

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

THE RULES OF PROCEDURE FOR THE SUPERVISORY COMMITTEE

(Passed by the General Meeting on 27 June 2024)

Chapter I General Provisions

Article 1 In order to perfect the governance structure of legal person, facilitate the standardized operation of Shanghai Fudan-Zhangjiang Bio-pharmaceutical Co., Ltd.* (the “Company”), protect legal interests of the Company, its shareholders and its creditors, regulate organizations and acts of the Supervisory Committee of the Company and ensure the Supervisory Committee of the Company to exercise its duties and rights independently at law, the Rules of Procedure (the “Rules”) are formulated 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 Rules Governing the Listing of Stocks on the Sci-Tech Innovation Board of the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter collectively referred to as the “Listing Rules”) and the Articles of Association of Shanghai Fudan-Zhangjiang Bio-pharmaceutical Co., Ltd.* (the “Articles”). The Rules shall conform to the Rules Governing the Listing of Stocks on the Sci-Tech Innovation Board of the Shanghai Stock Exchange and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited at the same time; in case of any discrepancy between the two listing rules, the stricter provisions shall prevail.

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

Article 3 The Supervisory Committee shall exercise its supervision on the operation and management activities of the Company, the Board of Directors and senior management on all shareholders’ behalf. The Supervisory Committee shall be accountable to the general meetings.

Article 4 The Supervisory Committee shall strictly comply with the requirements under the Company Law and other laws and regulations in relation to the Supervisory Committee, organize carefully the work of the Supervisory Committee, perform the duties of the Supervisory Committee, protect the interests of the Company, in particular pay

attention to and supervise the legal interests of shareholders to be intact, and assume the faithful and diligent obligation to the Company and all shareholders.

Chapter II Composition of the Supervisory Committee

Article 5 The Supervisory Committee shall consist of three to five supervisors, of which one shall be the chairman of the Supervisory Committee.

The term of office for each supervisor is three years, whose term is renewable upon re-election.

The appointment and removal of the supervisors representing shareholders shall be approved by the general meeting, and the appointment and removal of the supervisors representing employees shall be democratically by the employees of the Company.

The term of office for the chairman of the Supervisory Committee is three years, whose term is renewable upon re-election.

Article 6 The Supervisory Committee shall consist of employee representative supervisors and an appropriate proportion of supervisors representing the employee of the Company. The proportion of employee representatives of the Supervisory Committee shall not be less than one-third of the total number of the supervisors. The employee representatives of the Supervisory Committee shall be elected by the Company's employee through general meetings of employee representatives, employee general meetings or other democratic means.

Article 7 The Supervisory Committee shall make the proposal of removing the supervisor at general meetings or propose the institution electing employee representative supervisor to remove the supervisor acted by the employee representative when one of the following circumstance occurs.

- (I) A supervisor no longer has the qualification of office required by relevant laws, regulations and the Articles;
- (II) A supervisor is not able to continue to perform his/her duties due to his/her death, disappearance or disability or other reasons;
- (III) A Supervisor breaches his/her obligations required by the Rules or his/her major fault or negligence results in material economic loss to the Company.

Article 8 A supervisor may resign prior to the expiry of his/her term of office. When a supervisor intends to resign, he/she shall submit a written resignation report to the Supervisory Committee.

If a new supervisor is not elected timely after the expiry of term of the supervisor, or the resignation of a supervisor causes the members of the Supervisory Committee to be less than the quorum, such supervisor shall perform his/her office of supervisor according to the requirements of the laws, administrative regulations and the Articles of the Company before the newly-appointed supervisor takes office.

The remaining/previous Supervisory Committee shall convene an extraordinary general meeting, the employee representatives meeting or the employee meeting or other forms of

meetings as soon as practicable, so as to elect a supervisor to fill the vacancy arising from the resignation of such supervisor.

Apart from change, resignation or expiry of term of supervisor resulted from the above circumstances, no supervisor shall leave its office without permission. A supervisor whose term of office has not expired shall be accountable to indemnify the Company against any losses incurred from his/her leave of office without permission.

Chapter III Powers and Duties of the Supervisory Committee

Article 9 The Supervisory Committee shall be accountable to the general meeting and perform the following powers and duties according to laws:

- (I) to review the periodic reports prepared by the Board of Directors and to issue its review comment in written;
- (II) to inspect the financial affairs of the Company;
- (III) to supervise the directors, general managers, deputy general managers and other senior management, and propose to remove the directors and senior management who have violated the laws, administrative regulations, the Articles of the Company or resolutions of the general meeting;
- (IV) to require the directors, general managers, deputy general managers and other senior management to correct their conduct which may harm the interest of the Company;
- (V) to review financial information including financial reports, business reports, and profit distribution plan, which the Board of Directors intends to submit to the general meeting. Where abnormalities arise, a certified public accountant or certified auditor may be engaged to assist in reviewing such financial information on behalf of the Company;
- (VI) to conduct an investigation when finding irregularities in the operation of the Company. Professional organizations including accounting firms and law firms may be engaged when necessary, with the relevant costs to be borne by the Company;
- (VII) to propose to hold an extraordinary general meeting, and convene and preside over the general meeting when the Board of Directors is unable to fulfill its duty to convene and preside over the general meeting specified by the Company Law;
- (VII) to propose to convene an extraordinary meeting of the Board;
- (IX) to represent the Company in negotiation with or to take legal action against the directors and senior management;
- (X) other duties required by the Articles.

The Supervisory Committee may give advice on the Company's engagement of accounting firms. When necessary, the Supervisory Committee may engage, on behalf of the Company, other accounting firms to review the Company's financial position independently. The Supervisory Committee may report the situation directly to China Securities Regulatory Commission and other relevant departments. The Supervisory Committee of the Company shall report independently the faithful and diligent performance of the senior management of

the Company to the general meeting.

Chapter IV Chairperson of the Supervisory Committee

Article 10 The chairman of the Supervisory Committee shall possess higher policy standard and organization coordination ability with strong principal, honesty and self-discipline, and be familiar with the operation and management of the Company.

The chairman of the Supervisory Committee shall perform the following duties:

- (I) to convene and preside over the meetings of the Supervisory Committee;
- (II) to supervise and inspect the implementation of the resolutions passed at meetings of the Supervisory Committee;
- (III) to organize and formulate the work plan of the Supervisory Committee, and be responsible for daily work of the Supervisory Committee;
- (IV) to sign the report of the Supervisory Committee and other documents, and deliver the same to other supervisors;
- (V) to exercise duties on behalf of the Supervisory Committee;
- (VI) to report work at general meetings of the Company on behalf of the Supervisory Committee and submit proposals;
- (VII) to be responsible for internal and external contact and coordination work of the Company on behalf of the Supervisory Committee;
- (VIII) other duties granted by general meetings and the Supervisory Committee.

Chapter V Convening and Holding of Meetings of the Supervisory Committee

Article 11 A meeting of the Supervisory Committee shall be convened and presided over by the chairman of the Supervisory Committee. Where the chairman of the Supervisory Committee is not able to or does not perform his/her duties, a supervisor elected jointly by more than half of the supervisors shall convene and preside over the meeting of the Supervisory Committee.

Article 12 Regular meetings of the Supervisory Committee shall be convened at least once every 6 months. A supervisor may propose to hold an extraordinary meeting of the Supervisory Committee.

Notice of any regular meeting shall be given to all supervisors 10 days before the meeting in written and notice of any extraordinary meeting shall be given to all supervisors 5 days before the meeting in written, however, in special circumstances, such term of notice can be waived upon unanimous consent from all the supervisors.

Where the meeting of the Supervisory Committee is unable to be convened for any reason, it shall give an explanation.

Article 13 The notice of meeting of the Supervisory Committee shall include the following content:

- (I) session of the meeting of the Supervisory Committee and the date, place and length of the meeting;
- (II) matters and topics to be discussed;
- (III) date of despatching the notice;
- (IV) convener and chairman of the meeting, the proponent of the extraordinary meeting and his/her written proposal;
- (V) meeting materials necessary for the supervisors' voting;
- (VI) the requirement in principle that a supervisor shall attend the meeting in person;
- (VII) the contact person and contact method;
- (VIII) other content as specified by relevant laws.

Article 14 The Supervisory Committee shall convene an extraordinary meeting within ten days if one of the followings circumstances occurs:

- (I) When any supervisor proposes a meeting;
- (II) When the general meeting or the meeting of the Board of Directors approves any resolutions which violate laws, regulations, rules, regulations or requirements of the regulatory authorities, the Articles of the Company, resolutions of the general meeting of the Company or other relevant provisions;
- (III) When the misconducts of any director or senior management may cause material damage to the Company or adverse impacts in the market;
- (IV) When the Company or any director, supervisor or senior management of the Company is being charged by any shareholder;
- (V) When the Company or any director, supervisor or senior management of the Company is penalized by the securities regulatory authorities or denounced by the Shanghai Stock Exchange;
- (VI) When the securities regulatory authorities request a meeting.

Article 15 The meeting of the Supervisory Committee shall be held only when half or more of the supervisors attend the meeting.

The secretary to the Board of Directors and the securities affairs representative shall attend the meeting of the Supervisory Committee.

Chapter VI Rules of Procedures and Resolutions of the Supervisory Committee

Article 16 Supervisors shall be entitled to put forward proposals of the Supervisory Committee, however, the inclusion of such proposals in the agenda of the meeting of the Supervisory Committee shall be determined by the convener of the meeting of the Supervisory Committee. If the proposal proposed by the supervisor is not included in the agenda of the meeting of the Supervisory Committee, explanations shall be given to the supervisor who proposes such resolution. The Supervisory Committee shall determine by way of voting if such supervisor insists on such inclusion. The Supervisory Committee shall

vote by a show of hands or by way of open poll, and each supervisor is entitled to one vote.

Article 17 The meeting of the Supervisory Committee shall vote on the resolutions one by one and has no right to set aside or reserve the consideration and approval of the resolutions.

Article 18 A meeting of the Supervisory Committee can convene on site and by way of communications.

Article 19 Resolutions of the Supervisory Committee shall be approved by a majority of all the supervisors.

Article 20 After the convening of the meeting of the Supervisory Committee by the Company, proper information disclosure shall be made in accordance with relevant laws, administrative regulations, the requirements of the stock exchanges on which the shares of the Company are listed and the Articles. Details of such information disclosure shall be made by the secretary to the Board of Directors in accordance with the laws.

Chapter VII The Minutes of the Meeting of the Supervisory Committee

Article 21 Minutes shall be taken for the meeting of the Supervisory Committee, all supervisors attending the meeting and the person taking the minutes shall sign on the minutes. Supervisors attending the meeting shall have the right to request to record in the minutes details of the speech made by them at the meeting.

The minutes of the meeting of the Supervisory Committee shall be kept as the Company's files for a period of not less than ten years.

Article 22 The minutes of the meeting of the Supervisory Committee shall include the following content:

- (I) time, place and name of convener of the meeting;
- (II) name of the attending supervisors and the supervisors as proxies;
- (III) agenda of the meeting;
- (IV) key points in speeches of the supervisors;
- (V) methods and results of the voting for each proposal (the voting results shall state the numbers of votes for or against the proposal or abstention);
- (VI) signature of the attending supervisors;
- (VII) other matters as the attending supervisors may consider necessary to record in the minutes.

Chapter VIII Implementation of the Resolutions of the Supervisory Committee

Article 23 The chairman of the Supervisory Committee shall supervise the implementation of the resolutions and report the final implementation results to the Supervisory Committee.

Article 24 The Company shall bear the reasonable expenses arising from the engagement of professional personnel including lawyers, registered accountants and certificated auditors by the Supervisory Committee when performing its duties.

Article 25 The Supervisory Committee shall neither interfere with nor participate in the Company's day-to-day operation and management or the appointment or dismissal of the Company's personnel, provided that the Supervisory Committee shall be empowered to propose removal recommendation when the directors and senior management contravene the provisions of relevant laws, administrative regulations, the Articles or the resolutions of the general meeting. The Supervisory Committee shall be empowered to request rectifications when the conduct of the directors and senior management prejudice the interests of the Company.

Chapter IX Supplementary Provisions

Article 26 Matters not covered by the Rules shall be executed in accordance with the rules under relevant laws, administrative regulations, regulatory documents, the Articles and the listing rules of the places of listing. In the event that the Rules are inconsistent with the rules under relevant laws, administrative regulations and regulatory documents promulgated by the state, the listing rules of the places of listing or the Articles, they shall be implemented in accordance with the rules under relevant laws, administrative regulations and regulatory documents of the state, the listing rules of the places of listing and the Articles, and shall be amended as soon as practicable, and be submitted to the general meeting for consideration and approval.

Article 27 The terms "or more" or "within" herein shall include the given figure.

Article 28 The Rules, as an annex to the Articles, shall be approved by the general meeting and interpreted by the Supervisory Committee.

Article 29 The amendments of the Rules shall be drafted by the Supervisory Committee and come into effect after consideration and approval by the general meeting.