, charge of assets, external guarantees, wealth management entrustment and related party transactions include:</p> <p>(1) The total assets involved in the transaction (the greater one will prevail in case of both book value and assessed value are available) amounts to more than 10% of the latest audited total assets of the Company;</p> <p>(2) The transaction amount amounts to more than 10% of the Company's market value;</p> <p>(3) The net assets of the subject matter of the transaction (such as equity rights) amounts to more than 10% of the Company's market value;</p> <p>(4) The operation revenue of the subject matter of the transaction (such as equity rights) in the latest accounting year amounts to more than 10% of the audited operation revenue of the Company in the latest accounting year, and exceeds RMB10 million;</p> <p>(5) The profit from the transaction amounts to more than 10% of the audited net profit in the latest accounting year of the Company and exceeds RMB1 million;</p> <p>(6) The net profit in connection with the subject matter of the transaction (such as equity rights) in the latest accounting year amount to more than 10% of the audited net profit in the latest accounting year of the Company and exceeds RMB1 million.</p>

Original provisions	After amendments
<p>The Board is authorized at the general meeting to consider and approve the above matters within the scope of authority. The matters exceeding the scope of authority shall be submitted at the general meeting for consideration and approval. Where the Company violates the power of approval or procedures of consideration in relation to external guarantee, shareholders and supervisors shall have the right to demand the relevant responsible persons to bear their legal responsibility.</p> <p>The Board shall clarify authorities with respect to external investment, acquisition and sale of assets, charge of assets, external guarantee, wealth management entrustment and related transaction, and establish strict examination and decision-making procedures. Major investment projects shall be assessed by relevant experts and professionals and submitted at the general meeting for consideration and approval.</p> <p>Where the Board of the Company may, according to the principle of prudent authorization, authorize the chairman to exercise part of the functions and powers of the Board during its closing period, the authorization shall be clear and specific and in the form of writing. Major matters of the Company as stipulated in the Company Law and other relevant laws, administrative regulations, departmental rules or the Articles of Association shall be decided by the Board collectively, and the statutory functions and powers of the Board shall not be exercised by the chairman or general manager.</p>	<p>The net profit index in the above criteria can be exempted from application before the Company realizes profits.</p> <p>The Board is authorized at the general meeting to consider and approve the above matters within the scope of authority. The matters exceeding the scope of authority shall be submitted at the general meeting for consideration and approval. Where the Company violates the power of approval or procedures of consideration in relation to external guarantee, shareholders and supervisors shall have the right to demand the relevant responsible persons to bear their legal responsibility.</p> <p>The Board shall clarify authorities with respect to external investment, acquisition and sale of assets, charge of assets, external guarantee, wealth management entrustment and related transaction, <i>donations, etc.</i> and establish strict examination and decision-making procedures. Major investment projects shall be assessed by relevant experts and professionals and submitted at the general meeting for consideration and approval.</p> <p>Where the Board of the Company may, according to the principle of prudent authorization, authorize the chairman to exercise part of the functions and powers of the Board during its closing period, the authorization shall be clear and specific and in the form of writing. Major matters of the Company as stipulated in the Company Law and other relevant laws, administrative regulations, departmental rules or the Articles of Association shall be decided by the Board collectively, and the statutory functions and powers of the Board shall not be exercised by the chairman or general manager.</p>

Original provisions	After amendments
<p>Article 124 The chairman of the Board shall exercise the following functions and powers:</p> <p>(1) to preside over general meetings and to convene and preside over Board meetings;</p> <p>(2) to check the implementation of resolutions of the Board;</p> <p>(3) to sign securities issued by the Company;</p> <p>(4) to establish the systems necessary for the operation of the Board, and coordinate its operation;</p> <p>(5) to ensure the Company formulates sound corporate governance practices and procedures;</p> <p>(6) to represent the Company in signing important legally binding documents with third parties;</p> <p>(7) to decide on matters concerning external investment that do not meet the standards set forth in Article 123 of these Articles of Association;</p> <p>(8) to put forward a name list of the proposed candidates for the Company's vice chairman, general manager and secretary to the Board;</p> <p>(9) to supervise and check on the work of special committees;</p> <p>(10) to listen to regular and non-regular work reports from the Company's senior management, and to provide the Board with steering comments on the implementation of Board resolutions;</p> <p>(11) to at least annually hold one meeting with the non-executive directors (including independent non-executive directors) without the executive director present;</p> <p>(12) in an emergency situation where the occurrence of force majeure and major emergency events and the Board is unable to convene a meeting in due course, to exercise a special right to deal with the Company's affairs in compliance with the laws and in the Company's interests, and to report the same to the Board thereafter;</p>	<p>Article 12491 The chairman of the Board shall exercise the following functions and powers:</p> <p>(1) to preside over general meetings and to convene and preside over Board meetings;</p> <p>(2) to <i>supervise and</i> check the implementation of resolutions of the Board;</p> <p>(3) to sign securities issued by the Company;</p> <p>(4) to establish the systems necessary for the operation of the Board, and coordinate its operation;</p> <p>(5) to ensure the Company formulates sound corporate governance practices and procedures;</p> <p>(6) to represent the Company in signing important legally binding documents with third parties;</p> <p>(7) to decide on matters concerning external investment that do not meet the standards set forth in Article 12390 of these Articles of Association;</p> <p>(8) to put forward a name list of the proposed candidates for the Company's vice chairman, general manager and secretary to the Board;</p> <p>(9) to supervise and check on the work of special committees;</p> <p>(10) to listen to regular and non-regular work reports from the Company's senior management, and to provide the Board with steering comments on the implementation of Board resolutions;</p> <p>(11) to at least annually hold one meeting with the non-executive directors (including independent non-executive directors) without the executive director present;</p> <p>(12) in an emergency situation where the occurrence of force majeure and major emergency events and the Board is unable to convene a meeting in due course, to exercise a special right to deal with the Company's affairs in compliance with the laws and in the Company's interests, and to report the same to the Board thereafter;</p>

Original provisions	After amendments
<p>(13) other functions and powers conferred by the laws and regulations, the STAR Market Listing Rules, the Hong Kong Listing Rules, the Articles of Association or the Board resolutions.</p> <p>The vice chairman (if any) shall assist the chairman. When the chairman is unable to perform his duties, the vice chairman (if any) shall perform such duties. When the vice chairman (if any) is also unable to perform his duties, a director shall be elected jointly by more than half of the directors to perform such duties.</p> <p>The Board may, if necessary, authorize the chairman to perform part of the duties of the Board when it is in recess.</p>	<p>(13) other functions and powers conferred by the laws and regulations, the STAR Market Listing Rules, the Hong Kong Listing Rules, the Articles of Association or the Board resolutions.</p> <p>The vice chairman (if any) shall assist the chairman. When the chairman is unable to perform his duties, the vice chairman (if any) shall perform such duties. When the vice chairman (if any) is also unable to perform his duties, a director shall be elected jointly by more than half of the directors to perform such duties.</p> <p><i>The Board may, if necessary, authorize the chairman to perform part of the duties of the Board when it is in recess.</i></p>
<p>Article 125 Meetings of the Board shall be held at least two (2) times a year. Meetings shall be convened by the chairman of the Board.</p> <p>The chairman shall convene an extraordinary meeting within 10 days after receiving the proposal under the following circumstances:</p> <p>(1) proposed by shareholders representing at least one tenth of the voting right;</p> <p>(2) proposed jointly by at least one-third of the directors;</p> <p>(3) proposed by at least two independent non-executive directors;</p> <p>(4) proposed by the Board of Supervisors;</p> <p>(5) proposed by the general manager in case of emergency.</p> <p>The chairman may decide to convene an extraordinary meeting if it is necessary as deemed by the chairman.</p>	<p>Article 125⁹² Meetings of the Board shall be held at least two^{four} (2⁴²) times a year, at <i>approximately quarterly intervals</i>. Meetings shall be convened by the chairman of the Board.</p> <p>The chairman shall convene an extraordinary meeting within 10 days after receiving the proposal under the following circumstances:</p> <p>(1) proposed by shareholders representing at least one tenth of the voting right;</p> <p>(2) proposed jointly by at least one-third of the directors;</p> <p>(3) proposed by at least two <i>the majority of</i> independent non-executive directors;</p> <p>(4) proposed by the Board of Supervisors;</p> <p>(5) proposed by the general manager in case of emergency.</p> <p>The chairman may decide to convene an extraordinary meeting if it is necessary as deemed by the chairman.</p>

Original provisions	After amendments
<p>Article 129 The Board meetings shall be held only if more than half of the directors are present.</p> <p>Each director shall have one vote. Exceeding half of the votes of all directors is required for passing of a Board resolution, except as otherwise provided in the laws, administrative regulations and the Articles of Association.</p> <p>Where the number of votes cast for and against a resolution is equal, the chairman shall have a casting vote.</p> <p>When a director and an enterprise involved in a resolution at a Board meeting have a related party relationship, such director shall not exercise his voting rights on such resolution or exercise any voting rights on behalf of other directors. The meeting may be held if more than a half of the unrelated directors present at the meeting. The resolutions of the Board meeting shall be passed by more than a half of the unrelated directors. If less than three (3) unrelated directors attend the Board meeting, such matter shall be put forward to the general meeting of the Company for consideration and approval.</p> <p>Subject to such exceptions stipulated in the STAR Market Listing Rules, the Hong Kong Listing Rules or approved by the Hong Kong Stock Exchange, a director shall not vote on any Board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates (as defined in the Hong Kong Listing Rules) has a material interest nor shall he be counted in the quorum present at the meeting.</p>	<p>Article 12996 The Board meetings shall be held only if more than half of the directors are present.</p> <p>Each director shall have one vote. Exceeding half of the votes of all directors is required for passing of a Board resolution, except as otherwise provided in the laws, administrative regulations and the Articles of Association.</p> <p>Where the number of votes cast for and against a resolution is equal, the chairman shall have a casting vote.</p> <p>When a director and an enterprise <i>or individual</i> involved in a resolution at a Board meeting have a related party relationship, such director <i>shall promptly submit a written report to the Board. The director with a related party relationship</i> shall not exercise his voting rights on such resolution or exercise any voting rights on behalf of other directors. The meeting may be held if more than a half of the unrelated directors present at the meeting. The resolutions of the Board meeting shall be passed by more than a half of the unrelated directors. If less than three (3) unrelated directors attend the Board meeting, such matter shall be put forward to the general meeting of the Company for consideration and approval.</p> <p>Subject to such exceptions stipulated in the STAR Market Listing Rules, the Hong Kong Listing Rules or approved by the Hong Kong Stock Exchange, a director shall not vote on any Board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates (as defined in the Hong Kong Listing Rules) has a material interest nor shall he be counted in the quorum present at the meeting.</p>

Original provisions	After amendments
<p>Article 132 All directors shall be notified of all material matters to be resolved at the Board meeting at the time required by the Articles of Association and be provided with sufficient information strictly in accordance with the procedures as stipulated. Directors may request supplementary information. When at least one-fourth of directors or at least two independent non-executive directors consider the information provided is incomplete, the argument is not sufficient or where an informed judgment cannot be made due to other reasons, they may jointly propose to postpone the Board meeting or to postpone the discussion of certain matters. The Board shall accept such proposal and the Company shall timely disclose relevant information.</p> <p>Resolutions in respect of related party transactions of the Company made by the Board shall be subject to the signature of the independent non-executive directors.</p>	<p>Article 132 All directors shall be notified of all material matters to be resolved at the Board meeting at the time required by the Articles of Association and be provided with sufficient information strictly in accordance with the procedures as stipulated. Directors may request supplementary information. When at least one-fourth of directors or at least two two or more independent non-executive directors consider the information provided is incomplete, the argument is not sufficient or where an informed judgment cannot be made due to other reasons not duly provided, they may jointly propose to postpone the Board meeting or to postpone the discussion of certain matters. The Board shall accept such proposal and the Company shall timely disclose relevant information.</p> <p>Resolutions in respect of related party transactions of the Company made by the Board shall be subject to the signature of the independent non-executive directors.</p>
<p>Article 133 The Board may accept the Board meetings in the form of written resolutions in lieu of meetings on site. However, draft proposals of the meeting must be delivered to each director by hand, post, telegraph, fax, email or otherwise in writing. After the Board has delivered the proposals to all directors and that the number of directors giving consent and signature to the proposals has reached the quorum, such proposals, if delivered to the secretary of the Board by means of methods referred to above, shall become a Board resolution.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>Article 146 The Board of Supervisors shall consist of three (3) supervisors, one of which shall be the chairman of the Board of Supervisors. The term of office of each supervisor shall be a period of three (3) years and shall be eligible for re-election.</p> <p>The appointment and dismissal of the chairman of the Board of Supervisors shall be passed by more than two-thirds (inclusive) of its members.</p>	<p>Article 146¹² The Board of Supervisors shall consist of three (3) supervisors, one of which shall be the chairman of the Board of Supervisors. The term of office of each supervisor shall be a period of three (3) years and shall be eligible for re-election.</p> <p>The appointment and dismissal of the chairman of the Board of Supervisors shall be passed by more than two-thirds (inclusive) <i>the majority</i> of its members.</p>
<p>Article 148 The Board of Supervisors shall comprise an appropriate proportion of the employee representatives of the Company, which shall not be less than one third (1/3) of the total number of members of the Board of Supervisors. Supervisors, except employee supervisors, shall be appointed or dismissed at the general meetings, while employee representatives shall be appointed or dismissed at employee representative meetings, employee meetings or by other forms of democratic election by the employees of the Company.</p> <p>The Board of Supervisors shall have more than half of external supervisors (namely the supervisors, including representatives of shareholders, not holding any positions in the Company, same hereinafter), and the external supervisors shall have authority to report separately at the general meetings on the honesty and diligence of the members of senior management of the Company.</p>	<p>Article 148¹⁴ The Board of Supervisors shall comprise an appropriate proportion of the employee representatives of the Company, which shall not be less than one third (1/3) of the total number of members of the Board of Supervisors. Supervisors, except employee supervisors, shall be appointed or dismissed at the general meetings, while employee representatives shall be appointed or dismissed at employee representative meetings, employee meetings or by other forms of democratic election by the employees of the Company.</p> <p>The Board of Supervisors shall have more than half of external supervisors (namely the supervisors, including representatives of shareholders, not holding any positions in the Company, same hereinafter), and the external supervisors shall have authority to report separately at the general meetings on the honesty and diligence of the members of senior management of the Company.</p>

Original provisions	After amendments
<p>Article 150 The Board of Supervisors shall be accountable to the general meeting and exercise the following functions and powers:</p> <p>(1) to examine the Company’s financial position;</p> <p>(2) to supervise the performance by the directors and senior management when discharging their duties to the Company, to supervise any act in violation of the laws, administrative regulations and the Articles of Association, and to propose to remove the directors or senior management who violate the laws, administrative regulations, the Articles of Association or resolutions of general meetings. The Board of Supervisors of the Company shall notify the Board or report to the general meeting, and make timely disclosure, if it discovers that the directors or senior management has violated the laws and regulations and the Articles of Association;</p> <p>(3) to demand rectification from the directors or senior management when the acts of such persons are harmful to the Company’s interest;</p> <p>(4) to verify the financial information such as financial reports, business reports and profit distribution plans to be submitted by the Board at the general meetings and, should any queries arise, to engage, in the name of the Company, certified public accountants and practicing auditors for a re-examination of the aforesaid information;</p> <p>(5) to propose to convene an extraordinary general meeting and to convene and preside over a general meeting when the Board fails to perform the duties of convening and presiding over the general meeting under the Company Law;</p> <p>(6) to submit proposals to the general meetings;</p> <p>.....</p>	<p>Article 15016 The Board of Supervisors shall be accountable to the general meeting and exercise the following functions and powers:</p> <p>(1) to examine the Company’s financial position;</p> <p>(2) to supervise the performance by the directors and senior management when discharging their duties to the Company, to supervise any act in violation of the laws, administrative regulations and the Articles of Association, and to propose to remove the directors or senior management who violate the laws, administrative regulations, the Articles of Association or resolutions of general meetings. <i>The Board of Supervisors may require directors and senior managements to report on their execution of duties.</i> The Board of Supervisors of the Company shall notify the Board or report to the general meeting, and make timely disclosure, if it discovers that the directors or senior management has violated the laws and regulations and the Articles of Association;</p> <p>(3) to demand rectification from the directors or senior management when the acts of such persons are harmful to the Company’s interest;</p> <p>(4) to verify the financial information such as financial reports, business reports and profit distribution plans to be submitted by the Board at the general meetings and, should any queries arise, to engage, in the name of the Company, certified public accountants and practicing auditors for a re-examination of the aforesaid information;</p> <p>(5) to propose to convene an extraordinary general meeting and to convene and preside over a general meeting when the Board fails to perform the duties of convening and presiding over the general meeting under the Company Law;</p> <p>(6) to submit proposals to the general meetings;</p> <p>.....</p>

Original provisions	After amendments
<p>Article 151</p> <p>A supervisor may propose to convene an extraordinary meeting of the Board of Supervisors. All supervisors shall be notified by fax, post, mail or other means 5 days before the meeting. As approved by all supervisors, the requirement of notice period for an extraordinary meeting of the Board of Supervisors can be exempted. Resolutions of the Board of Supervisors shall be passed by more than half of the supervisors.</p>	<p>Article 15117</p> <p>A supervisor may propose to convene an extraordinary meeting of the Board of Supervisors. All supervisors shall be notified by fax, post, mail or other means 5 days before the meeting. As approved by all supervisors, the requirement of notice period for an extraordinary meeting of the Board of Supervisors can be exempted. Resolutions of the Board of Supervisors shall be passed by more than half of the supervisors.</p>
<p>Article 154 The method for discussion at the meetings of the Board of Supervisors: Each supervisor shall have one vote only and the resolutions shall be passed by open or written ballot.</p> <p>The procedures for voting: A supervisor may cast an affirmative, an opposing or an abstention vote. Each attending supervisor shall indicate his intention by choosing one of the above. The chairman of the meeting shall request any supervisor who fails to choose any of the above or has chosen two or more of the above to vote again, and such supervisor shall be regarded as having abstained from voting if he refuses to vote again. Any supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.</p> <p>The resolutions of the Board of Supervisors shall be passed by over two-third (inclusive) of the members of the Board of Supervisors by voting.</p> <p>The Board of Supervisors shall record all decisions on matters discussed in the minutes, which shall be signed by the supervisors present at the meeting. The supervisors shall be entitled to make particular illustrative statements regarding their opinions expressed at the meeting recorded in the minutes.</p>	<p>Article 15420 The method for discussion at the meetings of the Board of Supervisors: Each supervisor shall have one vote only and the resolutions shall be passed by open or written ballot.</p> <p>The procedures for voting: A supervisor may cast an affirmative, an opposing or an abstention vote. Each attending supervisor shall indicate his intention by choosing one of the above. The chairman of the meeting shall request any supervisor who fails to choose any of the above or has chosen two or more of the above to vote again, and such supervisor shall be regarded as having abstained from voting if he refuses to vote again. Any supervisor who leaves the meeting and does not return and has not voted by choosing any of the above shall be regarded as having abstained from voting.</p> <p>The resolutions of the Board of Supervisors shall be passed by over two-third (inclusive) the majority of the members of the Board of Supervisors by voting.</p> <p>The Board of Supervisors shall record all decisions on matters discussed in the minutes, which shall be signed by the supervisors present at the meeting. The supervisors shall be entitled to make particular illustrative statements regarding their opinions expressed at the meeting recorded in the minutes.</p>

Original provisions	After amendments
<p>The Company shall disclose the announcement on the resolutions of the Board of Supervisors; if the supervisor objects or waives his or her rights, the reason for such objection or waiver shall be disclosed.</p> <p>The minutes of the meetings of the Board of Supervisors shall be kept at the domicile of the Company and be kept for the Company’s record for a term of at least 10 years.</p>	<p>The Company shall disclose the announcement on the resolutions of the Board of Supervisors; if the supervisor objects or waives his or her rights, the reason for such objection or waiver shall be disclosed.</p> <p>The minutes of the meetings of the Board of Supervisors shall be kept at the domicile of the Company and be kept for the Company’s record for a term of at least 10 years.</p>
<p>Article 157 A person may not serve as a director, supervisor, general manager, or any other senior management member of the Company if any of the following circumstances applies:</p> <p>(1) a person without civil capacity or with restricted civil capacity;</p> <p>(2) a person who has committed an offence of corruption, bribery, embezzlement of property, misappropriation of property or disruption of the socialist economic order and has been punished because of committing such offence; or who has been deprived of his political rights on committing an offence, in each case where less than five (5) years have elapsed since the date of the enforcement of such punishment or deprivation;</p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and he is personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p>	<p>Article 157²³ A person may not serve as a director, supervisor, general manager, or any other senior management member of the Company if any of the following circumstances applies:</p> <p>(1) a person without civil capacity or with restricted civil capacity;</p> <p>(2) a person who has committed an offence of corruption, bribery, embezzlement of property, misappropriation of property or disruption of the socialist economic order and has been punished because of committing such offence; or who has been deprived of his political rights on committing an offence, in each case where less than five (5) years have elapsed since the date of the enforcement of such punishment or deprivation, or two (2) years have not elapsed since the expiration of the probation period for suspended sentence;</p> <p>(3) a person who is a former director, factory manager or manager of a company or enterprise which has entered into insolvent liquidation and he is personally liable for the insolvency of such company or enterprise, where less than three (3) years have elapsed since the date of the completion of the insolvency and liquidation of the company or enterprise;</p>

Original provisions	After amendments
<p>(4) a person who is a former legal representative of a company or enterprise which had its business license revoked and ordered for closure due to a violation of law and he is personally liable for that, where less than three (3) years has elapsed since the date of the revocation of the business license;</p> <p>(5) a person who has a relatively large amount of debts outstanding and past due;</p> <p>(6) a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where the said investigation or prosecution is not yet concluded;</p> <p>(7) a person who is not eligible for enterprise leadership according to the laws and administrative regulations;</p> <p>(8) not a natural person;</p> <p>(9) a person convicted of contravention of provisions of the relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five (5) years have elapsed since the date of the conviction;</p> <p>(10) a person prohibited by the CSRC from access to securities market where the said prohibition has not yet expired;</p> <p>(11) a person publicly identified by a stock exchange to be unsuitable to act as a director, supervisor and senior management of the Company where the said prohibition has not yet expired;</p> <p>(12) other circumstances as prescribed by the laws and regulations of the place where the Company's shares are listed.</p> <p>Any election or appointment of directors in violation of this Article shall be invalid. The Company shall dismiss the directors if they are involved in the said circumstances during their respective term of office.</p>	<p>(4) a person who is a former legal representative of a company or enterprise which had its business license revoked and ordered for closure due to a violation of law and he is personally liable for that, where less than three (3) years has elapsed since the date of the revocation of the business license;</p> <p>(5) a person who has <i>been listed as a dishonest debtor by the People's court due to</i> a relatively large amount of debts outstanding and past due;</p> <p><i>(6) a person who has been prohibited by the CSRC from accessing the securities market for a period which has not expired; a person who is under criminal investigation or prosecution by a judicial organization for violation of the criminal law where the said investigation or prosecution is not yet concluded;</i></p> <p><i>(7) a person who is not eligible for enterprise leadership according to the laws and administrative regulations;</i></p> <p><i>(8) not a natural person;</i></p> <p><i>(9) a person convicted of contravention of provisions of the relevant securities regulations by a relevant competent authority, and such conviction involves a finding that he has acted fraudulently or dishonestly, where less than five (5) years have elapsed since the date of the conviction;</i></p> <p><i>(10) a person prohibited by the CSRC from access to securities market where the said prohibition has not yet expired;</i></p> <p><i>(11) a person publicly identified by a stock exchange to be unsuitable to act as a director, supervisor and senior management of the Company where the said prohibition has not yet expired;</i></p> <p><i>(12) other circumstances as prescribed by the laws and regulations of the place where the Company's shares are listed.</i></p>

Original provisions	After amendments
	<p>Any election or appointment of directors <i>or supervisors or employment of senior management</i> in violation of this Article shall be invalid. The Company shall dismiss the directors, <i>supervisors or senior management</i> if they are involved in the said circumstances during their respective term of office.</p>
<p>Article 158 Directors and senior management members shall observe the laws, administrative regulations and the Articles of Association, and fulfill the following obligations of loyalty to the Company:</p> <p>(1) not to abuse their functions and powers to take bribes or other unlawful income, and not to misappropriate the Company’s property;</p> <p>(2) not to misappropriate the funds of the Company;</p> <p>(3) not to deposit any assets or money of the Company in any accounts under their names or in the names of other persons;</p> <p>(4) not to lend the money of the Company to other persons or provide guarantee for other persons with the property of the Company in violation of the Articles of Association or without the approval of the general meeting or the Board;</p> <p>(5) not to enter into any contract or conduct any transaction with the Company in violation of the Articles of Association or without the approval of the general meeting;</p> <p>(6) without the approval of the general meeting, not to take advantage of their positions to seek for themselves or others any business opportunities which should be available to the Company, or to conduct any business similar to those of the Company for themselves or others;</p> <p>(7) not to take as their own any commission for any transaction with the Company;</p>	<p>Article 158²⁴ Directors, <i>supervisors</i> and senior management members shall observe the laws, administrative regulations and the Articles of Association, and fulfill the following obligations of loyalty to the Company;, <i>take measures to avoid conflicts of interest between their own interests and those of the Company, and not use their powers to seek undue benefits.</i></p> <p><i>Directors, supervisors and senior management owe a duty of diligence to the Company, and shall perform their duties to a standard that is reasonably required of a manager in the best interest of the Company.</i></p> <p><i>The preceding two paragraphs shall apply equally to controlling shareholders or de facto controllers who do not serve as directors but are executing the affairs of the Company.</i></p> <p>(1) not to abuse their functions and powers to take bribes or other unlawful income, and not to misappropriate the Company’s property;</p> <p>(2) not to misappropriate the funds of the Company;</p> <p>(3) not to deposit any assets or money of the Company in any accounts under their names or in the names of other persons;</p> <p>(4) not to lend the money of the Company to other persons or provide guarantee for other persons with the property of the Company in violation of the Articles of Association or without the approval of the general meeting or the Board;</p>

Original provisions	After amendments
<p>(8) not to disclose any secret of the Company without authorization;</p> <p>(9) not to use his related party relationships to harm the interests of the Company;</p> <p>(10) to fulfill other obligations of loyalty as stipulated by the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>The Company shall sign a contract with the directors, specifying the rights and obligations between the Company and the directors, the term of office of the directors, the responsibilities of the directors for violating laws and regulations and the Articles of Association, and the compensation for the Company's early termination of the contract for cause.</p> <p>Directors' income derived from violation of this Article shall belong to the Company. Directors shall be liable to compensate any loss incurred to the Company.</p> <p>Independent directors shall perform their duties in accordance with laws, administrative regulations, department rules and provisions hereof.</p>	<p>(5) not to enter into any contract or conduct any transaction with the Company in violation of the Articles of Association or without the approval of the general meeting;</p> <p>(6) without the approval of the general meeting, not to take advantage of their positions to seek for themselves or others any business opportunities which should be available to the Company, or to conduct any business similar to those of the Company for themselves or others;</p> <p>(7) not to take as their own any commission for any transaction with the Company;</p> <p>(8) not to disclose any secret of the Company without authorization;</p> <p>(9) not to use his related party relationships to harm the interests of the Company;</p> <p>(10) to fulfill other obligations of loyalty as stipulated by the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p><i>The Company shall sign a contract with the directors, specifying the rights and obligations between the Company and the directors, the term of office of the directors, the responsibilities of the directors for violating laws and regulations and the Articles of Association, and the compensation for the Company's early termination of the contract for cause.</i></p> <p><i>Directors' income derived from violation of this Article shall belong to the Company. Directors shall be liable to compensate any loss incurred to the Company.</i></p> <p><i>Independent directors shall perform their duties in accordance with laws, administrative regulations, department rules and provisions hereof.</i></p>

Original provisions	After amendments
<i>Added</i>	<p><i>Article 125 Directors, supervisors and senior management shall not:</i></p> <p><i>(1) misappropriate the Company’s property or company funds;</i></p> <p><i>(2) deposit funds of the Company in any accounts under their names or in the names of other persons;</i></p> <p><i>(3) take advantage of their positions to accept bribes or other illegal income;</i></p> <p><i>(4) accept commissions as their own for any transactions between the Company and other parties;</i></p> <p><i>(5) disclose any secret of the Company without authorization;</i></p> <p><i>(6) breach other obligations of loyalty as stipulated by the laws, administrative regulations, departmental rules and the Articles of Association.</i></p>
<i>Added</i>	<p><i>Article 126 If a director, supervisor or senior management directly or indirectly enters into a contract or conducts a transaction with the Company, he shall report to the Board or general meeting on matters related to such contract or transaction, and such contract or transaction shall be approved by a resolution passed by the Board or general meeting in accordance with the provisions of the Articles of Association.</i></p> <p><i>The provisions of the preceding paragraph shall apply equally to the contracts or transactions between the Company and any close relatives of a director, supervisor or senior management, any company that is directly or indirectly controlled by such close relative and anyone which is otherwise related to a director, supervisor or senior management.</i></p>

Original provisions	After amendments
<i>Added</i>	<p><i>Article 127 Directors, supervisors and senior management shall not take advantage of their positions to seek business opportunities belonging to the Company for themselves or others, except for any of the following situations:</i></p> <p><i>(1) the opportunity has been reported to the Board or general meeting, and approved by a resolution passed by the Board or general meeting in accordance with the provisions of the Articles of Association;</i></p> <p><i>(2) the Company is unable to take advantage of such business opportunity pursuant to laws, administrative regulations, or the Articles of Association</i></p>
<i>Added</i>	<p><i>Article 128 Directors, supervisors or senior management who fail to report to the Board or general meeting and obtain an approval from the Board or general meeting in accordance with the provisions of the Articles of Association shall not engage in the same type of business as the Company on their own or with others.</i></p>
<i>Added</i>	<p><i>Article 129 The income obtained by directors, supervisors or senior management in breach of Articles 125 to 128 shall be belong to the Company.</i></p>
<i>Added</i>	<p><i>Article 130 The Company shall be liable for any damages to others caused by a director or senior management while he is performing his duties. The director or senior management in question shall also be liable if such damages are intentional or caused by his gross negligence.</i></p> <p><i>The controlling shareholder or de facto controller of the Company instructing a director or senior management to engage in acts that harm the interests of the Company or shareholders shall be liable jointly and severally with the director or senior management.</i></p>

Original provisions	After amendments
<p>Article 159 Directors and senior management members shall observe the laws, administrative regulations and the Articles of Association and fulfill the following obligations of diligence to the Company:</p> <p>(1) to prudently, conscientiously and diligently exercise the rights granted by the Company, so as to ensure that the business practices of the Company comply with the State laws, administrative regulations and the requirements of various economic policies of the State, and that its commercial activities are within the scope of business specified in the business license;</p> <p>(2) to treat all shareholders impartially;</p> <p>(3) to keep informed of the operation and management conditions of the Company;</p> <p>(4) directors and senior management shall approve the share issuance documents and the regular reports of the Company in written form, and to assure that the information disclosed by the Company is true, accurate and complete;</p> <p>(5) to honestly provide the Board of Supervisors with relevant information and data, and not to prevent the Board of Supervisors or supervisors from performing their duties and powers;</p> <p>(6) to fulfill other obligations of diligence as stipulated by the laws, administrative regulations, departmental rules and the Articles of Association.</p> <p>If directors, supervisors and senior management cannot guarantee the authenticity, accuracy and completeness of the contents of share issuance documents and regular reports or disagree with these contents, they shall express their opinions and state their reasons in written confirmation opinions, and the Company shall disclose them. If the Company chooses not to disclose them, directors, supervisors and senior management may directly apply for disclosure.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>Article 160 The validity of an act of a director, general manager and any other senior management member on behalf of the Company is not, vis-a-vis a bona fide third party, affected by any irregularity in his office, election or qualification.</p>	<p><i>Deleted</i></p>
<p>Article 161 In addition to the obligations imposed by the laws, administrative regulations or required by the stock exchange where the Company's shares are listed, in the exercise of the functions and powers conferred on him, each of the Company's directors, supervisors, general manager and other senior management members owes the following obligations to each shareholder:</p> <p>(1) not to cause the Company to go beyond the scope of business as stipulated in its business license;</p> <p>(2) to act honestly in the best interests of the Company;</p> <p>(3) not to expropriate in any form the Company's property, including (but not limited to) usurpation of opportunities advantageous to the Company;</p> <p>(4) not to expropriate the individual rights of shareholders, including (but not limited to) rights to distribution and voting rights, save for the restructuring of the Company approved at the general meeting in accordance with the Articles of Association.</p>	<p><i>Deleted</i></p>
<p>Article 162 Each of the Company's directors, supervisors, general manager and other senior management members owes a duty, in the exercise of his powers and discharge of his duties, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.</p> <p>Unless otherwise legally authorized hereof or by the Board, no director can act on his or her own name on behalf of the Company or the Board. If a third party may reasonably believe that the director is acting on behalf of the Company or the Board, the director acting in his or her own name shall declare his or her position and identity in advance.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>Article 163 Each of the Company’s directors, supervisors, general manager and other senior management members shall perform his duties in accordance with the principle of good faith and shall not put himself in a position where his duties and his interests may be in conflict. This principle includes (but not limited to) discharging the following obligations:</p> <p>(1) to act honestly in the best interests of the Company;</p> <p>(2) to exercise powers within the scope of his functions and powers and not to exceed those powers;</p> <p>(3) to exercise the discretion vested in him personally and not to allow himself to act under the control of others and, unless and to the extent permitted by the laws, administrative regulations or with the informed consent of shareholders given at the general meeting, not to delegate the exercise of his discretion;</p> <p>(4) to treat shareholders of the same class equally and to treat shareholders of different classes fairly;</p> <p>(5) except in accordance with the Articles of Association or with the informed consent of shareholders given at the general meeting, not to enter into any contract, transaction or arrangement with the Company;</p> <p>(6) without the informed consent of shareholders given at the general meeting, not to use the Company’s property for his own benefit by any means;</p> <p>(7) not to exploit his position to accept bribes or other illegal income or misappropriate the Company’s property by any means, including (but not limited to) opportunities advantageous to the Company;</p> <p>(8) without the informed consent of shareholders given at the general meeting, not to accept commissions in connection with the Company’s transactions;</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>(9) to abide by the Articles of Association, faithfully execute his duties and protect the Company’s interests, and not to exploit his position and the functions and powers in the Company to advance his own private interests;</p> <p>(10) not to compete with the Company in any form unless with the consent of shareholders given at the general meeting;</p> <p>(11) not to misappropriate the Company’s funds, not to open accounts in his own name or other names for the deposit of the Company’s assets or funds and not to provide guarantee for the shareholder(s) of the Company or other individual(s) with the Company’s assets;</p> <p>(12) unless otherwise permitted by informed shareholders in general meeting, not to leak out confidential information relating to the Company acquired by him in the course of and during his tenure and not to use such information in purposes other than in furtherance of the interests of the Company, save that disclosure of such information to the court or other competent government authorities is permitted if:</p> <ol style="list-style-type: none"> 1. such disclosure is made under compulsion of law; 2. disclosure is required for public interests; 3. disclosure is required for the interests of the relevant director, supervisor, general manager and other senior management members. <p>The aforesaid officers’ income derived from violation of this Article shall belong to the Company, and such officers shall be liable to compensate any loss incurred to the Company.</p>	

Original provisions	After amendments
<p>Article 164 Each of the directors, supervisors, general manager and other senior management members of the Company shall not cause the following persons or institutions (the “associates”) to do what he is prohibited from doing:</p> <p>(1) the spouse or minor child of any of the directors, supervisors, general manager and other senior management members of the Company;</p> <p>(2) a person acting in the capacity of trustee of any of the directors, supervisors, general manager and other senior management members of the Company, or any person referred to in sub-paragraph (1) of this Article;</p> <p>(3) a person acting in the capacity of partner of any of the directors, supervisors, general manager and other senior management members of the Company, or any person referred to in sub-paragraphs (1) and (2) of this Article;</p> <p>(4) a company in which any of the directors, supervisors, general manager and other senior management members of the Company, alone or jointly with one or more persons referred to in sub-paragraphs (1), (2) and (3) of this Article or other directors, supervisors, general manager and other senior management members of the Company have de facto controlling interest; and</p> <p>(5) a director, supervisor, general manager and other senior management member of the controlled company referred to in sub-paragraph (4) of this Article.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>Article 165 The fiduciary duties of a director, supervisor, general manager and other senior management member of the Company do not necessarily cease with the termination of their tenure. The duty of confidentiality in relation to trade secrets of the Company shall remain valid upon the termination of their tenure. Other duties may continue for such period as fairness may require depending on the time lapse between the termination of tenure and the occurrence of the event concerned, and the circumstances and conditions under which the relationships between them and the Company are terminated.</p>	<p><i>Deleted</i></p>
<p>Article 166 Except for circumstances prescribed in Article 56 of the Articles of Association, a director, supervisor, general manager and other senior management member of the Company may be relieved of liability for specific breaches of his duty by the informed consent of shareholders given at a general meeting.</p>	<p><i>Deleted</i></p>
<p>Article 167 Where a director, supervisor, general manager and other senior management member of the Company is in any way, directly or indirectly, materially interested in a contract, transaction or arrangement or proposed contract, transaction or arrangement with the Company (other than the contract of service of the director, supervisor, general manager and other senior management member with the Company), he shall declare the nature and extent of his interests to the Board at the earliest opportunity, whether or not the contract, transaction or arrangement or proposal therefor is otherwise subject to the approval of the Board under normal circumstances.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>Unless the interested director, supervisor, general manager and other senior management member of the Company discloses his interests to the Board in accordance with the preceding paragraph (1) of this Article and the contract, transaction or arrangement is approved by the Board at a meeting in which the interested director, supervisor, general manager and other senior management member of the Company is not counted in the quorum and refrains from voting, such contract, transaction or arrangement is voidable at the instance of the Company except as against a bona fide party thereto acting without notice of the breach of duty by the interested director, supervisor, general manager and other senior management member of the Company.</p> <p>A director, supervisor, general manager and other senior management member of the Company is deemed to be interested in a contract, transaction or arrangement in which an associate of that director, supervisor, general manager and senior management member is interested.</p>	
<p>Article 168 Where a director, supervisor, general manager and other senior management member of the Company gives to the Board a general notice in writing stating that, by reason of the facts specified in the notice, he is interested in contracts, transactions or arrangements of any description which may subsequently be made by the Company, such notice shall be deemed for the purposes of the preceding Article of this chapter to be a sufficient disclosure of his interests, so far as the content stated in such notice is concerned, provided that such general notice shall have been given before the date on which the question of entering into the relevant contract, transaction or arrangement is first taken into consideration on behalf of the Company.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
Article 169 The Company shall not in any manner pay taxes for its directors, supervisors, general manager and other senior management members of the Company.	<i>Deleted</i>
<p>Article 170 The Company shall not directly or indirectly make a loan to, or provide any guarantee in connection with the making of a loan, to a director, supervisor, general manager and other senior management member of the Company or of the Company's parent company or any of their respective associates. However, the following transactions are not subject to such prohibition:</p> <p>(1) the provision by the Company of a loan or guarantee for a loan to a company which is a subsidiary of the Company;</p> <p>(2) the provision by the Company of a loan or guarantee in connection with the making of a loan or any other funds to any of the directors, supervisors, general manager and other senior management members of the Company to pay the expenses incurred by him for the purposes of the Company or for the purpose of enabling him to perform his duties to the Company, in accordance with the terms of the engagement contract approved at general meeting; and</p> <p>(3) the Company may make a loan or provide a guarantee in connection with the making of a loan to any of the relevant director, supervisor, general manager and other senior management member of the Company or their respective associates in the ordinary course of its business on normal commercial terms, provided that the ordinary course of business of the Company includes the lending of money or the provision of guarantee in connection with the making of a loan.</p>	<i>Deleted</i>
Article 171 A loan made by the Company in breach of the provision of the preceding Article shall be forthwith repayable by the recipient of the loan regardless of the terms of the loan.	<i>Deleted</i>

Original provisions	After amendments
<p>Article 172 A loan guarantee provided by the Company in breach of paragraph 1 of Article 170 shall not be enforceable against the Company, except that:</p> <p>(1) the loan was advanced to an associate of any of the directors, supervisors, general manager and other senior management members of the Company or of the Company’s parent company where the lender did not know the relevant circumstances;</p> <p>(2) the collateral provided by the Company has been lawfully disposed of by the lender to a bona fide purchaser.</p>	<p><i>Deleted</i></p>
<p>Article 173 For the purposes of the foregoing provisions of this chapter, a guarantee includes the undertaking of responsibility or provision of property to secure the performance of obligations by the obligor.</p>	<p><i>Deleted</i></p>
<p>Article 174 In addition to any rights and remedies provided by the laws and administrative regulations, where a director, supervisor, general manager and other senior management member of the Company is in breach of his duties to the Company, the Company has the right to:</p> <p>(1) claim damages from the relevant director, supervisor, general manager and other senior management member in compensation for losses incurred to the Company as a result of such breach;</p> <p>(2) rescind any contract or transaction entered into by the Company with the relevant director, supervisor, general manager and other senior management member or with a third party (where such third party knows or should know that there is such a breach of duties by such director, supervisor, general manager and other senior management member of the Company);</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>(3) demand the relevant director, supervisor, general manager and other senior management member to surrender the profits made by him as a result of breaching his duties;</p> <p>(4) recover any monies received by the relevant director, supervisor, general manager and other senior management member which should have been otherwise received by the Company, including (but not limited to) commissions;</p> <p>(5) demand payment of the interest earned or which may have been earned by the relevant director, supervisor, general manager and other senior management member on the monies that should have been paid to the Company; and</p> <p>(6) request for judgment through legal proceedings that the properties acquired by directors, supervisors, general manager and other senior management members through their breach of duties shall belong to the Company.</p>	
<p>Article 175 The Company shall, with the prior approval at the general meeting, enter into a contract in writing with a director or supervisor wherein his emoluments are stipulated, including:</p> <p>(1) emoluments in respect of his service as a director, supervisor or senior management member of the Company;</p> <p>(2) emoluments in respect of his service as a director, supervisor or senior management member of any subsidiaries of the Company;</p> <p>(3) emoluments in respect of the provision of other services in connection with the management of the affairs of the Company or any of its subsidiaries; and</p> <p>(4) compensation for loss of office or retirement from office of such director or supervisor.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>Except under a contract entered into in accordance with the foregoing, no proceedings may be brought by a director or supervisor against the Company for any benefits in respect of the aforesaid matters.</p> <p>The Company shall, on a regular basis, disclose to shareholders the emoluments obtained by the directors, supervisors and senior management members from the Company.</p>	
<p>Article 176 The contract concerning the emoluments between the Company and its directors or supervisors should provide that in the event of a takeover of the Company, the Company’s directors and supervisors shall, subject to the prior approval at the general meeting, have the right to receive compensation or other payment in respect of his loss of office or retirement.</p> <p>A takeover of the Company referred to in the preceding paragraph means any of the followings:</p> <p>(1) a take-over offer made by any person to all the shareholders;</p> <p>(2) a take-over offer made by any person with the purpose of the offeror becoming a “controlling shareholder”. The “controlling shareholder” has the same meaning as defined in the Articles of Association.</p> <p>If the relevant director or supervisor does not comply with this Article, any sum so received by him shall belong to those persons who have sold their shares as a result of the acceptance of said offer. The expense incurred in distributing that sum amongst those persons shall be borne by the relevant director or supervisor on a pro rata basis and may not paid out of that sum.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>Article 178 The financial year of the Company shall coincide with the calendar year, i.e. from January 1 to December 31 on the Gregorian calendar.</p> <p>At the end of each financial year, the Company shall prepare a financial report which shall be audited and certified in compliance with the laws.</p> <p>The Company shall prepare and submit to the CSRC and the stock exchange its annual financial reports within four (4) months from the ending date of each financial year, prepare and submit to the CSRC and the stock exchange the half year financial reports within two (2) months from the ending date of the first six (6) months of each financial year, and prepare the quarterly reports within one (1) month from the ending dates of the first three (3) months and first nine (9) months of each financial year respectively.</p> <p>The aforesaid financial reports shall be prepared in accordance with the relevant laws, administrative regulations and departmental rules.</p> <p>The financial statements of the Company shall be prepared in accordance with not only the PRC accounting standards and regulations, but also the international accounting standards or the accounting standards of the overseas place where the Company's shares are listed. If the financial statements prepared under the two accounting standards are discrepant significantly, such discrepancy shall be indicated in the notes to the financial statements. For purposes of the Company's distribution of after-tax profits of a given financial year, the lesser of the amounts of after-tax profits shown in the aforementioned two kinds of financial statements shall prevail.</p>	<p>Article 17832 The financial year of the Company shall coincide with the calendar year, i.e. from January 1 to December 31 on the Gregorian calendar.</p> <p>At the end of each financial year, the Company shall prepare a financial report which shall be audited and certified in compliance with the laws.</p> <p>The Company shall prepare and submit to the CSRC and the stock exchange its annual financial-reports within four (4) months from the ending date of each financial year ,and prepare and submit to the CSRC agency and the stock exchange the half-year financial interim reports within two (2) months from the ending date of the first six (6) months-half of each financial year, and prepare the quarterly reports within one (1) month from the ending dates of the first three (3) months and first nine (9) months of each financial year respectively. <i>The aforesaid reports shall also be disclosed.</i></p> <p>The aforesaid financial-annual and interim reports shall be prepared in accordance with the relevant laws, administrative regulations and departmental rules-CSRC rules and stock exchange rules.</p> <p>The financial statements of the Company shall be prepared in accordance with not only the PRC accounting standards and regulations, but also the international accounting standards or the accounting standards of the overseas place where the Company's shares are listed. If the financial statements prepared under the two accounting standards are discrepant significantly, such discrepancy shall be indicated in the notes to the financial statements. For purposes of the Company's distribution of after-tax profits of a given financial year, the lesser of the amounts of after-tax profits shown in the aforementioned two kinds of financial statements shall prevail.</p>

Original provisions	After amendments
<p>The interim results or financial information published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations as well as the international accounting standards or the accounting standards of the overseas place where the Company's shares are listed.</p>	<p>The interim results or financial information published or disclosed by the Company shall be prepared in accordance with the PRC accounting standards and regulations as well as the international accounting standards or the accounting standards of the overseas place where the Company's shares are listed.</p>
<p>Article 180 The Company shall not establish account books other than the statutory account books. The assets of the Company shall not be deposited in any personal account.</p>	<p>Article 180³⁴ The Company shall not establish account books other than the statutory account books. The assets-funds of the Company shall not be deposited in any personal account.</p>
<p>Article 181 The financial reports of the Company shall be made available for shareholders' inspection at the Company twenty (20) days before the date of every annual general meeting. Each shareholder of the Company shall be entitled to a copy of the financial reports referred to in this chapter.</p> <p>The financial reports mentioned in the preceding paragraph shall include the directors' report and the balance sheet (including all other documents to be attached in accordance with the requirements of the PRC laws, other laws and administrative regulations), the profit and loss statement or the statement of income and expense or (in non-violation of the PRC laws) financial highlights approved by the Hong Kong Stock Exchange.</p> <p>The Company shall deliver or send such financial report to every holder of its overseas-listed foreign shares by hand or by pre-paid post at the addresses of such shareholders as recorded in the register of members of H Shares no less than 21 days before the date of the annual general meeting. The Company may proceed by way of announcements, including announcement via the Company's website, provided that such announcements are in compliance with the laws, administrative regulations and the listing rules of the stock exchange where the Company's shares are listed.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>Article 182 The Company shall publish two financial reports each financial year, i.e. the interim financial report published within 60 days after the end of the first six (6) months of the financial year and the annual financial report published within 120 days after the end of the financial year.</p> <p>Other regulations of the listing rules of the stock exchange where the Company’s shares are listed shall prevail.</p>	<p><i>Deleted</i></p>
<p>Article 184 Capital reserve fund includes the following items:</p> <p>(1) premium received when shares are issued at a premium to their par value;</p> <p>(2) other income required to be included in the capital reserve fund by the competent finance department of the State Council.</p>	<p><i>Deleted</i></p>
<p>Article 185 The reserve funds of the Company shall be used to make up the losses of the Company, expand its production and operation or increase its capital. However, the capital reserve fund shall not be used to make up any losses of the Company.</p> <p>In capitalizing the statutory common reserve fund, the remaining balance of such fund shall not be less than 25% of the registered capital of the Company prior to such capitalization.</p> <p>The Board shall complete matters of dividends (or share) distribution within two (2) months after the resolution on the profit distribution plan is resolved at the general meeting of the Company.</p>	<p>Article 185³⁶ The reserve funds of the Company shall be used to make up <i>for</i> the losses of the Company, expand its production and operation or increase its capital. However, the capital reserve fund shall not be used to make up any losses of the Company. <i>To make up for the losses, the discretionary reserve fund and statutory common reserve fund shall be utilized first; if there is a shortfall, the capital reserve fund may be used in accordance with regulations.</i></p> <p>In capitalizing the statutory common reserve fund, the remaining balance of such fund shall not be less than 25% of the registered capital of the Company prior to such capitalization.</p>

Original provisions	After amendments
	<p>The Board shall complete matters of dividends (or share) distribution within two (2) months after the resolution on the profit distribution plan is resolved at the general meeting of the Company. The dividends (or shares) distribution must be completed within two (2) months after the general meeting has resolved on the profit distribution plan, or after the Board has formulated a specific plan in accordance with the conditions and upper limits of profit distribution for the following year's interim period as considered and approved by the general meeting.</p>
<p>Article 186</p> <p>.....</p> <p>(2) The distribution form of profits: on the premise that the Company conforms to the principles of distribution of profits, the Company may distribute dividends in the form of cash, shares or a combination of both, and the cash dividends shall take precedence over the share dividends. When cash dividend conditions are met, the cash dividends shall be used for profit distribution.</p>	<p>Article 18637</p> <p>.....</p> <p>(2) The distribution form of profits: on the premise that the Company conforms to the principles of distribution of profits, the Company may distribute dividends in the form of cash, shares or a combination of both, and the cash dividends shall take precedence over the share dividends. Amongst the aforesaid, the current dividend policy of the Company is a cash dividend policy, and the objective of cash dividend policy is residual dividend. When cash dividend conditions are met, the cash dividends shall be used for profit distribution.</p>

Original provisions	After amendments
<p>(3) Decision-making mechanism and procedures for profit distribution: the Company's profit distribution scheme is formulated by the Board taking into account factors including the Company's actual operation, future profitability, business development planning, cash flow, shareholders' returns, social capital costs and external financing environment. When formulating the annual profit distribution scheme or interim profit distribution scheme, the Board shall carefully study and demonstrate the timing, conditions and minimum proportion of the Company's cash dividend, the conditions for adjustment, the requirements of its decision-making procedures, etc. The proposal shall be approved by more than half of all directors and more than half of all independent directors. Independent directors shall express independent opinions on the profit distribution scheme, which shall be disclosed in a timely manner. Independent directors may collect opinions from minority shareholders and prepare a distribution proposal to be directly submitted to the Board for its consideration. Where the Company generates profits in the current year, but no profit distribution proposal, including cash dividends, is made by the Board, independent directors shall express independent opinions thereon. The Company shall also disclose the reasons thereof and the intended use and arrangement of the Company's retained capital.</p> <p>Where the profit distribution scheme for the current year cannot be determined in accordance with the established cash dividend policy or the minimum cash dividend ratio under special circumstances, specific reasons and clear opinions of the independent directors shall be disclosed in the annual report; under such circumstances, the Company's profit distribution plan for the said year shall be approved by more than two-thirds of the voting rights held by shareholders present at the general meeting.</p>	<p>(3) Decision-making mechanism and procedures for profit distribution: the Company's profit distribution scheme is formulated by the Board taking into account factors including the Company's actual operation, future profitability, business development planning, cash flow, shareholders' returns, social capital costs and external financing environment. When formulating the annual profit distribution scheme or interim profit distribution scheme, the Board shall carefully study and demonstrate the timing, conditions and minimum proportion of the Company's cash dividend, the conditions for adjustment, the requirements of its decision-making procedures, etc. The proposal shall be approved by more than half of all directors and more than half of all independent directors. If independent directors consider that the specific cash dividend proposal may harm the interest of the Company or small and medium shareholders, he is entitled to express his independent opinion. If the Board does not adopt or does not fully adopt the opinion of the independent directors, it shall record the specific reasons for the not adopting the opinion in the board resolution and disclose the same. Independent directors shall express independent opinions on the profit distribution scheme, which shall be disclosed in a timely manner. Independent directors may collect opinions from minority shareholders and prepare a distribution proposal to be directly submitted to the Board for its consideration. Where the Company generates profits in the current year, but no profit distribution proposal, including cash dividends, is made by the Board, independent directors shall express independent opinions thereon. The Company shall also disclose the reasons thereof and the intended use and arrangement of the Company's retained capital.</p> <p>Where the profit distribution scheme for the current year cannot be determined in accordance with the established cash dividend policy or the minimum cash dividend ratio under special circumstances, specific reasons and clear opinions of the independent directors shall be disclosed in the annual report; under such circumstances, the Company's profit distribution plan for the said year shall be approved by more than two-thirds of the voting rights held by shareholders present at the general meeting.</p>

Original provisions	After amendments
<p>The Board shall consider and approve the profit distribution scheme and submit it to the general meeting for consideration and approval. The profit distribution scheme put forward by the Board shall be resolved at the general meeting according to laws and regulations. Prior to the deliberation of the specific scheme of the cash dividend at the general meeting, the Company shall communicate with the shareholders, especially the medium and small shareholders through various channels, fully listen to the opinions and demands of medium and small shareholders, and timely answer the questions which medium and small shareholders are concerned with. The dividend distribution plan shall be approved by more than half of the voting rights held by the shareholders or proxies of shareholders present at the general meeting.</p> <p>If share dividends are used for profit distribution, there should be true and reasonable factors such as the growth of the Company, the diluted net assets per share, etc. Share dividend distribution may be implemented singly or in combination with cash dividend distribution. When the Company distributes its dividends by share dividend or by the combination of share dividend and cash dividend, the distribution scheme shall be considered and approved at the general meeting of the Company by special resolution.</p>	<p>If share dividends are used for profit distribution, there should be true and reasonable factors such as the growth of the Company, the diluted net assets per share, etc. Share dividend distribution may be implemented singly or in combination with cash dividend distribution. When the Company distributes its dividends by share dividend or by the combination of share dividend and cash dividend, the distribution scheme shall be considered and approved at the general meeting of the Company by special resolution.</p> <p>(4) Conditions, proportion and interval of cash dividends</p> <p>When distributing profits through cash dividends, the Company shall satisfy the following conditions at the same time:</p> <p>(i) The distributable profit of the Company of the current year <i>or half-year</i> (i.e. the remaining after-tax profit after making up of the Company's loss and withdrawal of the common reserve fund) is positive value;</p> <p>(ii) The distributed profits shall not exceed the Company's accumulated distributable profits;</p> <p>(iii) Standard audit report without reserved opinions to the annual financial report of the Company for the current year is issued by audit institution;</p> <p>(iv) The Company has no plans for major external investment or major cash expenditure (except investment project by raised funds).</p> <p>.....</p> <p><i>If a shareholder occupies any fund of the Company in violation of provisions, the Company shall make a deduction from the dividends being distributed to this shareholder so as to repay the fund being occupied.</i></p>

Original provisions	After amendments
<p>(4) Conditions, proportion and interval of cash dividends</p> <p>When distributing profits through cash dividends, the Company shall satisfy the following conditions at the same time:</p> <p>(i) The distributable profit of the Company of the current year (i.e. the remaining after-tax profit after making up of the Company's loss and withdrawal of the common reserve fund) is positive value;</p> <p>(ii) The distributed profits shall not exceed the Company's accumulated distributable profits;</p> <p>(iii) Standard audit report without reserved opinions to the annual financial report of the Company for the current year is issued by audit institution;</p> <p>(iv) The Company has no plans for major external investment or major cash expenditure (except investment project by raised funds).</p> <p>.....</p> <p>If a shareholder occupies any fund of the Company in violation of provisions, the Company shall make a deduction from the dividends being distributed to this shareholder so as to repay the fund being occupied.</p> <p>The annual profit allocated by the Company in cash shall not be less than 20% of the distributable profit realized in the current year, and the accumulated profit distributed in cash in the last three years shall not be less than 30% of the annual distributable profits realized in the last three years.</p>	<p>The annual profit allocated by the Company in cash shall not be less than 20% of the distributable profit realized in the current year, and the accumulated profit distributed in cash in the last three years shall not be less than 30% of the annual distributable profits realized in the last three years.</p> <p>If conditions are met, the Board may propose interim cash dividend based on the Company's profitability, as permitted by relevant laws and regulations.</p> <p><i>When the Company's audited report for the most recent year contains a qualified opinion or an unqualified opinion with a paragraph on material uncertainties relating to going concern, or when the gearing ratio is higher than a certain specific percentage, or when the operating cash flow is lower than a certain specific level, or when there are other circumstances stipulated by laws, regulations and the Articles of Association under which profits can be withheld from distribution, the distribution of profits may not be made.</i></p>

Original provisions	After amendments
<p>If conditions are met, the Board may propose interim cash dividend based on the Company's profitability, as permitted by relevant laws and regulations.</p> <p>(5) The adjustment mechanism of the profit distribution policy: The Company will demonstrate with prudence the adjustments to the profit distribution policy based on changes in actual conditions, including its production and operations, capital requirements and long-term development. The adjusted profit distribution policy shall uphold the principle of protecting shareholders' interests and shall not violate the provisions of relevant laws, regulations and regulatory documents. Independent directors shall express opinions on the proposals in relation to the adjustments to the profit distribution policy, which shall be submitted for approval at a general meeting for consideration by the Board of the Company and be passed by more than two-thirds of the voting rights held by shareholders present at such general meeting. The Company shall facilitate minority shareholder's participation by adopting a combination of both on-site voting and online voting at its general meetings.</p>	<p>(5) The adjustment mechanism of the profit distribution policy: The Company will demonstrate with prudence the adjustments to the profit distribution policy based on changes in actual conditions, including its production and operations, capital requirements and long-term development. The adjusted profit distribution policy shall uphold the principle of protecting shareholders' interests and shall not violate the provisions of relevant laws, regulations and regulatory documents. Independent directors shall express opinions on the proposals in relation to the adjustments to the profit distribution policy, <i>which</i> The profit distribution adjustment proposal shall be submitted for approval at a general meeting for consideration by the Board of the Company and be passed by more than two-thirds of the voting rights held by shareholders present at such general meeting. The Company shall facilitate minority shareholder's participation by adopting a combination of both on-site voting and online voting at its general meetings.</p>
<p>Article 188 The Company shall appoint receiving agents on behalf of the holders of overseas-listed foreign shares to receive and keep on behalf of the relevant shareholders the dividends distributed by the Company in respect of overseas-listed foreign shares and other payables, and to make payment to such shareholders.</p> <p>The receiving agents appointed by the Company shall meet the requirements of the laws of the place where the Company's shares are listed or the relevant regulations of the stock exchange.</p>	<p>Article 18839 The Company shall appoint receiving agents on behalf of the holders of overseas-listed foreign shares to receive and keep on behalf of the relevant shareholders the dividends distributed by the Company in respect of overseas-listed foreign shares and other payables, and to make payment to such shareholders.</p> <p>The receiving agents appointed by the Company shall meet the requirements of the laws of the place where the Company's shares are listed or the relevant regulations of the stock exchange.</p>

Original provisions	After amendments
<p>The receiving agents appointed by the Company for holders of overseas-listed foreign shares which are listed in Hong Kong Stock Exchange shall be trust companies registered pursuant to Trustee Ordinance of Hong Kong.</p>	<p>The receiving agents appointed by the Company for holders of overseas-listed foreign shares which are listed in Hong Kong Stock Exchange shall be trust companies registered pursuant to Trustee Ordinance of Hong Kong.</p>
<p>Subject to the relevant laws and regulations of the PRC, the Company may exercise power to confiscate the dividends which nobody has claimed only after six (6) years or more of the declaration of such dividends.</p>	<p>Subject to the relevant laws and regulations of the PRC, the Company may exercise power to confiscate the dividends which nobody has claimed only after six (6) years or more of the declaration of such dividends.</p>
<p>The Company has the right to terminate the dispatch of dividend warrants to the holders of overseas-listed foreign shares by mail, provided that such right shall not be exercised until the dividend warrants have not been cashed for two consecutive occasions. However, where the dividend warrant is, for the first time, undelivered to the addressee and returned, the Company may also exercise such right.</p>	<p>The Company has the right to terminate the dispatch of dividend warrants to the holders of overseas-listed foreign shares by mail, provided that such right shall not be exercised until the dividend warrants have not been cashed for two consecutive occasions. However, where the dividend warrant is, for the first time, undelivered to the addressee and returned, the Company may also exercise such right.</p>
<p>The Company has the right to sell, in such manner as the Board thinks fit, any shares of an overseas listed foreign shareholder who is untraceable, subject to the following conditions:</p> <p>(1) the Company has distributed dividends for at least 3 times to such shares within 12 years, but none of such dividends was claimed;</p> <p>(2) the Company, after the expiration of the 12-year period, made public announcement on one or more of the newspapers at the jurisdiction where the Company is listed, stating its intention to sell such shares, and notified the stock exchange where such shares are listed.</p>	<p>The Company has the right to sell, in such manner as the Board thinks fit, any shares of an overseas listed foreign shareholder who is untraceable, subject to the following conditions:</p> <p>(1) the Company has distributed dividends for at least 3 times to such shares within 12 years, but none of such dividends was claimed;</p> <p>(2) the Company, after the expiration of the 12-year period, made public announcement on one or more of the newspapers at the jurisdiction where the Company is listed, stating its intention to sell such shares, and notified the stock exchange where such shares are listed.</p>

Original provisions	After amendments
<p>Article 189 Cash dividends and other distributions declared by the Company to the holders of domestic shares shall be paid in Renminbi. Cash dividends and other distributions declared by the Company to the holders of overseas-listed foreign capital shares shall be declared and denominated in Renminbi, and paid in Hong Kong dollars. Foreign currencies for the payment of cash dividends and other distributions payable by the Company to the holders of overseas-listed foreign capital shares shall be obtained pursuant to the relevant regulations on the administration of foreign exchange of the State.</p>	<p>Article 18940 Cash dividends and other distributions declared by the Company to the holders of domestic-A shares shall be paid in Renminbi. Cash dividends and other distributions declared by the Company to the holders of overseas-listed foreign capital shares shall be declared and denominated in Renminbi, and paid in Hong Kong dollars. Foreign currencies for the payment of cash dividends and other distributions payable by the Company to the holders of overseas-listed foreign capital shares shall be obtained pursuant to the relevant regulations on the administration of foreign exchange of the State.</p>
<p>Article 191 The Company shall appoint an independent accounting firm which has obtained the “qualification for undertaking securities-related business” and is qualified under the relevant regulations of the State to carry out such businesses including audit of accounting statement, verification of net assets and other relevant consultant services. The employment term is one year, and renewal is allowed.</p> <p>The first accounting firm of the Company may be appointed by the inaugural meeting prior to the first annual general meeting. Such accounting firm shall hold office until the conclusion of the first annual general meeting.</p>	<p>Article 19142 The Company shall appoint an independent—accounting firm which <i>has obtained the “qualification for undertaking securities-related business” and is qualified under the relevant regulations of the State</i> complies with the Securities Law to carry out such businesses including audit of accounting statement, verification of net assets and other relevant consultant services. The employment term is one year, and renewal is allowed.</p> <p>The first accounting firm of the Company may be appointed by the inaugural meeting prior to the first annual general meeting. Such accounting firm shall hold office until the conclusion of the first annual general meeting.</p>
<p>Article 192 The term of engagement of an accounting firm shall start from the conclusion of the annual general meeting and end upon the conclusion of the next annual general meeting.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>Article 193 An accounting firm engaged by the Company shall have the following rights:</p> <p>(1) the right of access at any time to the account books, records or vouchers of the Company and the right to require the directors, general manager or other senior management of the Company to provide the relevant information and explanations;</p> <p>(2) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties;</p> <p>(3) the right to attend general meetings, receive a notice or other information concerning any meetings which shareholders have a right to receive, and to be heard at any general meetings on any matter which relates to it as the accounting firm of the Company.</p> <p>The Company shall provide true and complete accounting vouchers, books and accounts, financial and accounting reports and other accounting data for the accounting firm engaged without any refusal, withholding and misrepresentation.</p>	<p>Article 19343 An accounting firm engaged by the Company shall have the following rights:</p> <p>(1) the right of access at any time to the account books, records or vouchers of the Company and the right to require the directors, general manager or other senior management of the Company to provide the relevant information and explanations;</p> <p>(2) the right to require the Company to take all reasonable measures to obtain from its subsidiaries the information and explanations necessary for the accounting firm to perform its duties;</p> <p>(3) the right to attend general meetings, receive a notice or other information concerning any meetings which shareholders have a right to receive, and to be heard at any general meetings on any matter which relates to it as the accounting firm of the Company.</p> <p>The Company shall provide true and complete accounting vouchers, books and accounts, financial and accounting reports and other accounting data for the accounting firm engaged without any refusal, withholding and misrepresentation.</p>
<p>Article 194 Before the convening of the general meeting, the Board may appoint an accounting firm to fill any casual vacancy in the office of the accounting firm, but while any such vacancy continues, the surviving or continuing accounting firm, if any, may still act.</p>	<p><i>Deleted</i></p>
<p>Article 195 The shareholders at general meetings may, by way of ordinary resolutions, remove an accounting firm before the expiration of its office, notwithstanding the stipulations in the contract between the Company and such accounting firm, but without prejudice to the firm's right to claim, if any, for damages in respect of such removal.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>Article 197 The Company’s appointment of, removal of and non-reappointment of an accounting firm shall be resolved at general meetings. The resolution of the general meeting shall be filed with the competent securities regulatory authority of the State Council. The Board shall not appoint the accounting firm before resolution at the general meeting.</p> <p>Where it is proposed that any resolution be passed at a general meeting concerning the appointment of an accounting firm, which is not an incumbent firm, to fill a casual vacancy in the office of the accounting firm, or to reappoint a retiring auditor which was appointed by the Board to fill a casual vacancy, or to remove the accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) A copy of the proposal about appointment, reappointment or removal shall be sent to the accounting firm proposed to be appointed or to leave its office or the accounting firm which has left its office in the relevant financial year before the notice of meeting is given to the shareholders.</p> <p>Leaving includes leaving by removal, resignation and retirement.</p> <p>(2) If the leaving accounting firm makes representations in writing and requests the Company to notify the shareholders of such representations, the Company shall (unless the representations are received too late):</p> <ol style="list-style-type: none"> 1. in any notice given to shareholders about a resolution to be made, state the representations that have been made by the accounting firm which is about to leave; and 2. deliver a copy of the representations to each of the shareholders that are eligible for the notice of general meeting. 	<p>Article 197⁴⁵ The Company’s appointment of, removal of and non-reappointment of an accounting firm shall be resolved at general meetings. The resolution of the general meeting shall be filed with the competent securities regulatory authority of the State Council. The Board shall not appoint the accounting firm before resolution at the general meeting.</p> <p>Where it is proposed that any resolution be passed at a general meeting concerning the appointment of an accounting firm, which is not an incumbent firm, to fill a casual vacancy in the office of the accounting firm, or to reappoint a retiring auditor which was appointed by the Board to fill a casual vacancy, or to remove the accounting firm before the expiration of its term of office, the following provisions shall apply:</p> <p>(1) A copy of the proposal about appointment, reappointment or removal shall be sent to the accounting firm proposed to be appointed or to leave its office or the accounting firm which has left its office in the relevant financial year before the notice of meeting is given to the shareholders.</p> <p>Leaving includes leaving by removal, resignation and retirement.</p> <p>(2) If the leaving accounting firm makes representations in writing and requests the Company to notify the shareholders of such representations, the Company shall (unless the representations are received too late):</p> <ol style="list-style-type: none"> 1. in any notice given to shareholders about a resolution to be made, state the representations that have been made by the accounting firm which is about to leave; and 2. deliver a copy of the representations to each of the shareholders that are eligible for the notice of general meeting.

Original provisions	After amendments
<p>(3) If the accounting firm’s representations are not sent in accordance with paragraph (2) above, the relevant accounting firm may require that the representations be read out at the general meeting and may lodge further complaints.</p> <p>(4) An accounting firm which is leaving its office shall be entitled to attend:</p> <ol style="list-style-type: none"> 1. the general meeting relating to the expiration of its term of office; 2. any general meeting at which it is proposed to fill the vacancy caused by its removal; and 3. any general meeting convened on its resignation. <p>The accounting firm which is leaving its office shall be entitled to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meeting in relation to matters concerning its role as the former accounting firm of the Company.</p>	<p>(3) If the accounting firm’s representations are not sent in accordance with paragraph (2) above, the relevant accounting firm may require that the representations be read out at the general meeting and may lodge further complaints.</p> <p>(4) An accounting firm which is leaving its office shall be entitled to attend:</p> <ol style="list-style-type: none"> 1. the general meeting relating to the expiration of its term of office; 2. any general meeting at which it is proposed to fill the vacancy caused by its removal; and 3. any general meeting convened on its resignation. <p>The accounting firm which is leaving its office shall be entitled to receive all notices of, and other communications relating to, any such meetings, and to speak at any such meeting in relation to matters concerning its role as the former accounting firm of the Company.</p>
<p>Article 198 Prior to the removal or the non-reappointment of the accounting firm, notice of such removal or non-reappointment shall be given in advance to the accounting firm who shall be entitled to make representation at the general meeting. Where the accounting firm resigns, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company.</p> <p>(1) The accounting firm may tender resignation by delivering a written notice to the Company’s legal address. The resignation shall become effective on the date of delivery or on such later date as may be stipulated in such resignation. The written notice shall include the following statement:</p> <ol style="list-style-type: none"> 1. a statement to the effect that there are no circumstances relating to its resignation which it considers should be brought to the attention of the shareholders or creditors of the Company; or 2. a statement of any such circumstances which should be brought to attention. 	<p>Article 19846 Prior to the removal or the non-reappointment of the accounting firm, notice of such removal or non-reappointment shall be given in advance to the accounting firm who shall be entitled to make representation at the general meeting. Where the accounting firm resigns, it shall make clear to the general meeting whether there has been any impropriety on the part of the Company.</p> <p>(1) The accounting firm may tender resignation by delivering a written notice to the Company’s legal address. The resignation shall become effective on the date of delivery or on such later date as may be stipulated in such resignation. The written notice shall include the following statement:</p> <ol style="list-style-type: none"> 1. a statement to the effect that there are no circumstances relating to its resignation which it considers should be brought to the attention of the shareholders or creditors of the Company; or 2. a statement of any such circumstances which should be brought to attention.

Original provisions	After amendments
<p>(2) The Company shall, within fourteen (14) days after the receipt of the notice as mentioned in paragraph (1) of this Article, serve a copy of the notice to the relevant competent authorities. If the notice contains the statement as mentioned in paragraph (1) 2 of this Article, a copy of such statement shall be placed at the domicile of the Company for the inspection of shareholders. The Company shall also deliver a copy of such statement by hand or by post (with postage paid) to each holder of overseas-listed foreign shares that is entitled to the financial report of the issuer at his address on the register of members. Provided that there shall be no violation of any laws, administrative regulations and listing rules of the stock exchange where the Company's shares are listed, the Company may also deliver through announcement(s) (including posting on the Company's website).</p> <p>(3) Where the notice of resignation of the accounting firm contains the statement as mentioned in paragraph (1) 2 of this Article, the accounting firm may require the Board to convene an extraordinary general meeting for the purpose of receiving explanation about its resignation.</p>	<p>(2) The Company shall, within fourteen (14) days after the receipt of the notice as mentioned in paragraph (1) of this Article, serve a copy of the notice to the relevant competent authorities. If the notice contains the statement as mentioned in paragraph (1) 2 of this Article, a copy of such statement shall be placed at the domicile of the Company for the inspection of shareholders. The Company shall also deliver a copy of such statement by hand or by post (with postage paid) to each holder of overseas-listed foreign shares that is entitled to the financial report of the issuer at his address on the register of members. Provided that there shall be no violation of any laws, administrative regulations and listing rules of the stock exchange where the Company's shares are listed, the Company may also deliver through announcement(s) (including posting on the Company's website).</p> <p>(3) Where the notice of resignation of the accounting firm contains the statement as mentioned in paragraph (1) 2 of this Article, the accounting firm may require the Board to convene an extraordinary general meeting for the purpose of receiving explanation about its resignation.</p>
<p>Article 203 From the date of completion of the listing of the Company's share on the STAR Market, the Company shall designate at least one of the China Securities Journal, the Shanghai Securities Journal, Securities Times and Securities Daily, and the official website of the Shanghai Stock Exchange (http://www.sse.com.cn/) as the medium to publish the Company's announcement and other information to be disclosed.</p>	<p>Article 203151 From the date of completion of the listing of the Company's share on the STAR Market, the Company shall designate at least one of the China Securities Journal, the Shanghai Securities Journal, Securities Times and Securities Daily, and the official website of the Shanghai Stock Exchange (http://www.sse.com.cn/) as the medium to publish the Company's announcement and other information to be disclosed.</p>

Original provisions	After amendments
<p>Article 206 The communication between the Company and the investors in the investor management mainly includes:</p> <p>(1) the development strategies and operating policies of the Company;</p> <p>(2) statutory information disclosure and its explanation, including regular reports and temporary announcements;</p> <p>(3) the publicly disclosed operation and management information of the Company and its explanation, including the conditions of production and operation, financial conditions, research and development of new products and new technology, operating results and dividends distribution;</p> <p>(4) the publicly disclosed significant matters of the Company and its explanation;</p> <p>(5) corporate culture, including the core value, mission and operating philosophies of the Company;</p> <p>(6) other relevant information of the Company to be disclosed to the public in accordance with the laws and publicly disclosed information.</p>	<p>Article 206154 The communication between the Company and the investors in the investor management mainly includes:</p> <p>(1) the development strategies and operating policies of the Company;</p> <p>(2) statutory information disclosure and its explanation, including regular reports and temporary announcements;</p> <p>(3) the publicly disclosed operation and management information of the Company and its explanation, including the conditions of production and operation, financial conditions, research and development of new products and new technology, operating results and dividends distribution management information of the Company;</p> <p>(4) the publicly disclosed significant matters environmental, social and governance information of the Company and its explanation;</p> <p>(5) culture building of the Company corporate culture, including the core value, mission and operating philosophies of the Company;</p> <p>(6) the manner, means and procedures etc. for the exercise of shareholders' rights;</p> <p>(7) information on the handling of investor claims;</p> <p>(8) risks and challenges the Company is or may be facing;</p> <p>(9) other relevant information of about the Company to be disclosed to the public in accordance with the laws and publicly disclosed information.</p>

Original provisions	After amendments
<p>Article 208 In the event of the merger or division of the Company, a plan shall be proposed by the Board of the Company and shall be approved in accordance with the procedures stipulated in the Articles of Association, and the relevant examining and approving formalities shall be processed as required by law. Shareholders who oppose the plan of merger or division of the Company shall have the right to request that the Company or the shareholders who consent to such plan purchase their shares at a fair price. A special document of the Company's resolution on the merger or division should be prepared for inspection by the shareholders.</p> <p>The aforesaid documents shall also be delivered to the holders of overseas-listed foreign capital shares by post. Subject to the laws, administrative regulations and the listing rules of the stock exchange where the Company's shares are listed, the Company may deliver by announcement (including publishing on the Company's website).</p>	<p><i>Deleted</i></p>
<p>Article 209 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the event of merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and an inventory of assets. The Company shall notify its creditors within 10 days of the date of the Company's resolution on merger and shall make newspaper announcement within 30 days of the date of the Company's resolution on merger. Creditors may, within 30 days after receipt of such notice from the Company, or within 45 days of the date of the newspaper announcement for those who do not receive such notice, to demand that the Company repay their debts or provide a corresponding guarantee for such debts.</p>	<p>Article 209156 The merger of the Company may take the form of either merger by absorption or merger by the establishment of a new company.</p> <p>In the event of merger, the parties to the merger shall enter into a merger agreement and prepare balance sheets and an inventory of assets. The Company shall notify its creditors within 10 days of the date of the Company's resolution on merger and shall make <i>an announcement in</i> newspaper(s) <i>or the National Enterprise Credit Information Publicity System announcement</i>—within 30 days of the date of the Company's resolution on merger. Creditors may, within 30 days after receipt of such notice from the Company, or within 45 days of the date of the newspaper announcement for those who do not receive such notice, to demand that the Company repay their debts or provide a corresponding guarantee for such debts.</p>

Original provisions	After amendments
<p>In a merger, debt obligations and liabilities of parties to the merger shall be taken over by the continuing company or the newly established company after the merger.</p> <p>Consolidation by merger means that a company merges with another company, and the company being merged will dissolve. Consolidation by integration means that more than two companies are integrated to incorporate a new company, and all parties integrated will dissolve.</p>	<p>In a merger, debt obligations and liabilities of parties to the merger shall be taken over by the continuing company or the newly established company after the merger.</p> <p>Consolidation by merger means that a company merges with another company, and the company being merged will dissolve. Consolidation by integration means that more than two companies are integrated to incorporate a new company, and all parties integrated will dissolve.</p>
<p>Article 210 In a division, the assets shall be split in an appropriate manner.</p> <p>In case of a division of the Company, the parties concerned shall prepare balance sheets and an inventory of assets. The Company shall notify all creditors within 10 days after adoption of the resolution on division and shall make an announcement in newspapers within 30 days.</p> <p>The debts of the Company before the division shall be borne by the companies established after division jointly and severally, save as otherwise agreed in writing between the Company and the creditors in respect of debt settlement before division.</p>	<p>Article 210¹⁵⁷ In a division, the assets shall be split in an appropriate manner.</p> <p>In case of a division of the Company, the parties concerned shall prepare balance sheets and an inventory of assets. The Company shall notify all creditors within 10 days after adoption of the resolution on division and shall make an announcement in newspaper(s) <i>or the National Enterprise Credit Information Publicity System</i> within 30 days.</p> <p>The debts of the Company before the division shall be borne by the companies established after division jointly and severally, save as otherwise agreed in writing between the Company and the creditors in respect of debt settlement before division.</p>

Original provisions	After amendments
<p>Article 212 The Company shall be dissolved upon the occurrence of any of the following events:</p> <p>(1) expiration of the term of business provided in the Articles of Association or other cause of dissolution as specified therein;</p> <p>(2) a resolution on dissolution is passed at the general meeting;</p> <p>(3) dissolution is required due to the merger or division of the Company;</p> <p>(4) the Company is declared bankrupt due to its failure to repay debts due;</p> <p>(5) the Company has its business license revoked or is ordered to close down or dissolved for breaches of the laws and administrative regulations;</p> <p>(6) the Company suffers significant hardships in operation and management that cannot be resolved through other means, and its continuation may cause substantial loss in shareholders’ interests, shareholders representing 10% or above of the total voting rights of the Company may plead the people’s court to dissolve the Company, and the people’s court dissolves the Company accordingly.</p> <p>In the circumstances under item (1), the Company may continue to exist by modification of the Articles of Association if approved by more than two-thirds of the shareholders with voting rights present at the general meeting.</p>	<p>Article 212159 The Company shall be dissolved upon the occurrence of any of the following events:</p> <p>(1) expiration of the term of business provided in the Articles of Association or other cause of dissolution as specified therein;</p> <p>(2) a resolution on dissolution is passed at the general meeting;</p> <p>(3) dissolution is required due to the merger or division of the Company;</p> <p>(4) the Company is declared bankrupt due to its failure to repay debts due;</p> <p>(5) the Company has its business license revoked or is ordered to close down or dissolved for breaches of the laws and administrative regulations;</p> <p>(6) the Company suffers significant hardships in operation and management that cannot be resolved through other means, and its continuation may cause substantial loss in shareholders’ interests, shareholders representing 10% or above of the total-voting rights of the Company may plead the people’s court to dissolve the Company, and the people’s court dissolves the Company accordingly.</p> <p>In the circumstances under items (1) and (2) and where properties has not been distributed to shareholders, the Company may continue to exist by modification of the Articles of Association if approved or obtaining an approval resolution by more than two-thirds of the shareholders with voting rights present at the general meeting.</p>

Original provisions	After amendments
<p>Article 213 Where the Company is dissolved pursuant to sub-paragraphs (1), (2), (5) or (6) of the preceding paragraph, it shall establish a liquidation committee within 15 days as of the dissolution circumstance arises. And the liquidation shall be thereby started. The liquidation committee shall comprise directors or those determined at the general meeting. If the liquidation committee is not duly set up within 15 days, the creditors may plead the people’s court to designate related persons to form a liquidation committee to carry out the liquidation.</p> <p>Where the Company is dissolved pursuant to sub-paragraph (4) of the preceding article, a liquidation committee comprised shareholders, relevant authorities and professionals shall be formed by the people’s court for carrying out the liquidation. Where the Company is ordered to be dissolved according to law due to breach of laws and administrative regulations, a liquidation committee comprised shareholders, relevant authorities and professionals shall be formed by the relevant competent authority for carrying out the liquidation.</p>	<p>Article 213160 Where the Company is dissolved pursuant to sub-paragraphs (1), (2), (54) or (65) of the preceding paragraph, it <i>shall be liquidated. The directors shall be the liquidation obligors and</i> shall establish a liquidation committee within 15 days as of the dissolution circumstance arises. And the liquidation shall be thereby started. The liquidation committee shall comprise directors, or those determined at the general meeting—unless otherwise provided in the Articles of Association or the general meeting resolves to another composition. If the liquidation committee is not duly set up within 15 days or if the liquidation committee fails to liquidate the Company after it is being set up, interested parties the creditors may plead the pPeople’s eCourt to designate related persons to form a liquidation committee to carry out the liquidation.</p> <p>Where the Company is dissolved pursuant to sub-paragraph (4) of the preceding article, a liquidation committee comprised shareholders, relevant authorities and professionals shall be formed by the people’s court for carrying out the liquidation. Where the Company is ordered to be dissolved according to law due to breach of laws and administrative regulations, a liquidation committee comprised shareholders, relevant authorities and professionals shall be formed by the relevant competent authority for carrying out the liquidation. <i>the department or company registration authority that made the decision to revoke its business license, issued an order for closure or made a cancellation decision, may apply to the People’s Court to designate relevant personnel to form a liquidation committee upon application to carry out the liquidation.</i></p>

Original provisions	After amendments
<p>Article 214 Where the Board resolves to liquidate the Company for any reason other than bankruptcy, the Board shall include a statement in its notice convening a meeting of shareholders for such issue, stating the Board has performed a full investigation on the Company, and believes the debts of the Company could be fully repaid within 12 months as of the commencement of the liquidation.</p> <p>Upon passing the resolution for the liquidation of the Company at the general meeting, all functions and powers of the Board shall immediately cease.</p> <p>The liquidation committee shall act in accordance with the instructions of general meeting and make a report at least once every year at the general meeting on its income and expenses, the business of the Company and the progress of the liquidation, and present a final report at the general meeting upon completion of the liquidation.</p>	<p><i>Deleted</i></p>
<p>Article 215 The liquidation committee shall perform the following duties during the liquidation period:</p> <ol style="list-style-type: none"> (1) checking the Company's assets and preparing a balance sheet and an inventory of assets, respectively; (2) notifying the creditors by notice or announcement; (3) dealing with the outstanding liquidation-related business of the Company; (4) paying off outstanding taxes as well as taxes arising in the course of liquidation; (5) claiming credits and paying off debts; (6) disposing of the remaining assets of the Company after the settlement of debts; (7) representing the Company in any civil proceedings. 	<p>Article 215161 The liquidation committee shall perform the following duties during the liquidation period:</p> <ol style="list-style-type: none"> (1) checking the Company's assets and preparing a balance sheet and an inventory of assets, respectively; (2) notifying the creditors by notice or announcement; (3) dealing with the outstanding liquidation-related business of the Company; (4) paying off outstanding taxes as well as taxes arising in the course of liquidation; (5) claiming credits and paying off debts; (6) disposingdistribution of the remaining assets of the Company after the settlement of debts; (7) representing the Company in any civil proceedings.

Original provisions	After amendments
<p>Article 216 As of the date of its establishment, the liquidation committee shall notify the creditors within 10 days and make public announcement on newspaper(s) within 60 days. Creditors shall, within 30 days after receipt of the notice, or for those who do not receive the notice, within 45 days as of the date of the announcement, declare their claims to the liquidation committee. The liquidation committee shall record the claims in accordance with the laws.</p> <p>Creditors shall provide explanations on and evidence for their claims upon their declarations of such claims. The liquidation committee shall record the creditors' claims.</p> <p>The liquidation committee shall not pay off any debts to any creditors during the period of credit declaration.</p>	<p>Article 216162 As of the date of its establishment, the liquidation committee shall notify the creditors within 10 days and make public announcement on<i>in</i> newspaper(s) <i>or the National Enterprise Credit Information Publicity System</i> within 60 days. Creditors shall, within 30 days after receipt of the notice, or for those who do not receive the notice, within 45 days as of the date of the announcement, declare their claims to the liquidation committee. The liquidation committee shall record the claims in accordance with the laws.</p> <p>Creditors shall provide explanations on and evidence for their claims upon their declarations of such claims. The liquidation committee shall record the creditors' claims.</p> <p>The liquidation committee shall not pay off any debts to any creditors during the period of credit declaration.</p>
<p>Article 218 If the liquidation committee, after checking the Company's assets and preparing a balance sheet and an inventory of assets, finds that the Company's assets are insufficient to pay off its debts, it shall immediately file an application to the people's court for bankruptcy.</p> <p>After the Company is declared bankrupt by the people's court, the liquidation committee shall hand over the liquidation matters to the people's court.</p>	<p>Article 218164 If the liquidation committee, after checking the Company's assets and preparing a balance sheet and an inventory of assets, finds that the Company's assets are insufficient to pay off its debts, it shall immediately file an application to the people's court for bankruptcy <i>liquidation in accordance with the law</i>.</p> <p>After the Company is declared bankrupt by the people's court <i>accepts the application for bankruptcy, the liquidation committee shall transfer all liquidation affairs to bankruptcy administrators appointed by the people's court, the liquidation committee shall hand over the liquidation matters to the people's court</i>.</p>

Original provisions	After amendments
<p>Article 219 Upon completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and a statement of the income and expenses and the account books in respect of the liquidation period, and after verification by the PRC certified public accountants, shall submit the same to the general meeting or the relevant competent authorities for confirmation.</p>	<p>Article 219165 Upon completion of liquidation of the Company, the liquidation committee shall prepare a liquidation report and a statement of the income and expenses and the account books in respect of the liquidation period, and after verification by the PRC certified public accountants, and shall submit the same to the general meeting or the relevant competent authorities for confirmation.</p>
<p>The liquidation committee shall, within 30 days after the general meeting or after obtaining confirmations from the relevant competent authorities, submit the aforesaid documents to the company registration authority, apply for deregistration of the Company, and announce the termination of the Company.</p>	<p>The liquidation committee shall, within 30 days after the general meeting or after obtaining confirmations from the relevant competent authorities, also submit the aforesaid documents to the company registration authority, apply for deregistration of the Company, and announce the termination of the Company.</p>
<p>Members of the liquidation committee shall be loyal to their duties and shall perform liquidation obligations according to laws.</p>	<p>Members of the liquidation committee shall <i>perform liquidation duties and owe a duty of loyalty and diligence</i> be loyal to their duties and shall perform liquidation obligations according to laws.</p>
<p>The liquidation committee members shall neither take advantage of their powers to accept bribery or other illegal incomes, nor embezzle the Company's property.</p>	<p>The liquidation committee members shall <i>neither take advantage of their powers to accept bribery or other illegal incomes, nor embezzle the Company's property</i> be liable for damages caused to the Company if they are negligent in performing their duties.</p>
<p>The liquidation committee members shall bear the liability for compensation if losses are caused to the Company or the creditors due to their intentional or gross negligence.</p>	<p>The liquidation committee members shall bear the liability for compensation if losses are caused to the Company or the creditors due to their intentional or gross negligence.</p>
<p>The Company declared bankrupt as provided by law shall have bankruptcy liquidation carried out according to relevant enterprise bankruptcy laws.</p>	<p>The Company declared bankrupt as provided by law shall have bankruptcy liquidation carried out according to relevant enterprise bankruptcy laws.</p>
<p></p>	<p>The Company declared bankrupt as provided by law shall have bankruptcy liquidation carried out according to relevant enterprise bankruptcy laws.</p>

Original provisions	After amendments
<p>Article 221 The following procedures shall be followed when making amendments to the Articles of Association:</p> <p>(1) the Board shall first adopt a resolution for amendment to the Articles of Association and prepare a proposal for amendment to the Articles of Association;</p> <p>(2) the Board shall convene a general meeting for voting on such proposal thereat;</p> <p>(3) the general meeting shall approve such proposal by special resolution;</p> <p>(4) the Company shall report the proposal for amendments to the Articles of Association approved at the general meeting to the competent approving authority, which will become effective upon approval (if required);</p> <p>(5) the Company shall file the amended Articles of Association with the company registration authority for record.</p> <p>The Board shall revise the Articles of Association according to resolutions of the general meeting and approval comments of the relevant competent authorities.</p>	<i>Deleted</i>
Chapter 22 Settlement of Disputes	<i>Deleted</i>

Details of the proposed amendments to the Rules of Procedures of General Meeting of the Company are as follows:

Original provisions	After amendments
<p>Article 1 In order to standardize the behavior of Shanghai Junshi Biosciences Co., Ltd. (hereinafter referred to as “Company” or “the Company”) and ensure that the shareholders’ meeting exercises its powers according to the law, these Rules shall be formulated in accordance with the laws and regulations including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Securities Law of the People’s Republic of China, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Official Reply of the State Council regarding Adjusting the Application of Provisions concerning Matters Including the Notice Period for Convention of Shareholders’ Meetings by Overseas Listed Companies (No. 97 [2019] of the State Council), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and Articles of Association of the Company (hereinafter referred to as the Articles of Association).</p>	<p>Article 1 In order to standardize the behavior of Shanghai Junshi Biosciences Co., Ltd. (hereinafter referred to as “Company” or “the Company”) and ensure that the shareholders’ meeting exercises its powers according to the law, these Rules shall be formulated in accordance with the laws and regulations including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), Securities Law of the People’s Republic of China, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Official Reply of the State Council regarding Adjusting the Application of Provisions concerning Matters Including the Notice Period for Convention of Shareholders’ Meetings by Overseas Listed Companies (No. 97 [2019] of the State Council), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and Articles of Association of the Company (hereinafter referred to as the Articles of Association).</p>
<p>Article 2 The Company shall convene the shareholders’ meeting in strict accordance with the laws, administrative regulations, Hong Kong Listing Rules, Articles of Association and the relevant provisions of these Rules to ensure that shareholders can exercise the powers according to the law.</p>	<p>Article 2 The Company shall convene the shareholders’ meeting in strict accordance with the laws, administrative regulations, Hong Kong Listing Rules, <i>Listing Rules for the Sci-Tech Innovation Board</i>, Articles of Association and the relevant provisions of these Rules to ensure that shareholders can exercise the powers according to the law.</p>

Original provisions	After amendments
<p>Article 4 The shareholders' meeting shall exercise its functions and powers within the scope prescribed by the Company Law and the Articles of Association. The shareholders' meeting shall exercise the following powers:</p> <p>(I) Decide the operation policies and investment plans of the Company;</p> <p>(II) Elect and replace the directors and determine their remuneration;</p> <p>(III) Elect and change supervisors from the shareholders' representatives and determine their remuneration;</p> <p>(IV) Review and approve reports from the Board of Directors;</p> <p>(V) Review and approve reports from the Board of Supervisors;</p> <p>(VI) Review and approve annual financial budget plans and final accounts of the Company;</p> <p>(VII) Review and approve the profit distribution plans and loss recovery plans of the Company;</p> <p>(VIII) Resolve on the increase or decrease of the Company's registered capital;</p> <p>(IX) Resolve on the issuance of the Company's bonds or other securities and listing plans;</p> <p>(X) Resolve on merger, demerger, dissolution, liquidation or change of corporation form of the Company;</p> <p>(XI) Review and amend the Articles of Association and the rules of procedures of the Shareholders' Meeting, the Board of Directors and the Board of Supervisors;</p> <p>(XII) Decide to engage, dismiss or not to re-engage accounting firms;</p> <p>(XIII) Review and approve the proposals of shareholders representing more than 3% (including 3%) of the voting shares of the Company;</p>	<p>Article 4 The shareholders' meeting shall exercise its functions and powers within the scope prescribed by the Company Law and the Articles of Association. The shareholders' meeting shall exercise the following powers:</p> <p>(I) Decide the operation policies and investment plans of the Company;</p> <p>(II) Elect and replace directors and supervisors and determine their remuneration;</p> <p>(III) Elect and change supervisors from the shareholders' representatives and determine their remuneration;</p> <p>(IV) Review and approve reports from the Board of Directors;</p> <p>(V) Review and approve reports from the Board of Supervisors;</p> <p>(VI) Review and approve annual financial budget plans and final accounts of the Company;</p> <p>(VII) Review and approve the profit distribution plans and loss recovery plans of the Company;</p> <p>(VIII) Resolve on the increase or decrease of the Company's registered capital;</p> <p>(IX) Resolve on the issuance of the Company's bonds or other securities and listing plans;</p> <p>(X) Resolve on merger, demerger, dissolution, liquidation or change of corporation form of the Company;</p> <p>(XI) Review and amend the Articles of Association and the rules of procedures of the Shareholders' Meeting, the Board of Directors and the Board of Supervisors;</p> <p>(XII) Decide to engage, dismiss or not to re-engage accounting firms;</p> <p>(XIII) Review and approve the proposals of shareholders representing more than 3% (including 3%) of the voting shares of the Company;</p>

Original provisions	After amendments
<p>(XIV) Consider matters relating to the purchases and sales of significant assets within one year where the total assets or transactions amount involved exceeding 30% of the latest audited total assets of the Company;</p> <p>(XV) Resolve on the guarantee matters stipulated in Article 5;</p> <p>(XVI) Review and approve the share incentive plan;</p> <p>(XVII) Other matters to be decided by shareholders' meeting as stipulated in laws, administrative regulations and the Articles of Association of the Company;</p> <p>(XVIII) Other matters to be decided by the shareholders' meeting as required by the listing rules of the exchange where the Company's shares are listed.</p> <p>The shareholders' meeting may authorize or entrust the Board of Directors to handle the matters authorized or entrusted by it without violating the relevant laws, regulations and regulatory documents of China and the mandatory provisions of the listing rules of the exchange where the Company's shares are listed.</p>	<p>(XIV) Consider matters relating to the purchases and sales of significant assets within one year where the total assets or transactions amount involved exceeding 30% of the latest audited total assets of the Company;</p> <p>(XV) Resolve on the guarantee matters stipulated in Article 5;</p> <p>(XVI) Review and approve the share incentive plan and employee stock ownership plan;</p> <p>(XVII) Other matters to be decided by shareholders' meeting as stipulated in laws, administrative regulations and the Articles of Association of the Company;</p> <p>(XVIII) Other matters to be decided by the shareholders' meeting as required by the listing rules of the exchange where the Company's shares are listed.</p> <p>The shareholders' meeting may authorize or entrust the Board of Directors to handle the matters authorized or entrusted by it without violating the relevant laws, regulations and regulatory documents of China and the mandatory provisions of the listing rules of the exchange where the Company's shares are listed.</p>

Original provisions	After amendments
<p>Article 5 The following conducts of guarantee of the Company shall be submitted to the Board of Directors for consideration and approval and then submitted to the shareholders' meeting for consideration:</p> <p>(I) Any guarantee provided when the total amount of guarantee provided by the Company and its holding subsidiary is equal to or more than 50% of the net asset audited in the latest period;</p> <p>(II) Any guarantee provided when the total amount of external guarantee within 12 consecutive months reaches or exceeds 30% of the total asset audited in the latest period;</p> <p>(III) To provide guarantee to any person or entity with gearing ratio of over 70%;</p> <p>(IV) Any single guarantee whose amount exceeds 10% of the latest audited net assets audited;</p> <p>(V) To provide guarantee for shareholders, de facto controllers and their related parties.</p> <p>Except for the guarantee matters for wholly-owned subsidiaries and holding subsidiaries, other guarantee matters shall be provided with counter guarantee by the other party, and the counter guarantee provider shall have actual bearing capacity</p>	<p>Article 5 The following conducts of guarantee of the Company shall be submitted to the Board of Directors for consideration and approval and then submitted to the shareholders' meeting for consideration:</p> <p>(I) Any guarantee provided when the total amount of guarantee provided by the Company and its holding subsidiary is equal to or more than 50% of the net asset audited in the latest period;</p> <p>(II) <i>Any guarantee provided when the total amount of external guarantee provided by the Company is more than 30% of the net asset audited in the latest period;</i></p> <p>(III) Any <i>g</i>Guarantee provided when the total amount of external guarantee within 12 consecutive months reaches or exceeds 30% of the total asset audited in the latest period <i>based on the principle of accumulated guarantee amount for 12 consecutive months;</i></p> <p>(HIV) To provide guarantee to any person or entity with gearing ratio of over 70%;</p> <p>(FV) Any single guarantee whose amount exceeds 10% of the latest audited net assets audited;</p> <p>(VI) To provide guarantee for shareholders, de facto controllers and their related parties.</p> <p>Except for the guarantee matters for wholly-owned subsidiaries and holding subsidiaries, other guarantee matters shall be provided with counter guarantee by the other party, and the counter guarantee provider shall have actual bearing capacity</p>

Original provisions	After amendments
<p>Article 6 Any related party transactions with transaction amount representing at least 5% of the latest audited net assets (in absolute value), earnings, revenue or total market value of the Company or at least RMB5 million shall be considered and approved at the general meeting. Related party transaction. The following related shareholders shall abstain from voting when related party transactions are considered at shareholders' meeting:</p> <p>(I) Counterparty of the transaction;</p> <p>(II) Having direct or indirect control over the counterparty;</p> <p>(III) Directly or indirectly controlled by the counterparty;</p> <p>(IV) Directly or indirectly controlled by the same legal person or natural person as the counterparty;</p> <p>(V) Working in a counterparty, or in a legal entity that directly or indirectly controls the counterparty or a legal entity that is directly or indirectly controlled by the counterparty (applicable to a shareholder who is a natural person);</p> <p>(VI) The right to vote is restricted or affected due to the existence of unfinished equity transfer agreement or other agreements with the counterparty or its affiliates.</p>	<p>Article 6 Any related party transactions with transaction amount representing at least 5% of the latest audited net assets (in absolute value), earnings, revenue or total market value of the Company or at least RMB5 million shall be considered and approved at the general meeting. <i>Subject to the laws and regulations of the place where the Company is listed, Listing Rules for the Sci-Tech Innovation Board and Hong Kong Listing Rules</i>, the following related shareholders shall abstain from voting when related party transactions are considered at shareholders' meeting:</p> <p>(I) Counterparty of the transaction;</p> <p>(II) Having direct or indirect control over the counterparty;</p> <p>(III) Directly or indirectly controlled by the counterparty;</p> <p>(IV) Directly or indirectly controlled by the same legal person, <i>other organizations</i> or natural person as the counterparty;</p> <p>(V) Working in a counterparty, or in a legal entity that directly or indirectly controls the counterparty or a legal entity that is directly or indirectly controlled by the counterparty (applicable to a shareholder who is a natural person);</p> <p>(VI) The right to vote is restricted or affected due to the existence of unfinished equity transfer agreement or other agreements with the counterparty or its affiliates;</p> <p><i>(VI) A person with material interest in the transaction;</i></p> <p><i>(VII) Shareholders identified by the China Securities Regulatory Commission or the exchange where the Company's shares are listed that may cause the listed company's interests to tilt towards them.</i></p>

Original provisions	After amendments
<p>Article 7 Without the prior approval of the shareholders' meeting, the Company shall not enter into a contract with any person other than the directors, supervisors, general managers and other senior executives to entrust the management of all or important businesses of the Company to that person.</p>	<p>Article 7 Without the prior approval of the shareholders' meeting, <i>Unless the company is in a crisis or other special circumstances,</i> the Company shall not enter into a contract with any person other than the directors, supervisors, general managers and other senior executives to entrust the management of all or important businesses of the Company to that person <i>without the approval of the shareholders' meeting by a special resolution.</i></p>
<p>Article 8 The shareholders' meeting includes annual shareholders' meeting and extraordinary shareholders' meeting. Annual shareholders' meeting shall be held once a year and within 6 months after the end of the preceding financial year. The extraordinary shareholders' meeting shall be convened when necessary. The Board of Directors shall convene an extraordinary shareholders' meeting within 2 months from the date of any of the following circumstances:</p> <p>(I) Number of directors is less than the number stipulated in the Company Law or less than 2/3 of the number required by the Articles of Association;</p> <p>(II) The unrecovered loss of the Company reaches 1/3 of the total amount of the paid-up capital;</p> <p>(III) Shareholders holding more than 10% (including 10%) of the Company's shares individually or in total requesting the meeting in writing;</p> <p>(IV) The Board of Directors deems it necessary or the Board of Supervisors proposes to convene;</p> <p>(V) Two or more independent non-executive directors propose to convene;</p> <p>(VI) Other circumstances stipulated by laws, administrative regulations, department rules, listing rules of the exchange where the Company's shares are listed, or the Articles of Association.</p> <p>(VII) Persons that need to abstain from voting in accordance with the laws and regulations as well as the listing rules of China and the place where the Company's shares are listed.</p> <p>In circumstances of set out in Items (III), (IV) and (V), the matters proposed by the convener shall be included in the agenda of the shareholders' meeting.</p>	<p>Article 8 The shareholders' meeting includes annual shareholders' meeting and extraordinary shareholders' meeting. Annual shareholders' meeting shall be held once a year and within 6 months after the end of the preceding financial year. The extraordinary shareholders' meeting shall be convened when necessary. The Board of Directors shall convene an extraordinary shareholders' meeting within 2 months from the date of any of the following circumstances:</p> <p>(I) Number of directors is less than the number stipulated in the Company Law or less than 2/3 of the number required by the Articles of Association;</p> <p>(II) The unrecovered loss of the Company reaches 1/3 of the total amount of the paid-up capital;</p> <p>(III) Shareholders holding more than 10% (including 10%) of the Company's shares individually or in total requesting the meeting <i>in writing</i>;</p> <p>(IV) The Board of Directors deems it necessary or the Board of Supervisors proposes to convene;</p> <p>(V) Two or more independent non-executive directors propose to convene;</p> <p>(VI) Other circumstances stipulated by laws, administrative regulations, department rules, listing rules of the exchange where the Company's shares are listed, or the Articles of Association.</p> <p>(VII) Persons that need to abstain from voting in accordance with the laws and regulations as well as the listing rules of China and the place where the Company's shares are listed.</p> <p>In circumstances of set out in Items (III), <i>and</i> (IV) and (V), the matters proposed by the convener shall be included in the agenda of the shareholders' meeting.</p>

Original provisions	After amendments
<p>Article 11 With the consent of more than half of all independent non-executive directors, the independent non-executive directors have the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting. For proposals required by independent non-executive directors to convene extraordinary shareholders' meeting, the Board of Directors shall give a written feedback of agreement or disagreement to convene extraordinary shareholders' meeting within 10 days upon receiving the proposal in accordance with laws, administrative regulations, the listing rules of the exchange where the Company's shares are listed and the Articles of Association.</p>	<p>Article 11 With the consent of more than half majority of all independent non-executive directors, the independent non-executive directors have the right to propose to the Board of Directors to convene an extraordinary shareholders' meeting. For proposals required by independent non-executive directors to convene extraordinary shareholders' meeting, the Board of Directors shall give a written feedback of agreement or disagreement to convene extraordinary shareholders' meeting within 10 days upon receiving the proposal in accordance with laws, administrative regulations, the listing rules of the exchange where the Company's shares are listed and the Articles of Association.</p>
<p>Article 13 Shareholders holding more than 10% of the shares of the Company individually or in aggregate shall have the right to propose to Board of Directors for convening an extraordinary shareholders' meeting and shall do so by giving the proposal in writing. For proposals required by independent non-executive directors to convene extraordinary shareholders' meeting, the Board of Directors shall give a written feedback of agreement or disagreement to convene extraordinary shareholders' meeting within 10 days upon receiving the proposal in accordance with laws, administrative regulations, the listing rules of the exchange where the Company's shares are listed and the Articles of Association.</p> <p>If the Board of Directors agrees to convene an extraordinary shareholders' meeting or a class meeting, it shall issue the notice within 5 days after its decision, and modifications to the original request in the notice shall be approved by relevant shareholders.</p>	<p>Deleted</p>

Original provisions	After amendments
<p>If the Board of Directors disagrees to convene the extraordinary shareholders' meeting or a class meeting or fails to give its feedback within 10 days after receiving the request, shareholders holding more than 10% of the shares individually or in aggregate shall have the right to propose to the Board of Supervisors for convening an extraordinary shareholders' meeting or a class meeting, and shall submit a request in writing to the Board of Supervisors.</p> <p>If the Board of Supervisors agrees to convene an extraordinary shareholders' meeting or a class meeting, it shall issue the notice within 5 days after receiving the request, and modifications to the original proposal in the notice shall be approved by relevant shareholders.</p> <p>If the Board of Supervisors fails to give notice of the shareholders' meeting within the prescribed time limit, it shall be deemed that the Board of Supervisors will not convene and preside over the shareholders' meeting. Shareholders holding more than 10% of the shares alone or in total for more than 90 consecutive days may convene and preside over the meeting on their own.</p>	
<p>Article 18 When the Company holds an annual shareholders' meeting, shareholders holding more than 3% (including 3%) of the total voting shares of the Company have the right to put forward new proposals to the Company in writing. The Company shall list the matters within the scope of responsibilities of the shareholders' meeting in the agenda of the meeting. The convener of the shareholders' meeting shall issue a supplementary notice of the shareholders' meeting within 2 days after receiving the proposal, notify other shareholders, and list the matters in the proposal within the scope of responsibilities of the shareholders' meeting in the agenda of the meeting and submit them to the shareholders' meeting for deliberation.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>Article 19 When the Company convenes a shareholders' meeting, the written notice of the meeting shall be sent 20 days before the meeting, informing all shareholders of the date and place of the meeting and the matters to be considered at the meeting. The notice of an extraordinary general meeting of shareholders shall be sent to all shareholders 15 days before the meeting.</p> <p>The notice of the shareholders' meeting shall be sent to the shareholders (regardless of whether they have the right to vote at the shareholders' meeting) by hand or by pre-paid mail, and the address of the recipient shall be the address registered in the register of shareholders. Subject to compliance with laws, administrative regulations and the listing rules of the exchange where the Company's shares are listed, the notice of the Company's shareholders' meeting may be issued in the form of a public announcement (including issuing through the Company's website).</p> <p>The announcement mentioned in the preceding paragraph shall be published in one or more newspapers designated by the competent securities regulatory body under the State Council, the website of Shanghai Stock Exchange or any media that meet the conditions stipulated by the State Council's securities regulatory body within 20 days prior to the convening of an annual general meeting or within 15 days prior to the convening of an extraordinary meeting. Once the announcement is made, it shall be deemed that all domestic shareholders have received the notice of the shareholders' meeting. The Chinese and English versions of these announcements shall be published on the websites of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Company respectively on the same day or in a manner designated by the Stock Exchange from time to time.</p> <p>If there are any special provisions in the listing rules of the place where the Company's shares are listed, such provisions shall prevail.</p>	<p>Article 1917 When the Company convenes an <i>annual</i> shareholders' meeting, the written notice of the meeting shall be sent 201 days before the meeting, informing all shareholders of the date and place of the meeting and the matters to be considered at the meeting. The notice of an extraordinary general meeting of shareholders shall be sent to all shareholders 15 days before the meeting.</p> <p>The notice of the shareholders' meeting shall be sent to the shareholders (regardless of whether they have the right to vote at the shareholders' meeting) by hand or by pre-paid mail, and the address of the recipient shall be the address registered in the register of shareholders. Subject to compliance with laws, administrative regulations and the listing rules of the exchange where the Company's shares are listed, the notice of the Company's shareholders' meeting may be issued in the form of a public announcement (including issuing through the Company's website).</p> <p>The announcement mentioned in the preceding paragraph shall be published in one or more newspapers designated by the competent securities regulatory body under the State Council, the website of Shanghai Stock Exchange or any media that meet the conditions stipulated by the State Council's securities regulatory body within 201 days prior to the convening of an annual general meeting or within 15 days prior to the convening of an extraordinary meeting. Once the announcement is made, it shall be deemed that all domestic shareholders have received the notice of the shareholders' meeting. The Chinese and English versions of these announcements shall be published on the websites of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and the Company respectively on the same day or in a manner designated by the Stock Exchange from time to time.</p> <p>If there are any special provisions in the listing rules of the place where the Company's shares are listed, such provisions shall prevail.</p>

Original provisions	After amendments
<p>Article 21 The notice of the shareholders' meeting shall meet the following requirements:</p> <p>(I) In writing;</p> <p>(II) Specify the time, place and date of the meeting;</p> <p>(III) Describe the matters to be discussed at the meeting;</p> <p>(IV) Provide shareholders with the information and explanations necessary for them to make wise decisions on the matters to be discussed; this principle includes (but is not limited to) the specific conditions and contracts (if any) to be provided for the proposed transaction and a sincere explanation of its causes and consequences when the Company proposes the merger, repurchase of shares, restructuring of share capital or other restructuring;</p> <p>(V) If any director, supervisor, general managers and other senior executives have material interests in the matters to be discussed, the nature and extent of their interests shall be disclosed. If the impact of the matters to be discussed on the directors, supervisors, general managers and other senior executives as shareholders is different from that on other shareholders of the same category, the difference shall be explained;</p> <p>(VI) Contain the full text of any special resolution to be proposed for adoption at the meeting;</p> <p>(VII) Explanations in clear words: shareholders who have the right to attend and vote shall have the right to appoint one or more shareholders' proxies to attend and vote on their behalf, and the shareholders' proxies need not be the shareholders of the Company;</p> <p>(VIII) Specify the time and place of delivery of the power of attorney for proxy voting for the meeting.</p>	<p>Article 21²¹⁹ The notice of the shareholders' meeting shall meet the following requirements:</p> <p>(I) In writing;</p> <p>(II) Specify the time, place and date of the meeting;</p> <p>(III) Describe^{Submit} the matters and proposals to be discussed^{considered} at the meeting;</p> <p>(IV) Provide shareholders with the information and explanations necessary for them to make wise decisions on the matters to be discussed; this principle includes (but is not limited to) the specific conditions and contracts (if any) to be provided for the proposed transaction and a sincere explanation of its causes and consequences when the Company proposes the merger, repurchase of shares, restructuring of share capital or other restructuring;</p> <p>(V) If any director, supervisor, general managers and other senior executives have material interests in the matters to be discussed, the nature and extent of their interests shall be disclosed. If the impact of the matters to be discussed on the directors, supervisors, general managers and other senior executives as shareholders is different from that on other shareholders of the same category, the difference shall be explained;</p> <p>(VI) Contain the full text of any special resolution to be proposed for adoption at the meeting;</p> <p>(VII) —Explanations in clear words: shareholders who have the right to attend and vote shall have the right to appoint one or more shareholders' proxies to attend and vote on their behalf, and the shareholders' proxies need not be the shareholders of the Company;</p>

Original provisions	After amendments
<p>If other voting methods are required at the shareholders' meeting, the notice shall also specify the voting time, voting procedures and matters to be considered.</p>	<p><i>(V) Share rights registration date of the shareholders having the right to attend the shareholders' meeting;</i></p> <p><i>(VI) Name and telephone number of the permanent contact person;</i></p> <p><i>(VII) The voting time and voting procedures through on-line or other means.</i></p> <p><i>(VIII) Specify the time and place of delivery of the power of attorney for proxy voting for the meeting.</i></p> <p>If other voting methods are required at the shareholders' meeting, the notice shall also specify the voting time, voting procedures and matters to be considered.</p>
<p>Article 23 The nomination methods and procedures for the election of directors and supervisors at the shareholders' meeting are as follows:</p> <p>(I) Shareholders holding more than 3% of the total number of voting shares issued by the Company individually or in aggregate may submit written proposals to the shareholders' meeting for candidates for directors and supervisors who are not staff representatives, provided that the number of nominees must comply with the provisions of the Articles of Association and must not exceed the number of candidates to be elected. The above proposals submitted by shareholders to the Company shall be delivered to the Company at least 14 days before the date of the shareholders' meeting.</p>	<p>Article 2331 The nomination methods and procedures for the election of directors and supervisors at the shareholders' meeting are as follows:</p> <p>(I) Shareholders holding more than 3% of the total number of voting shares issued by the Company individually or in aggregate may submit written proposals to the shareholders' meeting for candidates for directors and supervisors who are not staff representatives, provided that the number of nominees must comply with the provisions of the Articles of Association and must not exceed the number of candidates to be elected. The above proposals submitted by shareholders to the Company shall be delivered to the Company at least 14 days before the date of the shareholders' meeting.</p>

Original provisions	After amendments
<p>(II) The Board of Directors and the Board of Supervisors may, within the number stipulated in the Articles of Association and according to the number of candidates to be elected, propose a list of candidates for directors and supervisors and submit them to the Board of Directors and the Board of Supervisors for review respectively. After the Board of Directors and the Board of Supervisors have reviewed and resolved to determine the candidates for directors and supervisors, they shall submit them to the shareholders' meeting in the form of a written proposal.</p> <p>(III) The written notice on the intention of nominating candidates for directors and supervisors and the nominee's agreement to accept the nomination, as well as the relevant written materials of the nominee, shall be sent to the Company not less than 7 days before the date of the shareholders' meeting. The Board of Directors and Board of Supervisors shall provide the shareholders with the resumes and basic information of the candidates for directors and supervisors.</p> <p>(IV) The period (calculated from the day following the date of the notice of the shareholders' meeting) given by the Company for the nominees and the nominated persons to submit the aforementioned notices and documents shall be not less than 7 days.</p> <p>(V) The shareholders' meeting shall vote on each candidate for directors and supervisors as separate resolutions.</p> <p>(VI) If there occurs temporarily addition of directors and supervisors, the Board of Directors and the Board of Supervisors shall propose to the shareholders' meeting for election and change.</p>	<p>(II) The Board of Directors and the Board of Supervisors may, within the number stipulated in the Articles of Association and according to the number of candidates to be elected, propose a list of candidates for directors and supervisors and submit them to the Board of Directors and the Board of Supervisors for review respectively. After the Board of Directors and the Board of Supervisors have reviewed and resolved to determine the candidates for directors and supervisors, they shall submit them to the shareholders' meeting in the form of a written proposal. <i>The election of directors and supervisors shall fully reflect the opinions of medium and small shareholders.</i></p> <p>(III) The written notice on the intention of nominating candidates for directors and supervisors and the nominee's agreement to accept the nomination, as well as the relevant written materials of the nominee, shall be sent to the Company not less than 7 days before the date of the shareholders' meeting. The Board of Directors and Board of Supervisors shall provide the shareholders with the resumes and basic information of the candidates for directors and supervisors.</p> <p>(IV) The period (calculated from the day following the date of the notice of the shareholders' meeting) given by the Company for the nominees and the nominated persons to submit the aforementioned notices and documents shall be not less than 7 days.</p> <p>(V) The shareholders' meeting shall vote on each candidate for directors and supervisors as separate resolutions, <i>except for those candidates who apply the cumulative voting system.</i></p> <p>(VI) If there occurs temporarily addition of directors and supervisors, the Board of Directors and the Board of Supervisors shall propose to the shareholders' meeting for election and change.</p>

Original provisions	After amendments
<p>Article 26 The Company shall hold a shareholders' meeting at the place where the Company is domiciled or at the place specified in the notice of the shareholders' meeting.</p> <p>Shareholders' meeting shall have meeting place set and be convened in the form of on-site meeting. The Company may convene the meeting through other safe, economic and convenient means such as communication conference to facilitate shareholders' participation in the shareholders' meeting. Any shareholder attending the shareholders' meeting by the aforesaid means shall be deemed as attendance.</p> <p>The Company shall, on the premise of ensuring the legality and validity of shareholders' meeting, provide convenience for the participation by the shareholders at the shareholders' meetings through various ways and means, including providing on-line voting platform or other modern information technology means as priority.</p>	<p>Article 26 The Company shall hold a shareholders' meeting at the place where the Company is domiciled or at the place specified in the notice of the shareholders' meeting.</p> <p>Shareholders' meeting shall have meeting place set and be convened in the form of on-site meeting. The Company may convene the meeting through other safe, economic and convenient means such as communication conference will also provide on-line voting to facilitate shareholders' participation in the shareholders' meeting. Any shareholder attending the shareholders' meeting by the aforesaid means shall be deemed as attendance.</p> <p>The Company shall, on the premise of ensuring the legality and validity of shareholders' meeting, provide convenience for the participation by the shareholders at the shareholders' meetings through various ways and means, including providing on-line voting platform or other modern information technology means as priority.</p>
<p>Article 30 All shareholders or their proxies having been registered on share rights registration date have the right to attend the shareholders' meeting, and exercise their voting right in accordance with applicable laws, regulations and the Articles of Association. The Company and the convener shall not refuse for any reason.</p> <p>Any shareholder who has the right to attend the shareholders' meeting and to vote shall have the right to appoint one or more persons (who may not be shareholders) as his proxy to attend and vote on his behalf.</p>	<p>Article 30 All shareholders or their proxies having been registered on share rights registration date have the right to attend the shareholders' meeting, and exercise their voting right in accordance with applicable laws, regulations and the Articles of Association. The Company and the convener shall not refuse for any reason.</p> <p>Any shareholder who has the right to attend the shareholders' meeting and to vote shall have the right to appoint one or more persons (who may not be shareholders) as his proxy to attend and vote on his behalf.</p>

Original provisions	After amendments
<p>According to the appointment of the shareholder, the shareholder's proxy may exercise the following rights:</p> <p>(I) Shareholder's right to speak at the shareholders' meeting;</p> <p>(II) Request to vote by ballot on his own or jointly with others;</p> <p>(III) Right to vote may be exercised either by a show of hands or on a poll, except that if a shareholder has appointed more than one (1) proxy, such proxies may only exercise their voting rights on a poll.</p>	<p>According to the appointment of the shareholder, the shareholder's proxy may exercise the following rights:</p> <p>(I) Shareholder's right to speak at the shareholders' meeting;</p> <p>(II) Request to vote by ballot on his own or jointly with others;</p> <p>(III) Right to vote may be exercised either by a show of hands or on a poll, except that if a shareholder has appointed more than one (1) proxy, such proxies may only exercise their voting rights on a poll.</p>
<p>Article 32 The power of attorney for voting shall be kept at the Company's domicile or at other places designated in the notice of convening the meeting at least 24 hours before the meeting in which the voting is entrusted in the power of attorney or 24 hours before the designated voting time. Where the power of attorney for voting is signed by the authorized attorney of the appointing shareholder, the power of attorney signed upon authorization or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents as well as the power of attorney for voting shall be placed in the domicile of the Company or at other places prescribed in the notice of meeting.</p> <p>Where the appointing shareholder is a legal person, its legal representative or the person authorized by Board of Directors and other decision-making authority shall act as the representative to attend the shareholders' meeting.</p>	<p>Article 320 The power of attorney for voting shall be kept at the Company's domicile or at other places designated in the notice of convening the meeting at least 24 hours before the meeting in which the voting is entrusted in the power of attorney or 24 hours before the designated voting time. Where the power of attorney for voting is signed by the authorized attorney of the appointing shareholder, the power of attorney signed upon authorization or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents as well as the power of attorney for voting shall be placed in the domicile of the Company or at other places prescribed in the notice of meeting.</p> <p>Where the appointing shareholder is a legal person, its legal representative or the person authorized by Board of Directors and other decision-making authority shall act as the representative to attend the shareholders' meeting.</p>

Original provisions	After amendments
<p>If the shareholder is a recognized clearing house (or its agent), the shareholder may authorize one or more persons as he thinks fit to act as his representative at any shareholders' meeting or class meeting. However, if more than one person is authorized, the power of attorney shall specify the number and class of shares involved in that person's authorization. The authorized person may exercise his rights on behalf of the recognized clearing house (or its agent) as if he is an individual shareholder of the Company.</p>	<p>If the shareholder is a recognized clearing house (or its agent), the shareholder may authorize one or more persons as he thinks fit to act as his any representative or Company representative at any shareholders' meeting or class meeting. However, if more than one person is authorized, the power of attorney shall specify the number and class of shares involved in that person's authorization. The authorized person may exercise his rights on behalf of the recognized clearing house (or its agent) as if he is an individual shareholder of the Company.</p>
<p>Article 35 The convener shall, in accordance with the register of shareholders, jointly verify the legality of the qualification of the shareholders, register full name (or name) of the shareholders and number of shares with voting rights held by such shareholders. The registration for meeting shall end before the person presiding over the meeting announces the number of attending shareholders and proxies and the total amount of shares with voting right they held.</p>	<p>Article 35³⁵³ The convener and the lawyer engaged by the Company shall, in accordance with the register of shareholders, jointly verify the legality of the qualification of the shareholders, register full name (or name) of the shareholders and number of shares with voting rights held by such shareholders. The registration for meeting shall end before the person presiding over the meeting announces the number of attending shareholders and proxies and the total amount of shares with voting right they held.</p>
<p>Article 37 The shareholders' meeting shall be convened by the Chairman of the board, and the Chairman shall be the chairman of the meeting. If the Chairman is unable to attend the meeting for certain reasons, the Vice Chairman shall be the chairman of the meeting. If the Vice Chairman is unable to attend the meeting for certain reasons, the meeting shall be presided over by a director elected by more than half of the total number of directors.</p>	<p>Article 37³⁷⁵ The shareholders' meeting shall be convened by the Chairman of the board Board of Directors, and the Chairman shall be the chairman of the meeting. If the Chairman is unable to attend the meeting for certain reasons, the Vice Chairman shall be the chairman of the meeting. If the Vice Chairman is unable to attend the meeting for certain reasons, the meeting shall be presided over by a director elected by more than half of the total number of directors.</p>

Original provisions	After amendments
<p>If the Board of Directors cannot or fails to perform the duty of convening the shareholders' meeting, the Board of Supervisors that decides to convene the shareholders' meeting on its own or the shareholder that proposes the shareholders' meeting shall be responsible for presiding over this shareholders' meeting. For the shareholders' meeting independently summoned by Board of Supervisors, the Chairman of Board of Supervisors will preside over the meeting. If the Chairman of Board of Supervisors cannot or fails to perform such duty, the meeting shall be presided over by a supervisor elected by more than half of the total number of supervisors. Shareholders' meeting independently summoned by the shareholders shall be presided over by a representative recommended by the convener.</p>	<p>If the Board of Directors cannot or fails to perform the duty of convening the shareholders' meeting, the Board of Supervisors that decides to convene the shareholders' meeting on its own or the shareholder that proposes the shareholders' meeting shall be responsible for presiding over this shareholders' meeting. For the shareholders' meeting independently summoned by Board of Supervisors, the Chairman of Board of Supervisors will preside over the meeting. If the Chairman of Board of Supervisors cannot or fails to perform such duty, the meeting shall be presided over by a supervisor elected by more than half of the total number of supervisors. Shareholders' meeting independently summoned by the shareholders shall be presided over by a representative recommended by the convener.</p>
<p>If, for any reason, shareholders cannot elect a person to preside over the meeting, the shareholders who hold the most voting shares (including their proxies) present at the meeting shall preside over the meeting.</p>	<p>If, for any reason, shareholders cannot elect a person to preside over the meeting, the shareholders who hold the most voting shares (including their proxies) present at the meeting shall preside over the meeting.</p>
<p>Article 43 Resolutions of the shareholders' meeting include ordinary resolutions and special resolutions.</p>	<p>Article 43 Resolutions of the shareholders' meeting include ordinary resolutions and special resolutions.</p>
<p>The ordinary resolution made at shareholders' meeting shall be approved by more than 1/2 of the voting rights of shareholders (including shareholders' proxy) attending the meeting.</p>	<p>The ordinary resolution made at shareholders' meeting shall be approved by more than 1/2 majority of the voting rights of shareholders (including shareholders' proxy) attending the meeting.</p>
<p>The special resolution made at shareholders' meeting shall be approved by more than 2/3 of the voting rights of shareholders (including shareholders' proxy) attending the meeting.</p>	<p>The special resolution made at shareholders' meeting shall be approved by more than 2/3 of the voting rights of shareholders (including shareholders' proxy) attending the meeting.</p>

Original provisions	After amendments
<p>Article 44.....</p> <p>If shareholder rights are solicited in accordance with the provisions of the preceding paragraph, the person who solicits shall disclose the solicitation documents, and the Company shall cooperate. It is prohibited to solicit shareholder's voting rights by means of compensation or compensation in disguised form. The Company shall not impose minimum shareholding restrictions on soliciting the voting right. If the public solicitation of shareholder rights violates laws, administrative regulations, or relevant provisions of the China Securities Regulatory Commission, resulting in losses to the Company or its shareholders, the person who makes such solicitation shall be responsible for such losses in accordance with the law.</p> <p>.....</p>	<p>Article 44.....</p> <p>If shareholder rights are solicited in accordance with the provisions of the preceding paragraph, the person who solicits shall disclose the solicitation documents, and the Company shall cooperate. It is prohibited to solicit shareholder's voting rights by means of compensation or compensation in disguised form. <i>Except for statutory conditions,</i> tThe Company shall not impose minimum shareholding restrictions on soliciting the voting right. If the public solicitation of shareholder rights violates laws, administrative regulations, or relevant provisions of the China Securities Regulatory Commission, resulting in losses to the Company or its shareholders, the person who makes such solicitation shall be responsible for such losses in accordance with the law.</p> <p>.....</p>
<p>Article 45 Resolutions shall be decided on a show of hands unless a poll is otherwise required by the laws, administrative regulations, the relevant regulatory authorities or the listing rules of the stock exchange where the Company's shares are listed or demanded by the following persons before or after the show of hands:</p> <p>(I) Chairman of the meeting;</p> <p>(II) At least two shareholders present in person or by proxy entitled to vote thereat;</p> <p>(III) One or more shareholders (including proxies) individually or jointly representing 10% or more of shares carrying the right to vote at the meeting.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>Unless a poll is demanded, a declaration by the chairman that a resolution has been passed on a show of hands and the record of such in the minutes of the meeting shall be the conclusive evidence. There is no need to provide evidence of the number or proportion of votes in favor of or against the resolutions passed at the meeting.</p> <p>The Company shall only disclose the poll results if it is required by the laws, administrative regulations, the relevant regulatory authorities or the listing rules of the stock exchange where the Company's shares are listed.</p> <p>The demand for a poll may be withdrawn by the person who demands the same.</p>	
<p>Article 46 A poll demanded on the election of the chairman of the meeting or on the adjournment of the meeting shall be taken forthwith. A poll demanded on any other issues shall be taken at such time as the chairman of the meeting may decide, and any matter other than that upon which a poll has been demanded may be proceeded with. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.</p>	<i>Deleted</i>
<p>Article 47 When a poll is taken at a meeting, a shareholder (including his proxy) entitled to two (2) or more votes need not cast all his votes in the same way.</p>	<i>Deleted</i>
<p>Article 48 When the number of votes for and against a resolution is equal, whether the vote is taken by a show of hands or on a poll, the chairman of the meeting shall have a casting vote.</p>	<i>Deleted</i>
<p>Article 50 For the same voting right, only one voting method can be selected. The first ballot shall prevail once repeated voting arises in the same voting right.</p>	<p>Article 5044 <i>For the same voting right, o</i>Only one voting method can be selected <i>from on-site, on-line or other voting methods</i>. The first ballot shall prevail once repeated voting arises in the same voting right.</p>

Original provisions	After amendments
<p>Article 51 The following matters shall be resolved by way of ordinary resolution at the shareholders' meeting:</p> <p>(I) Work reports of the Board of Directors and Board of Supervisors;</p> <p>(II) Profit distribution schemes and loss recovery schemes drawn up by the Board of Directors;</p> <p>(III) Appointment, dismissal and remuneration and payment methods thereof for members of the Board of Directors and Board of Supervisors (except for employee representative supervisor);;</p> <p>(IV) Annual report, annual budget and final accounts, balance sheet, income statement and other financial statements of the Company;</p> <p>(V) Matters other than those on which special resolutions shall be proposed as stipulated in laws, administrative regulations or Articles of Association.</p>	<p>Article 5145 The following matters shall be resolved by way of ordinary resolution at the shareholders' meeting:</p> <p>(I) Work reports of the Board of Directors and Board of Supervisors;</p> <p>(II) Profit distribution schemes and loss recovery schemes drawn up by the Board of Directors;</p> <p>(III) Appointment, dismissal and remuneration and payment methods thereof for members of the Board of Directors and Board of Supervisors—(except for employee representative supervisor);</p> <p>(IV) Annual report,annual budget and final accounts, balance sheet, income statement and other financial statements of the Company;</p> <p>(V) Matters other than those on which special resolutions shall be proposed as stipulated in laws, administrative regulations or Articles of Association.</p>
<p>Article 52 The following matters shall be resolved by way of special resolution at the shareholders' meeting:</p> <p>(I) The Company increases or reduces its share capital and issues shares of any class, warrants and other similar securities;</p> <p>(II) The Company issues corporate bonds;</p> <p>(III) Demerger, merger, dissolution and liquidation of the Company;</p> <p>(IV) Change of corporation form;</p> <p>(V) Any purchase or disposal of significant assets made or guarantee provided by the Company within one year, with the total assets or the transaction amount exceeding 30% of the latest audited total assets of the Company;</p>	<p>Article 5246 The following matters shall be resolved by way of special resolution at the shareholders' meeting:</p> <p>(I) The Company increases or reduces its share capital and issues shares of any class, warrants and other similar securities;</p> <p>(II) The Company issues corporate bonds;</p> <p>(III) Demerger, <i>spin-off</i>, merger, dissolution and liquidation of the Company;</p> <p>(IV) Change of corporation form;</p> <p>(V) Any purchase or disposal of significant assets made or guarantee provided by the Company within one year, with the total assets or the transaction amount exceeding 30% of the latest audited total assets of the Company;</p>

Original provisions	After amendments
<p>(VI) Amendment of the Articles of Association;</p> <p>(VII) Deliberation and approval of the guarantees stipulated in the Articles of Association that need to be approved by special resolution;</p> <p>(VIII) Review and implement the share incentive plan;</p> <p>(IX) Other matters provided in laws, administrative regulations or the Articles of Association, or deemed by shareholders' meeting as having significant potential influence upon the Company by means of ordinary resolutions, and should be approved by special resolutions;</p> <p>(X) Other matters required by the listing rules of the exchange where the Company's shares are listed to be approved by special resolutions.</p>	<p>(VI) Amendment of the Articles of Association;</p> <p>(VII) Deliberation and approval of the guarantees stipulated in the Articles of Association that need to be approved by special resolution;</p> <p>(VIII) Review and implement the share incentive plan;</p> <p>(IX) Other matters provided in laws, administrative regulations or the Articles of Association, or deemed by shareholders' meeting as having significant potential influence upon the Company by means of ordinary resolutions, and should be approved by special resolutions;</p> <p>(X) Other matters required by the listing rules of the exchange where the Company's shares are listed to be approved by special resolutions.</p>
<p>Article 53 When matters concerning related party transactions are considered at a shareholders' meeting, the related shareholders shall not participate in voting, and the number of the shares with voting right it represents shall not be calculated in the total number of valid votes; when the shareholders' meeting votes on the related party transactions, after deducting the number of voting shares represented by the related shareholders, the non-related shareholders present at the shareholders' meeting shall vote in accordance with relevant provisions of the Articles of Association.</p>	<p>Article 5347 When matters concerning related party transactions are considered at a shareholders' meeting, the related shareholders shall not participate in voting, and the number of the shares with voting right it represents shall not be calculated in the total number of valid votes; <i>the announcement on resolution of shareholders' meeting shall fully disclose the voting of non-related shareholders</i>; when the shareholders' meeting votes on the related party transactions, after deducting the number of voting shares represented by the related shareholders, the non-related shareholders present at the shareholders' meeting shall vote in accordance with relevant provisions of the Articles of Association.</p>

Original provisions	After amendments
<p>Article 54 When matters concerning related transactions are considered at a shareholders' meeting, the abstaining and voting procedures of related shareholders are as follows:</p> <p>(I) The matters deliberated on by the shareholders' meeting are related to a shareholder, such shareholder shall disclose the relationship to the Board of Directors of the Company before the shareholders' meeting is held;</p> <p>(II) When the shareholders' meeting deliberates on matters in relation to related party transactions at the meeting, the presider shall announce the related shareholders, and explain the relationship between the related shareholders and related party transactions;</p> <p>(III) The presider shall announce that the related shareholders shall abstain from voting, and the non-related shareholders shall consider and vote on the matters of related party transactions;</p> <p>(IV) Resolutions on related matters must be passed by more than half of the voting shares of non-related shareholders present at the meeting;</p> <p>If the related shareholders fail to disclose or abstain from voting on the related matters in accordance with the above procedures, the resolution concerning the related matters shall be invalid.</p>	<p>Article 544 When matters concerning related transactions are considered at a shareholders' meeting, the abstaining and voting procedures of related shareholders are as follows:</p> <p>(I) The matters deliberated on by the shareholders' meeting are related to a shareholder, such shareholder shall disclose the relationship to the Board of Directors of the Company before the shareholders' meeting is held;</p> <p>(II) When the shareholders' meeting deliberates on matters in relation to related party transactions at the meeting, the presider shall announce the related shareholders, and explain the relationship between the related shareholders and related party transactions;</p> <p>(III) The presider shall announce that the related shareholders shall abstain from voting, and the non-related shareholders shall consider and vote on the matters of related party transactions;</p> <p>(IV) Resolutions on related matters must be passed by more than half of the voting shares of non-related shareholders present at the meeting. <i>If a transaction falls within the scope of a special resolution, it shall be approved by more than two-thirds of the voting rights of non-related shareholders present at the meeting.</i></p> <p>If the related shareholders fail to disclose or abstain from voting on the related matters in accordance with the above procedures, the resolution concerning the related matters shall be invalid.</p>
<p>Article 56 The chairman of the meeting shall be responsible for determining whether a resolution has been passed based on the poll result at the general meeting. Such determination shall be final and conclusive, and the poll results shall be announced at the meeting and recorded in the minutes.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
Chapter VII Special Voting Procedures for Class Shareholders	<i>Deleted</i>
<p>Article 71 The secretary of the board shall be responsible for the minutes of shareholders' meeting and the meeting minutes shall contain the following content:</p> <p>(I) Time, place and agenda of the meeting as well as name of the meeting convener;</p> <p>(II) Names of the presider as well as directors, supervisors, secretary of the board, general managers and other senior executives present at or attending the meeting;</p> <p>(III) Number of shareholders and proxies attending the meeting, total number of shares with voting rights held by them and the proportion of shares to the total shares of the Company;</p> <p>(IV) Description of the deliberation process of each proposal, key points of speeches and voting results;</p> <p>(V) Shareholders' inquiry or suggestion and corresponding reply or explanation;</p> <p>(VI) Names of the vote counter and scrutineer;</p> <p>(VII) Other items that shall be recorded as required under the Articles of Association.</p> <p>Directors, supervisors, secretary of the board, meeting convener or its representative and meeting presider shall sign the meeting minutes, and shall ensure the meeting minutes are true, accurate and complete. The meeting minutes shall be kept together with the attendance records of shareholders present, power of attorney of proxies present, and valid data for ten years.</p>	<p>Article 7156 The secretary of the board shall be responsible for the minutes of shareholders' meeting and the meeting minutes shall contain the following content:</p> <p>(I) Time, place and agenda of the meeting as well as name of the meeting convener;</p> <p>(II) Names of the presider as well as directors, supervisors, secretary of the board, general managers and other senior executives present at or attending the meeting;</p> <p>(III) Number of shareholders and proxies attending the meeting, total number of shares with voting rights held by them and the proportion of shares to the total shares of the Company;</p> <p>(IV) Description of the deliberation process of each proposal, key points of speeches and voting results;</p> <p>(V) Shareholders' inquiry or suggestion and corresponding reply or explanation;</p> <p>(VI) Names of the <i>lawyer</i>, vote counter and scrutineer;</p> <p>(VII) Other items that shall be recorded as required under the Articles of Association.</p> <p>Directors, supervisors, secretary of the board, meeting convener or its representative and meeting presider shall sign the meeting minutes, and shall ensure the meeting minutes are true, accurate and complete. The meeting minutes shall be kept together with the attendance records of shareholders present, power of attorney of proxies present, and valid data <i>of voting by on-line or other ways</i> for ten years.</p>

Original provisions	After amendments
Article 72 Shareholders can inspect the copy of the meeting minutes for free during the Company's office hours. If any shareholder requests a copy of the relevant meeting minutes from the Company, the Company shall send the copy within 7 days after verifying the identity of shareholders and receiving reasonable fees.	<i>Deleted</i>
Article 77 These Rules shall come into effect on the day when the Company's shares are listed on Hong Kong Stock Exchange upon approval by the shareholders' meeting of the Company.	Article 77 61 These Rules shall come into effect on the day when the Company's shares are listed on Hong Kong Stock Exchange upon approval by the shareholders' meeting of the Company.

Details of the proposed amendments to the Rules of Procedures of the Board of Directors of the Company are as follows:

Original provisions	After amendments
<p>Article 3 A director is a natural person and does not need to hold shares in the Company. Candidates for directors shall meet the following requirements:</p> <p>(I) Having not been subject to administrative punishment by the China Securities Regulatory Commission in recent 3 years;</p> <p>(II) Having not been subject to public censure or more than two public notices by a stock exchange in recent 3 years;</p> <p>(III) Have not been in a period publicly recognized by a stock exchange as unsuitable to serve as a director of a listed company.</p> <p>The above period shall be calculated starting from the date of the shareholders' meeting at which the directors are proposed to be elected.</p>	<p>Article 3 A director is a natural person and does not need to hold shares in the Company. Candidates for directors shall meetA person falls under any of the following requirements circumstances shall not be nominated as a candidate for the position of director of the Company:</p> <p>(I) Having not been subject to administrative punishment by the China Securities Regulatory Commission in recent 3 yearsThe person is prohibited from serving as a director subject to the Company Law and other relevant laws and regulations;</p> <p>(II) Having not been subject to public censure or more than two public notices by a stock exchange in recent 3 yearsSubject to any market entry bans taken by the China Securities Regulatory Commission prohibiting the person from serving as a director of listed companies for a period which has not expired;</p> <p>(III) Have not been in a period publicly recognized by a stock exchange as unsuitable to serve as a director of a listed company.Subject to any public treatment by any stock exchanges as unsuitable to serve as a director, supervisor, and senior management member of listed companies for a period which has not expired;</p> <p>(IV) Other circumstances stipulated by laws and regulations and the stock exchange of where the Company's shares are listed.</p> <p>The above period shall be calculated starting from the date of the shareholders' meeting at which the directors are proposed to be elected.</p>

Original provisions	After amendments
<p>Article 4 The following persons shall not serve as directors:</p> <p>(I) With no or limited capacity for civil conduct;</p> <p>(II) Sentenced to prison due to corruption, bribery, conversion of property, misappropriation of property and sabotage of social economic order, with a discharge period of less than 5 years; or having been deprived of political rights as a result of a criminal conviction, with a discharge period of less than 5 years;</p> <p>(III) Serving as the director or factory director and the general manager of companies and enterprises under bankruptcy liquidation and having individual responsibility for the bankruptcy of the companies and enterprises within 3 years since bankruptcy and liquidation of the companies and enterprises;</p> <p>(IV) Acting as the legal representative of a company or enterprise whose business license was revoked and which was ordered to close down due to its violation of law, and is personally responsible for such revocation, with the revocation period of less than 3 years;</p> <p>(V) Owing comparatively large amount of debt which is overdue and not yet fully repaid;</p> <p>(VI) Punishment by China's Securities Regulatory Commission as prohibition from access to securities market for a period which has not expired;</p> <p>(VII) Other contents prescribed by laws, administrative regulations and department rules.</p> <p>Election or appointment of directors in violation of this Article shall be invalid. Directors having such conducts as prescribed in this Article during their term shall be dismissed by the Company.</p>	<p>Article 4 The following persons shall not serve as directors:</p> <p>(I) With no or limited capacity for civil conduct;</p> <p>(II) Sentenced to prison due to corruption, bribery, conversion of property, misappropriation of property and sabotage of social economic order, with a discharge period of less than 5 years; or having been deprived of political rights as a result of a criminal conviction, with a discharge period of less than 5 years; or within 2 years from the expiration of probation;</p> <p>(III) Serving as the director or factory director and the general manager of companies and enterprises under bankruptcy liquidation and having individual responsibility for the bankruptcy of the companies and enterprises within 3 years since bankruptcy and liquidation of the companies and enterprises;</p> <p>(IV) Acting as the legal representative of a company or enterprise whose business license was revoked and which was ordered to close down due to its violation of law, and is personally responsible for such revocation, with the revocation period of less than 3 years;</p> <p>(V) Listed as a dishonest debtor by the People's Court due to owing comparatively large amount of debt which is overdue and not yet fully repaid;</p> <p>(VI) Punishment by China's Securities Regulatory Commission as prohibition from access to securities market for a period which has not expired;</p> <p>(VII) Other contents prescribed by laws, administrative regulations and department rules.</p> <p>Election or appointment of directors in violation of this Article shall be invalid. Directors having such conducts as prescribed in this Article during their term shall be dismissed by the Company.</p>

Original provisions	After amendments
<p>Article 6 The directors shall be elected and replaced by the shareholders' meeting, and the election of directors shall be approved by ordinary resolutions at the shareholders' meeting, which means the resolution must be passed by more than half of the voting rights of the shareholders attending the shareholders' meeting.</p>	<p>Article 6 The directors shall be elected and replaced by the shareholders' meeting, and the election of directors shall be approved by ordinary resolutions at the shareholders' meeting, which means the resolution must be passed by more than half <i>majority</i> of the voting rights of the shareholders attending the shareholders' meeting.</p>
<p>Article 7 The term of office of directors shall be 3 years from the adoption date of the resolution of the shareholders' meeting until the expiration of the term of office of the current Board of Directors. Upon expiration of the term of office, the director may be reappointed. Prior to the expiration of the term of office, the shareholders meeting shall not dismiss, without cause, the post of the director. Where the directors' term of office is expired but the reelection has not been made in time, prior to the appointment of the reelected directors, the original director shall continue to perform his director duties in accordance with laws, administrative regulations, department rules and the Articles of Association.</p>	<p>Article 7 The term of office of directors shall be 3 years from the adoption date of the resolution of the shareholders' meeting until the expiration of the term of office of the current Board of Directors. Upon expiration of the term of office, the director may be reappointed. Prior to the expiration of the term of office, the shareholders meeting shall not dismiss, without cause, the post of the director. Where the directors' term of office is expired but the reelection has not been made in time, prior to the appointment of the reelected directors, the original director shall continue to perform his director duties in accordance with laws, administrative regulations, department rules and the Articles of Association.</p>
<p>General managers or other senior executives can serve as directors concurrently, but the number of directors serving as general manager or other senior executives concurrently and the directors served by staff representative shall not be more than one half of total number of directors.</p>	<p>General managers or other senior executives can serve as directors concurrently, but the number of directors serving as general manager or other senior executives concurrently and the directors served by staff representative shall not be more than one half of total number of directors.</p>

Original provisions	After amendments
<p>Article 9 The directors shall abide by the laws, administrative regulations and the Articles of Association, and assume the following fiduciary duties:</p> <p>(I) Not to abuse power to accept bribery or other illegal income and to misappropriate the Company's assets;</p> <p>(II) Not to embezzle the Company's fund;</p> <p>(III) Not to open an account in his (her) own name to deposit the funds and assets of the Company;</p> <p>(IV) Not to violate the requirements of the Articles of Association by lending the Company's funds to others or providing guarantee for others by using the Company's assets without the approval of the shareholders' meeting or the Board of Directors;</p> <p>(V) Not to violate the requirements of the Articles of Association by, or without the approval of the shareholders' meeting, concluding a contract or conducting a transaction with the Company;</p> <p>(VI) Not to, without the consent of the shareholders meeting, abuse its power to seek business opportunities for himself(herself) that should be attributed to the Company, to operate independently or jointly with others the same kind of business as that of the Company;</p> <p>(VII) Not to speculate the commissions of the Company;</p> <p>(VIII) Not to reveal the confidential information of the Company without permission;</p> <p>(IX) Not to abuse its associated relations to impair the interests of the Company;</p> <p>(X) Perform other fiduciary duties prescribed in laws, administrative regulations, department rules and the Articles of Association.</p> <p>Directors' income obtained by breaching the provisions of this Article shall belong to the Company; if the Company suffers from losses caused thereby, such directors shall also bear the compensation liability.</p>	<p>Article 9 The directors shall abide by the laws, administrative regulations and the Articles of Association, and—assume the <i>following</i> fiduciary duties; <i>take measures to avoid conflicts between their own interests and those of the Company, and not use their powers to seek undue benefits.</i></p> <p><i>Directors have a duty of diligence towards the Company, and shall perform their duties with the reasonable care that managers usually should take for the best interests of the Company.</i></p> <p>(I) Not to abuse power to accept bribery or other illegal income and to misappropriate the Company's assets;</p> <p>(II) Not to embezzle the Company's fund;</p> <p>(III) Not to open an account in his (her) own name to deposit the funds and assets of the Company;</p> <p>(IV) Not to violate the requirements of the Articles of Association by lending the Company's funds to others or providing guarantee for others by using the Company's assets without the approval of the shareholders' meeting or the Board of Directors;</p> <p>(V) Not to violate the requirements of the Articles of Association by, or without the approval of the shareholders' meeting, concluding a contract or conducting a transaction with the Company;</p> <p>(VI) Not to, without the consent of the shareholders meeting, abuse its power to seek business opportunities for himself(herself) that should be attributed to the Company, to operate independently or jointly with others the same kind of business as that of the Company;</p> <p>(VII) Not to speculate the commissions of the Company;</p> <p>(VIII) Not to reveal the confidential information of the Company without permission;</p> <p>(IX) Not to abuse its associated relations to impair the interests of the Company;</p> <p>(X) Perform other fiduciary duties prescribed in laws, administrative regulations, department rules and the Articles of Association.</p> <p><i>Directors' income obtained by breaching the provisions of this Article shall belong to the Company; if the Company suffers from losses caused thereby, such directors shall also bear the compensation liability.</i></p>

Original provisions	After amendments
<i>Added</i>	<p><i>Article 10 Directors shall not:</i></p> <p><i>(I) Misappropriate the Company's assets and embezzle the Company's fund;</i></p> <p><i>(II) Open an account in his (her) own name to deposit the funds and assets of the Company;</i></p> <p><i>(III) Abuse power to accept bribery or other illegal income;</i></p> <p><i>(IV) Peculate the commissions from transactions between the Company and other parties;</i></p> <p><i>(V) Reveal the confidential information of the Company without permission;</i></p> <p><i>(VI) Violate other fiduciary duties prescribed in laws, administrative regulations, department rules and the Articles of Association.</i></p>
<i>Added</i>	<p><i>Article 11 If a director directly or indirectly enters into a contract or conducts a transaction with the Company, he/she shall report to the Board of Directors or shareholders' meeting on matters related to such contract or transaction, and such contract or transaction shall be approved by a resolution passed by the Board of Directors or shareholders' meeting in accordance with the provisions of the Articles of Association.</i></p> <p><i>The provisions of the preceding paragraph shall apply to the contracts or transactions between any close relatives of directors, enterprises directly or indirectly controlled by directors or their close relatives, and any persons who are related to directors otherwise with the Company.</i></p>

Original provisions	After amendments
<i>Added</i>	<p><i>Article 12 Directors shall not take advantage of their positions to seek business opportunities belonging to the Company for themselves or others, except for any of the following situations:</i></p> <p><i>(I) The transaction is reported to the Board of Directors or shareholders' meeting, and approved by a resolution passed by the Board of Directors or shareholders' meeting in accordance with the provisions of the Articles of Association;</i></p> <p><i>(II) The Company cannot take advantage of such business opportunity, subject to laws, administrative regulations, or the Articles of Association.</i></p>
<i>Added</i>	<p><i>Article 13 Directors who fail to report to the Board of Directors or the shareholders' meeting and obtain an approval by the Board of Directors or the shareholders' meeting in accordance with the provisions of the Articles of Association shall not engage in the same business as the Company they serve for themselves or for others.</i></p>
<i>Added</i>	<p><i>Article 14 The income obtained by directors who violate the provisions of Articles 10 to 13 of these Rules shall be attributable to the Company.</i></p>
<i>Added</i>	<p><i>Article 15 The Company shall be liable for any damages to others caused by a director while performing his duties. The director shall be liable for such damages caused by his/her intentional or gross negligence. The controlling shareholder or actual controller of the Company instructing a director to engage in acts that harm the interests of the Company or shareholders shall bear joint and several liabilities with the director.</i></p>

Original provisions	After amendments
<p>Article 10 The directors shall abide by laws, administrative regulations and the Articles of Association, and assume the following diligence duties:</p> <p>(I) Exercise meticulously, gravely and diligently the rights authorized by the Company to ensure the Company’s business acts are in compliance with the requirements of national laws, administrative regulations and national economic policies, and business activities are not beyond the scope prescribed in the business license;</p> <p>(II) Treat all the shareholders fairly;</p> <p>(III) Understand the business management of the Company in a timely manner;</p> <p>(IV) Provide signed written confirmation to the Company’s regular reports to ensure that the information disclosed by the Company is true, accurate and complete;</p> <p>(V) Truthfully provide relevant information and materials to the Board of Supervisors, and do not impede the Board of Supervisors in exercising its functions and powers;</p> <p>(VI) Perform other diligence obligations set out in laws, administrative regulations, department rules and the Articles of Association.</p>	<p><i>Deleted</i></p>
<p>Article 14.....</p> <p>The related directors include the directors involving any of the following circumstances:</p> <p>(I) Counterparty of the transaction;</p> <p>(II) Direct or indirect controller of the counterparty;</p> <p>(III) Holding a post in the counterparty or a legal entity or other organization having direct or indirect control over the counterparty;</p>	<p>Article 14.....</p> <p>The related directors include the directors involving any of the following circumstances:</p> <p>(I) Counterparty of the transaction;</p> <p>(II) Direct or indirect controller of the counterparty;</p> <p>(III) Holding a post in the counterparty or a legal entity or other organization having direct or indirect control over the counterparty, <i>or legal entity or other organization directly or indirectly control by the counterparty;</i></p>

Original provisions	After amendments
<p>(IV) Close family members of the counterparty or its direct or indirect controller (including spouses, children over the age of 18 years and their spouses, parents and parents-in-law, siblings and their spouses, siblings of their spouses and parents of their children's spouses);</p> <p>(V) Close family members of the directors, supervisors or senior executives of the counterparty or its direct or indirect controller (including spouses, children over the age of 18 years and their spouses, parents and parents-in-law, siblings and their spouses and siblings of their spouses);</p> <p>(VI) Directors whose independent commercial judgment may be affected as determined by the CSRC, the Shanghai Stock Exchange and the Company on the basis of the principle of substance over form.</p> <p>.....</p>	<p>(IV) Close family members of the counterparty or its direct or indirect controller (including spouses, children over the age of 18 years and their spouses, parents and parents-in-law, siblings and their spouses, siblings of their spouses and parents of their children's spouses);</p> <p>(V) Close family members of the directors, supervisors or senior executives of the counterparty or its direct or indirect controller (including spouses, children over the age of 18 years and their spouses, parents and parents-in-law, siblings and their spouses and siblings of their spouses);</p> <p>(VI) Directors whose independent commercial judgment may be affected as determined by the CSRC, the Shanghai Stock Exchange and the Company on the basis of the principle of substance over form.</p> <p>.....</p>
<p>Article 19 The Board of Directors shall consist of 9-15 directors. The Board of Directors shall have one chairman. The Board of Directors is accountable to the shareholders' meeting, and is the operation decision-making body of the Company. It exercises the following functions and powers:</p> <p>(I) to be responsible for convening shareholders meeting and report its work at the shareholders' meeting;</p> <p>(II) to implement resolutions of the shareholders' meeting;</p> <p>(III) to decide on the Company's business plans and investment programs;</p> <p>(IV) to formulate the annual financial budgets and final accounts of the Company;</p> <p>(V) to formulate the Company's profit distribution plans and loss recovery plans;</p> <p>(VI) to formulate proposals for the Company to increase or decrease its registered capital, issue corporate bonds or other securities and pursue any listing thereof, or to decide to issue a certain number of domestic shares to specific investors based on the authorization of shareholders' meeting;</p>	<p>Article 19¹⁹²⁴ The Board of Directors shall consist of 9-15^{over three} directors. The Board of Directors shall have one chairman. The Board of Directors is accountable to the shareholders' meeting, and is the operation decision-making body of the Company. It exercises the following functions and powers:</p> <p>(I) to be responsible for convening shareholders meeting and report its work at the shareholders' meeting;</p> <p>(II) to implement resolutions of the shareholders' meeting;</p> <p>(III) to decide on the Company's business plans and investment programs;</p> <p>(IV) to formulate the annual financial budgets and final accounts of the Company;</p> <p>(IV) to formulate the Company's profit distribution plans and loss recovery plans;</p> <p>(VI) to formulate proposals for the Company to increase or decrease its registered capital, issue corporate bonds or other securities and pursue any listing thereof, or to decide to issue a certain number of domestic shares to specific investors based on the authorization of shareholders' meeting;</p>

Original provisions	After amendments
<p>(VII) to formulate plans for the Company's material acquisitions or disposals and repurchase of shares of the Company, or merger, division, dissolution and alteration of corporate form of the Company;</p> <p>(VIII) within the scope authorized by the shareholders' meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of security on the Company's assets, external guarantees, wealth management entrustment, loans and related party transactions;</p> <p>(IX) to decide on establishment of internal management organizations of the Company;</p> <p>(X) to appoint or dismiss the general manager and secretary of the board of the Company; to appoint or dismiss deputy general manager, financial administrator and other senior executives in the Company according to the general manager's nomination, and determine their remuneration, rewards and punishments;</p> <p>(XI) to decide on the plan for reforming, division, restructuring, and dissolution of the Company's wholly-owned and holding companies;</p> <p>(XII) to formulate the basic management system of the Company, decide on the salary, benefits, reward and punishment policies and plans of the Company's employees;</p> <p>(XIII) to formulate proposals to amend the Articles of Association;</p> <p>(XIV) to formulate the Company's equity incentive plans;</p> <p>(XV) to decide on the establishment of dedicated committees of the Board of Directors and appoint or dismiss the heads of dedicated committees;</p> <p>(XVI) to propose at the shareholders' meeting the appointment or change of the accounting firms which provide audit services to the Company;</p> <p>(XVII) to listen to work reports submitted by the general manager and review his work;</p> <p>(XVIII) to decide on other major and administrative affairs of the Company and sign other important agreements than those matters decided by the shareholders' meeting as stipulated in the Company Law and the Articles of Association;</p>	<p>(VII) to formulate plans for the Company's material acquisitions or disposals and repurchase of shares of the Company, or merger, division, dissolution and alteration of corporate form of the Company;</p> <p>(VIII) within the scope authorized by the shareholders' meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of security on the Company's assets external guarantees, wealth management entrustment, loans, and—related party transactions, and donations;</p> <p>(IXVIII) to decide on establishment of internal management organizations of the Company;</p> <p>(IX) to appoint or dismiss the general manager and secretary of the board of the Company; to appoint or dismiss deputy general manager, financial administrator and other senior executives in the Company according to the general manager's nomination, and determine their remuneration, rewards and punishments;</p> <p>(X) to decide on the plan for reforming, division, restructuring, and dissolution of the Company's wholly-owned and holding companies;</p> <p>(XII) to formulate the basic management system of the Company, decide on the salary, benefits, reward and punishment policies and plans of the Company's employees;</p> <p>(XIII) to formulate proposals to amend the Articles of Association;</p> <p>(XIVIII) to formulate the Company's equity incentive plans;</p> <p>(XIV) to decide on the establishment of dedicated committees of the Board of Directors and appoint or dismiss the heads of dedicated committees;</p> <p>(XVI) to propose at the shareholders' meeting the appointment or change of the accounting firms which provide audit services to the Company;</p> <p>(XVII) to listen to work reports submitted by the general manager and review his work;</p> <p>(XVIII) to decide on other major and administrative affairs of the Company and sign other important agreements than those matters decided by the shareholders' meeting as stipulated in the Company Law and the Articles of Association;</p>

Original provisions	After amendments
<p>(XIX) to manage the Company's information disclosure;</p> <p>(XX) other functions and powers granted by the Articles of Association or the shareholders' meeting;</p> <p>(XXI) other matters stipulated by Chinese laws and regulations.</p> <p>Resolutions by the Board of Directors on the matters mentioned in the preceding paragraph shall be approved by more than half of the votes of all directors, except Item (VI) and (XIII), which must be approved by more than two-thirds of the directors.</p> <p>The Board of Directors may establish dedicated committees, such as the strategy committee, audit committee, compensation and assessment committee, and nomination committee, as it deems necessary. Under the leadership of the Board of Directors, these committees shall assist the Board of Directors in exercising their powers or provide suggestions or advice for the board to make decisions. The composition and rules of procedure of such committees shall be determined separately by the Board of Directors. The dedicated committees are responsible to the Board of Directors and shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Any proposals shall be submitted to the Board of Directors for review and decision. The dedicated committees shall be composed of directors, with independent directors holding the majority and serving as conveners in the audit committee, nomination committee, and compensation and assessment committee. The convener of the audit committee shall be an accounting professional.</p> <p>The Board of Directors shall explain to shareholders' meeting non-standard audit opinions of financial reports given by certified public accountant.</p>	<p>(XIXVIII) to manage the Company's information disclosure;</p> <p>(XIX) other functions and powers granted by the Articles of Association or the shareholders' meeting;</p> <p>(XXI) other matters stipulated by Chinese laws and regulations.</p> <p>Resolutions by the Board of Directors on the matters mentioned in the preceding paragraph shall be approved by more than half of the votes of all directors, except Item (VI) and (XIII), which must be approved by more than two-thirds of the directors.</p> <p>The Board of Directors may establish dedicated committees, such as the strategy committee, audit committee, compensation and assessment committee, and nomination committee, as it deems necessary. Under the leadership of the Board of Directors, these committees shall assist the Board of Directors in exercising their powers or provide suggestions or advice for the board to make decisions. The composition and rules of procedure of such committees shall be determined separately by the Board of Directors. The dedicated committees are responsible to the Board of Directors and shall perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Any proposals shall be submitted to the Board of Directors for review and decision. The dedicated committees shall be composed of directors, with independent directors holding the majority and serving as conveners in the audit committee, nomination committee, and compensation and assessment committee. The convener<i>members</i> of the audit committee shall be <i>directors who are not senior management of the Company, and the convener shall be an independent non-executive director who is</i> an accounting professional.</p> <p>The Board of Directors shall explain to shareholders' meeting non-standard audit opinions of financial reports given by certified public accountant.</p>

Original provisions	After amendments
<p>Article 21 The Board of Directors shall be responsible for examining and approving transactions within the scope authorized by the shareholders' meeting (including external investment, acquisition and sales of assets, entrusted financial management, entrusted loans, asset mortgage and loans), with specific authority as follows:</p> <p>(I) The total assets involved in the transaction (the greater one will prevail in case both book value and assessed value are available) account for more than 10% of the latest audited total assets of the Company;</p> <p>(II) The transaction amount accounts for more than 10% of the Company's market capitalization;</p> <p>(III) The net assets of the subject matter of transaction (such as equity interests) account for more than 10% of the Company's market capitalization in the latest accounting year;</p> <p>(IV) The relevant operating income of the subject matter of transaction (such as equity interests) in the latest accounting year accounts for more than 10% of the audited operating income of the Company in the latest accounting year, and exceeds RMB10 million;</p> <p>(V) The profit generating from the transaction accounts for more than 10% of the audited net profit in the latest accounting year of the Company and exceeds RMB1 million;</p> <p>(VI) The net profit in connection with the subject matter of transaction (such as equity interests) in the latest accounting year accounts for more than 10% of the net profit audited in the latest accounting year of the Company and exceeds RMB1 million.</p>	<p>Article 21²¹⁶ <i>Company transactions (other than the provision of guarantees) shall be submitted to the Board for consideration if they meet one of the following criteria</i>The Board of Directors shall be responsible for examining and approving transactions within the scope authorized by the shareholders' meeting (including external investment, acquisition and sales of assets, entrusted financial management, entrusted loans, asset mortgage and loans), with specific authority as follows:</p> <p>(I) The total assets involved in the transaction (the greater one will prevail in case both book value and assessed value are available) account for more than 10% of the latest audited total assets of the Company;</p> <p>(II) The transaction amount accounts for more than 10% of the Company's market capitalization;</p> <p>(III) The net assets of the subject matter of transaction (such as equity interests) account for more than 10% of the Company's market capitalization in the latest accounting year;</p> <p>(IV) The relevant operating income of the subject matter of transaction (such as equity interests) in the latest accounting year accounts for more than 10% of the audited operating income of the Company in the latest accounting year, and exceeds RMB10 million;</p> <p>(V) The profit generating from the transaction accounts for more than 10% of the audited net profit in the latest accounting year of the Company and exceeds RMB1 million;</p> <p>(VI) The net profit in connection with the subject matter of transaction (such as equity interests) in the latest accounting year accounts for more than 10% of the net profit audited in the latest accounting year of the Company and exceeds RMB1 million.</p>

Original provisions	After amendments
<p>The net profit index in the above criteria can be exempted from application before the Company realizes profits.</p> <p>The shareholders' meeting shall authorize the Board of Directors to review and approve the matters within the above limits of authority, and the matters beyond the scope of authorization shall be submitted to the shareholders' meeting for review and approval upon unanimous consent of the Board of Directors.</p>	<p>The net profit index in the above criteria can be exempted from application before the Company realizes profits.</p> <p>The shareholders' meeting shall authorize the Board of Directors to review and approve the matters within the above limits of authority, and the matters beyond the scope of authorization shall be submitted to the shareholders' meeting for review and approval upon unanimous consent of the Board of Directors.</p>
<p>Article 23 Unless otherwise specified in the Articles of Association, Related Transactions Management System and other internal management systems of the Company, and save for related transactions required to be submitted to shareholders' meeting for approval, other related transactions matters shall be approved by the Board of Directors.</p> <p>The Board of Directors of the Company shall consider the related transactions under the authority granted by the shareholders' meeting. When the Board of Directors of the Company considers related transactions, the related directors shall abstain from voting. In case of insufficient quorum in the Board of Directors due to related director abstaining from voting, all directors (including the related directors) shall make a resolution on the procedural issues such as the submission of such transactions to the shareholders' meeting of the Company for consideration, and the shareholders' meeting shall make a relevant resolution on such transactions.</p>	<p>Article 238 Unless otherwise specified in the Articles of Association, Related Transactions Management System and other internal management systems of the Company, and save for related transactions required to be submitted to shareholders' meeting for approval, other related transactions matters Related transactions shall be reviewed and approved by the Board of Directors <i>in accordance with the authority and procedures stipulated in the Articles of Association and internal management systems such as the Related Transactions Management System.</i></p> <p>The Board of Directors of the Company shall consider the related transactions under the authority granted by the shareholders' meeting. When the Board of Directors of the Company considers related transactions, the related directors shall abstain from voting. In case of insufficient quorum in the Board of Directors due to related director abstaining from voting, all directors (including the related directors) shall make a resolution on the procedural issues such as the submission of such transactions to the shareholders' meeting of the Company for consideration, and the shareholders' meeting shall make a relevant resolution on such transactions.</p>

Original provisions	After amendments
<p>Article 25 The Board of Directors shall hold at least four regular meetings every year, one of which shall be held in the first half year to consider the annual work report and the profit distribution plan of the Company in the previous year. The regular meeting shall be convened by the chairman of the Board and shall be notified in writing to all directors and supervisors 14 days before the meeting is convened.</p> <p>The chairman of the board may convene an extraordinary meeting of the Board of Directors at any time if necessary as deemed by the chairman; in any of the following circumstances, the chairman of the board shall convene and preside over an extraordinary meeting of the Board of Directors within 10 days:</p> <p>(I) proposed by shareholders representing more than one tenth of the voting right;</p> <p>(II) jointly proposed by more than one third of the directors;</p> <p>(III) proposed by the Board of Supervisors.</p> <p>If the chairman of the board fails to convene and preside over an extraordinary meeting of the Board of Directors within 10 days after receiving the aforesaid written request, the directors requesting to hold the extraordinary meeting of the Board of Directors shall have the right to convene an extraordinary meeting of the Board of Directors on their own.</p>	<p>Article 25³⁰ The Board of Directors shall hold at least four^{two} regular meetings every year, <i>at approximately quarterly intervals</i>, one of which shall be held in the first half year to consider the annual work report and the profit distribution plan of the Company in the previous year. The regular meeting shall be convened by the chairman of the Board and shall be notified in writing to all directors and supervisors 14 days before the meeting is convened.</p> <p>The chairman of the board may convene an extraordinary meeting of the Board of Directors at any time if necessary as deemed by the chairman; in any of the following circumstances, the chairman of the board shall convene and preside over an extraordinary meeting of the Board of Directors within 10 days:</p> <p>(I) proposed by shareholders representing more than one tenth of the voting right;</p> <p>(II) jointly proposed by more than one third of the directors;</p> <p><i>(III) proposed by more than half of the independent non-executive directors;</i></p> <p><i>(HIV) proposed by the Board of Supervisors;</i></p> <p><i>(V) when an extraordinary board meeting is proposed by the general manager in the event of an emergency.</i></p> <p>If the chairman of the board fails to convene and preside over an extraordinary meeting of the Board of Directors within 10 days after receiving the aforesaid written request, the directors requesting to hold the extraordinary meeting of the Board of Directors shall have the right to convene an extraordinary meeting of the Board of Directors on their own.</p>

Original provisions	After amendments
<p>Article 33 The secretary of the board and every supervisor shall have the right to attend every meeting of the Board of Directors; unless otherwise decided by the Board of Directors, the general manager and the financial administrator shall be entitled to attend every meeting of the Board of Directors; upon the proposal of any director, the deputy general manager and other senior management personnel shall have the right to attend meetings of the Board of Directors; any other person invited by the Board of Directors may attend meetings of the Board of Directors.</p> <p>According to the provisions in Article 18 of the Company Law, while deciding on major matters relating to operation, or formulating important rules and standards, the Board of Directors shall listen to the opinions and suggestions from the staff through staff representative meeting, staff meeting or other forms.</p>	<p>Article 33 The secretary of the board and every supervisor shall have the right to attend every meeting of the Board of Directors; unless otherwise decided by the Board of Directors, the general manager and the financial administrator shall be entitled to attend every meeting of the Board of Directors; upon the proposal of any director, the deputy general manager and other senior management personnel shall have the right to attend meetings of the Board of Directors; any other person invited by the Board of Directors may attend meetings of the Board of Directors.</p> <p>According to the provisions in Article 18 of the Company Law, while deciding on major matters relating to operation, or formulating important rules and standards, the Board of Directors shall listen to the opinions and suggestions from the staff through staff representative meeting, staff meeting or other forms.</p>
<p>Article 35 Voting method of resolution: disclosed ballot. Each director shall have one vote. No member of the Board of Directors has casting vote.</p> <p>An extraordinary meeting of Board of Directors may pass a resolution via telephone, fax, email and other manners and signed by directors attending the meeting provided that directors can fully express their opinions.</p>	<p>Article 3540 Voting method of resolution: disclosed ballot. Each director shall have one vote. No member of the Board of Directors has casting vote.</p> <p>An extraordinary meeting of Board of Directors may pass a resolution via telephone, fax, email and other manners and signed by directors attending the meeting provided that directors can fully express their opinions.</p>
<p>Article 38 The minutes of each meeting of the Board of Directors shall be prepared, and signed by all the directors and clerks attending the meeting in person or by proxy. The signed minutes shall be kept as company files by the secretary of the board for a period of not less than 10 years.</p>	<p>Article 3843 The minutes of each meeting of the Board of Directors shall be prepared, and signed by all the directors and clerks, the secretary of the board and recorder attending the meeting in person or by proxy. The signed minutes shall be kept as company files by the secretary of the board for a period of not less than 10 years.</p>

Original provisions	After amendments
<p>Article 41 The chairman of the board shall exercise the following authorities:</p> <p>(I) To preside over the Shareholders' meeting, and to convene and preside over board meeting;</p> <p>(II) To supervise and examine the implementation of any resolution adopted by the Board of Directors;</p> <p>(III) To sign the Company's share certificates, the Company's bond certificates and certificates of other securities;</p> <p>(IV) To sign important documents of the Board of Directors and other documents to be signed by the chairman of the board of the Company;</p> <p>(V) To exercise the authorities of legal representative;</p> <p>(VI) In an emergency situation where the occurrence of force majeure and major emergency events, to exercise a special right to deal with the Company's affairs in compliance with the laws and the Articles of Association, and to report the same at the meeting of the Board of Directors and the shareholders' meeting thereafter;</p> <p>(VII) During adjournment of the Board of Directors is not in session, it shall have the power to make decisions on the Company's investment, asset disposal, loans and other matters according to the authorization of the Board of Directors;</p>	<p>Article 416 The chairman of the board shall exercise the following authorities:</p> <p>(I) To preside over the Shareholders' meeting, and to convene and preside over board meeting;</p> <p>(II) To supervise and examine the implementation of any resolution adopted by the Board of Directors;</p> <p>(III) To sign the Company's share certificates, the Company's bond certificates and certificates of other securitiesTo organize the formulation of various systems for the operation of the Board of Directors, and coordinate the operation of the Board of Directors;</p> <p>(IV) To sign important documents of the Board of Directors and other documents to be signed by the chairman of the board of the CompanyTo ensure that the Company establishes good corporate governance practices and procedures;</p> <p>(V) To exercise the authorities of legal representativeTo sign important legally binding documents on behalf of the Company;</p> <p>(VI) In an emergency situation where the occurrence of force majeure and major emergency events, to exercise a special right to deal with the Company's affairs in compliance with the laws and the Articles of Association, and to report the same at the meeting of the Board of Directors and the shareholders' meeting thereafterTo decide on external investment matters that do not meet the standards of the Articles of Association;</p> <p>(VII) During adjournment of the Board of Directors is not in session, it shall have the power to make decisions on the Company's investment, asset disposal, loans and other matters according to the authorization of the Board of DirectorsTo propose a list of nominations for vice chairman, general manager, and secretary of the Board of Directors of the Company;</p>

Original provisions	After amendments
(VIII) Other authorities granted by the Board of Directors.	(VIII) Other authorities granted by the Board of Directors. To supervise and inspect the work of the dedicated committees; (IX) To hear regular or irregular work reports from senior management of the Company, and provide guidance on the implementation of board resolutions; (X) To exercise special disposal rights on the Company's affairs that comply with laws and the Company's interests, and report to the Board of Directors afterwards, in the event of force majeure or major emergencies where it is impossible to convene a board meeting in a timely manner; (XI) Other powers granted by laws and regulations, Listing Rules for the Sci-Tech Innovation Board, Hong Kong Listing Rules, the Articles of Association, or board resolutions.
Article 44 As an annex to the Articles of Association of the Company, these Rules shall come into effect as of the date when the Company's shares are listed and traded on the Sci-Tech Innovation Board of Shanghai Stock Exchange after being examined and approved by the shareholders' meeting, and shall be interpreted by the Board of Directors.	Article 449 As an annex to the Articles of Association of the Company, these Rules shall come into effect as of the date when the Company's shares are listed and traded on the Sci-Tech Innovation Board of Shanghai Stock Exchange after being upon examined and approved by the shareholders' meeting, and shall be interpreted by the Board of Directors.

Details of the proposed amendments to the Rules of Procedures of the Board of Supervisors of the Company are as follows:

Original provisions	After amendments
<p>Article 1 In order to protect the rights and interests of Shanghai Junshi Biosciences Co., Ltd. (hereinafter referred to as the “Company”) and its shareholders, standardize the behavior of Shanghai Junshi Biosciences Co., Ltd. and ensure the Board of Supervisors to exercise its powers according to law, these Rules shall be formulated in accordance with the laws and regulations, including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China and the Mandatory Provisions for Companies Listing Overseas, as well as the Rules Governing the Listing of Securities on the Sci-Tech Innovation Board of the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and the Articles of Association of Shanghai Junshi Biosciences Co., Ltd. (hereinafter referred to as “the Articles of Association”).</p>	<p>Article 1 In order to protect the rights and interests of Shanghai Junshi Biosciences Co., Ltd. (hereinafter referred to as the “Company”) and its shareholders, standardize the behavior of Shanghai Junshi Biosciences Co., Ltd. and ensure the Board of Supervisors to exercise its powers according to law, these Rules shall be formulated in accordance with the laws and regulations, including the Company Law of the People’s Republic of China (hereinafter referred to as the “Company Law”), the Securities Law of the People’s Republic of China and the Mandatory Provisions for Companies Listing Overseas, as well as the Rules Governing the Listing of Securities on the Sci-Tech Innovation Board of the Shanghai Stock Exchange, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”) and the Articles of Association of Shanghai Junshi Biosciences Co., Ltd. (hereinafter referred to as “the Articles of Association”).</p>
<p>Article 5 Any person under one of the following conditions shall not serve as a supervisor of the Company:</p> <p>(I) With no or limited capacity for civil conduct;</p> <p>(II) Having been sentenced to prison due to corruption, bribery, conversion of property, misappropriation of property and sabotage of social economic order; or having been deprived of political rights as a result of a criminal conviction, with a discharge period of less than 5 years;</p>	<p>Article 5 Any person under one of the following conditions shall not serve as a supervisor of the Company:</p> <p>(I) With no or limited capacity for civil conduct;</p> <p>(II) Having been sentenced to prison due to corruption, bribery, conversion of property, misappropriation of property and sabotage of social economic order, with a discharge period of less than 5 years; or having been deprived of political rights as a result of a criminal conviction, with a discharge period of less than 5 years; or having been sentenced to a suspended sentence have not exceeded 2 years since the expiration of the probation period;</p>

Original provisions	After amendments
<p>(III) Serving as the director or factory director and the general manager of companies and enterprises under bankruptcy liquidation and having personal responsibility for the bankruptcy of the companies and enterprises within 3 years since bankruptcy and liquidation of the companies and enterprises;</p> <p>(IV) Acting as the legal representative of a company or enterprise whose business license has been revoked and ordered to close down due to its violation of law, and is personally responsible for such revocation, with the revocation period of less than 3 years;</p> <p>(V) Owing comparatively large amount of debt which is overdue;</p> <p>(VI) Being investigated by judicial authorities for violating the criminal law, which is still pending;</p> <p>(VII) Being prohibited to act as the leader of an enterprise by laws and administrative regulations;</p> <p>(VIII) Non-natural persons;</p> <p>(IX) Having been ruled by the relevant competent authority to have violated the provisions of relevant securities laws and regulations and to engage in fraudulent or dishonest acts, not exceeding 5 years from the date of the ruling;</p> <p>(X) The situation stipulated by the relevant laws and regulations of the place where the company shares are listed as well as the listing rules.</p>	<p>(III) Serving as the director or factory director and the general manager of companies and enterprises under bankruptcy liquidation and having personal responsibility for the bankruptcy of the companies and enterprises within 3 years since bankruptcy and liquidation of the companies and enterprises;</p> <p>(IV) Acting as the legal representative of a company or enterprise whose business license has been revoked and ordered to close down due to its violation of law, and is personally responsible for such revocation, with the revocation period of less than 3 years;</p> <p>(V) Owing comparatively large amount of debt which is overdue <i>and being listed as a dishonest judgment debtor by the people's court</i>;</p> <p>(VI) <i>Being investigated by judicial authorities for violating the criminal law, which is still pending</i> <i>Being banned from entering the securities market by the China Securities Regulatory Commission for a period that has not expired</i>;</p> <p>(VII) <i>Being prohibited to act as the leader of an enterprise by laws and administrative regulations</i>;</p> <p><i>(VIII) Non-natural persons</i>;</p> <p><i>(IX) Having been ruled by the relevant competent authority to have violated the provisions of relevant securities laws and regulations and to engage in fraudulent or dishonest acts, not exceeding 5 years from the date of the ruling</i>;</p> <p>(X) The situation stipulated by the relevant laws and regulations of the place where the company shares are listed as well as the listing rules.</p>

Original provisions	After amendments
<p>Article 7 The Board of Supervisors shall consist of 3 supervisors, one of whom shall be chairman of the board. The term of office of a supervisor is 3 years, and the supervisor can be reelected and reappointed after the term of office expires.</p> <p>The employment and dismissal of the chairman of the Board of Supervisors shall be voted by more than two thirds (inclusive) of the members of the Board of Supervisors.</p>	<p>Article 7 The Board of Supervisors shall consist of 3 supervisors, one of whom shall be chairman of the board. The term of office of a supervisor is 3 years, and the supervisor can be reelected and reappointed after the term of office expires.</p> <p>The employment and dismissal of the chairman of the Board of Supervisors shall be voted by two thirds (inclusive) <i>more than half</i> of the members of the Board of Supervisors.</p>
<p>Article 8 In the event that reelection is not made promptly upon expiry of the term of a supervisor, or the resignation of a supervisor results in the members of the Board of Supervisors below the quorum, the former supervisor shall remain to fulfill a supervisor’s duty as per laws, administrative regulations and provisions hereof before the reelected supervisor takes the position.</p>	<p>Article 8 In the event that reelection is not made promptly upon expiry of the term of a supervisor, or the resignation of a supervisor results in the members of the Board of Supervisors below the quorum, the former supervisor shall remain to fulfill a supervisor’s duty as per laws, administrative regulations and provisions hereof before the reelected supervisor takes the position.</p>
<p>Article 9 The Board of Supervisors consists of three shareholders’ representatives and two employees’ representatives. Shareholders’ representative supervisors shall be elected and dismissed by the general meeting of shareholders, and the employee representative supervisors shall be democratically elected and dismissed by employee representative meeting, employee meeting or other forms.</p> <p>There shall be more than 1/2 of external supervisors in the Board of Supervisors (which refers to supervisors who do not take post in the Company, including shareholder representative supervisors, similarly hereinafter). The external supervisors shall be entitled to independently report to the general meeting of shareholders the integrity and diligence performance of senior executives of the Company.</p>	<p>Article 9 The Board of Supervisors consists of three shareholders’ representatives and two employees’ representatives. Shareholders’ representative supervisors shall be elected and dismissed by the general meeting of shareholders, and the employee representative supervisors shall be democratically elected and dismissed by employee representative meeting, employee meeting or other forms. <i>The proportion of employee representatives on the board of supervisors shall not be less than one-third of the total number of members of the Board of Supervisors.</i></p> <p>There shall be more than 1/2 of external supervisors in the Board of Supervisors (which refers to supervisors who do not take post in the Company, including shareholder representative supervisors, similarly hereinafter). The external supervisors shall be entitled to independently report to the general meeting of shareholders the integrity and diligence performance of senior executives of the Company.</p>

Original provisions	After amendments
<p>Article 10 The Board of Supervisors shall be responsible to the general meeting of shareholders and exercise the following functions and powers:</p> <p>(I) Reviewing the financial affairs of the Company;</p> <p>(II) Supervising the duty-related behaviors of the directors and senior managements, supervise the behaviors in violation of any law, administrative regulation, the Articles of Association or any resolution of the general meeting of shareholders, and put forward proposals on the dismissal of any director or senior management who violates any law, administrative regulation, the Articles of Association or any resolution of the general meeting of shareholders. If the Board of Supervisors discovers any violation of law, regulation and the Articles of Association by a director or senior management, the Board of Supervisors shall report to the Board of Directors or the general meeting, and make timely disclosure;</p> <p>(III) Requesting directors or senior executives to make correction when any of their actions causes damage to the Company’s interests;</p> <p>(IV) Verifying the financial reports, business reports, profit distribution plans and other financial information to be submitted by the Board of Directors to the general meeting of shareholders, and if any doubt is found, a certified public accountant or an independent auditor can be entrusted to assist in the review in the name of the Company.</p> <p>.....</p>	<p>Article 10 The Board of Supervisors shall be responsible to the general meeting of shareholders and exercise the following functions and powers:</p> <p>(I) Reviewing the financial affairs of the Company;</p> <p>(II) Supervising the duty-related behaviors of the directors and senior managements, supervise the behaviors in violation of any law, administrative regulation, the Articles of Association or any resolution of the general meeting of shareholders, and put forward proposals on the dismissal of any director or senior management who violates any law, administrative regulation, the Articles of Association or any resolution of the general meeting of shareholders. <i>The Board of Supervisors may require directors and senior managements to report on their execution of duties.</i> If the Board of Supervisors discovers any violation of law, regulation and the Articles of Association by a director or senior management, the Board of Supervisors shall report to the Board of Directors or the general meeting, and make timely disclosure;</p> <p>(III) Requesting directors or senior executives to make correction when any of their actions causes damage to the Company’s interests;</p> <p>(IV) Verifying the financial reports, business reports, profit distribution plans and other financial information to be submitted by the Board of Directors to the general meeting of shareholders, and if any doubt is found, a certified public accountant or an independent auditor can be entrusted to assist in the review in the name of the Company.;</p> <p>.....</p>
<p>Article 13 The Company shall disclose the announcement in relation to the resolution of the Board of Supervisors; if the supervisor objects or abstains, the reason for such objection or abstention shall be disclosed.</p>	<p><i>Deleted</i></p>

Original provisions	After amendments
<p>Article 18 The rules of procedure for the Board of Supervisors shall be as follows: each Supervisor shall have one vote, which shall be cast by registered or written form.</p> <p>The voting procedure: the supervisors may vote for or against a proposal, or abstain from voting. For supervisors making none or two of the above selections at the same time, chairman of the meeting shall request such supervisors to reconsider; the supervisors refusing to reselect or leaving during the meeting site without making a selection will be deemed as abstaining from voting.</p> <p>The resolutions of the Board of Supervisors shall be passed by more than two thirds of the members of the Board of Supervisors.</p>	<p>Article 187 The rules of procedure for the Board of Supervisors shall be as follows: each Supervisor shall have one vote, which shall be cast by registered or written form.</p> <p>The voting procedure: the supervisors may vote for or against a proposal, or abstain from voting. For supervisors making none or two of the above selections at the same time, chairman of the meeting shall request such supervisors to reconsider; the supervisors refusing to reselect or leaving during the meeting site without making a selection will be deemed as abstaining from voting.</p> <p>The resolutions of the Board of Supervisors shall be passed by more than two thirds<i>two-thirds-half</i> of the members of the Board of Supervisors.</p>
<p>Article 31 These Rules shall come into effect on the day when the Company's shares are listed on the Sci-Tech Innovation Board of Shanghai Stock Exchange after being considered and approved by the general meeting of shareholders of the Company.</p>	<p>Article 310 These Rules shall come into effect on the day when the Company's shares are listed on the Sci-Tech Innovation Board of Shanghai Stock Exchange after being considered and approved by the general meeting of shareholders of the Company.</p>

NOTICE OF 2023 AGM

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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 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 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, 21 June 2024 at 2:00 p.m., for the following purposes:

ORDINARY RESOLUTIONS⁽⁹⁾

1. The proposal in relation to the 2023 Report of the Board of Directors
2. The proposal in relation to the 2023 Report of the Board of Supervisors
3. The proposal in relation to the 2023 Annual Report and its summary
4. The proposal in relation to the 2023 Financial Accounts Report
5. The proposal in relation to the 2023 Profit Distribution Plan
6. The proposal in relation to the application for financing and credit lines from financial institution(s) for 2024
7. The proposal in relation to the remuneration of Directors for 2024
8. The proposal in relation to the remuneration of Supervisors for 2024

NOTICE OF 2023 AGM

9. The proposal in relation to the appointment of the PRC and overseas auditors for 2024
10. The proposal in relation to the changes in and adjustment of amounts of certain investment sub-projects of the 2022 Issuance of A Shares
11. The proposal in relation to amendments to Certain Internal Management Policies
12. The proposal in relation to the re-election and election of executive Directors and a non-executive Director of the fourth session of the Board of Directors
13. The proposal in relation to the re-election and election of independent non-executive Directors of the fourth session of the Board of Directors
14. The proposal in relation to the re-election and election of non-employee representative Supervisors of the fourth session of the Board of Supervisors

SPECIAL RESOLUTIONS⁽⁹⁾

15. The proposal in relation to the estimated external guarantee quota for 2024
16. 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 regulations and 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.

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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.

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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

NOTICE OF 2023 AGM

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.

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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 2023 AGM until the earliest of: (1) the expiry of 12 months after the date of approval at the 2023 AGM; (2) the conclusion of the 2024 annual general meeting of the Company; and (3) 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.

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

A special resolution will be proposed at the AGM to consider and approve the grant of the general mandate to issue A Shares and/or H Shares of the Company.

In order to seize market opportunities and ensure flexibility to issue new Shares (including any sale or transfer of treasury 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**”) (including any sale or transfer of treasury Shares) not exceeding 20% of the total number of Shares in issue (excluding any treasury Shares) 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:

NOTICE OF 2023 AGM

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 (including any sale or transfer of treasury Shares) 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:
 - (i) 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 (including any sale or transfer of treasury Shares), and to make or grant offer proposals, agreements or options in respect of such Shares.
 - (ii) 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 20% of the total number of Shares (excluding any treasury shares) in issue as at the date of passing this resolution at the AGM.
 - (iii) 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.
 - (iv) 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.
 - (v) 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

NOTICE OF 2023 AGM

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).

- (vi) 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.
 - (vii) 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 2023 AGM to the earliest date among the following three: (1) the expiry of 12 months after the date of approval at the 2023 AGM; (2) the date of conclusion of the 2024 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.

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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.

Under the Hong Kong Listing Rules, the proposed grant of general mandate to issue Shares is subject to the approval of the Shareholders by special resolution in general meeting.

18. Grant of the general mandate to repurchase H Shares

In order to maintain investors' investment expectations, safeguard the interests of its Shareholders, and enhance investors' confidence to invest in the Company, the Company plans to repurchase a portion of its H Shares based on its financial position and operating circumstances to demonstrate confidence in the growth of the Company, preserve the value of its Shares and improve the investment return of its Shareholders. It is proposed at the AGM to approve the grant to the Board of Directors of a general mandate to authorize the Board of Directors and any of its authorized persons to deal with all matters in connection with the repurchase of H Shares. Particulars of the Repurchase Mandate are as follows:

- I. Subject to the restrictions under paragraphs 2 and 3 below, the Board shall be approved to exercise all rights of repurchasing the H Shares in issue and listed on the Hong Kong Stock Exchange of nominal value of RMB1.00 each within the Relevant Period in accordance with all applicable laws, regulations, rules and/or requirements (as amended from time to time) of relevant governmental or regulatory authorities of the PRC, the Hong Kong Stock Exchange or any other governmental or regulatory authorities.
- II. The Board shall be authorized to repurchase H Shares in an amount not exceeding 10% of the total number of H Shares in issue (excluding any treasury shares) at the date of passing of such resolution at the AGM and Class Meetings within the Relevant Period, and the repurchase price on any date of repurchase shall not be equal to or higher than 105% of the average closing price of H Shares for the five preceding trading days on which H Shares were traded on the Hong Kong Stock Exchange.
- III. The General Mandate shall include, without limitation, authority to:
 - (1) formulate and implement the specific repurchase plan, including but not limited to determining the timing of the repurchase, the duration of the repurchase, the number of H Shares to be repurchased and the price of the repurchase;

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- (2) open an offshore stock account and deal with the relevant registration of changes in foreign exchange;
- (3) deal with such relevant approval and reporting formalities as may be required by the relevant regulatory authorities and the Hong Kong Stock Exchange (if necessary);
- (4) handle matters related to the cancellation of the repurchased H Shares, reduction of the registered share capital, amendment of the Articles of Association and relevant statutory registration and filing formalities both within and outside the PRC; and
- (5) execute and sign all such documents, do all such acts and matters and take all such steps relevant to the proposed repurchase of H Shares, as the Board of Directors considers expedient, necessary or desirable to give effect to such repurchase, in accordance with the relevant laws, regulations and rules;

For the purpose of this special resolution, “**Relevant Period**” means the period from the passing of the special resolution at the AGM and the Class Meetings until the earliest of:

- (1) the conclusion of the first annual general meeting of the Company following the approval of this special resolution; or
- (2) the date on which the Repurchase Mandate given under the special resolution is revoked or varied by a special resolution of the Shareholders in general meeting.

Subject to the approval and authorization of the Repurchase Mandate being granted to the Board of Directors at the AGM and Class Meetings, the Board of Directors proposes to authorize the Chairman and any of his authorized persons to exercise the authority granted to it at the AGM and Class Meetings to deal with the Repurchase Mandate and all other matters which may be authorized by the Board in connection with the repurchase of H Shares.

19. The proposal in relation to the amendments to the Articles of Association and the Relevant Rules of Procedures

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

Shanghai, PRC, 30 May 2024

NOTICE OF 2023 AGM

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 Monday, 17 June 2024 to Friday, 21 June 2024, 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 Friday, 14 June 2024, 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 30 May 2024 (“**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.
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, Mr. Zhang Zhuobing, Dr. Yao Sheng, Mr. Li Cong, Dr. Zou Jianjun, Dr. Wang Gang and Dr. Li Xin as executive Directors; Dr. Feng Hui and Mr. Tang Yi as non-executive Directors; and Dr. Roy Steven Herbst, Mr. Qian Zhi, Mr. Zhang Chun, Dr. Feng Xiaoyuan and Dr. Meng Anming as independent non-executive Directors.

* *For identification purpose only.*

NOTICE OF CLASS MEETING OF H SHAREHOLDERS

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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 CLASS MEETING OF H SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the 2024 first class meeting of H shareholders (the “**Class Meeting of H Shareholders**”) of Shanghai Junshi Biosciences Co., Ltd.* (the “**Company**”) will be held immediately after the conclusion of the 2024 first class meeting of A shareholders of the Company (or any adjournment thereof) at 15th Floor, Building 7, No. 6, Lane 100, Pingjiaqiao Road, Pudong New Area, Shanghai, the People’s Republic of China on Friday, 21 June 2024, to consider and, if thought fit, approve the following resolutions:

SPECIAL RESOLUTIONS⁽⁹⁾

1. The proposal in relation to the grant of the general mandate to repurchase H Shares; and
2. The proposal in relation to the amendments to the Articles of Association and the Relevant Rules of Procedures.

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

Shanghai, PRC, 30 May 2024

NOTICE OF CLASS MEETING OF H SHAREHOLDERS

Notes:

1. The register of members of H shares of the Company will be closed from Monday, 17 June 2024 to Friday, 21 June 2024, 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 Class Meeting of H Shareholders, 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 Friday, 14 June 2024, being the last share registration date.
2. 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.
3. 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).
4. 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.
5. The Class Meeting of H Shareholders is expected to last for less than half a day. Shareholders (in person or by proxy) who attend the Class Meeting of H Shareholders should bear their own transportation and accommodation expenses. H Shareholders or their proxies attending the Class Meeting of H Shareholders shall present their identification documents.
6. 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.
7. Unless otherwise stated, capitalized terms used herein shall have the same meanings as that defined in the circular of the Company dated 30 May 2024 ("**Circular**"). References to times and dates in this notice are to Hong Kong local times and dates.
8. Further details of the resolutions have been included in the Circular.
9. This notice of Class Meeting of H Shareholders is for the holders of H shares only. The notice of Class Meeting of H Shareholders 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, Mr. Zhang Zhuobing, Dr. Yao Sheng, Mr. Li Cong, Dr. Zou Jianjun, Dr. Wang Gang and Dr. Li Xin as executive Directors; Dr. Feng Hui and Mr. Tang Yi as non-executive Directors; and Dr. Roy Steven Herbst, Mr. Qian Zhi, Mr. Zhang Chun, Dr. Feng Xiaoyuan and Dr. Meng Anming as independent non-executive Directors.

* *For identification purpose only.*